

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 3 October 2024

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDFJUNNP53

Issue of GBP 631,000 Quanto Memory Coupon Barrier Autocall Notes linked to the Worst Performing of the EURO STOXX 50[®] Index, the FTSE[®] 100 Index and the S&P 500[®] Index, due October 2030

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 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

The Securities are English Law Securities. 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*" (including, for the avoidance of doubt, each relevant Schedule) and the Underlying Schedule applicable to each Underlying in the Base Prospectus and the Supplements, which together constitute 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 as so supplemented. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including, the date of listing of the Securities.

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

For the purposes hereof, **Base Prospectus** means the CGMFL Base Prospectus in relation to the Programme dated 30 November 2023, as supplemented by a Supplement (No.1) dated 30 January 2024 (**Supplement No.1**), a Supplement (No.2) dated 13 March 2024 (**Supplement No.2**), a Supplement (No.3) dated 30 April 2024 (**Supplement No.3**), a Supplement (No.4) dated 22 May 2024 (**Supplement No.4**), a Supplement (No.5) dated 30 July 2024 (**Supplement No.5**) and a Supplement (No.6) dated 21 August 2024 (**Supplement No.6** and, together with Supplement No.1, Supplement No.2, Supplement No.3, Supplement No.4 and Supplement No.5, the **Supplements**).

- | | | | |
|----|-------|---|--|
| 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: | CGMFL84144 |
| | (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: | British Pound (GBP) |
| 4. | | Aggregate Principal Amount: | |
| | (i) | Series: | GBP 631,000 |
| | (ii) | Tranche: | GBP 631,000 |
| 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: | 4 October 2024 |
| 8. | | Maturity Date: | 4 October 2030 |

9. Type of Securities: Lookback 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(s):
- (A) Description of Underlying(s): of Each Underlying specified under the heading "Description of Underlying(s)" in the Table below
- (B) Classification: In respect of an Underlying, the Classification specified for such Underlying in the Table below
- (C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

Table

Description of Underlying(s)	Classification	Electronic Page	Exchange(s)
The EURO STOXX 50 [®] Index (<i>ISIN: EU0009658145</i>) (the SX5E Index)	Security Index	Bloomberg Page: SX5E <Index>	As specified in the definition of Exchange in Security Index Condition 1 in respect of a Multiple Exchange Index
The FTSE [®] 100 Index (<i>ISIN: GB0001383545</i>) (the UKX Index)	Security Index	Bloomberg Page: UKX <Index>	London Stock Exchange plc
The S&P 500 [®] Index (<i>ISIN: US78378X1072</i>) (the SPX Index)	Security Index	Bloomberg Page: SPX <Index>	New York Stock Exchange and the Nasdaq Stock Market Inc.

- (ii) Particulars in respect of each Underlying:

Security Index/Indices:

- (A) Type of Security Index: In respect of:

- (i) the SX5E Index; Multiple Exchange Index; or
 - (ii) the UKX Index and the SPX Index; Single Exchange Index
 - (B) Exchange(s): In respect of an Underlying, the Exchange(s) specified for such Underlying in the Table above
 - (C) Related Exchange(s): In respect of each Underlying, All Exchanges
 - (D) Single Valuation Time: In respect of:
 - (i) the SX5E Index and the SPX Index; Not Applicable; or
 - (ii) the UKX Index; Applicable
 - (E) Same Day Publication: In respect of each Underlying, Applicable
 - (iii) Elections in respect of each type of Underlying: Applicable
- Security Index/Indices:
- (A) Additional Disruption Event(s): In respect of each Underlying:
 - Increased Cost of Stock Borrow
 - Loss of Stock Borrow
 - (B) Additional Adjustment Event(s): In respect of each Underlying:
 - 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
 - Additional Costs on account of Early Redemption: Not Applicable
 - (C) Security Index Adjustment Event(s): In respect of each Underlying:
 - 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

			Pro Rata Issuer Cost Reimbursement: Not Applicable
			Additional Costs on account of Early Redemption: Not Applicable
(D)	Additional Redemption Event(s):	Early	In respect of each Underlying: 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 Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Redemption: Not Applicable
(E)	Security Substitution:	Index	In respect of each Underlying: Applicable
(iv)	Trade Date:		In respect of each Underlying: 20 September 2024
(v)	Realisation Disruption:		Not Applicable
(vi)	Hedging Disruption Termination Event:	Early	Not Applicable
(vii)	Hedging Disruption:		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) Early 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) Early Redemption for 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)	Early Redemption for Obligor Regulatory Event:	Not Applicable
(xiv)	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
(xv)	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), Lower Coupon Barrier Level, Upper Coupon Barrier Level, 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:	20 September 2024
(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 Underlyings specified in item 12 above
(B)	Coupon Barrier Underlying(s):	All of the Coupon Underlyings
	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: Not Applicable
- (B) Lookback Securities: Applicable
- (C) Lookback Memory Bonus Securities: Not Applicable
- (D) Lookback Bonus Securities: Not Applicable
- (E) Range Accrual Securities: Not Applicable
- (vii) Coupon Underlying Valuation Provisions: Applicable
- (A) Valuation Disruption (Scheduled Trading Days): Move in Block
- (B) Valuation Disruption (Disrupted Days): Value What You Can
- (C) Valuation Roll: Eight

TABLE

Coupon Barrier Level (%)	Specified Coupon Barrier Observation Date	Coupon Amount if a Coupon Barrier Event occurs in respect of the relevant Coupon Payment Date	Coupon Payment Date
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2025	GBP 0.04	3 April 2025
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	22 September 2025	GBP 0.04	6 October 2025
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2026	GBP 0.04	7 April 2026
greater than or equal to 85.00% of the Coupon Initial Level of	21 September 2026	GBP 0.04	5 October 2026

the relevant Coupon Barrier Underlying			
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	22 March 2027	GBP 0.04	7 April 2027
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2027	GBP 0.04	4 October 2027
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2028	GBP 0.04	3 April 2028
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2028	GBP 0.04	4 October 2028
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2029	GBP 0.04	5 April 2029
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2029	GBP 0.04	4 October 2029
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2030	GBP 0.04	3 April 2030
greater than or equal to 85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2030	GBP 0.04	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
- See Table below

	Coupon Payment Date (as relevant):	
(B)	Specified Mandatory Early Redemption Strike Date:	For the purpose of determining whether a Mandatory Early Redemption Barrier Event has occurred: 20 September 2024
	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 Underlyings specified in item 12 above
(B)	Mandatory Early Redemption Barrier Underlying(s):	All of the Mandatory Early Redemption Underlyings
	Mandatory Early Redemption Performance Provisions:	Not Applicable
(A)	Single Underlying Observation:	Not Applicable
(B)	Worst of Basket Observation:	Not Applicable
	Provisions relating to levels of the Mandatory Early Redemption Underlying(s)	Applicable
(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	Applicable
(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 Underlying	Early Valuation	Redemption Provisions	Applicable
(A)	Valuation (Scheduled Trading Days):	Disruption	Move in Block	
(B)	Valuation (Disrupted Days):	Disruption	Value What You Can	
(C)	Valuation Roll:		Eight	

TABLE

MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount	MER Date
	For the purpose of determining whether a MER Barrier Event has occurred:		
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	21 September 2026	GBP 1	5 October 2026
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	22 March 2027	GBP 1	7 April 2027
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	20 September 2027	GBP 1	4 October 2027
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	20 March 2028	GBP 1	3 April 2028
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	20 September 2028	GBP 1	4 October 2028
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	20 March 2029	GBP 1	5 April 2029
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	20 September 2029	GBP 1	4 October 2029
greater than or equal to 100.00% of the MER Initial Level of the relevant MERBU	20 March 2030	GBP 1	3 April 2030

(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: 20 September 2030

(B)	Specified Final Valuation Date(s):	For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 20 September 2030
(C)	Specified Redemption Strike Date:	20 September 2024
	Underlying(s) relevant to redemption, Final Performance Provisions and levels of the Redemption Underlying(s)	
(A)	Redemption Underlying(s):	The Underlyings specified in item 12 above
(B)	Redemption Barrier Underlying(s):	Any Redemption Underlying
	Final Performance Provisions:	Applicable
(A)	Single Underlying Observation:	Not Applicable
(B)	Worst of Basket Observation:	Applicable for the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred where N th means: 1 st (i.e., the lowest)
	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 relevant Redemption Barrier Underlying
	Provisions relating to the redemption amount due	Applicable
	Provisions applicable where Redemption Barrier Event is Not Applicable and the Redemption	Not Applicable

Amount is a Performance-Linked Redemption Amount:

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 Redemption Barrier Event has occurred: | Not Applicable |
| | 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 Provisions	Underlying Valuation	Disruption Trading	Applicable
(A)	Valuation (Scheduled Days):	Disruption Trading	Move in Block
(B)	Valuation (Disrupted Days):	Disruption	Value What You Can
(C)	Valuation Roll:		Eight
Provisions relating to the Preference Redemption Amount in respect of Preference Share Linked Securities		to the Share-Linked	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. **New Safekeeping Structure:** Not Applicable
17. **Business Centre(s):** London
18. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** London
19. **Redenomination, renominalisation and reconventioning provisions:** Not Applicable
20. **Consolidation provisions:** The provisions of General Condition 14 (*Further Issues*) apply
21. **Substitution provisions:** Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
22. **Name and address of Calculation Agent:** 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. **Determination Agent:** Not Applicable
24. **Determinations:**
- (i) Standard: Commercial Determination
- (ii) Minimum Amount Adjustment Prohibition: Not Applicable
25. **Administrator/Benchmark Event:** Early Redemption following Administrator/Benchmark Event: 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

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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 Dealer or the distributor, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

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

(i) Reasons for the offer: See "Use of Proceeds" 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 distributor

(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 SX5E Index is provided by STOXX Limited.

As at the date hereof, STOXX Ltd. does not appear in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 of the UK Benchmarks Regulation apply, such that STOXX Ltd. is not currently required to obtain authorisation or registration (or, if located outside the United Kingdom, recognition, endorsement or equivalence).

The UKX 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.

The S&P 500[®] Index is provided by S&P Dow Jones Indices LLC

As at the date hereof, S&P Dow Jones Indices LLC does not appear in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 of the UK Benchmarks Regulation apply, such that STOXX Ltd. is not currently required to obtain authorisation or registration (or, if located outside the United Kingdom, recognition, endorsement or equivalence).

7. DISCLAIMER

EURO STOXX 50[®] Index

STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers have no relationship to the Issuer or the Dealer, other than the licensing of the EURO STOXX 50[®] Index (the **SX5E Index**) and the related trademarks for use in connection with the Notes.

In case the SX5E Index is an iSTOXX or idDAX index, note that such indices are tailored to a customer request or market requirement based on an individualized rule book which is not integrated into the STOXX index family or DAX index family.

STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers do not:

- sponsor, endorse, sell or promote the Notes or recommend that any person invest in the Notes or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
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 - the accuracy, timeliness, and completeness of the SX5E Index and its data;

- the merchantability and the fitness for a particular purpose or use of the SX5E Index and its data;
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8. OPERATIONAL INFORMATION

ISIN Code:	XS2866302867
Common Code:	286630286
CUSIP:	5C2K7Z911
WKN:	Not Applicable

Valoren:	Not Applicable
CFI:	DTFNFR
FISN:	CITIGROUP GLOBA/8EMTN 20301004
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depository, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and 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 any distributor is up to 1.75 per cent. per Specified Denomination. Investors can obtain more information about the fee by contacting the Dealer at the address set out herein.
(vii) Non-exempt Offer:	Not Applicable
(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. UNITED STATES TAX CONSIDERATIONS

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

Section 871(m): The Issuer has determined that the Underlying(s) for the Securities consist solely of (i) one or more Qualified Indices and/or Qualified Index Securities and/or (ii) Underlying(s) that are neither U.S. equities nor indices that include U.S. equities and, therefore, that the Securities are not Specified ELIs.

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>You are about to purchase a product that is not simple and may be difficult to understand.</p>		
<p>The Securities: Issue of GBP 631,000 Quanto Memory Coupon Barrier Autocall Notes linked to the Worst Performing of the EURO STOXX 50® Index, the FTSE® 100 Index and the S&P 500® Index, due October 2030 (ISIN: XS2866302867)</p>		
<p>The Issuer: Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDWFJUNNP53.</p>		
<p>Competent authority: The Base Prospectus was approved on 30 November 2023 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>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.</p>		
<p>Issuer's principal activities: The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "Group"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.</p>		
<p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("CGML" or the "Guarantor"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.</p>		
<p>Key managing directors: The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "Corporate Manager"). The members of the board of managers of the Corporate Manager are Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Vincent Mazzoli, Ms. Milka Krasteva and Mr. Dimba Kier.</p>		
<p>Statutory auditors: The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Audit S.à r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>		
What is the key financial information regarding the Issuer?		
<p>The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022.</p>		
Summary information – income statement		
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Profit before income tax (<i>in thousands of U.S. dollars</i>)	227	203
Summary information – balance sheet		
	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Net financial debt (long term debt plus short term debt minus cash) (<i>in thousands of U.S. dollars</i>)	24,823,075	27,115,261
Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	17422%	21422%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
Summary information – cash flow statement		

	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Net cash flows from operating activities (in thousands of U.S. dollars)	157,770	(101,533)
Net cash flows from financing activities (in thousands of U.S. dollars)	(2,899,312)	6,764,831
Net cash flows from investing activities (in thousands of U.S. dollars)	2,899,305	(6,764,800)

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

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

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

The Issuer is subject to the following key risks:

- The Issuer is subject to intra-group credit risk. From time to time, the Issuer enters into derivative transactions with CGML to offset or hedge its liabilities to securityholders under securities issued by it (which may include the Securities). As such, the Issuer is exposed to the credit risk of CGML in the form of counterparty risk in respect of such derivative transactions. In particular, the Issuer's ability to fulfil its obligations under the Securities is primarily dependent on CGML performing its counterparty obligations owed to the Issuer in respect of such derivative transactions in a timely manner, and any failure by CGML to do so will negatively affect the ability of the Issuer to fulfil its obligations under the Securities. Securityholders will not have any recourse to CGML under any such derivative transactions.
- The Issuer may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Issuer and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- 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 a basket of security indices. 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 4 October 2024. The issue price of the Securities is 100.00 per cent. of the aggregate principal amount.

Series Number: CGMFL84144; ISIN: XS2866302867; Common Code: 286630286; CFI: DTFNFR; FISN: CITIGROUP GLOBA/8EMTN 20301004; CUSIP: 5C2K7Z911

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 GBP 631,000.

Maturity Date: 4 October 2030. 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 plus the sum of the amounts (if any) specified in the table below in respect of all of the Coupon Payment Dates (if any) falling prior to such Coupon Payment Date on which a Coupon Barrier Event did not occur and, therefore, such amounts had not previously been paid (and which have not already been paid).

Where:

Coupon Barrier Event: in respect of a Coupon Payment Date, if on the related Coupon Barrier Observation Date, the underlying closing level of all of the Coupon Underlyings (each, a **Coupon Barrier 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 and the relevant Coupon Barrier Underlying 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 a Coupon Underlying, the underlying closing level of such Coupon Underlying for the Coupon Strike Date.

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

Coupon Strike Date: 20 September 2024, subject to adjustment.

Coupon Underlying(s): each Underlying specified as an underlying for the purpose of the coupon provisions in the underlying table below.

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
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2025	GBP 0.04	3 April 2025
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	22 September 2025	GBP 0.04	6 October 2025
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2026	GBP 0.04	7 April 2026
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	21 September 2026	GBP 0.04	5 October 2026
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	22 March 2027	GBP 0.04	7 April 2027
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2027	GBP 0.04	4 October 2027
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2028	GBP 0.04	3 April 2028
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2028	GBP 0.04	4 October 2028
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2029	GBP 0.04	5 April 2029
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2029	GBP 0.04	4 October 2029
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 March 2030	GBP 0.04	3 April 2030
85.00% of the Coupon Initial Level of the relevant Coupon Barrier Underlying	20 September 2030	GBP 0.04	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 all of the Mandatory Early Redemption Underlyings (each, a **Mandatory Early Redemption Barrier Underlying** or **MERBU**) 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 relevant Mandatory Early Redemption Barrier 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 a Mandatory Early Redemption Underlying, the underlying closing level for such Mandatory Early Redemption Underlying for the Mandatory Early Redemption Strike Date.

Mandatory Early Redemption Strike Date: 20 September 2024, subject to adjustment.

Mandatory Early Redemption Underlying(s): each Underlying specified as an underlying for the purpose of the mandatory early redemption provisions in the underlying table below.

Mandatory Early Redemption Barrier Level (%)	Mandatory Early Redemption Barrier Observation Date	Mandatory Early Redemption Amount	Mandatory Early Redemption Date
	For the purpose of determining whether a MER Barrier Event has occurred:		
100.00% of the MER Initial Level of the relevant MERBU	21 September 2026	GBP 1	5 October 2026
100.00% of the MER Initial Level of the relevant MERBU	22 March 2027	GBP 1	7 April 2027
100.00% of the MER Initial Level of the relevant MERBU	20 September 2027	GBP 1	4 October 2027
100.00% of the MER Initial Level of the relevant MERBU	20 March 2028	GBP 1	3 April 2028
100.00% of the MER Initial Level of the relevant MERBU	20 September 2028	GBP 1	4 October 2028
100.00% of the MER Initial Level of the relevant MERBU	20 March 2029	GBP 1	5 April 2029
100.00% of the MER Initial Level of the relevant MERBU	20 September 2029	GBP 1	4 October 2029
100.00% of the MER Initial Level of the relevant MERBU	20 March 2030	GBP 1	3 April 2030

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 Final Performance Underlying and (c) 100%. Expressed as a formula:

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

Where:

Calculation Amount or CA: GBP 1.

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

Final Performance: in respect of a Redemption Underlying, an amount expressed as a percentage equal to such Redemption 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 Performance Underlying: the Redemption Underlying with the lowest (determined, if equal, by the calculation agent) Final Performance.

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

Final Valuation Date(s): 20 September 2030, subject to adjustment.

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

Redemption Barrier Observation Date: 20 September 2030, subject to adjustment.

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

Redemption Strike Date: 20 September 2024, subject to adjustment.

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

Redemption Underlying(s): each Underlying specified as an underlying for the purpose of the redemption provisions in the underlying table below.

Description	The Underlying(s)			Electronic page
	Underlying for the purpose of the coupon provisions	Underlying for the purpose of the mandatory early redemption provisions	Underlying for the purpose of the redemption provisions	
EURO STOXX 50® Index (ISIN: EU0009658145)	Yes	Yes	Yes	Bloomberg Page: SX5E <Index>

FTSE [®] 100 Index (ISIN: GB0001383545)	Yes	Yes	Yes	Bloomberg Page: UKX <Index>
S&P 500 [®] Index (ISIN: US78378X1072)	Yes	Yes	Yes	Bloomberg Page: SPX <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 from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2023 and 2022.

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

Net cash flows from financing activities (in millions of U.S. dollars)	653	2,237
Net cash flows from investing activities (in millions of U.S. dollars)	(1,095)	(586)

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, 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 such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a basket of security indices. 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.
- 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.
- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the level of an Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities.

- The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new security index. Any such adjustments may have an adverse effect on the value of such Securities.
- In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early redeemed. If the Securities are redeemed early, the amount paid may be less than your initial investment and you may therefore sustain a loss.
- Following the occurrence of a Mandatory Early 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.

KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKET

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

Terms and conditions of the offer

The Securities are not being publicly offered.

Estimated expenses or taxes charged to investor by issuer/offeror

No commissions and concessions are payable by the Issuer to the dealer.

The fee payable by the dealer to any distributor is up to 1.75 per cent. per specified denomination.

Investors can obtain more information about the fee by contacting the dealer at the address set out above.

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

The Issuer is the entity requesting for the admission to trading of the Securities.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The net proceeds of the issue of the Securities will be used 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.