

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the **UK Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the **UK PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Amended and Restated Final Terms dated 30 December 2021 reflecting the publication of Citigroup Global Markets Funding Luxembourg S.C.A (CGMFL) Underlying Linked Notes Base Prospectus dated 17 December 2021<sup>1</sup> which amends and restates the Amended and Restated Final Terms dated 3 December 2021 (reflecting the publication of Citigroup Global Markets Funding Luxembourg S.C.A (CGMFL) Underlying Linked Notes Base Prospectus Supplement (No.10) dated 1 December 2021<sup>2</sup>) which amended and restated the Amended and Restated Final Terms dated 22 October 2021<sup>3</sup> (reflecting the publication of Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL) Underlying Linked Notes Base Prospectus Supplement (No. 8) dated 15 October 2021) which amended and restated the Final Terms dated 24 August 2021**

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

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

Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the EURO iSTOXX® 50 Equal Weight NR Decrement 5% EUR (Price) Index due January 2034

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

Any person making or intending to make an offer of the Securities in any Member State of the EEA may only do so:

- (a) in those Public Offer Jurisdictions mentioned in item 9 of Part B below, provided such person is one of the persons mentioned in item 10 of Part B below and that such offer is made during the Offer Period specified for such purpose therein and that any conditions relevant to the use of the Current Base Prospectus are complied with; or
- (b) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer.

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.

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<sup>1</sup> The Amended and Restated Final Terms dated 3 December 2021 is updated to reflect the publication of Citigroup Global Markets Funding Luxembourg S.C.A (CGMFL) Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>2</sup> The Amended and Restated Final Terms dated 22 October 2021 is updated to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No. 10) dated 1 December 2021.

<sup>3</sup> The Final Terms dated 24 August 2021 is updated to reflect the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No. 8) dated 15 October 2021.

For the purposes hereof, the expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended)<sup>1</sup>.

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 Current 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 French Law Securities. A Summary of the Securities is annexed to these Final Terms.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the section entitled "*General Conditions of the Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to the Underlying in the Base Prospectus as supplemented by the Supplements to the Base Prospectus.

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Current Base Prospectus which constitutes a base prospectus for the purposes of the EU Prospectus Regulation, save in respect of the Conditions which are extracted from the Base Prospectus as supplemented by the Supplements to the Base Prospectus and are incorporated by reference into the Current Base Prospectus<sup>1</sup>. 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, the Base Prospectus, the Supplements to the Base Prospectus and the Current Base Prospectus and any further supplements up to, and including, the later of the close of the offer period and the date of listing of the Securities<sup>1</sup>.

The Base Prospectus and the Supplements to the Base Prospectus and the translation of the Summary into French are available for viewing at the offices of the Paying Agents and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). The Current Base Prospectus is available for viewing at the offices of the Paying Agents and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu))<sup>1</sup>. In addition, this Final Terms is available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus to the Programme dated 18 December 2020, as supplemented by a Supplement (No.1) dated 16 February 2021 (**Supplement No.1**), a Supplement (No.2) dated 16 March 2021 (**Supplement No.2**), a Supplement (No.3) dated 27 April 2021 (**Supplement No.3**), a Supplement (No.4) dated 20 May 2021 (**Supplement No.4**), a Supplement (No.5) dated 6 August 2021 (**Supplement No.5**), a Supplement (No.6) dated 27 August 2021 (**Supplement No.6**), a Supplement (No.7) dated 23 September 2021 (**Supplement No.7**), a Supplement (No.8) dated 15 October 2021 (**Supplement No.8**), a Supplement (No.9) dated 2 November 2021 (**Supplement No.9**) and a Supplement (No.10) dated 1 December 2021 (**Supplement No.10**) and, together with Supplement No.1, Supplement No.2, Supplement

No.3, Supplement No.4, Supplement No.5, Supplement No.6, Supplement No.7, Supplement No.8 and Supplement No.9, the **Supplements to the Base Prospectus**).<sup>2,3</sup>

For the purposes hereof, **Current Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 17 December 2021.<sup>1</sup>

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: CGMFL35567
- (iii) Tranche Number: 1
- (iv) Date on which the Securities will be consolidated and form a single Series: Not Applicable
3. Specified Currency or currencies: Euro (**EUR**)
4. Aggregate Principal Amount:
  - (i) Series: EUR 30,000,000
  - (ii) Tranche: EUR 30,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: EUR 1,000
- (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 24 August 2021
- (ii) Interest Commencement Date: Not Applicable
8. Maturity Date: 10 January 2034
9. Type of Securities: The Securities do not bear or pay any interest  
  
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  
  
The Securities are Cash Settled Securities
10. Put/Call Options: Not Applicable
11. (i) Status of the Securities: Senior

- |       |  |                |
|-------|--|----------------|
| (ii)  | Status of the CGMHI Deed of Guarantee: | Not Applicable |
| (iii) | Status of the CGMFL Deed of Guarantee: | Senior         |

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

12. Underlying Linked Securities Provisions: Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)

- |       |  |  |
|-------|--|--|
| (i)   | Underlying:                                      |  |
| (A)   | Description of Underlying(s):                    | EURO iSTOXX® 50 Equal Weight NR Decrement 5% EUR (Price) Index (ISIN: CH0313264480)  |
| (B)   | Classification:                                  | Security Index   |
| (C)   | Electronic Page:                                 | Bloomberg Page: ISXE50T5<Index>  |
| (ii)  | Particulars in respect of each Underlying:       |  |
|       | Security Index/Indices:                          |  |
| (A)   | Type of Index:                                   | Multiple Exchange Index  |
| (B)   | Exchange(s):                                     | As defined in paragraph (b) of the definition of "Exchange" in the Security Index Conditions   |
| (C)   | Related Exchange(s):                             | All Exchanges  |
| (D)   | Single Valuation Time:                           | Not Applicable   |
| (E)   | Same Day Publication:                            | Applicable   |
| (iii) | Elections in respect of each type of Underlying: | Applicable   |
|       | Security Index/Indices:                          |  |
| (A)   | Additional Disruption Event(s):                  | Increased Cost of Stock Borrow<br>Loss of Stock Borrow   |
| (B)   | Additional Adjustment Event(s):                  | Security Index Condition 4: Applicable<br>Early Redemption Option: Applicable<br>Early Redemption Amount: Fair Market Value<br>Deduction of Hedge Costs: Applicable<br>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):		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 Early Redemption Event(s):		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	Applicable
(iv)	Trade Date:		3 August 2021
(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) Redemption for Taxation Reasons: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Redemption: Not Applicable
- (x) Change in Law: Applicable
- Illegality: Applicable
- Material Increased Cost: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Additional Costs on account of Early Redemption: Not Applicable
- (xi) Increased Cost of Hedging: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: Fair Market Value

		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xii)	Illegality:	Applicable
		Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xiii)	Continuance of Securities Provision:	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 INTEREST AMOUNT, THE REDEMPTION AMOUNT AND ANY ENTITLEMENT DELIVERABLE**

13.	<b>Interest Provisions:</b>	Not Applicable – the Securities do not bear or pay interest
14.	<b>Redemption Provisions:</b>	
(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, Specified MER Upper Barrier Event Valuation Date, Lower	See Table below

MER Barrier Level,  
 Upper MER Barrier  
 Level, MER Barrier  
 Level, Specified MER  
 Barrier Observation Date,  
 MER Amount, Upper  
 Mandatory Early  
 Redemption Amount and  
 Lower Mandatory Early  
 Redemption Amount,  
 MERPR, MERPR Call,  
 MERPR Put, MER Date,  
 MER Coupon, MER  
 Coupon Payment Date (as  
 relevant):

- (B) Specified Mandatory Early Redemption Strike Date: For the purpose of determining whether a MER Barrier Event has occurred: 3 January 2022

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

- (A) Mandatory Early Redemption Underlying: The Underlying specified in item 12 above
- (B) Mandatory Early Redemption Barrier Underlying(s): The Mandatory Early Redemption Underlying

Mandatory Early Redemption Performance Provisions: 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 MER 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 a Mandatory Early Redemption Upper Barrier Event: Not Applicable

Provisions relating to the Mandatory Early Redemption Amount

(A) Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Not Applicable: See MER Amount in Table below

(B) Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Applicable: Not Applicable

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

Mandatory Early Redemption Underlying Valuation Provisions Applicable

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

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

(C) Valuation Roll: Eight

**TABLE**

MER (%)	Barrier Level	Specified Barrier Date	MER Observation	MER Amount	MER Date
			For the purpose of determining whether a MER Barrier Event has occurred:		
	greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2023		EUR 1,170.00	10 January 2023
	greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2024		EUR 1,340.00	10 January 2024
	greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2025		EUR 1,510.00	10 January 2025

greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	5 January 2026	EUR 1,680.00	12 January 2026
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	4 January 2027	EUR 1,850.00	11 January 2027
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2028	EUR 2,020.00	10 January 2028
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2029	EUR 2,190.00	10 January 2029
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2030	EUR 2,360.00	10 January 2030
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2031	EUR 2,530.00	10 January 2031
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	5 January 2032	EUR 2,700.00	12 January 2032
greater than (or equal to) 110.00% of the MER Initial Level of the MERBU	3 January 2033	EUR 2,870.00	10 January 2033

(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: 3 January 2034

(B) Specified Final Valuation Date(s): For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 3 January 2034

(C) Specified Redemption Strike Date: 3 January 2022

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

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

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

Final Performance Provisions: Applicable

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

I. Maximum Final Performance Percentage: Not Applicable

II. Minimum Final Performance Percentage: Not Applicable

III. Maximum Final Performance Percentage (Barrier Event): Not Applicable

IV. Minimum Final Performance Percentage (Barrier Event): Not Applicable

V. Maximum Final Performance Percentage (Barrier Event Satisfied): Not Applicable

VI. Minimum Final Performance Percentage (Barrier Event Satisfied): Not Applicable

VII. Maximum Final Performance Percentage (Barrier Event Not Satisfied): Not Applicable

VIII. Minimum Final Performance Percentage (Barrier Event Not Satisfied): Not Applicable

	IX.	Final Performance Adjustment Percentage:		Not Applicable
	(B)	Weighted Observation:	Basket	Not Applicable
	(C)	Best of Observation:	Basket	Not Applicable
	(D)	Worst of Observation:	Basket	Not Applicable
	(E)	Outperformance Observation:		Not Applicable
	(F)	Arithmetic Underlying Return:	Mean	Not Applicable
	(G)	Cliquet:		Not Applicable
	(H)	Himalaya Performance - Observation:	Final - Asian	Not Applicable
	Provisions relating to levels of the Redemption Underlying(s)			Applicable
	(A)	Redemption Level:	Initial	For the purpose of determining whether a Redemption Upper Barrier Event or 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 Level:	Strike	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 Event:	Barrier	Applicable – Redemption Barrier Event European Observation
	(B)	Final Barrier Level:		Less than 70.00% of the Redemption Initial Level of the Redemption Barrier Underlying
	Provisions relating to the redemption amount due or entitlement deliverable			Applicable
	Provisions applicable where Redemption Barrier Event is Not			Not Applicable

Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:

Provisions applicable where Redemption Barrier Event is Applicable

- |     |  |  |
|-----|--|--|
| (A) | Provisions applicable to Physical Delivery:  | Not Applicable   |
| (B) | Redemption Upper Barrier Event:  | Applicable<br>Redemption Barrier Event Underlying Closing Level greater than or equal to<br>The Specified Redemption Upper Barrier Event Valuation Date will be 3 January 2034 |
| (C) | Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified: | Not Applicable   |
| (D) | Redemption Upper Barrier Percentage:   | 110.00% of the Redemption Initial Level of the Redemption Barrier Underlying   |
|     | I. Upper Redemption Amount due where no Redemption Barrier Event has occurred:   | Applicable – EUR 3,040.00 per Security   |
|     | II. Lower Redemption Amount due where no Redemption Barrier Event has occurred:  | Applicable – EUR 1,000 per Security  |
| (E) | Redemption Amount due where a Redemption Barrier Event has occurred:   | Applicable - the Performance-Linked Redemption Amount determined in accordance with Put Option Provisions  |

Performance-Linked Redemption Amount:

- |            |                         |  |
|------------|-------------------------|--|
| Put Option | I. Relevant Percentage: | Applicable if a Redemption Barrier Event occurs<br>100.00% |
|------------|-------------------------|--|

II.	Maximum Redemption Amount:	Not Applicable
III.	Minimum Redemption Amount:	Not Applicable
IV.	Maximum Redemption Amount (Barrier Event Satisfied):	Not Applicable
V.	Minimum Redemption Amount (Barrier Event Satisfied):	Not Applicable
VI.	Maximum Redemption Amount (Barrier Event Not Satisfied):	Not Applicable
VII.	Minimum Redemption Amount (Barrier Event Not Satisfied):	Not Applicable
VIII.	Final Participation Rate (FPR):	Not Applicable
IX.	Redemption Adjustment:	Not Applicable
Call Option		Not Applicable
Call Spread - Put Spread Option:		Not Applicable
Twin Win Option:		Not Applicable
Market Timer:		Not Applicable
Put Call Sum:		Not Applicable
Swaption:		Not Applicable
Redemption Valuation Provisions	Underlying	Applicable
(A)	Valuation (Scheduled Days):	Disruption Trading
		The provisions of Valuation and Settlement Condition 2(c)(i) ( <i>Adjustments to Valuation Dates (Scheduled Trading Days)</i> ) apply

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

(C) Valuation Roll: Eight

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

15. **FX Provisions:** Not Applicable

16. **FX Performance:** Not Applicable

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

17. **Credit Linked Notes:** Not Applicable

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

18. **Index Skew Notes:** Not Applicable

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

19. **Form of Securities:** French Bearer Securities (*au porteur*)

**Representation of Securityholders / Masse:** Full Masse

Name and address of the initial Representative: Aether Financial Services, 36 rue de Monceau, 75008 Paris, France

The Representative will receive a remuneration of EUR 300 per annum

Name and address of the alternate Representative: Not Applicable

20. **New Safekeeping Structure:** Not Applicable

21. **Business Centre(s):** London, TARGET and New York City Business Days

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

23. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable

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

25. **Substitution provisions:** Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply

Additional Requirements:	Not Applicable
Additional French Law Securities Requirements:	Applicable
26. <b>Name and address of Calculation Agent:</b>	Citigroup Global Markets Limited (acting through its EMEA Equity Index Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27. <b>Determinations:</b>	
(i) Standard:	Commercial Determination
(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
28. <b>Determinations and Exercise of Discretion (BEC):</b>	Not Applicable
29. <b>Prohibition of sales to consumers in Belgium:</b>	Applicable
30. <b>Additional provisions applicable to Italian Listed Certificates:</b>	Not Applicable
31. <b>Administrator/Benchmark Event:</b>	<p>Early Redemption following Administrator/Benchmark Event: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Redemption: Not Applicable</p>

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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 Luxembourg Stock Exchange and to listing on the official list of the Luxembourg Stock Exchange 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 relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities, 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 Section E.3 – Description of Citigroup Global Markets Funding Luxembourg S.C.A. in the Current Base Prospectus

(ii) Estimated net proceeds: An amount equal to 100.00 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 to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities

(iii) Estimated total expenses: Approximately EUR 7,000 (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. EU BENCHMARKS REGULATION<sup>1</sup>

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: The EURO iSTOXX<sup>®</sup> 50 Equal Weight NR Decrement 5% EUR (Price) Index is provided by STOXX Limited.

As at the date hereof, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation

### 7. DISCLAIMER

**EURO iSTOXX 50 Equal Weight NR Decrement 5% EUR Price**

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 iSTOXX 50 Equal Weight NR Decrement 5% EUR Price (the **ISXE50T5 Index**) and the related trademarks for use in connection with the Securities.

In case the ISXE50T5 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 Securities or recommend that any person invest in the Securities or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Securities.
- have any responsibility or liability for the administration, management or marketing of the Securities.
- consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the ISXE50T5 Index or have any obligation to do so.

**STOXX Limited and Qontigo Index GmbH respectively as the licensor and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Securities or their performance.**

Specifically,

- STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
  - the results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of the ISXE50T5 Index and the data included in the ISXE50T5 Index;
  - the accuracy, timeliness, and completeness of the ISXE50T5 Index and its data;
  - the merchantability and the fitness for a particular purpose or use of the ISXE50T5 Index and its data;
  - the performance of the Securities generally.
- STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the ISXE50T5 Index or its data;
- Under no circumstances will STOXX Limited, Qontigo Index GmbH or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the ISXE50T5 Index or its data or generally in relation to the Securities even in circumstances where STOXX Limited, Qontigo Index GmbH or their licensors, research partners or data providers are aware that such loss or damage may occur.

In case the Index is a Decrement index, STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers:

- expressly declare that the valuation and calculation methodologies for the ISXE50T5 Index require deductions from the index performance (the “Performance Deductions”) and therefore may not be reflecting the aggregate fair or full performance of the ISXE50T5 Index.

- do not have any responsibility for, and do not purport, neither expressly nor by implication, that any Performance Deduction is adequate or sufficient for any particular purpose, such as serving as a sufficient basis for achieving capital protection in capital protected products.

STOXX Limited and Qontigo Index GmbH do not assume any contractual relationship with the purchasers of the Securities or any other third parties. The licensing agreement between the Issuer and the respective licensors solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

### **Bloomberg®**

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

## **8. OPERATIONAL INFORMATION**

ISIN Code:	FR00140050H1
Common Code:	237471288
CUSIP:	5C020K9X0
WKN:	Not Applicable
Valoren:	112847675
CFI:	DTZUFB
FISN:	Citigroup Globa/Zero Cpn MTN
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:	Euroclear France S.A.
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Citibank Europe plc at 1 North Wall Quay, Dublin 1, Ireland
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

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

## 9. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany
- (vi) Total commission and concession: No commissions and concessions are payable by the Issuer to the Dealer

In connection with the offer and sale of the Securities, the Dealer will pay to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities a commission, on a one-time and/or on a regular basis. The total commission paid shall not exceed 9 per cent. of the Aggregate Principal Amount and is included in the Issue Price

Investors can obtain more information about the commission by contacting the placer(s) or the Dealer

- (vii) Non-exempt Offer: An offer (The **French Offer**) of the Securities may be made by Kepler Cheuvreux (the **French Initial EEA Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 24 August 2021 to (and including) 3 January 2022 (the **French Offer Period**) in the Republic of France (**France**) and any additional financial intermediaries who have or obtain the Issuer's consent to use the Current Base Prospectus and this Final Terms in connection with the Non-exempt Offer and who are identified on the Issuer's website at <https://fr.citifirst.com/FR/> as an EEA Authorised Offeror (together, being the persons to whom the Issuer has given consent, the **French EEA Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation in France during the French Offer Period<sup>1</sup>

Offers (if any) in any Member State other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus

**EEA Authorised Offeror(s)** means the French EEA Authorised Offeror(s)

**Initial EEA Authorised Offeror(s)** means the French Initial EEA Authorised Offeror(s)

**Public Offer Jurisdiction(s)** means France

See further Paragraph 10 below

- |        |   |  |
|--------|---|--|
| (viii) | General Consent:                              | Not Applicable   |
| (ix)   | Other conditions to consent:                  | <p>Each EEA Authorised Offeror (i) has the Issuer's consent to use the Current Base Prospectus in respect of offers of the Securities made in France provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Current Base Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi-governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof</p> <p>If any of the conditions attached to consent are amended, any such information will be the subject of a supplement to these Final Terms read in conjunction with the Current Base Prospectus under Article 23 of the EU Prospectus Regulation<sup>1</sup></p> |
| (x)    | Prohibition of Sales to EEA Retail Investors: | Not Applicable   |
| (xi)   | Prohibition of Sales to UK Retail Investors:  | Applicable   |

## 10. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	The Offer Price in respect of each Calculation Amount offered by the French EEA Authorised Offeror(s) to investors in France (the <b>French Offer Price</b> ) is EUR 1,000
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Conditions to which the Offer is subject:	The offer of the Securities for sale to the public in France is subject to the relevant regulatory approvals having been granted, and the Securities being issued
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The French Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be published by way of notice which will be available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu))

The Issuer reserves the right, in its absolute discretion, to cancel, in whole or in part, the French Offer and the issue

of the Securities in France at any time prior to the Issue Date in accordance with the applicable regulations

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

The Issuer shall publish a notice on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) in the event that the French Offer is cancelled and the Securities are not issued in France pursuant to the above

Description of the application process:

Applications for the purchase of Securities may be made by a prospective investor in France to the French EEA Authorised Offeror(s)

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

Each prospective investor in France should ascertain from the French EEA Authorised Offeror(s) when the French EEA 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 French EEA Authorised Offeror(s)

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

The Issuer reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the French Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied

Details of the minimum and/or maximum amount of application:

The minimum amount of application is EUR 1,000 in principal amount of the Securities

The maximum amount of application will be subject only to availability at the time of application

Details of the method and time limits for paying up and delivering the Securities:

Securities will be available on a delivery versus payment basis

The Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the date as notified by the French EEA Authorised Offeror(s)

Manner in and date on which results of the offer are to be made public:	The results of the French Offer will be available upon request from the French EEA Authorised Offeror(s)
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Offers may be made by the French EEA Authorised Offeror(s) to any person in France  Offers may only be made by offerors authorised to do so in France. Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Securities referred to herein to permit a public offering of such Securities in any jurisdiction other than France  Notwithstanding anything else in the Current Base Prospectus, the Issuer will not accept responsibility for the information given in the Current Base Prospectus or these Final Terms in relation to offers of Securities made by an offeror not authorised by the Issuer to make such offers <sup>1</sup>
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants in France will be notified directly by the French EEA Authorised Offeror(s) of the success of their application
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the French Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in France  For details of withholding taxes applicable to subscribers in France see the section entitled " <i>French Taxation</i> " under " <i>Taxation of Securities</i> " in the Current Base Prospectus <sup>1</sup>
Name(s), address(es), legal entity identifier, domicile, legal form and law and country of incorporation to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Kepler Cheuvreux 112 Avenue Kleber, 75116 Paris France  The legal entity identifier of the French Initial EEA Authorised Offeror(s) is 9695005EOZG9X8IRJD84  The French Initial EEA Authorised Offeror(s) is domiciled in France and was incorporated in France as a <i>Société Anonyme</i> under the laws of France  Any additional financial intermediaries who have or obtain the Issuer's consent to use the Current Base Prospectus and this Final Terms in connection with the Non-exempt Offer and who are identified on the Issuer's website at <a href="https://fr.citifirst.com/FR/">https://fr.citifirst.com/FR/</a> as French EEA Authorised Offeror(s) <sup>1</sup>

## 11. UNITED STATES TAX CONSIDERATIONS

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

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

ANNEX  
SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS				
<p>The Summary should be read as an introduction to the Current Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Current Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Current Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Current Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Current Base Prospectus or it does not provide, when read together with the other parts of the Current Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.<sup>4</sup></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 EUR 30,000,000 Snowballing Autocall Notes linked to the EURO iSTOXX® 50 Equal Weight NR Decrement 5% EUR (Price) Index due January 2034 (ISIN: FR00140050H1).</p>				
<p><b>The Issuer:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDFJUNNP53.</p>				
<p><b>The Authorised Offeror(s):</b> The initial Authorised Offeror, being Kepler Cheuvreux (LEI: 9695005EOZG9X8IRJD84), at 112 Avenue Kleber, 75116 Paris, France, and any additional financial intermediaries who have or obtain the Issuer's consent to use the Current Base Prospectus and the Final Terms in connection with the offer and who are identified on the Issuer's website at <a href="https://fr.citifirst.com/FR/">https://fr.citifirst.com/FR/</a> as Authorised Offeror(s).<sup>5</sup></p>				
<p><b>Competent authority:</b> The Current Base Prospectus was approved on 17 December 2021 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).<sup>6</sup></p>				
KEY INFORMATION ON THE ISSUER				
Who is the Issuer of the Securities?				
<p><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDFJUNNP53.</p>				
<p><b>Issuer's principal activities:</b> The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "<b>Group</b>"), 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 ("<b>CGML</b>" or the "<b>Guarantor</b>"). 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 "<b>Corporate Manager</b>"). The members of the board of managers of the Corporate Manager are Ms. Alberta Brusi, Mr. Vincent Mazzoli, Mr. Jonas Bossau, Ms. Milka Krasteva and Mr. Dimba Kier.</p>				
<p><b>Statutory auditors:</b> The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Luxembourg Société Coopérative of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>				
What is the key financial information regarding the Issuer?				
<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 2020 and 2019, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2021.<sup>7</sup></p>				
Summary information – income statement				
	Year ended 31 December (audited) 2020	Year ended 31 December (audited) 2019	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	113	121	64	64
Summary information – balance sheet				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	

<sup>4</sup> The Introduction and Warnings are updated to reflect the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>5</sup> The Authorised Offeror(s) section is updated to reflect the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>6</sup> The Competent Authority section is updated to reflect the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

<sup>7</sup> The key financial information regarding the Issuer is updated to reflect the CGMFL Underlying Linked Notes Base Prospectus Supplement (No. 8) dated 15 October 2021.

Net financial debt (long term debt plus short term debt minus cash) (in thousands of U.S. dollars)	18,588,258	12,746,867	23,442,327
Current ratio (current assets/current liabilities)	100%	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	1868714%	1395849%	2241453%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable
<b>Summary information – cash flow statement</b>			
	<b>Year ended 31 December (audited) 2020</b>	<b>Year ended 31 December (audited) 2019</b>	<b>Six months ended 30 June (unaudited) 2021</b>
			<b>Six months ended 30 June (unaudited) 2020</b>
Net cash flows from operating activities (in thousands of U.S. dollars)	-11,875	9,381	-18,100
Net cash flows from financing activities (in thousands of U.S. dollars)	4,871,709	3,518,482	4,409,702
Net cash flows from investing activities (in thousands of U.S. dollars)	-4,871,701	-3,518,473	-4,409,702
			-3,901,494

\*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.<sup>8</sup>

#### KEY INFORMATION ON THE SECURITIES

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

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

The Securities are derivative securities in the form of notes, and are linked to an underlying security index. The Securities will be cleared and settled through Euroclear France S.A.

The issue date of the Securities is 24 August 2021. The issue price of the Securities is 100.00 per cent. of the aggregate principal amount.

Series Number: CGMFL35567; ISIN: FR00140050H1; Common Code: 237471288; CFI: DTZUFB; FISN: Citigroup Globa/Zero Cpn MTN; CUSIP: 5C020K9X0; Valoren: 112847675.

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

The Securities are denominated in Euro ("EUR"). The Securities have a specified denomination of EUR 1,000 and the calculation amount is EUR 1,000. The aggregate principal amount of the Securities to be issued is EUR 30,000,000.

**Maturity Date:** 10 January 2034. 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 Securities do not pay any interest. The return on the Securities will derive from 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.

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

Where:

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

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

<sup>8</sup> The risks relating to the Issuer are updated to reflect the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

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

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

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

**Mandatory Early Redemption Strike Date(s):** 3 January 2022, subject to adjustment.

Mandatory Early Redemption Barrier Level	Mandatory Early Redemption Barrier Observation Date	Mandatory Early Redemption Amount	Mandatory Early Redemption Date
110.00% of the MER Initial Level of the Underlying	3 January 2023	EUR 1,170.00	10 January 2023
110.00% of the MER Initial Level of the Underlying	3 January 2024	EUR 1,340.00	10 January 2024
110.00% of the MER Initial Level of the Underlying	3 January 2025	EUR 1,510.00	10 January 2025
110.00% of the MER Initial Level of the Underlying	5 January 2026	EUR 1,680.00	12 January 2026
110.00% of the MER Initial Level of the Underlying	4 January 2027	EUR 1,850.00	11 January 2027
110.00% of the MER Initial Level of the Underlying	3 January 2028	EUR 2,020.00	10 January 2028
110.00% of the MER Initial Level of the Underlying	3 January 2029	EUR 2,190.00	10 January 2029
110.00% of the MER Initial Level of the Underlying	3 January 2030	EUR 2,360.00	10 January 2030
110.00% of the MER Initial Level of the Underlying	3 January 2031	EUR 2,530.00	10 January 2031
110.00% of the MER Initial Level of the Underlying	5 January 2032	EUR 2,700.00	12 January 2032
110.00% of the MER Initial Level of the Underlying	3 January 2033	EUR 2,870.00	10 January 2033

**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:
- (i) if a Redemption Upper Barrier Event has occurred, EUR 3,040.00; or
- (ii) if a Redemption Upper Barrier Event has not occurred, EUR 1,000; 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 and (b) the sum of 100% and the Final Performance of the Underlying. Expressed as a formula:

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

Where:

**Calculation Amount or CA:** EUR 1,000.

**Final Barrier Level:** 70.00% 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):** 3 January 2034, 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:** 3 January 2034, subject to adjustment.

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

**Redemption Strike Date(s):** 3 January 2022, subject to adjustment.

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

**Redemption Upper Barrier Event:** if on the related Redemption Upper Barrier Event Valuation Date, the underlying closing level of the Underlying is greater than or equal to the Redemption Upper Barrier Percentage.

**Redemption Upper Barrier Event Valuation Date:** 3 January 2034, subject to adjustment.

**Redemption Upper Barrier Percentage:** 110.00% of the Redemption Initial Level of the Underlying.

The Underlying(s)	
Description	Electronic page
EURO iSTOXX® 50 Equal Weight NR Decrement 5% EUR (Price) Index (ISIN: CH0313264480)	Bloomberg Page: ISXE50T5 <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 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 French law.

**Bail-in:** Each holder of the Securities acknowledges, accepts, consents and agrees, by its acquisition of the Securities, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Securities. Any exercise of such bail-in power or other action taken by a resolution authority in respect of the Issuer or 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 Luxembourg Stock Exchange and to listing on the official list of the Luxembourg Stock Exchange 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 XKZZZJZF41MRHTR1V493. 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 2020 and 2019, and from the unaudited non-consolidated interim financial statements of the Guarantor for the first six month period ended 30 June 2021<sup>9</sup>.

Summary information – income statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Profit after taxation (in millions of U.S. dollars)	1,023	311	360	884
Summary information – balance sheet				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	12,442	15,084	10,867	
Debt to equity ratio (total liabilities/total shareholder equity)	23	23	17	
Summary information – cash flow statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Net cash flows from operating activities (in millions of U.S. dollars)	301	(809)	741	432
Net cash flows from financing activities (in millions of U.S. dollars)	2,333	333	3,331	331
Net cash flows from investing activities (in millions of U.S. dollars)	(690)	(762)	(1,736)	(321)

**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

<sup>9</sup> The key financial information regarding the Guarantor is updated to reflect the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.10) dated 1 December 2021.

challenges, uncertainties and volatilities, including the global COVID-19 pandemic, 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 will receive no interest during the term of the Securities.<sup>10</sup>
- 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.
- 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 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 France during the period from (and including) 24 August 2021 to (and including) 3 January 2022. Such period may be adjusted by the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

<sup>10</sup> The risks relating to the Securities are updated to reflect the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021.

The offer price is EUR 1,000 per calculation amount, and the minimum amount of application is EUR 1,000 in principal amount of the Securities. The maximum amount of application will be subject only to availability at the time of application. The Issuer may decline in whole or in part an application for the Securities.

Description of the application process: Applications for the purchase of Securities may be made by a prospective investor in France to the Authorised Offeror(s). Each prospective investor in France 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 Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the date as notified by the Authorised Offeror(s).

Manner in and date on which results of the offer are to be made public: The results of the offer will be available upon request from the Authorised Offeror(s).

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

No commissions and concessions are payable by the Issuer to the dealer. In connection with the offer and sale of the Securities, the dealer will pay to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities a commission, on a one-time and/or on a regular basis. The total commission paid shall not exceed 9 per cent. of the aggregate principal amount and is included in the issue price. Investors can obtain more information about the commission by contacting the placer(s) or the dealer. Apart from the offer price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in France.

**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 initial Authorised Offeror, being Kepler Cheuvreux (LEI: 9695005EOZG9X8IRJD84), at 112 Avenue Kleber, 75116 Paris, France, and any additional financial intermediaries who have or obtain the Issuer's consent to use the Current Base Prospectus and the Final Terms in connection with the offer and who are identified on the Issuer's website at <https://fr.citifirst.com/FR/as> Authorised Offeror(s). Kepler Cheuvreux is domiciled in France and was incorporated in France as a *Société Anonyme* under the laws of France<sup>5</sup>.

**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 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, CGML 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, CGML 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.

ANNEXE  
RÉSUMÉ DES TITRES

INTRODUCTION ET AVERTISSEMENTS				
<p>Le présent Résumé doit être lu comme une introduction au Prospectus de Base Actuel. Toute décision d'investir dans les Titres concernés doit être fondée sur un examen exhaustif du Prospectus de Base Actuel dans son ensemble par l'investisseur. Dans certaines circonstances, l'investisseur peut perdre tout ou partie du capital investi. Lorsqu'une action concernant l'information contenue dans le Prospectus de Base Actuel est portée devant les tribunaux, l'investisseur plaignant peut, selon la législation nationale de l'État Membre où l'action est intentée, avoir à supporter les frais de traduction de ce Prospectus de Base Actuel avant que la procédure légale ne soit lancée. La responsabilité civile des personnes ayant présenté le Résumé, y compris sa traduction, sera recherchée uniquement lorsque le contenu du Résumé est soit jugé trompeur, inexact ou contradictoire lorsqu'il est lu conjointement avec les autres parties du Prospectus de Base Actuel, ou s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus de Base Actuel, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans les Titres.<sup>1</sup></p> <p><i>Vous êtes sur le point d'acheter un produit qui n'est pas simple et peut être difficile à comprendre.</i></p>				
<p><b>Les Titres:</b> Émission de 30 000 000 EUR de Snowballing Autocall Notes indexés sur l'Indice EURO iSTOXX® 50 Equal Weight NR Decrement 5% EUR (Price), arrivant à échéance en janvier 2034 (ISIN: FR00140050H1).</p>				
<p><b>L'Émetteur:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Son siège social est situé au 31, Z.A. Bourmicht, L-8070 Bertrange, Grand-Duché de Luxembourg et son numéro de téléphone est +352 45 14 14 447. Son Legal Entity Identifier ("LEI") est 549300EVRWDWFJUNNP53.</p>				
<p><b>Le(s) Offrant(s) Autorisé(s):</b> L'Offrant Autorisé initial, étant Kepler Cheuvreux (LEI: 9695005EOZG9X8IRJD84), au 112 Avenue Kleber, 75116 Paris, France, et tout intermédiaire financier additionnel qui a ou qui obtient le consentement de l'Émetteur pour utiliser le Prospectus de Base Actuel et les Conditions Définitives dans le cadre de l'offre et qui est identifié sur le site Internet de l'Émetteur à l'adresse <a href="https://fr.citifirst.com/FR/">https://fr.citifirst.com/FR/</a> comme Offrant(s) Autorisé(s)<sup>2</sup>.</p>				
<p><b>Autorité compétente:</b> Le Prospectus de Base Actuel a été approuvé le 17 décembre 2021 par la Central Bank of Ireland situé à New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Numéro de téléphone: +353 1 224 6000).<sup>3</sup></p>				
INFORMATIONS CLÉS SUR L'ÉMETTEUR				
Qui est l'Émetteur des Titres?				
<p><b>Domicile et forme juridique de l'Émetteur, LEI, droit selon lequel l'Émetteur opère et pays de constitution:</b> L'Émetteur a été constitué sous la forme d'une société en commandite par actions le 24 mai 2012 selon les lois du Luxembourg pour une durée indéterminée et est enregistré auprès du Registre du Commerce et des Sociétés du Luxembourg sous le numéro B 169.199. Son LEI est 549300EVRWDWFJUNNP53.</p>				
<p><b>Activités principales de l'Émetteur:</b> L'Émetteur accorde des prêts et d'autres formes de financement à Citigroup Inc. et à ses filiales (le "Groupe"), et peut donc être en concurrence sur tout marché sur lequel le Groupe est présent, et peut se financer sous quelque forme que ce soit, y compris par l'émission de Titres, et exercer des activités accessoires.</p>				
<p><b>Les principaux actionnaires, y compris s'ils sont directement ou indirectement détenus ou contrôlés et par qui:</b> Les actions de l'Émetteur sont détenues par Citigroup Global Markets Funding Luxembourg GP S.à r.l. et Citigroup Global Markets Limited ("CGML" ou le "Garant"). La totalité du capital social émis de CGML est détenue par Citigroup Global Markets Holdings Bahamas Limited, qui est une filiale indirecte de Citigroup Inc.</p>				
<p><b>Les principaux directeurs généraux:</b> L'Émetteur est géré par Citigroup Global Markets Funding Luxembourg GP S.à r.l. en sa qualité de gestionnaire (le "Corporate Manager"). Les membres du conseil d'administration du Corporate Manager sont Mme Alberta Brusi, M. Vincent Mazzoli, M. Jonas Bossau, Mme Milka Krasteva et M. Dimba Kier.</p>				
<p><b>Commissaires aux comptes:</b> Le réviseur d'entreprises agréé de l'Émetteur est KPMG Luxembourg Société Coopérative situé au 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>				
Quelles sont les informations financières clés concernant l'Émetteur ?				
<p>Les informations financières clés suivantes ont été extraites des états financiers non consolidés audités de l'Émetteur pour les exercices clos les 31 décembre 2020 et 2019, et des états financiers intermédiaires non consolidés non audités de l'Émetteur pour la période close le 30 juin 2021<sup>4</sup>.</p>				
<b>Résumé des informations – état des revenus</b>				
	<b>Exercice clos le 31 décembre 2020 (audité)</b>	<b>Exercice clos le 31 décembre 2019 (audité)</b>	<b>Période de 6 mois close le 30 juin 2021 (non-audités)</b>	<b>Période de 6 mois close le 30 juin 2020 (non-audités)</b>
Bénéfice avant l'impôt sur le revenu ( <i>en milliers de dollars US</i> )	113	121	64	64
<b>Résumé des informations – bilan</b>				
	<b>Exercice clos le 31 décembre 2020 (audité)</b>	<b>Exercice clos le 31 décembre 2019 (audité)</b>	<b>Période de 6 mois close le 30 juin 2021 (non-audités)</b>	

<sup>1</sup> L'Introduction et les Avertissements sont mises à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus en date du 17 décembre 2021.

<sup>2</sup> Les Offrant(s) autorisé(s) sont mis à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus en date du 17 décembre 2021.

<sup>3</sup> L'Autorité Compétente est mise à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus en date du 17 décembre 2021.

<sup>4</sup> Les informations financières clés concernant l'Émetteur sont mises à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus Supplement (n°8) en date du 15 octobre 2021.

Dette financière nette (dette à long terme plus dette à court terme moins liquidités) (en milliers de dollars US)	18 588 258	12 746 867	23 442 327	
Ratio courant (actifs courants/passifs courants)	100%	100%	100%	
Ratio dette capitaux propres (total des passifs/total des capitaux propres)	1868714%	1395849%	2241453%	
Ratio de couverture des intérêts (revenus d'exploitation/dépenses d'intérêts)*	Non applicable	Non applicable	Non applicable	
<b>Résumé des informations – état des flux de trésorerie (cash-flow)</b>				
	<b>Exercice clos le 31 décembre 2020 (audité)</b>	<b>Exercice clos le 31 décembre 2019 (audité)</b>	<b>Période de 6 mois close le 30 juin 2021 (non-audités)</b>	<b>Période de 6 mois close le 30 juin 2020 (non-audités)</b>
Flux de trésorerie nets des activités d'exploitation (en milliers de dollars US)	-11 875	9 381	-18 100	-13 277
Flux de trésorerie nets des activités financières (en milliers de dollars US)	4 871 709	3 518 482	4 409 702	3 901 494
Flux de trésorerie nets des activités d'investissement (en milliers de dollars US)	- 4 871 701	- 3 518 473	-4 409 702	-3 901 494

\*Conformément aux normes IFRS (International Financial Reporting Standards), l'Émetteur ne présente aucun frais d'intérêts.

**Réserves dans le rapport d'audit sur les informations financières historiques:** Le rapport d'audit ne contient aucune réserve concernant les informations financières historiques auditées de l'Émetteur qui y figurent.

#### Quels sont les risques clés spécifiques à l'Émetteur?

L'Émetteur est soumis aux risques clés suivants:

- L'Émetteur fait face à un risque de crédit intra-groupe. De temps à autre, l'Émetteur conclut des opérations sur produits dérivés avec CGML pour compenser ou couvrir ses obligations envers les détenteurs de titres en vertu des titres émis par lui (qui peuvent inclure les Titres). À ce titre, l'Émetteur est exposé au risque de crédit de CGML sous la forme d'un risque de contrepartie dans le cadre de ces transactions sur produits dérivés. En particulier, la capacité de l'Émetteur à remplir ses obligations en vertu des Titres dépend principalement de la capacité de CGML à s'acquitter en temps voulu de ses obligations de contrepartie envers l'Émetteur dans le cadre de ces opérations sur produits dérivés, et tout manquement de CGML à cette obligation peut avoir un effet négatif sur la capacité de l'Émetteur à remplir ses obligations en vertu des Titres. Les détenteurs de titres n'auront aucun recours contre CGML dans le cadre de ces opérations sur produits dérivés.
- L'Émetteur peut ne pas être en mesure de maintenir ses notations actuelles. Si une agence de notation réduit, suspend ou retire sa notation de l'Émetteur et/ou de toute société affiliée à celui-ci, la liquidité et la valeur de marché des Titres risquent d'être affectées de manière négative. La dégradation des notations pourrait également avoir un impact négatif sur d'autres sources de financement, telles que les financements garantis et autres exigences de marge, pour lesquels il n'existe pas de déclencheur explicite<sup>5</sup>.

#### INFORMATIONS CLÉS SUR LES TITRES

##### Quelles sont les principales caractéristiques des Titres?

##### Type et catégorie des Titres, y compris les numéros d'identification du titre

Les Titres sont des titres dérivés sous forme de notes, et indexés à un indice de titres sous-jacent. Les Titres seront compensés et réglés par Euroclear France S.A.

La date d'émission des Titres est fixée au 24 août 2021. Le prix d'émission des Titres est de 100.00 pour cent du montant principal total.

Numéro de Souche: CGMFL35567; ISIN: FR00140050H1; Code Commun: 237471288 ; CFI: DTZUFB ; FISN: Citigroup Globa/Zero Cpn MTN; CUSIP: 5C020K9X0; Valoren: 112847675.

##### Devise, valeur nominale, montant de calcul, montant principal total et date d'échéance des Titres

Les Titres sont libellés en Euros ("EUR"). Les Titres ont une valeur nominale de 1 000 EUR et le montant de calcul est de 1 000 EUR. Le montant principal total des Titres à émettre est de 30 000 000 EUR.

**Date d'Échéance:** 10 janvier 2034. C'est la date à laquelle il est prévu de rembourser les Titres, sous réserve d'un remboursement anticipé des Titres.

<sup>5</sup> Les risques clés spécifiques à l'Émetteur sont mis à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus en date du 17 décembre 2021.

### Droits attachés aux Titres

Les Titres ne paient aucun intérêt. Le rendement des Titres provient du paiement potentiel d'un Montant de Remboursement Anticipé Obligatoire à la suite d'un remboursement anticipé des Titres en raison de la survenance d'un Événement de Barrière de Remboursement Anticipé Obligatoire, et, sauf si les Titres ont été préalablement remboursés ou achetés et annulés, le paiement du Montant de Remboursement à la Date d'Échéance des Titres.

**Montant de Remboursement Anticipé Obligatoire:** Si, à une Date de Remboursement Anticipé Obligatoire, un Événement de Barrière de Remboursement Anticipé Obligatoire s'est produit, les Titres seront remboursés à la Date de Remboursement Anticipé Obligatoire pertinente à un montant pour chaque Titre égal au montant indiqué comme étant le Montant de Remboursement Anticipé Obligatoire pour la Date de Remboursement Anticipé Obligatoire pertinente dans le tableau ci-dessous. Si les Titres sont remboursés par anticipation, aucun autre montant ne sera payé après la Date de Remboursement Anticipé Obligatoire.

Où :

**Événement de Barrière de Remboursement Anticipé Obligatoire:** pour une Date de Remboursement Anticipé Obligatoire, si à la Date d'Observation de la Barrière de Remboursement Anticipé Obligatoire correspondante, le niveau de clôture du sous-jacent du Sous-Jacent est supérieur ou égal au Niveau de la Barrière de Remboursement Anticipé Obligatoire pertinent.

**Niveau de la Barrière de Remboursement Anticipé Obligatoire:** pour une Date de Remboursement Anticipé Obligatoire, le pourcentage spécifié pour cette Date de Remboursement Anticipé Obligatoire et le Sous-Jacent dans le tableau ci-dessous.

**Date d'Observation de la Barrière de Remboursement Anticipé Obligatoire:** pour une Date de Remboursement Anticipé Obligatoire, chaque date indiquée comme telle pour cette Date de Remboursement Anticipé Obligatoire dans le tableau ci-dessous, sous réserve d'ajustements.

**Date de Remboursement Anticipé Obligatoire:** chaque date indiquée comme telle dans le tableau ci-dessous.

**Niveau Initial de Remboursement Anticipé Obligatoire ou Niveau Initial RAO:** en ce qui concerne le Sous-Jacent, le niveau de clôture du sous-jacent pour ce Sous-Jacent pour la Date d'Exercice de Remboursement Anticipé Obligatoire.

**Date d'Exercice de Remboursement Anticipé Obligatoire:** 3 janvier 2022, sous réserve d'ajustements.

Niveau de la Barrière de Remboursement Anticipé Obligatoire	Date d'Observation de la Barrière de Remboursement Anticipé Obligatoire	Montant de Remboursement Anticipé Obligatoire	Date de Remboursement Anticipé Obligatoire
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2023	1 170,00 EUR	10 janvier 2023
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2024	1 340,00 EUR	10 janvier 2024
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2025	1 510,00 EUR	10 janvier 2025
110.00% du Niveau Initial RAO du Sous-Jacent	5 janvier 2026	1 680,00 EUR	12 janvier 2026
110.00% du Niveau Initial RAO du Sous-Jacent	4 janvier 2027	1 850,00 EUR	11 janvier 2027
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2028	2 020,00 EUR	10 janvier 2028
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2029	2 190,00 EUR	10 janvier 2029
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2030	2 360,00 EUR	10 janvier 2030
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2031	2 530,00 EUR	10 janvier 2031
110.00% du Niveau Initial RAO du Sous-Jacent	5 janvier 2032	2 700,00 EUR	12 janvier 2032
110.00% du Niveau Initial RAO du Sous-Jacent	3 janvier 2033	2 870,00 EUR	10 janvier 2033

**Montant de Remboursement:** Sauf si les Titres ont été précédemment remboursés ou achetés et annulés, si :

- (a) un Événement de Barrière de Remboursement n'a pas eu lieu, l'Émetteur remboursera chaque Titre à la Date d'Échéance à un montant égal à :
- (i) si un Événement de Barrière Supérieure de Remboursement a eu lieu, 3 040,00 EUR; ou
- (ii) si un Événement de Barrière Supérieure de Remboursement n'a pas eu lieu, 1 000 EUR; ou
- (b) un Événement de Barrière de Remboursement a eu lieu, l'Émetteur remboursera chaque Titre à la Date d'Échéance à un montant égal au produit (a) du Montant de Calcul et (b) de la somme de 100% et de la Performance Finale du Sous-Jacent. Exprimé sous la forme d'une formule :

$$MC \times (100\% + \text{Performance Finale du Sous-Jacent}).$$

Où :

**Montant de Calcul ou MC:** 1 000 EUR.

**Niveau de Barrière Finale:** 70,00% du Niveau Initial de Remboursement du Sous-Jacent.

**Performance finale:** pour le Sous-Jacent, un montant exprimé en pourcentage égal à ce Niveau de Référence Final du Sous-Jacent moins son Niveau d'Exercice de Remboursement, le tout divisé par son Niveau Initial de Remboursement. Exprimé sous la forme d'une formule :

$$\frac{\text{Niveau de Référence Final} - \text{Niveau d'Exercice de Remboursement}}{\text{Niveau Initial de Remboursement}}$$

**Niveau de Référence Final:** pour le Sous-Jacent, le niveau de clôture du sous-jacent pour ce Sous-Jacent à la Date d'Évaluation Finale.

**Date(s) d'Évaluation Finale:** 3 janvier 2034, sous réserve d'ajustements.

**Événement de Barrière de Remboursement:** si, à la Date d'Observation de la Barrière de Remboursement correspondante, le niveau de clôture du sous-jacent du Sous-Jacent est inférieur au Niveau de Barrière Finale.

**Date d'Observation de la Barrière de Remboursement:** 3 janvier 2034, sous réserve d'ajustements.

**Niveau Initial de Remboursement:** pour le Sous-Jacent, le niveau de clôture du sous-jacent pour ce Sous-Jacent à la Date d'Exercice de Remboursement.

**Date(s) d'Exercice de Remboursement:** 3 janvier 2022, sous réserve d'ajustements.

**Niveau d'Exercice de Remboursement:** pour le Sous-Jacent, le Niveau Initial de Remboursement de ce Sous-Jacent.

**Événement de Barrière Supérieure de Remboursement:** si, à la Date d'Évaluation de l'Événement de Barrière Supérieure de Remboursement, le niveau de clôture du sous-jacent du Sous-Jacent est supérieur ou égal au Pourcentage de la Barrière Supérieure de Remboursement.

**Date d'Évaluation de l'Événement de Barrière Supérieure de Remboursement:** 3 janvier 2034, sous réserve d'ajustements.

**Pourcentage de la Barrière Supérieure de Remboursement:** 110,00% du Niveau Initial de Remboursement du Sous-Jacent.

Le(s) Sous-Jacent(s)	
Description	Page électronique
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**Remboursement Anticipé:** Les Titres peuvent être remboursés par anticipation suite à la survenance de certains événements ou circonstances spécifiques (par exemple, un événement affectant le(s) Sous-Jacent(s) ou les arrangements de couverture de l'Émetteur, un cas de défaut, et des circonstances relatives à la fiscalité et à l'illégalité) à un montant qui sera déterminé par l'agent de calcul conformément aux termes et conditions des Titres.

**Ajustements:** Les termes et conditions des Titres contiennent des dispositions, notamment des dispositions relatives aux événements affectant le(s) Sous-Jacent(s) ou les arrangements de couverture des Titres, et aux perturbations du marché, ainsi que des dispositions relatives aux corrections ultérieures du niveau du(des) Sous-Jacent(s) et aux détails des conséquences de ces événements. Ces dispositions peuvent, le cas échéant, permettre d'apporter des ajustements aux termes et conditions des Titres. Les modalités des Titres permettent également l'ajustement des dates de paiement pour les jours non ouvrables.

**Réunions:** Les termes et conditions des Titres contiennent des dispositions relatives à la convocation d'assemblées des détenteurs afin d'examiner les questions touchant à leurs intérêts en général. Ces dispositions permettent à des majorités définies de lier tous les détenteurs, y compris les détenteurs qui n'ont pas assisté et voté à l'assemblée concernée et les détenteurs qui ont voté d'une manière contraire à la majorité.

**Droit applicable:** Les Titres seront régis par le droit français.

**Bail-in:** Chaque détenteur de Titres reconnaît, accepte, consent et accepte, par son acquisition de Titres, d'être lié par l'exercice de tout pouvoir de bail-in par l'autorité de résolution compétente en ce qui concerne les Titres. Tout exercice d'un tel pouvoir de bail-in ou toute autre mesure prise par une autorité de résolution à l'égard de l'Émetteur ou du Garant pourrait avoir un effet négatif important sur la valeur et le rendement des Titres.

**Statut des Titres:** Les Titres sont des obligations directes, inconditionnelles, non subordonnées et non garanties de l'Émetteur et seront à tout moment de rang égal et proportionnel entre eux et au moins de rang égal à toutes les autres obligations non garanties et non subordonnées en circulation de l'Émetteur, à l'exception des obligations qui peuvent être privilégiées par des dispositions légales à la fois obligatoires et d'application générale.

#### Description des restrictions à la libre transférabilité des Titres

Les Titres seront transférables, sous réserve des restrictions d'offre, de vente et de transfert prévues par les lois de toute juridiction dans laquelle les Titres sont offerts ou vendus.

#### Où les Titres seront-ils négociés ?

Une demande sera introduite par l'Émetteur (ou son représentant) afin que les Titres soient admis à la négociation sur le Marché Réglementé de la Bourse de Luxembourg et à la cotation sur la liste officielle de la Bourse de Luxembourg avec effet à partir de ou autour de la date d'émission.

#### Y-a-t-il une garantie attachée aux Titres?

**Breve description du Garant:** CGML est une société en commandite par actions et a été constituée en Angleterre et au Pays de Galles le 21 octobre 1983. CGML opère sous les lois de l'Angleterre et du Pays de Galles et est domiciliée en Angleterre. Son siège social est situé au Citigroup Centre, Canada Square, Canary Wharf, Londres E14 5LB et son numéro de téléphone est le +44 (0)207 986 4000. Le numéro d'enregistrement du CGML est le 01763297 dans le registre tenu par la Companies House. Son LEI est XKZZZ2JZF41MRHTR1V493. CGML est une filiale indirecte entièrement détenue par Citigroup Inc. et est très présente au niveau international en tant que négociateur (*dealer*), teneur de marché et preneur ferme, ainsi qu'en tant que prestataire de services de conseil à un large éventail d'entreprises, d'institutions et de clients gouvernementaux.

**Nature et étendue de la garantie:** Les Titres émis seront inconditionnellement et irrévocablement garantis par CGML conformément à un acte de garantie, qui constitue des obligations directes, inconditionnelles, non subordonnées et non garanties de CGML et qui est et sera au minimum de rang égal à toutes les autres obligations non garanties et non subordonnées en circulation de CGML, sauf les obligations qui peuvent être privilégiées par des dispositions légales qui sont à la fois obligatoires et d'application générale.

**Informations financières clés du Garant:** Les informations financières clés suivantes ont été extraites des états financiers non consolidés audités du Garant pour les exercices clos les 31 décembre 2020 et 2019, et des états financiers intermédiaires non consolidés non audités du Garant pour la période de six mois close le 30 juin 2021<sup>6</sup>.

Résumé des informations – état des revenus				
	Exercice clos le 31 décembre 2020 (audités)	Exercice clos le 31 décembre 2019 (audités)	Période de 6 mois close le 30 juin 2021 (non-audités)	Période de 6 mois close le 30 juin 2020 (non-audités)
Bénéfice après l'impôt sur le revenu ( <i>en millions de dollars</i> <i>US</i> )	1.023	311	360	884

<sup>6</sup> Les informations financières clés concernant le Garant sont mises à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus Supplement (n°10) en date du 1 décembre 2021.

<b>Résumé des informations – bilan</b>				
	<b>Exercice clos le 31 décembre 2020 (audités)</b>	<b>Exercice clos le 31 décembre 2019 (audités)</b>	<b>Période de 6 mois close le 30 juin 2021 (non-audités)</b>	
Dettes financières nettes (dette à long terme plus dette à court terme moins liquidités) (en millions de dollars US)	12.442	15.084	10.867	
Ratio dette capitaux propres (total des passifs/total des capitaux propres)	23	23	17	
<b>Résumé des informations – état des flux de trésorerie (cash-flow)</b>				
	<b>Exercice clos le 31 décembre 2020 (audités)</b>	<b>Exercice clos le 31 décembre 2019 (audités)</b>	<b>Période de 6 mois close le 30 juin 2021 (non-audités)</b>	<b>Période de 6 mois close le 30 juin 2020 (non-audités)</b>
Flux de trésorerie nets résultant des activités d'exploitation (en millions de dollars US)	301	(809)	741	432
Flux de trésorerie nets résultant des activités de financement (en millions de dollars US)	2.333	333	3.331	331
Flux de trésorerie nets résultant des activités d'investissement (en millions de dollars US)	(690)	(762)	(1.736)	(321)
<b>Réserves dans le rapport d'audit sur les informations financières historiques:</b> Le rapport d'audit ne contient aucune réserve concernant les informations financières historiques auditées du Garant qui y figurent.				
<b>Facteurs de risques associés au Garant:</b> Le Garant est soumis aux principaux risques suivants:				
<ul style="list-style-type: none"> <li>Le Garant est exposé à des concentrations de risques, en particulier le risque de crédit et le risque de marché. L'évolution de la réglementation ou du marché continuant à entraîner une centralisation accrue des activités de négociation, le Garant pourrait connaître une augmentation de la concentration des risques, ce qui pourrait limiter l'efficacité de toute stratégie de couverture et entraîner des pertes importantes pour le Garant. Le Garant peut être affecté par des défis macroéconomiques, géopolitiques et autres, des incertitudes et des volatilités, y compris la pandémie mondiale de COVID-19, ce qui pourrait avoir un impact négatif sur les activités du Garant et sa capacité à remplir ses obligations en vertu des Titres, ainsi que sur la valeur et le rendement des Titres.</li> <li>Le Garant pourrait ne pas être en mesure de maintenir sa notation actuelle. Si une agence de notation réduit, suspend ou retire sa notation du Garant et/ou de toute société affiliée à celui-ci, la liquidité et la valeur de marché des Titres risquent d'être affectées négativement. La dégradation des notations pourrait également avoir un impact négatif sur d'autres sources de financement, telles que le financement garanti et d'autres exigences de marge, pour lesquelles il n'existe pas de déclencheur explicite.</li> <li>Si l'autorité de résolution pertinente est assurée que le Garant est défaillant ou susceptible de l'être, et sous réserve que certaines autres conditions soient remplies, le Garant peut faire l'objet de mesures prises par l'autorité de résolution, y compris potentiellement la dépréciation des créances des créanciers non garantis du Garant (tel que dans le cadre de l'acte de garantie) et la conversion des créances non garanties (tel que dans le cadre de l'acte de garantie) en d'autres instruments (par exemple des actions), le transfert de tout ou partie des activités du Garant à une autre entité, ou d'autres mesures de résolution. À la suite d'une telle mesure, les investisseurs pourraient perdre tout ou partie de leur investissement dans les Titres.</li> </ul>				
<b>Quels sont les risques clés spécifiques aux Titres?</b>				
Les Titres sont soumis aux risques principaux suivants:				
<ul style="list-style-type: none"> <li>Vous devez être préparé à subir une perte totale ou partielle du prix d'achat de vos Titres. La valeur des Titres avant leur remboursement prévu peut varier en raison d'un certain nombre de facteurs interdépendants, y compris la valeur, les rendements de dividendes et la volatilité du ou des Sous-Jacent(s) et tout changement dans les taux d'intérêt intermédiaires le cas échéant, et une vente de Titres avant leur remboursement prévu peut se faire à un rabais substantiel par rapport au prix d'achat initial et vous pouvez perdre une partie ou la totalité de votre investissement. Si, à l'échéance, un Événement de Barrière de Remboursement s'est produit, les Titres peuvent être remboursés à un montant inférieur à votre investissement initial ou même égal à zéro. En outre, vous ne recevrez aucun intérêt pendant la durée des Titres<sup>7</sup>.</li> <li>Les obligations de l'Émetteur en vertu des Titres et les obligations du Garant en vertu de l'acte de garantie représentent des obligations contractuelles générales de chaque entité respective et d'aucune autre personne. En conséquence, les paiements effectués en vertu des Titres sont soumis au risque de crédit de l'Émetteur et du Garant. Les détenteurs de Titres n'auront aucun recours sur les actifs garantis de l'Émetteur et du Garant dans le cas où l'Émetteur ou le Garant ne serait pas en mesure de remplir ses obligations en vertu des Titres, y compris en cas d'insolvabilité, et risquerait donc de perdre tout ou une partie de son investissement.</li> <li>Les Titres peuvent ne pas avoir de marché de négociation établi au moment de leur émission, et il se peut qu'il n'y en ait jamais, de sorte que les investisseurs doivent être prêts à les conserver jusqu'à leur échéance. Si un marché se développe, il se peut qu'il ne soit pas très liquide. Par conséquent, il se peut que vous ne puissiez pas vendre vos Titres facilement ou pas du tout ou à des prix égaux ou supérieurs à votre investissement initial et, en fait, ce prix peut être sensiblement inférieur au prix d'achat initial. L'illiquidité peut avoir un effet très négatif sur la valeur de marché des Titres.</li> <li>Les montants dus pour les Titres sont liés à la performance du(des) Sous-Jacent(s), qui est(sont) un(des) indice(s) de titres. Les développements économiques, financiers et politiques mondiaux, entre autres, peuvent avoir un effet important sur la valeur des titres composant le(s) Sous-Jacent(s) et/ou sur la performance de ce(s) dernier(s) et, ces dernières années, les taux de change et les cours des titres composant le(s) Sous-Jacent(s) ont été très volatiles. Ceci peut à son tour affecter la valeur et le rendement des Titres.</li> </ul>				

<sup>7</sup> Les risques clés spécifiques aux Titres sont mis à jour pour refléter le CGMFL Underlying Linked Notes Base Prospectus en date du 17 décembre 2021.

- Les Titres ne créent pas un intérêt réel dans le Sous-Jacent ou un droit de propriété sur celui-ci. Un Titre ne représente pas une créance à l'encontre d'un Sous-Jacent et, dans le cas où le montant payé au remboursement des Titres est inférieur à votre investissement, vous n'aurez aucun recours, en vertu d'un Titre quelconque, contre le Sous-Jacent ou d'autres éléments qui peuvent comprendre le(s) Sous-Jacent(s) en ce qui concerne ces Titres. Vous n'aurez aucun intérêt légal ou bénéficiaire dans un Sous-Jacent. Il est possible que le rendement des Titres soit inférieur à celui que vous auriez obtenu si vous aviez investi directement dans un Sous-Jacent ou par l'intermédiaire d'un autre produit.
- Les termes et conditions des Titres comprennent des dispositions relatives au report des dates auxquelles le niveau d'un Sous-Jacent doit être relevé. Un tel report ou des dispositions alternatives d'évaluation prévues dans les termes et conditions des Titres peuvent avoir un effet négatif sur la valeur de ces Titres.
- L'agent de calcul peut apporter des ajustements aux conditions des Titres pour tenir compte de l'effet de certains événements d'ajustement se produisant à l'égard des Titres ou d'un Sous-Jacent et/ou des arrangements de couverture, ou peut remplacer un Sous-Jacent par un nouvel indice de titres. De tels ajustements peuvent avoir un effet négatif sur la valeur de ces Titres.
- Dans certaines circonstances (par exemple, si l'agent de calcul détermine qu'aucun calcul, ajustement ou substitution ne peut raisonnablement être effectué, à la suite d'un cas de défaut ou à la suite de certains événements affectant un Sous-Jacent ou les arrangements de couverture de l'Émetteur, ou pour des raisons liées à la fiscalité ou à l'illégalité), les Titres peuvent être remboursés par anticipation. Si les Titres sont remboursés par anticipation, le montant payé peut être inférieur à votre investissement initial et vous pourriez donc subir une perte.
- En cas de survenance d'un Événement de Barrière de Remboursement Anticipé Obligatoire, les Titres seront remboursés à la Date de Remboursement Anticipé Obligatoire pertinente au Montant de Remboursement Anticipé Obligatoire pertinent. Aucun autre montant ne sera dû pour les Titres après la Date de Remboursement Anticipé Obligatoire. Dans ce cas, vous êtes soumis à un risque de réinvestissement, car il se peut que vous ne puissiez pas remplacer votre investissement dans les Titres par un investissement présentant un profil de perspectives et de risques similaire à celui des Titres.

## INFORMATIONS CLÉS SUR L'OFFRE DE TITRES AU PUBLIC ET/OU L'ADMISSION A LA NÉGOCIATION SUR UN MARCHÉ RÉGLEMENTÉ

### Dans quelles conditions et selon quel calendrier puis-je investir dans ce Titre?

#### Modalités de l'offre

Une offre de ces Titres sera faite en France pendant la période allant du 24 août 2021 (inclus) au 3 janvier 2022 (inclus). Cette période peut être ajustée par l'Émetteur. L'Émetteur se réserve le droit d'annuler l'offre des Titres.

Le prix de l'offre est de 1 000 EUR par montant de calcul, et le montant minimum de souscription est de 1 000 EUR en montant principal des Titres. Le montant maximal de souscription sera uniquement sujet à la disponibilité au moment de la souscription. L'Émetteur peut refuser en totalité ou en partie une souscription de Titres.

Description de la procédure de souscription: Les demandes d'achat de Titres peuvent être introduites par un investisseur potentiel en France auprès du ou des Offrants Autorisés. Chaque investisseur potentiel en France doit vérifier auprès du ou des Offrants Autorisés quand le ou les Offrants Autorisés exigera (exigeront) de lui la réception de fonds compensés en ce qui concerne sa demande d'achat de Titres et la manière dont le paiement doit être effectué à l'(les) Offrant(s) Autorisé(s).

Détails du mode et des délais de paiement et de livraison des Titres: les Titres seront disponibles sur la base d'une livraison contre paiement. Les Titres seront livrés sur les comptes-titres respectifs de l'acheteur par inscription en compte à la date telle que notifiée par le ou les Offrants Autorisés ou aux alentours de celle-ci.

Modalités et date auxquelles les résultats de l'offre doivent être rendus publics: Les résultats de l'offre seront disponibles sur demande auprès du ou des Offrants Autorisés.

#### Estimation des frais et de taxes imputés à l'investisseur par l'émetteur/l'offreur

Aucune commission ou concession n'est payable par l'Émetteur au négociateur (*dealer*). Dans le cadre de l'offre et de la vente des Titres, le négociateur (*dealer*) paiera à l'intermédiaire ou aux intermédiaires financiers concernés et/ou à une ou plusieurs autres institutions financières impliquées dans la vente et l'achat des Titres une commission, dans le cadre d'un versement unique et/ou régulier. Le total de la commission payée ne dépassera pas 9 pour cent du montant principal total et est inclus dans le prix d'émission. Les investisseurs peuvent obtenir plus d'informations sur la commission en contactant le(s) placeur(s) (*placer(s)*) ou le négociateur (*dealer*). Outre le prix de l'offre, l'Émetteur n'a pas connaissance de frais et de taxes spécifiquement facturés au souscripteur ou à l'acheteur en France.

### Qui est l'offrant et/ou la personne qui demande l'admission à la négociation ?

L'Émetteur est l'entité qui demande l'admission à la négociation des Titres.

**Offrant(s) autorisé(s):** L'Offrant Autorisé initial, étant Kepler Cheuvreux (LEI: 9695005EOZG9X8IRJD84), au 112 Avenue Kleber, 75116 Paris, France et tout intermédiaire financier additionnel qui a ou qui obtient le consentement de l'Émetteur pour utiliser le Prospectus de Base Actuel et les Conditions Définitives dans le cadre de l'offre et qui est identifié sur le site Internet de l'Émetteur à l'adresse <https://fr.citifirst.com/FR/> comme Offrant(s) Autorisé(s). Kepler Cheuvreux est domicilié en France et a été immatriculé en France en tant que Société Anonyme de droit français<sup>2</sup>.

### Pourquoi le Prospectus est-il produit ?

#### Utilisation et montant net estimé du produit

Le résultat net de l'émission des Titres sera utilisé principalement pour accorder des prêts ou d'autres formes de financement à CGML et à toute entité appartenant au même Groupe, et pourra être utilisé pour financer l'Émetteur lui-même. Le montant net estimé du résultat est de 100 pour cent du montant principal total final des Titres émis à la date d'émission.

**Accord de prise ferme sur une base d'engagement ferme:** L'offre des Titres n'est pas soumise à un contrat de prise ferme sur une base d'engagement ferme.

#### Description de tout intérêt matériel lié à l'émission/l'offre, y compris les intérêts conflictuels

Les frais sont payables au négociateur (*dealer*) et/ou aux distributeur(s). Les conditions des Titres confèrent à l'Émetteur, à l'agent de calcul et à certaines autres personnes un pouvoir discrétionnaire dans les jugements, les déterminations et les calculs relatifs aux Titres. Des conflits d'intérêts potentiels peuvent exister entre l'Émetteur, l'agent de calcul et les détenteurs de Titres, y compris en ce qui concerne ces jugements, déterminations et calculs. L'Émetteur, CGML et/ou l'une de leurs sociétés affiliées peuvent également, de temps à autre, effectuer des transactions ou nouer des relations d'affaires pour leur propre compte et/ou posséder des informations qui affectent ou concernent les Titres et/ou le(s) Sous-jacent(s). L'Émetteur, CGML et/ou l'une de leurs sociétés affiliées n'ont aucune obligation de divulguer ces informations aux investisseurs et peuvent entreprendre les actions

et prendre les mesures qu'ils jugent nécessaires ou appropriées pour protéger leurs intérêts, sans tenir compte des conséquences pour les investisseurs. À l'exception de ce qui est décrit ci-dessus, à la connaissance de l'Émetteur, aucune personne impliquée dans l'offre de Titres n'a d'intérêt matériel dans l'offre.