

**PROHIBITION OF SALES TO EEA 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 EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, varied or replaced from time to time, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **EU Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **EU PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**Final Terms dated 23 January 2023**

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

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

Issue of up to GBP 5,000,000 Coupon Barrier Autocall Notes linked to the FTSE® 100 Index due March 2032

Guaranteed by Citigroup Global Markets Limited  
Under the Citi Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities in the United Kingdom ("UK") may only do so:

- (a) if such person is one of the persons mentioned in item 10 of Part B below and that such offer is made during the United Kingdom Offer Period 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 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 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 "**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 CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMFL Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Securities or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Securities or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Securities and the CGMFL Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

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

## PART A – CONTRACTUAL TERMS

A Summary of the Securities is annexed to these Final Terms (see the Annex).

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 the Underlying in the Base Prospectus, which constitutes a base prospectus for the purposes of the UK Prospectus Regulation.

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the UK Prospectus Regulation. This Final Terms must be read in conjunction with the Base Prospectus. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including, the later of the close of the offer period and the date of listing of the Securities.

The Base Prospectus is available for viewing at the offices of the Paying Agents and on the website of the London Stock Exchange ([www.londonstockexchange.com](http://www.londonstockexchange.com)). In addition, this Final Terms is available on the website of the London Stock Exchange ([www.londonstockexchange.com](http://www.londonstockexchange.com)).

For the purposes hereof, **Base Prospectus** means the CGMFL Base Prospectus in relation to the Programme dated 1 December 2022.

- |    |  |  |
|----|--|--|
| 1. | (i) Issuer:  | Citigroup Global Markets Funding Luxembourg S.C.A. |
|    | (ii) Guarantor:  | Citigroup Global Markets Limited                   |
| 2. | (i) Type of Security:  | Notes  |
|    | (ii) Series Number:  | CGMFL55195   |
|    | (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:  | GBP  |
| 4. | Aggregate Principal Amount:  |  |
|    | (i) Series:  | Up to GBP 5,000,000                                |
|    | (ii) Tranche:  | Up to GBP 5,000,000                                |
| 5. | Issue Price:   | 100 per cent. of the Aggregate Principal Amount    |
| 6. | (i) Specified Denominations:   | GBP 1  |
|    | (ii) Calculation Amount:   | GBP 1  |
| 7. | Issue Date:  | 14 March 2023                                      |
| 8. | Maturity Date:   | 8 March 2032                                       |

9. Type of Securities: Fixed Coupon Securities. The Securities do not pay any Coupon Amount if a Coupon Barrier Event does not occur
- Mandatory Early Redemption Provisions are applicable as specified in item 14(iii) below
- The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Redemption Provisions are applicable, item 14(v) below
10. Put/Call Options: Not Applicable
11. (i) Status of the Securities: Senior
- (ii) Status of the CGMHI Deed of Guarantee: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Senior

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

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 Underlying(s): FTSE® 100 Index
- (B) Classification: Security Index
- (C) Electronic Page: Bloomberg Page: UKX<Index>
- (ii) Particulars in respect of each Underlying:
- Security Index/Indices:
- (A) Type of Security Index: Single Exchange Index
- (B) Exchange(s): London Stock Exchange
- (C) Related Exchange(s): All Exchanges
- (D) Single Valuation Time: Applicable
- (E) Same Day Publication: Applicable
- (iii) Elections in respect of each type of Underlying: Applicable
- Security Index/Indices:
- (A) Additional Disruption Event(s): Increased Cost of Stock Borrow
- Loss of Stock Borrow

(B)	Additional Adjustment Event(s):	Security Index	Security Index Condition 4: Applicable
			Early Redemption Option: Applicable
			Early Redemption 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
(C)	Security Adjustment Event(s):	Index	Additional Costs on account of Early Redemption: Not Applicable
			Security Index Condition 6(b)(i): Applicable
			Early Redemption Option: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
			Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
(D)	Additional Early Redemption Event(s):	Index	Pro Rata Issuer Cost Reimbursement: Not Applicable
			Additional Costs on account of Early Redemption: Not Applicable
			Security Index Condition 5: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
			Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
(E)	Security Substitution:	Index	Pro Rata Issuer Cost Reimbursement: Not Applicable
			Additional Costs on account of Early Redemption: Not Applicable
			Applicable
			(iv) Trade Date: 28 February 2023
			(v) Realisation Disruption: Not Applicable
			(vi) Hedging Disruption Termination Event: Early Not Applicable
(vii)	Hedging Disruption:	Early	Not Applicable
			Applicable
			Early Redemption Option: Applicable
			Early Redemption 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 Redemption: Not Applicable
(viii)	Section 871(m) Event:			Applicable
				Early Redemption Option: Applicable
				Early Redemption 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 Redemption: Not Applicable
(ix)	Redemption for Taxation Reasons:			Applicable
				Early Redemption Option: Applicable
				Early Redemption 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 Redemption: Not Applicable
(x)	Change in Law:			Applicable
				Illegality: Applicable
				Material Increased Cost: Applicable
				Early Redemption Option: Applicable
				Early Redemption 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 Redemption: Not Applicable
(xi)	Increased Cost of Hedging:			Applicable
				Early Redemption Option: Applicable
				Early Redemption 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 Redemption: Not Applicable
(xii)	Illegality:	Applicable
		Early Redemption 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 Redemption: Not Applicable
(xiii)	Event of Default	Early Redemption Amount: Fair Market Value
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xiv)	Minimum Return Amount:	Not Applicable

#### PROVISIONS RELATING TO ANY COUPON AMOUNT AND THE REDEMPTION AMOUNT

13.	Coupon Provisions:	Applicable
(i)	Coupon Strike Level, Specified Valuation Date(s), Coupon Amount, Coupon Payment Date(s), Specified Coupon Valuation Date(s), Coupon Barrier Level, Specified Coupon Barrier Observation Date:	See Table below
(ii)	Non-Contingent Coupon Provisions:	Not Applicable
(iii)	Coupon Strike Dates	Applicable for the purpose of determining whether a Coupon Barrier Event has occurred:
	Specified Coupon Strike Date:	28 February 2023
(iv)	Underlying(s) relevant to coupon, Interim Performance Provisions and provisions relating to levels of the Coupon Underlying(s)	Applicable
	Underlying(s) relevant to coupon:	
(A)	Coupon Underlying:	The Underlying specified in item 12 above

	(B)	Coupon Barrier Underlying(s):	The Coupon Underlying				
		Interim Performance Provisions:	Not Applicable				
	(A)	Single Underlying Observation:	Not Applicable				
	(B)	Worst of Basket Observation:	Not Applicable				
		Provisions relating to levels of the Coupon Underlying(s)					
	(A)	Coupon Initial Level:	For the purpose of determining whether a Coupon Barrier Event has occurred: Closing Level on Coupon Strike Date				
	(B)	Coupon Reference Level:	Not Applicable				
(v)		Provisions relating to a Coupon Barrier Event:	Applicable				
	(A)	Coupon Barrier Event:	Coupon Barrier Event European Observation				
(vi)		Provisions relating to the amount of coupon due					
	(A)	Fixed Coupon Securities:	Applicable				
	(B)	Lookback Securities:	Not Applicable				
	(C)	Lookback Memory Bonus Securities:	Not Applicable				
	(D)	Lookback Bonus Securities:	Not Applicable				
(vii)		Coupon Underlying Valuation Provisions:	Applicable				
	(A)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) ( <i>Adjustments to Valuation Dates (Scheduled Trading Days)</i> ) apply				
	(B)	Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) ( <i>Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)</i> ) apply				
	(C)	Valuation Roll:	Eight				
Coupon Barrier Level (%)			Specified Barrier Date	Coupon Observation Date	Coupon Amount if a Coupon Barrier Event occurs in respect of the relevant Coupon Payment Date	Coupon Date	Payment
greater than or equal to 75.00% of the Coupon Initial Level			30 May 2023		GBP 0.017		8 June 2023
greater than or equal to 75.00% of the Coupon Initial Level			29 August 2023		GBP 0.017		8 September 2023
greater than or equal to 75.00% of the Coupon Initial Level			28 November 2023		GBP 0.017		8 December 2023

greater than or equal to 75.00% of the Coupon Initial Level	28 February 2024	GBP 0.017	8 March 2024
greater than or equal to 75.00% of the Coupon Initial Level	28 May 2024	GBP 0.017	10 June 2024
greater than or equal to 75.00% of the Coupon Initial Level	28 August 2024	GBP 0.017	9 September 2024
greater than or equal to 75.00% of the Coupon Initial Level	28 November 2024	GBP 0.017	9 December 2024
greater than or equal to 75.00% of the Coupon Initial Level	28 February 2025	GBP 0.017	10 March 2025
greater than or equal to 75.00% of the Coupon Initial Level	28 May 2025	GBP 0.017	9 June 2025
greater than or equal to 75.00% of the Coupon Initial Level	28 August 2025	GBP 0.017	8 September 2025
greater than or equal to 75.00% of the Coupon Initial Level	28 November 2025	GBP 0.017	8 December 2025
greater than or equal to 75.00% of the Coupon Initial Level	2 March 2026	GBP 0.017	9 March 2026
greater than or equal to 75.00% of the Coupon Initial Level	28 May 2026	GBP 0.017	8 June 2026
greater than or equal to 75.00% of the Coupon Initial Level	28 August 2026	GBP 0.017	8 September 2026
greater than or equal to 75.00% of the Coupon Initial Level	30 November 2026	GBP 0.017	8 December 2026
greater than or equal to 75.00% of the Coupon Initial Level	1 March 2027	GBP 0.017	8 March 2027
greater than or equal to 75.00% of the Coupon Initial Level	28 May 2027	GBP 0.017	8 June 2027
greater than or equal to 75.00% of the Coupon Initial Level	31 August 2027	GBP 0.017	8 September 2027
greater than or equal to 75.00% of the Coupon Initial Level	29 November 2027	GBP 0.017	8 December 2027
greater than or equal to 75.00% of the Coupon Initial Level	28 February 2028	GBP 0.017	8 March 2028
greater than or equal to 75.00% of the Coupon Initial Level	30 May 2028	GBP 0.017	8 June 2028
greater than or equal to 75.00% of the Coupon Initial Level	29 August 2028	GBP 0.017	8 September 2028
greater than or equal to 75.00% of the Coupon Initial Level	28 November 2028	GBP 0.017	8 December 2028
greater than or equal to 75.00% of the Coupon Initial Level	28 February 2029	GBP 0.017	8 March 2029
greater than or equal to 75.00% of the Coupon Initial Level	29 May 2029	GBP 0.017	8 June 2029
greater than or equal to 75.00% of the Coupon Initial Level	28 August 2029	GBP 0.017	10 September 2029
greater than or equal to 75.00% of the Coupon Initial Level	28 November 2029	GBP 0.017	10 December 2029
greater than or equal to 75.00% of the Coupon Initial Level	28 February 2030	GBP 0.017	8 March 2030
greater than or equal to 75.00% of the Coupon Initial Level	28 May 2030	GBP 0.017	10 June 2030
greater than or equal to 75.00% of the Coupon Initial Level	28 August 2030	GBP 0.017	9 September 2030
greater than or equal to 75.00% of the Coupon Initial Level	28 November 2030	GBP 0.017	9 December 2030
greater than or equal to 75.00% of the Coupon Initial Level	28 February 2031	GBP 0.017	10 March 2031
greater than or equal to 75.00% of the Coupon Initial Level	28 May 2031	GBP 0.017	9 June 2031
greater than or equal to 75.00% of the Coupon Initial Level	28 August 2031	GBP 0.017	8 September 2031
greater than or equal to 75.00% of the Coupon Initial Level	28 November 2031	GBP 0.017	8 December 2031
greater than or equal to 75.00% of the Coupon Initial Level	1 March 2032	GBP 0.017	Maturity Date

#### 14. Redemption Provisions:

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

General:



(A)	Mandatory Early Redemption Strike Level, Specified MER Valuation Date, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, MERPR, MER Date, MER Coupon, MER Coupon Payment Date (as relevant):	See Table below
(B)	Specified Mandatory Early Redemption Strike Date:	For the purpose of determining whether a Mandatory Early Redemption Barrier Event has occurred: 28 February 2023
Underlying(s) relevant to Mandatory Early Redemption, Mandatory Early Redemption Performance Provisions and levels of the Mandatory Early Redemption Underlying(s)		
(A)	Mandatory Early Redemption Underlying:	The Underlying specified in item 12 above
(B)	Mandatory Early Redemption Barrier Underlying(s):	The Mandatory Early Redemption Underlying
Mandatory Early Redemption Performance Provisions:		
(A)	Single Underlying Observation:	Not Applicable
(B)	Worst of Basket Observation:	Not Applicable
Provisions relating to levels of the Mandatory Early Redemption Underlying(s)		
(A)	Mandatory Early Redemption Initial Level:	For the purpose of determining whether a Mandatory Early Redemption Barrier Event has occurred: Closing Level on Mandatory Early Redemption Strike Date
(B)	Mandatory Early Redemption Reference Level:	Not Applicable
Provisions relating to a Mandatory Early Redemption Barrier Event		
(A)	Mandatory Early Redemption Barrier Event:	Applicable – Mandatory Early Redemption Barrier Event European Observation

Provisions relating to the  
Mandatory Early Redemption  
Amount

(A) Mandatory Early Redemption Amount: See MER Amount in Table below

I. Mandatory Early Redemption Percentage Rate: Not Applicable

II. MER Relevant Percentage: Not Applicable

Mandatory Early Redemption Underlying Valuation Provisions Applicable

(A) Valuation Disruption (Scheduled Trading Days): The provisions of Valuation and Settlement Condition 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days)*) apply

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

(C) Valuation Roll: Eight

**TABLE**

MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount	MER Date
greater than or equal to 100.00% of the MER Initial Level	28 February 2025	GBP 1	10 March 2025
greater than or equal to 100.00% of the MER Initial Level	28 May 2025	GBP 1	9 June 2025
greater than or equal to 100.00% of the MER Initial Level	28 August 2025	GBP 1	8 September 2025
greater than or equal to 100.00% of the MER Initial Level	28 November 2025	GBP 1	8 December 2025
greater than or equal to 100.00% of the MER Initial Level	2 March 2026	GBP 1	9 March 2026
greater than or equal to 100.00% of the MER Initial Level	28 May 2026	GBP 1	8 June 2026
greater than or equal to 100.00% of the MER Initial Level	28 August 2026	GBP 1	8 September 2026
greater than or equal to 100.00% of the MER Initial Level	30 November 2026	GBP 1	8 December 2026
greater than or equal to 100.00% of the MER Initial Level	1 March 2027	GBP 1	8 March 2027
greater than or equal to 100.00% of the MER Initial Level	28 May 2027	GBP 1	8 June 2027
greater than or equal to 100.00% of the MER Initial Level	31 August 2027	GBP 1	8 September 2027
greater than or equal to 100.00% of the MER Initial Level	29 November 2027	GBP 1	8 December 2027
greater than or equal to 100.00% of the MER Initial Level	28 February 2028	GBP 1	8 March 2028
greater than or equal to 100.00% of the MER Initial Level	30 May 2028	GBP 1	8 June 2028
greater than or equal to 100.00% of the MER Initial Level	29 August 2028	GBP 1	8 September 2028

greater than or equal to 100.00% of the MER Initial Level	28 November 2028	GBP 1	8 December 2028
greater than or equal to 100.00% of the MER Initial Level	28 February 2029	GBP 1	8 March 2029
greater than or equal to 100.00% of the MER Initial Level	29 May 2029	GBP 1	8 June 2029
greater than or equal to 100.00% of the MER Initial Level	28 August 2029	GBP 1	10 September 2029
greater than or equal to 100.00% of the MER Initial Level	28 November 2029	GBP 1	10 December 2029
greater than or equal to 100.00% of the MER Initial Level	28 February 2030	GBP 1	8 March 2030
greater than or equal to 100.00% of the MER Initial Level	28 May 2030	GBP 1	10 June 2030
greater than or equal to 100.00% of the MER Initial Level	28 August 2030	GBP 1	9 September 2030
greater than or equal to 100.00% of the MER Initial Level	28 November 2030	GBP 1	9 December 2030
greater than or equal to 100.00% of the MER Initial Level	28 February 2031	GBP 1	10 March 2031
greater than or equal to 100.00% of the MER Initial Level	28 May 2031	GBP 1	9 June 2031
greater than or equal to 100.00% of the MER Initial Level	28 August 2031	GBP 1	8 September 2031
greater than or equal to 100.00% of the MER Initial Level	28 November 2031	GBP 1	8 December 2031

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

(v) Underlying Linked Securities Redemption Provisions Applicable

#### Dates

(A) Specified Redemption Barrier Observation Date: For the purpose of determining whether a Redemption Barrier Event has occurred: 1 March 2032

(B) Specified Final Valuation Date(s): For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 1 March 2032

(C) Specified Redemption Strike Date: 28 February 2023

Underlying(s) relevant to redemption, Final Performance Provisions and levels of the Redemption Underlying(s)

(A) Redemption Underlying(s): The Underlying specified in item 12 above

(B) Redemption Barrier Underlying(s): The Redemption Underlying

Final Performance Provisions: Applicable

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

(B)	Worst of Basket Observation:	Not Applicable
	Provisions relating to levels of the Redemption Underlying(s)	Applicable
(A)	Redemption Initial Level:	For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Closing Level on Redemption Strike Date
(B)	Final Reference Level:	For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Closing Level on Final Valuation Date
(C)	Redemption Strike Level:	For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Redemption Initial Level
	Provisions relating to a Redemption Barrier Event	Applicable
(A)	Redemption Barrier Event:	Applicable – Redemption Barrier Event European Observation
(B)	Final Barrier Level:	less than 65.00% of the Redemption Initial Level of the Redemption Barrier Underlying
	Provisions relating to the redemption amount due	Applicable
	Provisions applicable where Redemption Barrier Event is Not Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:	Not Applicable
	Provisions applicable where Redemption Barrier Event is Applicable	
(A)	Redemption Upper Barrier Event:	Not Applicable
(B)	Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified:	Applicable – GBP 1 per Security
(C)	Redemption Upper Barrier Percentage:	Not Applicable
	I. Upper Redemption Amount due where no	Not Applicable

	Redemption Barrier Event has occurred:	
II.	Lower Redemption Amount due where no Redemption Barrier Event has occurred:	Not Applicable
(D)	Redemption Amount due where a Redemption Barrier Event has occurred:	Applicable - the Performance-Linked Redemption Amount determined in accordance with the Put Option Provisions
Performance-Linked Redemption Amount:		
Put Option:		Applicable if a Redemption Barrier Event occurs
I.	Relevant Percentage:	100%
II.	Maximum Redemption Amount:	Not Applicable
III.	Minimum Redemption Amount:	Not Applicable
IV.	Final Participation Rate (FPR):	100%
V.	Redemption Adjustment:	Zero
Call Option:		Not Applicable
Redemption Underlying Valuation Provisions		Applicable
(A)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) ( <i>Adjustments to Valuation Dates (Scheduled Trading Days)</i> ) apply
(B)	Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) ( <i>Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)</i> ) apply
(C)	Valuation Roll:	Eight
Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities		Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

15. **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
16.	<b>New Safekeeping Structure:</b>	Not Applicable
17.	<b>Business Centre(s):</b>	London
18.	<b>Business Day Jurisdiction(s) or other special provisions relating to payment dates:</b>	London
19.	<b>Redenomination, renominalisation and reconventioning provisions:</b>	Not Applicable
20.	<b>Consolidation provisions:</b>	The provisions of General Condition 14 ( <i>Further Issues</i> ) apply
21.	<b>Substitution provisions:</b>	Applicable: The provisions of General Condition 17 ( <i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i> ) apply
22.	<b>Name and address of Calculation Agent:</b>	Citigroup Global Markets Limited (acting through its EMEA Equity Index Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
23.	<b>Determination Agent:</b>	Not Applicable
24.	<b>Determinations:</b>	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
25.	<b>Administrator/Benchmark Event:</b>	<p>Early Redemption following Administrator/Benchmark Event: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Redemption: Not Applicable</p>

360303939/Ashurst(EML/ZOVERT)/AM

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:	Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of the London Stock Exchange and to the Official List 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 any fees payable to the Initial UK Authorised Offeror(s), so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer

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

(i) Reasons for the offer:	See "Use of Proceeds" in the Base Prospectus
(ii) Estimated net proceeds:	An amount equal to 100 per cent. of 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/or the Initial UK Authorised Offeror(s)
(iii) Estimated total expenses:	Approximately USD 12,000 (listing fees and legal expenses)

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

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

### 6. UK BENCHMARKS REGULATION

UK Benchmarks Regulation: Article 29(2) statement on benchmarks:	The FTSE <sup>®</sup> 100 Index is provided by FTSE International Limited
--	---

As at the date hereof, FTSE International Limited appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation.

### 7. DISCLAIMER

#### FTSE<sup>®</sup> 100 Index (the Index)

The Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited (FTSE) or by the London Stock Exchange Plc (the **Exchange**) or by The Financial Times Limited (FT) (together the **Licensors Parties**) and none of the Licensors Parties make any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the Index and/or the figure at which the said stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. None of the Licensors Parties shall be liable (whether in negligence or otherwise) to any person for any error in the Index

and none of the Licensor Parties shall be under any obligation to advise any person of any error therein. "FTSE®", "FT-SE®", "Footsie®", "FTSE4Good®" and "techMARK®" are trademarks of the Exchange and the FT and are used by FTSE under licence. "All-World®", "All-Share®" and "All-Small®" are trademarks of FTSE.

### **Bloomberg®**

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

## **8. OPERATIONAL INFORMATION**

ISIN Code:	XS2553916664
Common Code:	255391666
CUSIP:	5C03469Y3
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTFNFR
FISN:	CITIGROUP GLOBA/6.8EMTN 20320308
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 addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

## **9. DISTRIBUTION**

(i)	Method of distribution:	Non-syndicated
(ii)	If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments:	Not Applicable
(iii)	Date of Subscription Agreement:	Not Applicable
(iv)	Stabilisation Manager(s) (if any):	Not Applicable



- (v) If non-syndicated, name and address of Dealer: Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
- (vi) Total commission and concession: No commissions and concessions are payable by the Issuer to the Dealer.
- The fee payable by the Dealer to the Initial UK Authorised Offeror(s) is up to 3.00 per cent. per Specified Denomination.
- Investors can obtain more information about the fee by contacting the relevant UK Authorised Offeror or the Dealer at the relevant address(es) set out herein.
- (vii) Non-exempt Offer: An offer (the **United Kingdom Offer**) of the Securities may be made by Meteor Asset Management Limited (the **Initial UK Authorised Offeror(s)**) other than pursuant to section 86 of the FSMA during the period from (and including) 25 January 2023 to (and including) 28 February 2023 (the **United Kingdom Offer Period**) in the United Kingdom.
- UK Authorised Offeror(s)** means the Initial UK Authorised Offeror(s)
- See further Paragraph 10 below.
- (viii) General Consent: Not Applicable
- (ix) Other conditions to consent: Not Applicable
- (x) Prohibition of Sales to UK Retail Investors: Not Applicable
- (xi) Prohibition of Sales to EEA Retail Investors: Applicable

## 10. TERMS AND CONDITIONS OF THE OFFER

- Offer Price: The Offer Price in respect of each Calculation Amount offered by the Initial UK Authorised Offeror(s) to investors in the United Kingdom (the **United Kingdom Offer Price**) is GBP 1 per Calculation Amount
- Conditions to which the offer is subject: If the Issuer receives subscriptions for Securities with an Aggregate Principal Amount of GBP 5,000,000, the Issuer may end the United Kingdom Offer Period before 28 February 2023
- In the event that the United Kingdom Offer Period is shortened as described above, the Issuer shall publish a notice on the website of the London Stock Exchange ([www.londonstockexchange.com](http://www.londonstockexchange.com))
- The Issuer reserves the right, in its absolute discretion, to cancel the United Kingdom Offer and the issue of the Securities in the United Kingdom at any time prior to the Issue Date. In such an event all application monies relating to applications for

Securities under the United Kingdom Offer will be returned (without interest) to applicants at the applicant's risk by no later than 30 days after the date on which the United Kingdom Offer of the Securities is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice on the website of the London Stock Exchange ([www.londonstockexchange.com](http://www.londonstockexchange.com)) in the event that the United Kingdom Offer is cancelled and the Securities are not issued in the United Kingdom pursuant to the above

Description of the application process:

Applications for the purchase of Securities may be made by a prospective investor in the United Kingdom to the Initial UK Authorised Offeror(s)

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

Each prospective investor in the United Kingdom should ascertain from the Initial UK Authorised Offeror(s) when the Initial UK Authorised Offeror(s) will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Initial UK Authorised Offeror(s)

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

The Issuer may decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of GBP 5,000,000, as further described below

It may be necessary to scale back applications under the United Kingdom Offer

In the event that subscriptions for Securities under the United Kingdom Offer are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of GBP 1 in principal amount of Securities, as determined by the Issuer, and subject to a minimum allotment per applicant of the Calculation Amount

The Issuer also reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the United Kingdom Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an

	<p>applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied</p> <p>Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate</p> <p>The Issuer also reserves the right to accept any subscriptions for Securities which would exceed the "up to" aggregate principal amount of the Securities of GBP 5,000,000 and the Issuer may increase the "up to" aggregate principal amount of the Securities</p> <p>The Issuer shall publish a new final terms in respect of any fungible increase in aggregate principal amount on the website of the London Stock Exchange (<a href="http://www.londonstockexchange.com">www.londonstockexchange.com</a>)</p>
Details of the minimum and/or maximum amount of application:	The minimum amount of any subscription is GBP 1,000 in principal amount of the Securities
Details of the method and time limits for paying up and delivering the Securities:	<p>Securities will be available on a delivery versus payment basis</p> <p>The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date</p>
Manner in and date on which results of the offer are to be made public:	By means of a notice published by the Issuer on the website of the London Stock Exchange ( <a href="http://www.londonstockexchange.com">www.londonstockexchange.com</a> )
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:	Offers may be made by the Initial UK Authorised Offeror(s) to any person in the United Kingdom
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	<p>Applicants in the United Kingdom will be notified directly by the Initial UK Authorised Offeror(s) of the success of their application</p> <p>Dealing in the Securities may commence on the Issue Date</p>
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	<p>Apart from the United Kingdom Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in the United Kingdom</p> <p>For details of withholding taxes applicable to subscribers in the United Kingdom see the section entitled "<i>United Kingdom Taxation</i>" under "<i>Taxation of Securities</i>" in the Base Prospectus</p>

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 Securities will be publicly offered in the United Kingdom through the Initial UK Authorised Offeror(s):

Meteor Asset Management Limited  
24/25 The Shard  
32 London Bridge Street  
London  
SE1 9SG

Meteor Asset Management Limited is a private limited company registered in England and authorised and regulated by the Financial Conduct Authority

Its LEI is 213800ZDUGY47AEHOG17

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

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

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

## ANNEX

### SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS				
<p>The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p> <p><b>The Securities:</b> Issue of up to GBP 5,000,000 Coupon Barrier Autocall Notes linked to the FTSE® 100 Index due March 2032 (ISIN: XS2553916664)</p> <p><b>The Issuer:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDFJUNNP53.</p> <p><b>The Authorised Offeror(s):</b> The Authorised Offeror is Meteor Asset Management Limited, at 24/25 The Shard, 32 London Bridge Street, London, SE1 9SG . Its LEI is 213800ZDUGY47AEHOG17.</p> <p><b>Competent authority:</b> The Base Prospectus was approved on 1 December 2022 by the Financial Conduct Authority of the United Kingdom (the "FCA"), with its address at 12 Endeavour Square, London E20 1JN, England (Telephone number: +44 207 066 1000).</p>				
KEY INFORMATION ON THE ISSUER				
Who is the Issuer of the Securities?				
<p><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDFJUNNP53.</p> <p><b>Issuer's principal activities:</b> The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "Group"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.</p> <p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("CGML" or the "Guarantor"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.</p> <p><b>Key managing directors:</b> The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "Corporate Manager"). The members of the board of managers of the Corporate Manager are Ms. Alberta Brusi, Mr. Vincent Mazzoli, Mr. Jonas Bossau, Ms. Milka Krasteva and Mr. Dimba Kier.</p> <p><b>Statutory auditors:</b> The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Luxembourg Société Coopérative of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>				
What is the key financial information regarding the Issuer?				
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2021 and 2020, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2022.				
Summary information – income statement				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	134	113	46	64
Summary information – balance sheet				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) ( <i>in thousands of U.S. dollars</i> )	25,387,512	18,588,258	25,979,840	
Current ratio (current assets/current liabilities)	100%	100%	100%	
Debt to equity ratio (total liabilities/total shareholder equity)	2271318%	1868714%	2253558%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable	
Summary information – cash flow statement				

	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Net cash flows from operating activities ( <i>in thousands of U.S. dollars</i> )	97,426	-11,875	- 185,616	- 18,100
Net cash flows from financing activities ( <i>in thousands of U.S. dollars</i> )	7,505,356	4,871,709	6,449,382	4,409,702
Net cash flows from investing activities ( <i>in thousands of U.S. dollars</i> )	-7,505,354	-4,871,701	-6,449,360	-4,409,702

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

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

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

The Issuer is subject to the following key risks:

- The Issuer is subject to intra-group credit risk. From time to time, the Issuer enters into derivative transactions with CGML to offset or hedge its liabilities to securityholders under securities issued by it (which may include the Securities). As such, the Issuer is exposed to the credit risk of CGML in the form of counterparty risk in respect of such derivative transactions. In particular, the Issuer's ability to fulfil its obligations under the Securities is primarily dependent on CGML performing its counterparty obligations owed to the Issuer in respect of such derivative transactions in a timely manner, and any failure by CGML to do so will negatively affect the ability of the Issuer to fulfil its obligations under the Securities. Securityholders will not have any recourse to CGML under any such derivative transactions.
- The Issuer may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Issuer and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- Following the military action by Russia in Ukraine, the U.S. has imposed, and is likely to impose material additional, financial and economic sanctions and export controls against certain Russian organisations and/or individuals, with similar actions implemented and/or planned by the European Union, the UK and other jurisdictions. The Group's ability to engage in activity with certain consumer and institutional businesses in Russia and Ukraine or involving certain Russian or Ukrainian businesses and customers is dependent in part upon whether such engagement is restricted under any current or expected U.S., European Union, UK or other countries' sanctions and laws, or is otherwise discontinued in light of these developments. Sanctions and export controls, as well as any actions by Russia, could adversely affect the Group's business activities and customers in and from Russia and Ukraine. Any negative impact of Russia's actions in Ukraine, and related sanctions, export controls and similar actions or laws on the Group, including the Issuer, could adversely affect the ability of the Issuer to fulfil its obligations under the Securities, and 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 notes, 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 14 March 2023. The issue price of the Securities is 100.00 per cent. of the aggregate principal amount.

Series Number: CGMFL55195; ISIN: XS2553916664; Common Code: 255391666; CFI: DTFNFR; FISN: CITIGROUP GLOBAL/6.8EMTN 20320308; CUSIP: 5C03469Y3.

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

The Securities are denominated in the currency of the United Kingdom (**GBP**). The Securities have a specified denomination of GBP 1 and the calculation amount is GBP 1. The aggregate principal amount of the Securities to be issued is up to GBP 5,000,000.

**Maturity Date:** 8 March 2032. This is the date on which the Securities are scheduled to redeem, subject to an early redemption of the Securities.

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

The return on the Securities will derive from the Coupon Amount payable (if any) and the potential payment of a Mandatory Early Redemption Amount following early redemption of the Securities due to the occurrence of a Mandatory Early Redemption Barrier Event, and, unless the Securities have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the Maturity Date of the Securities.

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

- (a) a Coupon Barrier Event has not occurred, no coupon amount will be paid on such Coupon Payment Date; or
- (b) a Coupon Barrier Event has occurred, an amount in respect of each Security specified for such Coupon Payment Date in the table below.

Where:

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

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

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

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

**Coupon Payment Dates:** each date specified as such in the table below.

**Coupon Strike Date:** 28 February 2023, subject to adjustment.

Coupon Barrier Level (%)	Coupon Barrier Observation Date	Coupon Amount if a Coupon Barrier Event occurs in respect of the relevant Coupon Payment Date	Coupon Payment Date
75.00% of the Coupon Initial Level	30 May 2023	GBP 0.017	8 June 2023
75.00% of the Coupon Initial Level	29 August 2023	GBP 0.017	8 September 2023
75.00% of the Coupon Initial Level	28 November 2023	GBP 0.017	8 December 2023
75.00% of the Coupon Initial Level	28 February 2024	GBP 0.017	8 March 2024
75.00% of the Coupon Initial Level	28 May 2024	GBP 0.017	10 June 2024
75.00% of the Coupon Initial Level	28 August 2024	GBP 0.017	9 September 2024
75.00% of the Coupon Initial Level	28 November 2024	GBP 0.017	9 December 2024
75.00% of the Coupon Initial Level	28 February 2025	GBP 0.017	10 March 2025
75.00% of the Coupon Initial Level	28 May 2025	GBP 0.017	9 June 2025
75.00% of the Coupon Initial Level	28 August 2025	GBP 0.017	8 September 2025
75.00% of the Coupon Initial Level	28 November 2025	GBP 0.017	8 December 2025
75.00% of the Coupon Initial Level	2 March 2026	GBP 0.017	9 March 2026
75.00% of the Coupon Initial Level	28 May 2026	GBP 0.017	8 June 2026
75.00% of the Coupon Initial Level	28 August 2026	GBP 0.017	8 September 2026
75.00% of the Coupon Initial Level	30 November 2026	GBP 0.017	8 December 2026
75.00% of the Coupon Initial Level	1 March 2027	GBP 0.017	8 March 2027
75.00% of the Coupon Initial Level	28 May 2027	GBP 0.017	8 June 2027
75.00% of the Coupon Initial Level	31 August 2027	GBP 0.017	8 September 2027
75.00% of the Coupon Initial Level	29 November 2027	GBP 0.017	8 December 2027
75.00% of the Coupon Initial Level	28 February 2028	GBP 0.017	8 March 2028
75.00% of the Coupon Initial Level	30 May 2028	GBP 0.017	8 June 2028
75.00% of the Coupon Initial Level	29 August 2028	GBP 0.017	8 September 2028
75.00% of the Coupon Initial Level	28 November 2028	GBP 0.017	8 December 2028
75.00% of the Coupon Initial Level	28 February 2029	GBP 0.017	8 March 2029
75.00% of the Coupon Initial Level	29 May 2029	GBP 0.017	8 June 2029
75.00% of the Coupon Initial Level	28 August 2029	GBP 0.017	10 September 2029
75.00% of the Coupon Initial Level	28 November 2029	GBP 0.017	10 December 2029
75.00% of the Coupon Initial Level	28 February 2030	GBP 0.017	8 March 2030
75.00% of the Coupon Initial Level	28 May 2030	GBP 0.017	10 June 2030
75.00% of the Coupon Initial Level	28 August 2030	GBP 0.017	9 September 2030
75.00% of the Coupon Initial Level	28 November 2030	GBP 0.017	9 December 2030
75.00% of the Coupon Initial Level	28 February 2031	GBP 0.017	10 March 2031
75.00% of the Coupon Initial Level	28 May 2031	GBP 0.017	9 June 2031
75.00% of the Coupon Initial Level	28 August 2031	GBP 0.017	8 September 2031
75.00% of the Coupon Initial Level	28 November 2031	GBP 0.017	8 December 2031
75.00% of the Coupon Initial Level	1 March 2032	GBP 0.017	Maturity Date

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

Where:

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

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

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

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

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

**Mandatory Early Redemption Strike Date:** 28 February 2023, subject to adjustment.

Mandatory Early Redemption Barrier Level (%)	Mandatory Early Redemption Observation Date	Mandatory Early Redemption Amount	Mandatory Early Redemption Date
100.00% of the MER Initial Level	28 February 2025	GBP 1	10 March 2025
100.00% of the MER Initial Level	28 May 2025	GBP 1	9 June 2025
100.00% of the MER Initial Level	28 August 2025	GBP 1	8 September 2025
100.00% of the MER Initial Level	28 November 2025	GBP 1	8 December 2025
100.00% of the MER Initial Level	2 March 2026	GBP 1	9 March 2026
100.00% of the MER Initial Level	28 May 2026	GBP 1	8 June 2026
100.00% of the MER Initial Level	28 August 2026	GBP 1	8 September 2026
100.00% of the MER Initial Level	30 November 2026	GBP 1	8 December 2026
100.00% of the MER Initial Level	1 March 2027	GBP 1	8 March 2027
100.00% of the MER Initial Level	28 May 2027	GBP 1	8 June 2027
100.00% of the MER Initial Level	31 August 2027	GBP 1	8 September 2027
100.00% of the MER Initial Level	29 November 2027	GBP 1	8 December 2027
100.00% of the MER Initial Level	28 February 2028	GBP 1	8 March 2028
100.00% of the MER Initial Level	30 May 2028	GBP 1	8 June 2028
100.00% of the MER Initial Level	29 August 2028	GBP 1	8 September 2028
100.00% of the MER Initial Level	28 November 2028	GBP 1	8 December 2028
100.00% of the MER Initial Level	28 February 2029	GBP 1	8 March 2029
100.00% of the MER Initial Level	29 May 2029	GBP 1	8 June 2029
100.00% of the MER Initial Level	28 August 2029	GBP 1	10 September 2029
100.00% of the MER Initial Level	28 November 2029	GBP 1	10 December 2029
100.00% of the MER Initial Level	28 February 2030	GBP 1	8 March 2030
100.00% of the MER Initial Level	28 May 2030	GBP 1	10 June 2030
100.00% of the MER Initial Level	28 August 2030	GBP 1	9 September 2030
100.00% of the MER Initial Level	28 November 2030	GBP 1	9 December 2030
100.00% of the MER Initial Level	28 February 2031	GBP 1	10 March 2031
100.00% of the MER Initial Level	28 May 2031	GBP 1	9 June 2031
100.00% of the MER Initial Level	28 August 2031	GBP 1	8 September 2031
100.00% of the MER Initial Level	28 November 2031	GBP 1	8 December 2031

**Redemption Amount:** Unless the Securities have been previously redeemed or purchased and cancelled, if:

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

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

Where:

**Calculation Amount or CA:** GBP 1.

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

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

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



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

**Final Valuation Date(s):** 1 March 2032, subject to adjustment.

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

**Redemption Barrier Observation Date:** 1 March 2032, subject to adjustment.

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

**Redemption Strike Date:** 28 February 2023, subject to adjustment.

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

The Underlying(s)	
Description	Electronic page
FTSE® 100 Index	Bloomberg Page: UKX<Index>

**Early Redemption:** The Securities may be redeemed 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/or provisions relating to subsequent corrections of the level of the Underlying(s) and details of the consequences of such events. Such provisions may where applicable permit adjustments to be made to the terms and conditions of the Securities. The terms and conditions of the Securities also permit the adjustment of payment dates for non-business days.

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

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

**Bail-in:** Any exercise of any bail-in power or other action taken by a relevant resolution authority in respect of the Guarantor could materially adversely affect the value of and return on the Securities.

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

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

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

#### Where will the Securities be traded?

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of the London Stock Exchange and to the Official List of the FCA with effect from on or around the issue date.

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

**Brief description of the Guarantor:** CGML is a private company limited by shares and was incorporated in England and Wales on 21 October 1983. CGML operates under the laws of England and Wales and is domiciled in England. Its registered office is at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB and its telephone number is +44 (0)207 986 4000. The registration number of CGML is 01763297 on the register maintained by Companies House. Its LEI is XKZZ2JZF41MRHTR1V493. CGML is a wholly-owned indirect subsidiary of Citigroup Inc. and has a major international presence as a dealer, market maker and underwriter, as well as providing advisory services to a wide range of corporate, institutional and government clients.

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

**Key financial information of the Guarantor:** The following key financial information has been extracted without material adjustment from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2021 and

2020, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2022.

Summary information – income statement				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Profit after taxation ( <i>in millions of U.S. dollars</i> )	403	1,023	53	362
Summary information – balance sheet				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	7,338	12,442	16,326	
Debt to equity ratio (total liabilities/total shareholder equity)	15	23	16.99	
Summary information – cash flow statement				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(1,982)	301	(2,412)	741
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	5,305	2,333	778	3,331
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(1,780)	(690)	(42)	(1,736)

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

**Key risks in respect of the Guarantor:** The Guarantor is subject to the following key risks:

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

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

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. The value of Securities prior to their scheduled redemption may vary due to a number of interrelated factors, including the value, dividend yield and volatility of the Underlying(s) and any changes in interim interest rates if applicable, and a sale of Securities prior to their scheduled redemption may be at a substantial discount from the original purchase price and you may lose some or all of your investment. If, at maturity, a Redemption Barrier Event has occurred and the Final Reference Level of the Underlying is less than its Redemption Initial Level, the Securities may be redeemed for less than your initial investment or even zero. Further you may receive no coupon if a Coupon Barrier Event does not occur.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any

<p>such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.</p> <ul style="list-style-type: none"> <li>• Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a security index. Global economic, financial and political developments, among other things, may have a material effect on the value of the component securities of, and/or the performance of, the Underlying(s), and in recent years, currency exchange rates and prices for component securities have been highly volatile. This may in turn affect the value of and return on the Securities. Where the Underlying(s) is a price return index, holders of Securities will not participate in dividends paid on the components comprising the Underlying(s) and such Securities may not perform as well as a position where such holder had invested directly in such components or where they invested in a "total return" version of the Underlying(s) or in another product.</li> <li>• 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(s) 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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 redeemed. If the Securities are redeemed early, the amount paid may be less than your initial investment and you may therefore sustain a loss.</li> <li>• Following the occurrence of a Mandatory Early Redemption Barrier Event, the Securities will be redeemed on the relevant Mandatory Early Redemption Date at the relevant Mandatory Early Redemption Amount. No further amount shall be payable in respect of the Securities after the Mandatory Early Redemption Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.</li> </ul>
<p align="center"><b>KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET</b></p>
<p align="center"><b>Under which conditions and timetable can I invest in the Securities?</b></p>
<p><b><i>Terms and conditions of the offer</i></b></p> <p>An offer of the Securities will be made in the United Kingdom during the period from (and including) 25 January 2023 to (and including) 28 February 2023. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the offer of the Securities.</p> <p>The offer price is GBP 1 per calculation amount, and the minimum subscription amount is GBP 1,000. The Issuer may decline in whole or in part an application for the Securities and/or accept subscriptions which would exceed the aggregate principal amount of GBP 5,000,000. In the event that subscriptions for Securities are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of GBP 1 in principal amount of Securities, as determined by the Issuer, and subject to a minimum allotment per applicant of the calculation amount.</p> <p>Description of the application process: Applications for the purchase of Securities may be made by a prospective investor in the United Kingdom to the Authorised Offeror(s). Each prospective investor in the United Kingdom should ascertain from the Authorised Offeror(s) when the Authorised Offeror(s) will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Authorised Offeror(s).</p> <p>Details of method and time limits for paying up and delivering the Securities: Securities will be available on a delivery versus payment basis. The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the issue date.</p> <p>Manner in and date on which results of the offer are to be made public: By means of a notice published by the Issuer on the website of the London Stock Exchange (<a href="http://www.londonstockexchange.com">www.londonstockexchange.com</a>)</p>
<p><b><i>Estimated expenses or taxes charged to investor by issuer/offeror</i></b></p> <p>The dealer and/or any distributors will be paid up to 3.00 per cent. per Specified Denomination as fees in relation to the issue of Securities. Apart from the offer price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in the United Kingdom.</p>
<p align="center"><b>Who is the offeror and/or the person asking for admission to trading?</b></p>
<p>The Issuer is the entity requesting for the admission to trading of the Securities.</p>

**Authorised Offeror(s):** The Authorised Offeror is Meteor Asset Management Limited. Its address is 24/25 The Shard, 32 London Bridge Street, London, SE1 9SG. Its LEI is 213800ZDUGY47AEHOG17. Meteor Asset Management Limited is a private limited company registered in England and authorised and regulated by the Financial Conduct Authority.

**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 primarily to grant loans or other forms of funding to CGML and any entity belonging to the same Group, and may be used to finance the Issuer itself.

The estimated net amount of proceeds is 100 per cent. of the final aggregate principal amount of the Securities issued on the issue date.

***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 dealer and/or the distributor(s). The terms of the Securities confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Securities. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Securities, including with respect to such judgements, determinations and calculations. The Issuer, the Guarantor and/or any of their affiliates may also from time to time engage in transactions or enter into business relationships for their own account and/or possess information which affect or relate to the Securities and/or the Underlying(s). The Issuer, the Guarantor 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.