

**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.

Securities or the Underlying(s) of Securities may be described or marketed as having "green", "sustainable", "social", "ESG" or similar objectives. Notwithstanding the use of such term(s), such Securities or Underlying(s) (or the administrator(s) thereof) (a) may not meet investors' objectives or expectations as regarding investments having such or similar labels or objectives and/or (b) may not fulfil legislative or regulatory requirements or criteria as regarding investments having such or other similar labels or objectives.

**Final Terms dated 10 June 2022**

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

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

Issue of 50,000 Units Snowballing Autocall Notes linked to the Euronext Transatlantic Environment 50  
Decrement 5% Index due December 2032

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 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.

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

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

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

## PART A – CONTRACTUAL TERMS

The Securities are 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 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 and the Supplements, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation.

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 Base Prospectus as so supplemented. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including, the later of the close of the offer period and the date of listing of the Securities.

The Base Prospectus and the Supplements 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)). 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 relating to the Programme dated 17 December 2021, as supplemented by a Supplement (No.1) dated 1 February 2022 (**Supplement No.1**), a Supplement (No.2) dated 16 March 2022 (**Supplement No.2**), a Supplement (No.3) dated 5 May 2022 (**Supplement No.3**) and a Supplement (No.4) dated 24 May 2022 (**Supplement No.4** and, together with Supplement No.1, Supplement No.2 and Supplement No.3, the **Supplements**).

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
  - (ii) Guarantor: Citigroup Global Markets Limited
  2. (i) Type of Security: Notes
  - (ii) Series Number: CGMFL49091
  - (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: 50,000 Units (each Unit being EUR 1,000 in principal amount of the Securities)
    - (ii) Tranche: 50,000 Units (each Unit being EUR 1,000 in principal amount of the Securities)

The Securities are issued in Units. Accordingly, references herein to a Unit shall be deemed to be references to EUR 1,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such payments and/or deliveries being made in respect of a Unit
  5. Issue Price: EUR 1,000 per Unit
  6. (i) Specified Denominations: 1 Unit
  - (ii) Calculation Amount: 1 Unit
  7. (i) Trade Date: 11 May 2022
  - (ii) Issue Date: 13 June 2022
  - (iii) Interest Commencement Date: Not Applicable
  8. Maturity Date: 7 December 2032
  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): Euronext Transatlantic Environment 50 Decrement 5% Index (ISIN: NL0015000BW1)

(B) Classification: Security Index

(C) Electronic Page: Bloomberg Page: ETE5D <Index>

(ii) Particulars in respect of each Underlying:

Security Index/Indices:

(A) Type of Index: Single Exchange Index

(B) Exchange(s): Euronext Paris

(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):       | <p>Increased Cost of Stock Borrow</p> <p>Loss of Stock Borrow</p>  |
| (B)  | Additional Adjustment Event(s):       | <p>Security Index Condition 4: Applicable</p> <p>Early Redemption Option: 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>       |
| (C)  | Security Index Adjustment Event(s):   | <p>Security Index Condition 6(b)(i): Applicable</p> <p>Early Redemption Option: 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> |
| (D)  | Additional Early Redemption Event(s): | <p>Security Index Condition 5: 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>  |
| (E)  | Security Index Substitution:          | Applicable   |
| (iv) | Trade Date:                           | 11 May 2022  |

(v)	Realisation Disruption:	Not Applicable
(vi)	Hedging Disruption Early Termination Event:	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. **Interest Provisions:** Not Applicable – the Securities do not bear or pay interest.

14. **Redemption Provisions:**

(i) Issuer Call Not Applicable

(ii) Investor Put Not Applicable

(iii) Mandatory Early Redemption Provisions Applicable

General:

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

(B) Specified Mandatory Early Redemption Strike Date: For the purpose of determining whether a MER Barrier Event has occurred: 7 October 2022

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



(A)	Mandatory Redemption Underlying:	Early	The Underlying specified in item 12 above
(B)	Mandatory Redemption Underlying(s):	Early Barrier	The Mandatory Early Redemption Underlying
	Mandatory Performance Provisions:	Early Redemption	Not Applicable
	Provisions relating to levels of the Mandatory Underlying(s)	Early Redemption	Applicable
(A)	Mandatory Redemption Initial Level:	Early	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Redemption Strike Date
(B)	Mandatory Redemption Level:	Early Reference	Not Applicable
	Provisions relating to a Mandatory Early Redemption Barrier Event		Applicable
(A)	Mandatory Redemption Event:	Early Barrier	Applicable – Mandatory Early Redemption Barrier Event European Observation
	Provisions relating to a Mandatory Early Redemption Upper Event:	Barrier	Not Applicable
	Provisions relating to the Mandatory Amount	Early Redemption	
(A)	Mandatory Redemption Amount due where MER Upper Barrier Percentage is Not Applicable:	Early	See MER Amount in Table below
(B)	Mandatory Redemption Amount due where MER Upper Barrier Percentage is Applicable:	Early	Not Applicable
(C)	Performance-Linked Mandatory Redemption Amount:	Early	Not Applicable

- (D) Snowball Accrual Not Applicable  
Mandatory Early  
Redemption Amount:
- (E) Early Exit MER Amount: Not Applicable  
Mandatory Early Not Applicable  
Redemption Coupon:
- Mandatory Early Redemption Applicable  
Underlying Valuation Provisions
- (A) Valuation Disruption The provisions of Valuation and Settlement Condition  
(Scheduled Trading 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days)*) apply
- (B) Valuation Disruption The provisions of Valuation and Settlement Condition  
(Disrupted Days): 2(d)(i) (*Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)*) apply
- (C) Valuation Roll: Eight

**TABLE**

<b>MER Barrier Level (%)</b>	<b>Specified MER Barrier Observation Date</b>	<b>MER Amount</b>	<b>MER Date</b>
	For the purpose of determining whether a MER Barrier Event has occurred:		
Greater than (or equal to) 100% of the MER Initial Level of the MERBU	7 October 2024	EUR 1,130.00	5 December 2024
Greater than (or equal to) 100% of the MER Initial Level of the MERBU	7 October 2025	EUR 1,195.00	5 December 2025
Greater than (or equal to) 100% of the MER Initial Level of the MERBU	7 October 2026	EUR 1,260.00	7 December 2026
Greater than (or equal to) 100% of the MER Initial Level of the MERBU	7 October 2027	EUR 1,325.00	7 December 2027
Greater than (or equal to) 100% of the MER Initial Level of the MERBU	9 October 2028	EUR 1,390.00	5 December 2028
Greater than (or equal to) 100% of the MER Initial Level of the MERBU	8 October 2029	EUR 1,455.00	5 December 2029

Greater than (or equal to) 100% of the MER Initial Level of the MERBU	7 October 2030	EUR 1,520.00	5 December 2030
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Greater than (or equal to) 100% of the MER Initial Level of the MERBU	7 October 2031	EUR 1,585.00	5 December 2031
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(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: 7 October 2032

(B) Specified Final Valuation Date(s): For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 7 October 2032

(C) Specified Redemption Strike Date: 7 October 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 Performance Percentage<br>(Barrier Event):               | Final  | Not Applicable |
| V.    | Maximum Performance Percentage<br>(Barrier Event Satisfied):     | Final  | Not Applicable |
| VI.   | Minimum Performance Percentage<br>(Barrier Event Satisfied):     | Final  | Not Applicable |
| VII.  | Maximum Performance Percentage<br>(Barrier Event Not Satisfied): | Final  | Not Applicable |
| VIII. | Minimum Performance Percentage<br>(Barrier Event Not Satisfied): | Final  | 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 - Asian Observation:	Final	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 50% 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 Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:			Not Applicable
Provisions applicable where Redemption Barrier Event is Applicable			
(A)	Provisions applicable to Physical Delivery:		Not Applicable
(B)	Redemption Barrier Event:	Upper	Applicable Redemption Barrier Event Underlying Closing Level  greater than or equal to

The Specified Redemption Upper Barrier Event  
Valuation Date will be 7 October 2032

- |     |  |   |
|-----|--|---|
|     | Redemption Upper<br>Barrier Underlying(s):   | The Redemption Underlying   |
| (C) | Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified: | Not Applicable  |
| (D) | Redemption Upper<br>Barrier Percentage:  | 75% of the Redemption Initial Level of the Redemption Barrier Underlying                                  |
|     | I. Upper<br>Redemption<br>Amount due<br>where no<br>Redemption<br>Barrier Event<br>has occurred:                         | Applicable – EUR 1,650.00 per Unit  |
|     | II. Lower<br>Redemption<br>Amount due<br>where no<br>Redemption<br>Barrier Event<br>has occurred:                        | Applicable – EUR 1,000 per Unit   |
| (E) | Redemption Amount due where a Redemption Barrier Event has occurred and no Redemption Lower Barrier Event is specified:  | Applicable - the Performance-Linked Redemption Amount determined in accordance with Put Option Provisions |
| (F) | Redemption Lower<br>Barrier Event:   | Not Applicable  |
| (G) | Redemption Amount due where a Redemption Barrier Event has occurred and a Redemption Lower Barrier Event is specified:   | Not Applicable  |

Performance-Linked Redemption  
Amount:

Put Option		Applicable if a Redemption Barrier Event occurs
I.	Relevant Percentage:	100%
II.	Maximum Redemption Amount:	Not Applicable
III.	Minimum Redemption Amount:	Not Applicable
IV.	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

Provisions relating to Buy the Dip Securities: Not Applicable

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

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

Split Payment Conditions: 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.	<b>New Safekeeping Structure:</b>	Not Applicable
21.	<b>Business Centre(s):</b>	New York City and TARGET
22.	<b>Business Day Jurisdiction(s) or other special provisions relating to payment dates:</b>	New York City and TARGET
23.	<b>Redenomination, renominalisation and reconventioning provisions:</b>	Not Applicable
24.	<b>Consolidation provisions:</b>	The provisions of General Condition 14 ( <i>Further Issues</i> ) apply
25.	<b>Substitution provisions:</b>	Applicable: The provisions of General Condition 17 ( <i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i> ) apply
	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 Thematic Index Exotics Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27.	<b>Determination Agent:</b>	Not Applicable
28.	<b>Determinations:</b>	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
29.	<b>Determinations and Exercise of Discretion (BEC):</b>	Not Applicable
30.	<b>Prohibition of sales to consumers in Belgium:</b>	Applicable
31.	<b>Additional provisions applicable to Italian Listed Certificates:</b>	Not Applicable

32. **Administrator/Benchmark Event:** Early Redemption following Administrator/Benchmark Event: Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Redemption: Not Applicable
33. Details relating to Instalment Securities: Not Applicable  
amount of each Instalment Amount  
(including any maximum or minimum  
Instalment Amount), date on which each  
payment is to be made:

## **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 the Base Prospectus
- (ii) Estimated net proceeds: An amount equal to 100 per cent. of the final Aggregate Principal Amount of the Securities issued on the Issue Date. For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable 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**

EU Benchmarks Regulation: Article 29(2) The Euronext Transatlantic Environment 50 Decrement 5% Index is provided by Euronext Paris

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

### **7. DISCLAIMER**

### **Euronext Transatlantic Environment 50 Decrement 5% Index**

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## **8. OPERATIONAL INFORMATION**

ISIN Code:	FR001400AFS0
Common Code:	248238828
CUSIP:	5C02PS9U2
WKN:	Not Applicable
Valoren:	118375815
CFI:	DTZUFB
FISN:	CGMFL S.C.A./Zero Cpn MTN 20321007
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 9.00 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 **Offer**) of the Securities may be made by Exclusive Partners (the **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) 13 June 2022 to (and including) 7 October 2022 (the **Offer Period**) in the Republic of France (**France**) and the Grand Duchy of Luxembourg (**Luxembourg**) and any additional financial intermediaries who have or obtain the Issuer's consent to use the 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 **EEA Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus

Regulation in France and Luxembourg during the Offer Period

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

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

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 Base Prospectus in respect of offers of the Securities made in France and Luxembourg provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the 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 Base Prospectus under Article 23 of the EU Prospectus Regulation</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 EEA Authorised Offeror(s) to investors in France and Luxembourg (the <b>Offer Price</b> ) is EUR 1,000 per Unit |
| Conditions to which the Offer is subject: | The offer of the Securities for sale to the public in France and Luxembourg is subject to the relevant regulatory  |

approvals having been granted, and the Securities being issued

The 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 Offer and the issue of the Securities in France and Luxembourg 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 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 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 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 and/or Luxembourg to the 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 and Luxembourg should ascertain from the EEA Authorised Offeror(s) when the 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 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 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:	<p>The minimum amount of application is EUR 1,000 in principal amount of the Securities</p> <p>The maximum amount of application will be subject only to availability at the time of application</p>
Details of the method and time limits for paying up and delivering the Securities:	<p>Securities will be available on a delivery versus payment basis</p> <p>The Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the date as notified by the EEA Authorised Offeror(s)</p>
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 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:	<p>Offers may be made by the EEA Authorised Offeror(s) to any person in France and Luxembourg</p> <p>Offers may only be made by offerors authorised to do so in France and Luxembourg. 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 and Luxembourg</p> <p>Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the 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</p>
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants in France and Luxembourg will be notified directly by the 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 Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in France or Luxembourg

For details of withholding taxes applicable to subscribers in France see the section entitled "*French Taxation*" under "*Taxation of Securities*" in the Base Prospectus

For details of withholding taxes applicable to subscribers in Luxembourg see the section entitled "*Luxembourg Taxation*" under "*Taxation of Securities*" in the Base Prospectus

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:

Exclusive Partners  
18 Avenue Matignon  
75008 Paris  
France

The legal entity identifier of the Initial EEA Authorised Offeror(s) is 9695004HUVSZH0SB6Y80

The Initial EEA Authorised Offeror(s) is domiciled in France and was incorporated in France as a *Société par actions simplifiée* under the laws of France Any additional financial intermediaries who have or obtain the Issuer's consent to use the 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 EEA Authorised Offeror(s)

## 11. UNITED STATES TAX CONSIDERATIONS

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

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

## ANNEX - SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS		
<p>The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the 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 Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p>		
<p><b>The Securities:</b> Issue of 50,000 Units Snowballing Autocall Notes linked to the Euronext Transatlantic Environment 50 Decrement 5% Index due December 2032 (ISIN: FR001400AFS0)</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 Exclusive Partners (LEI: 9695004HUVSZH0SB6Y80), at 18 Avenue Matignon, 75008 Paris, France, and any additional financial intermediaries who have or obtain the Issuer's consent to use the 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).</p>		
<p><b>Competent authority:</b> The 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).</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 2021 and 2020.</p>		
Summary information – income statement		
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	134	113
Summary information – balance sheet		
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)
Net financial debt (long term debt plus short term debt minus cash) ( <i>in thousands of U.S. dollars</i> )	25,387,512	18,588,258

Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	22713%	1868714%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2021 (audited)</b>	<b>Year ended 31 December 2020 (audited)</b>
Net cash flows from operating activities (in thousands of U.S. dollars)	97,426	-11,875
Net cash flows from financing activities (in thousands of U.S. dollars)	7,505,356	4,871,709
Net cash flows from investing activities (in thousands of U.S. dollars)	-7,505,354	-4,871,701

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

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

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

The Issuer is subject to the following key risks:

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

#### KEY INFORMATION ON THE SECURITIES

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

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

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

The issue date of the Securities is 13 June 2022. The issue price of the Securities is EUR 1,000 per Unit.

Series Number: CGMFL49091; ISIN: FR001400AFS0; Common Code: 248238828 ; CFI: DTZUFB ; FISN: CGMFL S.C.A./Zero Cpn MTN 20321007; CUSIP: 5C02PS9U2.; Valoren: 118375815.

##### **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 1 unit (each unit being EUR 1,000 in principal amount of the Securities) and the calculation amount is 1 unit (each unit being EUR 1,000 in principal amount of the Securities). The aggregate principal amount of the Securities to be issued is 50,000 Units (each unit being EUR 1,000 in principal amount of the Securities).

**Maturity Date:** 7 December 2032. This is the date on which the Securities are scheduled to redeem, subject to an early redemption of the Securities.

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

The 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.

**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):** 7 October 2022, subject to adjustment.

Mandatory Early Redemption Barrier Level	Mandatory Early Redemption Barrier Observation Date	Mandatory Early Redemption Amount	Mandatory Early Redemption Date
100% of the MER Initial Level of the Underlying	7 October 2024	EUR 1,130.00	5 December 2024
100% of the MER Initial Level of the Underlying	7 October 2025	EUR 1,195.00	5 December 2025
100% of the MER Initial Level of the Underlying	7 October 2026	EUR 1,260.00	7 December 2026
100% of the MER Initial Level of the Underlying	7 October 2027	EUR 1,325.00	7 December 2027
100% of the MER Initial Level of the Underlying	9 October 2028	EUR 1,390.00	5 December 2028
100% of the MER Initial Level of the Underlying	8 October 2029	EUR 1,455.00	5 December 2029
100% of the MER Initial Level of the Underlying	7 October 2030	EUR 1,520.00	5 December 2030
100% of the MER Initial Level of the Underlying	7 October 2031	EUR 1,585.00	5 December 2031

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

- (a) a Redemption Barrier Event has not occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to
  - (i) if a Redemption Upper Barrier Event has occurred, EUR 1,650.00; 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:** 50% 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):** 7 October 2032, subject to adjustment.

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

**Redemption Barrier Observation Date:** 7 October 2032, 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):** 7 October 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:** 7 October 2032, subject to adjustment.

**Redemption Upper Barrier Percentage:** 75% of the Redemption Initial Level of the Underlying.

The Underlying(s)	
Description	Electronic page
Euronext Transatlantic Environment 50 Decrement 5% Index (ISIN: NL0015000BW1)	Bloomberg Page: ETE5D<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:** Any exercise of any bail-in power or other action taken by a relevant resolution authority in respect of the Guarantor could materially adversely affect the value of and return on the Securities.

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

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

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

#### **Where will the Securities be traded?**

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of the 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 XKZZ2JZF41MRHTR1V493. CGML is a wholly-owned indirect subsidiary of Citigroup Inc. and has a major international presence as a dealer, market maker and underwriter, as well as providing advisory services to a wide range of corporate, institutional and government clients.

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

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2021 and 2020.

<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2021 (audited)</b>	<b>Year ended 31 December 2020 (audited)</b>
Profit after taxation ( <i>in millions of U.S. dollars</i> )	403	1,023
<b>Summary information – balance sheet</b>		
	<b>Year ended 31 December 2021 (audited)</b>	<b>Year ended 31 December 2020 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	7,338	12,442
Debt to equity ratio (total liabilities/total shareholder equity)	15	23
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2021 (audited)</b>	<b>Year ended 31 December 2020 (audited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(1,982)	301
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	5,305	2,333
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(1,780)	(690)

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

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

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

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

The Securities are subject to the following key risks:

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

Underlying(s), and in recent years, currency exchange rates and prices for component securities have been highly volatile. This may in turn affect the value of and return on the Securities. Where the Underlying(s) has a decrement feature, the return on such Underlying(s) will be calculated by reinvesting net dividends or gross dividends (depending on the type and rules of such Underlying(s)) paid by its components and by subtracting on a daily basis a pre-defined amount, and this may result in a lower return than that of a traditional "price return" or "total return" index, or a direct investment in the components of the Underlying(s).

- 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 and Luxembourg during the period from (and including) 13 June 2022 to (and including) 7 October 2022. Such period may be adjusted by the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

The offer price is EUR 1,000 per Unit, and the minimum amount of application is one Security. 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 and Luxembourg to the Authorised Offeror(s). Each prospective investor in France and Luxembourg 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 9.00 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 or Luxembourg.

##### 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 Exclusive Partners (LEI: 9695004HUVSZZH0SB6Y80), at 18 Avenue Matignon, 75008 Paris, France, and any additional financial intermediaries who have or obtain the Issuer's consent to use the 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). Exclusive Partners is domiciled in France and was incorporated in France as a *Société par actions simplifiée* under the laws of France.

##### Why is the Prospectus being produced?

###### *Use and estimated net amount of proceeds*

The net proceeds of the issue of the Securities will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same Group, and may be used to finance the Issuer itself. The estimated net amount of proceeds is 100 per cent. of the final aggregate principal amount of the Securities issued on the issue date.

***Underwriting agreement on a firm commitment basis:*** The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

***Description of any interest material to the issue/offer, including conflicting interests***

Fees are payable to the dealer and/or the distributor(s). The terms of the Securities confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Securities. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Securities, including with respect to such judgements, determinations and calculations. The Issuer, 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

Le présent Résumé doit être lu comme une introduction au Prospectus de Base. Toute décision d'investir dans les Titres concernés doit être fondée sur un examen exhaustif du Prospectus de Base 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 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 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, ou s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus de Base, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans les Titres.

*Vous êtes sur le point d'acheter un produit qui n'est pas simple et peut être difficile à comprendre.*

**Les Titres:** Émission de 50 000 Units de Snowballing Autocall Notes indexés sur l'Indice Euronext Transatlantic Environment 50 Decrement 5%, arrivant à échéance en décembre 2032 (ISIN: FR001400AFS0).

**L'Émetteur:** 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 Identifiant d'Entité Juridique ("IEJ") est 549300EVRWDWFJUNNP53.

**Le(s) Offrant(s) Autorisé(s):** L'Offrant Autorisé initial, étant Exclusive Partners (IEJ: 9695004HUVSZZH0SB6Y80), au 18 Avenue Matignon, 75008 Paris, France et tout intermédiaire financier additionnel qui a ou qui obtient le consentement de l'Émetteur pour utiliser le Prospectus de Base 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).

**Autorité compétente:** Le Prospectus de Base 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).

### INFORMATIONS CLÉS SUR L'ÉMETTEUR

#### Qui est l'Émetteur des Titres?

**Domicile et forme juridique de l'Émetteur, IEJ, droit selon lequel l'Émetteur opère et pays de constitution:** 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 IEJ est 549300EVRWDWFJUNNP53.

**Activités principales de l'Émetteur:** 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.

**Les principaux actionnaires, y compris s'ils sont directement ou indirectement détenus ou contrôlés et par qui:** 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.

**Les principaux directeurs généraux:** 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.

**Commissaires aux comptes:** Le réviseur d'entreprises agréé de l'Émetteur est KPMG Luxembourg Société Coopérative situé au 39, avenue J.F. Kennedy, L-1855, Luxembourg.

#### Quelles sont les informations financières clés concernant l'Émetteur ?

Les informations financières clés suivantes ont été extraites des états financiers non consolidés audités de l'Émetteur pour les exercices clos les 31 décembre 2021 et 2020.

Résumé des informations – état des revenus		
	Exercice clos le 31 décembre 2021 (audité)	Exercice clos le 31 décembre 2020 (audité)
Bénéfice avant l'impôt sur le revenu ( <i>en milliers de dollars US</i> )	134	113
Résumé des informations – bilan		
	Exercice clos le 31 décembre 2021 (audité)	Exercice clos le 31 décembre 2020 (audité)
Dette financière nette (dette à long terme plus dette à court terme moins liquidités) ( <i>en milliers de dollars US</i> )	25 387 512	18 588 258
Ratio courant (actifs courants/passifs courants)	100%	100%
Ratio dette capitaux propres (total des passifs/total des capitaux propres)	22713%	1868714%
Ratio de couverture des intérêts (revenus d'exploitation/dépenses d'intérêts)*	Non applicable	Non applicable
Résumé des informations – état des flux de trésorerie ( <i>cash-flow</i> )		

	Exercice clos le 31 décembre 2021 (audité)	Exercice clos le 31 décembre 2020 (audité)
Flux de trésorerie nets des activités d'exploitation (en milliers de dollars US)	97 426	-11 875
Flux de trésorerie nets des activités financières (en milliers de dollars US)	7 505 356	4 871 709
Flux de trésorerie nets des activités d'investissement (en milliers de dollars US)	-7 505 354	-4 871 701

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

**Réserves dans le rapport d'audit sur les informations financières historiques:** Il n'y aucune réserve dans le rapport d'audit de l'Émetteur concernant ses informations financières historiques audités.

#### 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 aura 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.
- À la suite de l'action militaire menée par la Russie en Ukraine, les États-Unis ont imposé, et sont susceptibles d'imposer, des sanctions financières et économiques et des contrôles à l'exportation supplémentaires importants à l'encontre de certaines organisations et/ou personnes russes, des actions similaires étant mises en œuvre et/ou prévues par l'Union Européenne, le Royaume-Uni et d'autres juridictions. La capacité du Groupe à s'engager dans des activités avec certains clients et entreprises institutionnelles en Russie et en Ukraine ou impliquant certaines entreprises et clients russes ou ukrainiens dépend en partie de la question de savoir si un tel engagement est limité par toutes sanctions et lois actuelles ou prévues des États-Unis, de l'Union Européenne, du Royaume-Uni ou d'autres pays, ou s'il est interrompu à la lumière de ces développements. Les sanctions et les contrôles à l'exportation, ainsi que toute action de la Russie, pourraient avoir un impact négatif sur les activités commerciales du Groupe et sur ses clients en Russie et en Ukraine. Tout impact négatif des actions de la Russie en Ukraine, des sanctions et des contrôles à l'exportation y afférant et des actions ou lois similaires sur le Groupe, y compris l'Émetteur, pourrait affecter de manière négative la capacité de l'Émetteur à remplir ses obligations en vertu des Titres, et la valeur et le rendement des Titres pourraient également être affectés de manière négative.

#### 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 13 juin 2022. Le prix d'émission des Titres est de 1 000 EUR par Unit.

Numéro de Souche: CGMFL49091; ISIN: FR001400AFS0; Code Commun: 248238828; CFI: DTZUFB; FISN: CGMFL S.C.A./Zero Cpn MTN 20321007; CUSIP: 5C02PS9U2; Valoren: 118375815.

##### 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 unité (chaque unité étant égale à 1 000 EUR en montant principal des Titres) et le montant du calcul est de 1 unité (chaque unité étant égale à 1 000 EUR en montant principal des Titres). Le montant principal total des Titres à émettre est de 50 000 Unités (chaque unité étant égale à 1 000 EUR en montant principal des Titres).

**Date d'Échéance:** 7 décembre 2032. C'est la date à laquelle il est prévu de rembourser les Titres, sous réserve d'un remboursement anticipé des Titres.

##### 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(s) d'Exercice de Remboursement Anticipé Obligatoire:** 7 octobre 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
100% du Niveau Initial RAO du Sous-Jacent	7 octobre 2024	EUR 1 130,00	5 décembre 2024
100% du Niveau Initial RAO du Sous-Jacent	7 octobre 2025	EUR 1 195,00	5 décembre 2025
100% du Niveau Initial RAO du Sous-Jacent	7 octobre 2026	EUR 1 260,00	7 décembre 2026
100% du Niveau Initial RAO du Sous-Jacent	7 octobre 2027	EUR 1 325,00	7 décembre 2027
100% du Niveau Initial RAO du Sous-Jacent	9 octobre 2028	EUR 1 390,00	5 décembre 2028
100% du Niveau Initial RAO du Sous-Jacent	8 octobre 2029	EUR 1 455,00	5 décembre 2029
100% du Niveau Initial RAO du Sous-Jacent	7 octobre 2030	EUR 1 520,00	5 décembre 2030
100% du Niveau Initial RAO du Sous-Jacent	7 octobre 2031	EUR 1 585,00	5 décembre 2031

**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, 1 650,00 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:** 50% 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:** 7 octobre 2032, 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:** 7 octobre 2032, 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:** 7 octobre 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:** 7 octobre 2032, sous réserve d'ajustements.

**Pourcentage de la Barrière Supérieure de Remboursement:** 75% du Niveau Initial de Remboursement du Sous-Jacent.

Le(s) Sous-Jacent(s)	
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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, des dispositions relatives 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 ouvrés.

**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:** Tout exercice d'un quelconque pouvoir de bail-in ou toute autre mesure prise par une autorité de résolution compétente à l'égard 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 *private company limited by shares* 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 de CGML est le 01763297 dans le registre tenu par la Companies House. Son IEF est XKZZZJZF41MRHTR1V493. 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 2021 et 2020.

Résumé des informations – état des revenus		
	Exercice clos le 31 décembre 2021 (audité)	Exercice clos le 31 décembre 2020 (audité)
Bénéfice après l'impôt sur le revenu ( <i>en millions de dollars US</i> )	403	1 023
Résumé des informations – bilan		
	Exercice clos le 31 décembre 2021 (audité)	Exercice clos le 31 décembre 2020 (audité)
Dette financière nette (dette à long terme plus dette à court terme moins liquidités) ( <i>en millions de dollars US</i> )	7 338	12 442
Ratio dette capitaux propres (total des passifs/total des capitaux propres)	15	23
Résumé des informations – état des flux de trésorerie ( <i>cash-flow</i> )		
	Exercice clos le 31 décembre 2021 (audité)	Exercice clos le 31 décembre 2020 (audité)
Flux de trésorerie nets des activités d'exploitation ( <i>en millions de dollars US</i> )	(1 982)	301
Flux de trésorerie nets des activités financières ( <i>en millions de dollars US</i> )	5 305	2 333
Flux de trésorerie nets des activités d'investissement ( <i>en millions de dollars US</i> )	(1 780)	(690)

**Réserves dans le rapport d'audit sur les informations financières historiques:** Il n'y aucune réserve dans le rapport d'audit du Garant concernant ses informations financières historiques audités.

**Facteurs de risques associés au Garant:** Le Garant est soumis aux principaux risques suivants:

- 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 et l'action militaire menée par la Russie en Ukraine (et les sanctions, contrôles à l'exportation et actions ou lois similaires y afférant), 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.
- 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.
- 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.

### Quels sont les risques clés spécifiques aux Titres?

Les Titres sont soumis aux risques principaux suivants:

- 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, le rendement de dividende 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.
- 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.
- 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.
- Les montants dus pour les Titres sont liés à la performance du(des) Sous-Jacent(s), qui est(ont) 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 prix 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. Lorsque le(s) Sous-jacent(s) a/ont une caractéristique de réduction, le rendement de ce(s) Sous-Jacent(s) sera calculé en réinvestissant les dividendes nets ou les dividendes bruts (selon le type et les règles de ce(s) Sous-Jacent(s)) versés par ses (leurs) composants et en soustrayant sur une base quotidienne un montant prédéfini, ce qui peut entraîner un rendement inférieur à celui d'un indice standard de "rendement des prix" ou de "rendement total", ou d'un investissement direct dans les composants du/(des) Sous-Jacent(s).
- 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 et au Luxembourg pendant la période allant du 13 juin 2022 (inclus) au 7 octobre 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 Unit, et le montant minimum de souscription est de un Titre. 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 et au Luxembourg auprès du ou des Offrants Autorisés. Chaque investisseur potentiel en France et au Luxembourg 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 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 9,00 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 ou au Luxembourg.

**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 Exclusive Partners (IEJ: 9695004HUVSZH0SB6Y80), au 18 Avenue Matignon, 75008 Paris, France et tout intermédiaire financier additionnel qui a ou qui obtient le consentement de l'Émetteur pour utiliser le Prospectus de Base 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). Exclusive Partners est domicilié en France et a été immatriculé en France en tant que Société par actions simplifiée de droit français.

**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.