

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 5,600,000 Reverse Convertible Notes linked to the FTSE® 100 Index, due November 2029 (ISIN: XS2896449035)</p>		
<p><b>The Issuer:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDWFJUNNP53.</p>		
<p><b>The Authorised Offeror(s):</b> The Authorised Offeror is Walker Crips Investment Management Limited, at Old Change House, 128 Queen Victoria Street, London, EC4V 4BJ. Its LEI is 213800T71F7VD5ANZI55.</p>		
<p><b>Competent authority:</b> 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><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.</p>		
<p><b>Issuer's principal activities:</b> The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "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 Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Vincent Mazzoli, Ms. Milka Krasteva and Mr. Dimba Kier.</p>		
<p><b>Statutory auditors:</b> The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Audit S.à r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>		
What is the key financial information regarding the Issuer?		
<p>The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022.</p>		
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 an underlying security index. The Securities will be accepted for settlement in Euroclear UK & Ireland Limited (CREST) via CREST Depository Interest (CDI) mechanism.

The issue date of the Securities is 29 November 2024. The issue price of the Securities is 100 per cent. of the aggregate principal amount.

Series Number: CGMFL87442; ISIN: XS2896449035; Common Code: 289644903; CFI: DTFNFR; FISN: CITIGROUP GLOBA/5EMTN 20291129; CUSIP: 5C2TJB9F8

##### *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 1.00 and the calculation amount is GBP 1.00. The aggregate principal amount of the Securities to be issued is up to GBP 5,600,000.

**Maturity Date:** 29 November 2029, subject to adjustment in accordance with the modified following business day convention. 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 Non-Contingent Coupon Amount payable 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.

**Non-Contingent Coupon Amount:** GBP 0.0125 in respect of each Security payable on each Non-Contingent Coupon Payment Date.

Where:

**Non-Contingent Coupon Payment Date(s):** (a) 28 February 2025, 29 May 2025, 29 August 2025, 1 December 2025, 2 March 2026, 29 May 2026, 1 September 2026, 30 November 2026, 1 March 2027, 1 June 2027, 31 August 2027, 29 November 2027, 29 February 2028, 30 May 2028, 29 August 2028, 29 November 2028, 28 February 2029, 29 May 2029 and 29 August 2029, in each case, subject to adjustment in accordance with the modified following business day convention; and (b) the Maturity Date.

**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 1.00; 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 1.00.

**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):** 22 November 2029, 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:** 22 November 2029, 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:** 22 November 2024, 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 (ISIN: GB0001383545)	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 from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2023 and 2022.

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

**KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**

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

***Terms and conditions of the offer***

An offer of the Securities will be made in the United Kingdom during the period from (and including) 7 October 2024 to (and including) 15 November 2024. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

The offer price is GBP 1.00 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 5,600,000. 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 1.00 in principal amount of Securities, as determined by the Issuer, and subject to a minimum allotment per applicant of GBP 1,000 in principal amount of the Securities.

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).

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.

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 ([www.londonstockexchange.com](http://www.londonstockexchange.com))

***Estimated expenses or taxes charged to investor by issuer/offeror***

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.

**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.

**Authorised Offeror(s):** The Authorised Offeror is Walker Crips Investment Management Limited, at Old Change House, 128 Queen Victoria Street, London, EC4V 4BJ. Its LEI is 213800T71F7VD5ANZI55.

**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.