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.

FINAL TERMS

Final Terms dated 3 April 2024

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI):

549300EVRWDWFJUNNP53

Issue of 2,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. to be consolidated and form a single series with 2,500 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. and with 2,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. and with 1,500 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. and with 3,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A.

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

Any person making or intending to make an offer of the Securities in any Member State of the EEA may only do so 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 English Law Securities. A Summary of the Securities is annexed to these Final Terms.

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

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Original Base Prospectus and the Supplements to the Original Base Prospectus, which together constitute a base prospectus for the purpose of the EU Prospectus Regulation, save in respect of the Conditions which are extracted from the Base Prospectus as supplemented by the Supplement to the Base Prospectus. Full information on the Issuer, the CGMFL Guarantor and the listing of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus and the Supplement to the Base Prospectus and the Original Base Prospectus and the Supplements to the Original Base Prospectus and any further supplements up to, and including, the date of listing of the Securities.

The Base Prospectus and the Supplement to the Base Prospectus are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (https://live.euronext.com/). The Original Base Prospectus and the Supplements to the Original Base Prospectus are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (https://live.euronext.com/). In addition, this Final Terms is available on the website of Euronext Dublin (https://live.euronext.com/) and on the website of the Issuer (https://it.citifirst.com/Home).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 15 December 2023, as supplemented by a Supplement (No.1) dated 30 January 2024 (the "**Supplement to the Base Prospectus**").

For the purposes hereof, **Original Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 15 December 2023, as supplemented by a Supplement (No.1) dated 30 January 2024 (the "**Supplement to the Original Base Prospectus No.1**") and a Supplement (No.2) dated 13 March 2024 (the "**Supplement to the Original Base Prospectus No.2**" and together with the Supplement to the Original Base Prospectus No.1, the "**Supplements to the Original Base Prospectus**").

The multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (the **EuroTLX**) is not a regulated market for the purpose of MiFID II.

1.	(i)	Issuer:	Citigroup Global Markets Funding Luxembourg S.C.A.
	(ii)	Guarantor:	Citigroup Global Markets Limited
2.	(i)	Type of Security:	Italian Listed Certificates
	(ii)	Series Number:	CGMFL71658
	(iii)	Tranche Number:	5 On 4 April 2024, 2,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. ("**Tranche 5**") will be consolidated with 2,500 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A issued on 27 March 2024 ("**Tranche 4**") and with 2,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 26 March 2024 ("**Tranche 3**") and with 1,500 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 18 March 2024 ("**Tranche 2**") and with 3,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 7 February 2024 ("**Tranche 1**").
	(iv)	Date on which the Securities will be consolidated and form a single Series:	Tranche 5 will be consolidated and form a single Series with Tranche 1, Tranche 2, Tranche 3 and Tranche 4 on 4 April 2024.
3.	Specified Currency or currencies:		Euro (**EUR**)
4.	Aggregate Principal Amount:		
	(i)	Series:	11,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).
	(ii)	Tranche:	Tranche 1: 3,000 Units (each Unit being EUR 1,000 in principal amount of the Securities). Tranche 2: 1,500 Units (each Unit being EUR 1,000 in principal amount of the Securities). Tranche 3: 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities). Tranche 4: 2,500 Units (each Unit being EUR 1,000 in principal amount of the Securities). Tranche 5: 2,000 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:		Tranche 1: EUR 1,000 per Security Tranche 2: EUR 1,000 per Security Tranche 3: EUR 1,000 per Security Tranche 4: EUR 1,000 per Security Tranche 5: EUR 1,000 per Security
6.	(i)	Specified Denominations:	Tranche 1: 1 Unit Tranche 2: 1 Unit Tranche 3: 1 Unit Tranche 4: 1 Unit Tranche 5: 1 Unit
	(ii)	Calculation Amount:	Tranche 1: 1 Unit Tranche 2: 1 Unit Tranche 3: 1 Unit Tranche 4: 1 Unit Tranche 5: 1 Unit
7.	(i)	Trade Date:	Tranche 1: In respect of each Underlying 31 January 2024 Tranche 2: In respect of each Underlying 13 March 2024 Tranche 3: In respect of each Underlying 21 March 2024 Tranche 4: In respect of each Underlying 22 March 2024 Tranche 5: In respect of each Underlying 28 March 2024
	(ii)	Issue Date:	Tranche 1: 7 February 2024 Tranche 2: 18 March 2024 Tranche 3: 26 March 2024 Tranche 4: 27 March 2024 Tranche 5: 4 April 2024
	(iii)	Premium Commencement Date:	Not Applicable
8.	Final Termination Date:		14 February 2028, subject to adjustment in accordance with the Following Business Day Convention
9.	Type of Securities:		Non-Contingent Premium Amount

Mandatory Early Termination Provisions are applicable as specified in item 14(iii) below

The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Termination 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 TERMINATION

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: Applicable

(A) Description of Underlyings(s): Each Underlying specified under the heading "Underlying" in the Table below

(B) Classification: In respect of an Underlying, the Classification specified for such Underlying in the Table below

(C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

Underlying	**Classification**	**Electronic Page**	**Share Company**	**Exchange**
Common stock of the share company (ISIN: IT0003128367)	Share	Bloomberg Page: ENEL IM Equity	Enel S.p.A.	Borsa Italiana
Common stock of the share company (ISIN: IT0000072618)	Share	Bloomberg Page: ISP IM Equity	Intesa Sanpaolo S.p.A.	Borsa Italiana
Common stock of the share company (ISIN:	Share	Bloomberg Page: STLAM IM	Stellantis N.V.	Borsa Italiana

NL00150001Q9)		Equity		
Common stock of the share company (ISIN: IT0005239360)	Share	Bloomberg Page: UCG IM Equity	UniCredit S.p.A.	Borsa Italiana

(ii) Particulars in respect of each Underlying: Applicable

Share(s):

(A) Share Company: In respect of an Underlying, the Share Company specified for such Underlying in the Table above

(B) Exchange(s): In respect of an Underlying, the Exchange specified for such Underlying in the Table above

(C) Related Exchange(s): All Exchanges

(D) Stapled Share: Not Applicable

(iii) Elections in respect of each type of Underlying: Applicable

Share(s):

(A) Additional Disruption Event(s): In respect of each Underlying:

Increased Cost of Stock Borrow

Loss of Stock Borrow

Early Termination Option: Applicable

Early Termination 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 Termination: Not Applicable

(B) Share Substitution: In respect of each Underlying: Applicable

Share Substitution Criteria: Reference Index

(C)	Additional Adjustment Event(s):	In respect of each Underlying: Share Condition 4 – Corporate Action: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable Share Condition 4 – Delisting: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable Share Condition 4 – Insolvency: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable Share Condition 4 – Merger Event: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not

		Applicable Share Condition 4 – Nationalisation: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable Share Condition 4 – Tender Offer: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable Share Condition 4 – De-stapling Event: Not Applicable Share Condition 4 – Component Share Additional Adjustment Event: Not Applicable
	(D) Dividend Adjusted Performance:	Not Applicable
(iv)	Trade Date:	Tranche 1: In respect of each Underlying 31 January 2024 Tranche 2: In respect of each Underlying 13 March 2024 Tranche 3: In respect of each Underlying 21 March 2024 Tranche 4: In respect of each Underlying 22 March 2024 Tranche 5: In respect of each Underlying 28 March 2024
(v)	Realisation Disruption:	Not Applicable
(vi)	Hedging Disruption Early Termination Event:	Not Applicable
(vii)	Hedging Disruption:	Applicable Early Termination Option: Applicable

		Early Termination 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 Termination: Not Applicable
(viii)	Section 871(m) Event:	Applicable Section 871(m) Event (Hedging Positions): Not Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable
(ix)	Early Termination for Taxation Reasons:	Applicable Early Termination Option: Applicable Early Termination 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 Termination: Applicable
(x)	Change in Law:	Applicable Illegality: Applicable Material Increased Cost: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not

	Applicable
(xi) Increased Cost of Hedging:	Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable
(xii) Early Termination for Illegality:	Applicable Early Termination 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 Termination: Applicable
(xiii) Continuance of Securities Provision:	Not Applicable
(xiv) Early Termination for Obligor Regulatory Event:	Applicable Early Termination 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 Termination: Applicable
(xv) Event of Default	Early Termination Amount: Fair Market Value Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Applicable
(xvi) Minimum Return Amount:	Not Applicable

PROVISIONS RELATING TO ANY PREMIUM AMOUNT, THE TERMINATION AMOUNT AND ANY ENTITLEMENT DELIVERABLE

13.	**Premium Provisions:**		Applicable
(i)	Premium Strike Level, Specified Valuation Date(s), Premium Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium Barrier Observation Date:		Not Applicable
(ii)	Non-Contingent Premium Provisions		Applicable
	(A)Non-Contingent Premium Amount:		EUR 17.75 per Security
	(B) Non-Contingent Premium Amount Payment Dates:		13 May 2024, 12 August 2024, 13 November 2024, 12 February 2025, 12 May 2025, 12 August 2025, 13 November 2025, 12 February 2026, 12 May 2026, 12 August 2026, 13 November 2026, 12 February 2027, 12 May 2027, 12 August 2027, 15 November 2027 and the Final Termination Date, subject to adjustment in accordance with the Following Business Day Convention.
(iii)	Premium Strike Dates		Not Applicable
(iv)	Underlying(s) relevant to premium, Interim Performance Provisions and provisions relating to levels of the Premium Underlying(s)		Not Applicable
(v)	Provisions relating to a Premium Barrier Event:		Not Applicable
(vi)	Provisions relating to the rate or amount of premium due		
	(A)	Fixed Rate Security Provisions	Not Applicable
	(B)	Floating Rate Security Provisions:	Not Applicable
	(C)	CMS Rate Security:	Not Applicable
	(D)	Spread Securities:	Not Applicable
	(E)	Range Accrual (Expanded) Securities:	Not Applicable
	(F)	Inflation Rate Security Provisions:	Not Applicable
	(G)	Interim Performance Premium Provisions:	Not Applicable

	(H) Buy the Dip Securities Premium Provisions:	Not Applicable
	(I) Interest Rollup:	Not Applicable
(vii)	Premium Underlying Valuation Provisions:	Not Applicable

14. Termination Provisions:

(i)	Issuer Call	Not Applicable
(ii)	Investor Put	Not Applicable
(iii)	Mandatory Early Termination Provisions	Applicable

General:

(A)	Mandatory Early Termination 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 Termination Amount and Lower Mandatory Early Termination Amount, MERPR, MERPR Call, MERPR Put, MER Date, MER Coupon, MER Coupon Payment Date (as relevant):	See Table below
(B)	Specified Mandatory Early Termination Strike Date:	For the purpose of determining whether a MER Barrier Event has occurred: 5 February 2024

Underlying(s) relevant to Mandatory Early Termination, Mandatory Early Termination	Applicable

Performance Provisions and levels of the Mandatory Early Termination Underlying(s)	
(A) Mandatory Early Termination Underlying:	Each Underlying specified in item 12 above
(B) Mandatory Early Termination Barrier Underlying(s):	The Mandatory Early Termination Performance Underlying
Mandatory Early Termination Performance Provisions:	Applicable
(A) Single Underlying Observation:	Not Applicable
(B) Weighted Basket Observation:	Not Applicable
(C)Best of Basket Observation:	Not Applicable
(D) Worst of Basket Observation:	Applicable for the purpose of determining whether a MER Barrier Event has occurred where **Nth** means: 1st (i.e., the lowest)
I. Maximum Mandatory Early Termination Performance Percentage:	Not Applicable
II. Minimum Mandatory Early Termination Performance Percentage:	Not Applicable
III. Maximum Mandatory Early Termination Performance Percentage (Barrier Event):	Not Applicable
IV. Minimum Mandatory Early Termination Performance Percentage (Barrier Event):	Not Applicable
V. Maximum Mandatory Early Termination Performance Percentage (Barrier Event Satisfied):	Not Applicable
VI. Minimum Mandatory Early Termination Performance Percentage (Barrier	Not Applicable

Event Satisfied):	
VII. Maximum Mandatory Early Termination Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
VIII. Minimum Mandatory Early Termination Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
(E) Outperformance Observation:	Not Applicable
Provisions relating to levels of the Mandatory Early Termination Underlying(s)	Applicable
(A) Mandatory Early Termination Initial Level:	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Strike Date
(B) Mandatory Early Termination Reference Level:	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Valuation Date
Provisions relating to a Mandatory Early Termination Barrier Event	Applicable
(A) Mandatory Early Termination Barrier Event:	Applicable – Mandatory Early Termination Barrier Event European Observation
Provisions relating to a Mandatory Early Termination Upper Barrier Event:	Not Applicable
Provisions relating to the Mandatory Early Termination Amount	
(A) Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Not Applicable:	See MER Amount in Table below
(B) Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Applicable:	Not Applicable
(C) Performance-Linked Mandatory Early Termination Amount:	Not Applicable

(D) Snowball Accrual Mandatory Early Termination Amount: Not Applicable

Mandatory Early Termination Underlying Valuation Provisions: Applicable

(A) Valuation Disruption (Scheduled Trading Days): Move in Block

(B) Valuation Disruption (Disrupted Days): Value What You Can

(C) Valuation Roll: Eight

MER Strike Level	**Specified MER Valuation Date(s)**	**Specified MER Upper Barrier Event Valuation Date**	**MER Barrier Level (%)**	**Specified MER Barrier Observation Date**	**MER Amount**	**MERPR (%)**	**MER Date**
MER Initial Level	5 November 2024	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 November 2024	EUR 1,000	Not Applicable	13 November 2024
MER Initial Level	5 February 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 February 2025	EUR 1,000	Not Applicable	12 February 2025
MER Initial Level	5 May 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 May 2025	EUR 1,000	Not Applicable	12 May 2025
MER Initial Level	5 August 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 August 2025	EUR 1,000	Not Applicable	12 August 2025
MER Initial Level	5 November 2025	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 November 2025	EUR 1,000	Not Applicable	13 November 2025
MER Initial Level	5 February 2026	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 February 2026	EUR 1,000	Not Applicable	12 February 2026
MER Initial Level	5 May 2026	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption	5 May 2026	EUR 1,000	Not Applicable	12 May 2026

			Performance Underlying				
MER Initial Level	5 August 2026	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 August 2026	EUR 1,000	Not Applicable	12 August 2026
MER Initial Level	5 November 2026	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 November 2026	EUR 1,000	Not Applicable	13 November 2026
MER Initial Level	5 February 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 February 2027	EUR 1,000	Not Applicable	12 February 2027
MER Initial Level	5 May 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 May 2027	EUR 1,000	Not Applicable	12 May 2027
MER Initial Level	5 August 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 August 2027	EUR 1,000	Not Applicable	12 August 2027
MER Initial Level	5 November 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the Mandatory Early Redemption Performance Underlying	5 November 2027	EUR 1,000	Not Applicable	15 November 2027

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

(v) Underlying Linked Securities Termination Provisions: Applicable

Dates

(A) Specified Termination Barrier Observation Date: For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 7 February 2028

(B) Specified Final Valuation Date(s): For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: 7 February 2028

(C) Specified Termination Strike Date: In respect of each Termination Underlying: 5 February 2024

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

Termination Underlying(s)

(A)	Termination Underlying(s):	Each Underlying specified in the Table in item 12 above
(B)	Termination Barrier Underlying(s):	The Final Performance Underlying

Final Performance Provisions: Applicable

(A)	Single Underlying Observation:	Not Applicable
(B)	Weighted Basket Observation:	Not Applicable
(C)	Best of Basket Observation:	Not Applicable
(D)	Worst of Basket Observation:	Applicable for the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred where **Nth** means: 1st (i.e. lowest)
I.	Maximum Final Performance Percentage:	Not Applicable
II.	Minimum Final Performance Percentage:	Not Applicable
III.	Maximum Final Performance Percentage (Barrier Event):	Not Applicable
IV.	Minimum Final Performance Percentage (Barrier Event):	Not Applicable
V.	Maximum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VI.	Minimum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VII.	Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable

VIII.	Minimum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
(E)	Outperformance Observation:	Not Applicable
(F)	Arithmetic Mean Underlying Return:	Not Applicable
(G)	Cliquet:	Not Applicable
(H)	Himalaya Final Performance – Asian Observation:	Not Applicable
Provisions relating to levels of the Termination Underlying(s)		Applicable
(A)	Termination Initial Level:	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Termination Strike Date
(B)	Final Reference Level:	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Closing Level on Final Valuation Date
(C)	Termination Strike Level:	For the purpose of determining whether a Termination Barrier Event has occurred and the Performance-Linked Termination Amount if a Termination Barrier Event has occurred: Termination Initial Level
Provisions relating to a Termination Barrier Event		Applicable
(A)	Termination Barrier Event:	In respect of the Termination Barrier Underlying: Applicable – Termination Barrier Event European Observation
(B)	Final Barrier Level:	less than 45% of the Termination Initial Level of the Termination Barrier Underlying
Provisions relating to the termination amount due or entitlement deliverable		Applicable
Provisions applicable where Termination Barrier Event is Not		Not Applicable

Applicable and the Termination Amount is a Performance-Linked Termination Amount:		
Provisions applicable where Termination Barrier Event is Applicable		
(A)	Provisions applicable to Physical Delivery:	Not Applicable
(B)	Termination Upper Barrier Event:	Not Applicable
(C)	Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is specified:	Applicable – Euro 1,000 per Security
(D)	Termination Upper Barrier Percentage:	Not Applicable
	I. Upper Termination Amount due where no Termination Barrier Event has occurred.	Not Applicable
	II. Lower Termination Amount due where no Termination Barrier Event has occurred.	Not Applicable
(E)	Termination Amount due where a Termination Barrier Event has occurred and no Termination Lower Barrier Event is specified:	Applicable - the Performance-Linked Termination Amount determined in accordance with Put Option Provisions
(F)	Termination Lower Barrier Event:	Not Applicable
(G)	Termination Amount due where a Termination Barrier Event has occurred and a Termination Lower Barrier Event si specified	Not Applicable

	I.	Lower Barrier Event Termination Amount due where a Termination Barrier Event has occurred:	Not Applicable
	II.	Non Lower Barrier Event Termination Amount due where a Termination Barrier Event has occurred:	Not Applicable
Performance-Linked Termination Amount:			
Put Option			Applicable if a Termination Barrier Event occurs
I.		Relevant Percentage:	100%
II.		Maximum Termination Amount:	Not Applicable
III.		Minimum Termination Amount:	Not Applicable
IV.		Maximum Termination Amount (Barrier Event Satisfied):	Not Applicable
V.		Minimum Termination Amount (Barrier Event Satisfied):	Not Applicable
VI.		Maximum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VII.		Minimum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VIII.		Final Participation Rate (**FPR**):	Not Applicable
IX.		Termination 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
Termination Underlying Valuation Provisions		Applicable
(A)	Valuation Disruption (Scheduled Trading Days):	Move in Block
(B)	Valuation Disruption (Disrupted Days):	Value What You Can
(C)	Valuation Roll:	Eight
Provisions relating to the Preference Share-Linked Termination 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: Registered Securities

Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg

20. New Safekeeping Structure: Not Applicable

21. Business Centre(s): New York City and TARGET2

22. Business Day Jurisdiction(s) or other special provisions relating to payment dates: New York City and TARGET2

23.	**Redenomination, renominalisation and reconventioning provisions:**	Not Applicable
24.	**Consolidation provisions:**	The provisions of General Condition 14 (*Further Issues*) apply
25.	**Substitution provisions:**	Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
	Additional Requirements:	Not Applicable
26.	**Name and address of Calculation Agent:**	Citigroup Global Markets Limited (acting through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27.	**Determination Agent:**	Calculation Agent
28.	**Determinations:**	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Applicable
29.	**Determinations and Exercise of Discretion (BEC):**	Not Applicable
30.	**Prohibition of sales to consumers in Belgium:**	Applicable
31.	**Additional provisions applicable to Italian Listed Certificates:**	Applicable
	(i) Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX:	14 February 2028
	(ii) Record Date:	Not Applicable
	(iii) Minimum Trading Lot:	1
32.	**Details relating to Instalment Securities: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:**	Not Applicable

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:	Application has been made by the Issuer (or on its behalf) for Tranche 5 of the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 5. Tranche 4 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 4. Tranche 3 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 3. Tranche 2 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 2. Tranche 1 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 1. Application has been made by the Issuer (or on its behalf) for Tranche 5 the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("**EuroTLX**") with effect from on or around the Issue Date of Tranche 5. Tranche 4 of the Securities has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 4. Tranche 3 of the Securities has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 3. Tranche 2 of the Securities has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 2. Tranche 1 of the Securities has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 1.

2. RATINGS

Ratings:	The Securities are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

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

(i)	Reasons for the Offer:	See "Use of Proceeds" wording in Section E.3 (Description of Citigroup Global Markets Funding Luxembourg S.C.A.) of the CGMFL Base Prospectus
(ii)	Estimated net proceeds:	An amount equal to 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.
(iii)	Estimated total expenses:	Approximately, Euro 1,500 (legal expenses) and Euro 1,500 (listing fees)

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) statement on benchmarks:	Not Applicable

7. DISCLAIMER

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8. OPERATIONAL INFORMATION

ISIN Code:	XS2690040709
Common Code:	269004070
CUSIP:	5C04129A5
WKN:	Not Applicable
Valoren:	Not Applicable

CFI:	DEXFTX
FISN:	CITIGROUP GLOBA/7.1UT 20280214
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and 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):	Not Applicable
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:	None
(vii)	Non-exempt Offer:	Not Applicable
(viii)	General Consent:	Not Applicable
(ix)	Other conditions to consent:	Not Applicable
(x)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(xi)	Prohibition of Sales to UK Retail Investors:	Applicable

10. 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

INTRODUCTION AND WARNINGS
The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on 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. ***You are about to purchase a product that is not simple and may be difficult to understand***.
The Securities: Issue of 2,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. (ISIN: XS2690040709) ("**Tranche 5**"). Tranche 5 of the Securities will be consolidated and form a single series with 2,500 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 27 March 2024 (ISIN: XS2690040709) ("**Tranche 4**") and with 2,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 26 March 2024 (ISIN: XS2690040709) ("**Tranche 3**") and with 1,500 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 18 March 2024 (ISIN: XS2690040709) ("**Tranche 2**") and with 3,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Enel S.p.A., Intesa Sanpaolo S.p.A., Stellantis N.V. and UniCredit S.p.A. issued on 7 February 2024 (ISIN: XS2690040709) ("**Tranche 1**"), on 4 April 2024.
The Issuer: Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("**LEI**") is 549300EVRWDWFJUNNP53.
Competent authority: The Base Prospectus was approved on 15 December 2023 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Securities?
Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: The Issuer was incorporated as a corporate partnership limited by shares (*société en commandite par actions*) 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 (*Registre de commerce et des sociétés, Luxembourg*) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.
Issuer's principal activities: The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "**Group**"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.
Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("**CGML**" or the "**Guarantor**"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.
Key managing directors: The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "**Corporate Manager**"). The members of the board of managers of the Corporate Manager are Ms. Alberta Brusi, Mr. Vincent Mazzoli, Ms. Milka Krasteva and Mr. Dimba Kier.
Statutory auditors: The Issuer's approved statutory auditor (*réviseur d'entreprises agréé*) is KPMG Audit S.à.r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.
What is the key financial information regarding the Issuer?
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended on 30 June 2023.

Summary information – income statement				
	Year ended 31 December 2022 (audited)	**Year ended 31 December 2021 (audited)**	**Six months ended 30 June 2023 (unaudited)**	**Six months ended 30 June 2022 (unaudited)**
Profit before income tax (*in thousands of U.S. dollars*)	203	134	153	46
Summary information – balance sheet				
	As of 31 December 2022 (audited)	**As of 31 December 2021 (audited)**	**As of 30 June 2023 (unaudited)**	

Net financial debt (long term debt plus short term debt minus cash) (*in thousands of U.S. dollars*)	27,115,261	25,387,512	28,336,027	
Current ratio (current assets/current liabilities)	100%	100%	100%	
Debt to equity ratio (total liabilities/total shareholder equity)	2142167%	2271318%	2053971%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable	
Summary information – cash flow statement				
	Year ended 31 December 2022 (audited)	**Year ended 31 December 2021 (audited)**	**Six months ended 30 June 2023 (unaudited)**	**Six months ended 30 June 2022 (unaudited)**
Net cash flows from operating activities (*in thousands of U.S. dollars*)	(101,533)	97,426	(1,849)	(185,616)
Net cash flows from financing activities (*in thousands of U.S. dollars*)	6,764,831	7,505,356	(423,934)	6,449,382
Net cash flows from investing activities (*in thousands of U.S. dollars*)	(6,764,800)	(7,505,354)	423,950	(6,449,360)

*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 Italian listed certificates, and are linked to a basket of underlying shares. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of Tranche 5 of the Securities is 4 April 2024 (the "**Issue Date**"). The issue price of Tranche 5 of the Securities is Euro 1,000 per Security.

Series Number: CGMFL71658; ISIN: XS2690040709; Common Code: 269004070; CFI: DEXFTX; FISN: CITIGROUP GLOBA/7.1UT 20280214; CUSIP: 5C04129A5.

Currency, specified denomination, calculation amount, number of Securities and final termination 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 number of Tranche 5 of the Securities to be issued is 2,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

Final Termination Date: 14 February 2028. This is the date on which the Securities are scheduled to terminate, subject to an early termination of the Securities. The Securities will be automatically exercised on 14 February 2028 and the expiry date (*Data di Scadenza*) of the Securities is 14 February 2028.

Rights attached to the Securities

The return on the Securities will derive from the Non-Contingent Premium Amount payable, and the potential payment of a Mandatory Early Termination Amount following early termination of the Securities due to the occurrence of a Mandatory Early Termination Barrier Event, and, unless the Securities have been previously terminated or purchased and cancelled, the payment of the Termination Amount on the Final Termination Date of the Securities.

Non-Contingent Premium Amount: Eur 17.75 in respect of each Security on each Non-Contingent Premium Amount Payment Dates.

Where:

Non-Contingent Premium Amount Payment Date(s): Each of 13 May 2024, 12 August 2024, 13 November 2024, 12 February 2025, 12 May 2025, 12 August 2025, 13 November 2025, 12 February 2026, 12 May 2026, 12 August 2026, 13 November 2026, 12 February 2027, 12 May 2027, 12 August 2027, 15 November 2027 and the Final Termination Date, subject to adjustment.

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

Where:

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

Mandatory Early Termination Barrier Level: in respect of a Mandatory Early Termination Date, the level specified for such Mandatory Early Termination Date and the relevant Mandatory Early Termination Barrier Underlying in the table below.

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

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

Mandatory Early Termination Initial Level: in respect of each Mandatory Early Termination Underlying, the underlying closing level for such Mandatory Early Termination Underlying for the Mandatory Early Termination Strike Date.

Mandatory Early Termination Performance: in respect of a Mandatory Early Termination Date and a Mandatory Early Termination Underlying, an amount expressed as a percentage equal to such Mandatory Early Termination Underlying's Mandatory Early Termination Reference Level for that Mandatory Early Termination Date less its Mandatory Early Termination Strike Level, all divided by its Mandatory Early Termination Initial Level. Expressed as a formula:

$$\frac{Mandatory\ Early\ Termination\ Reference\ Level\ for\ such\ Mandatory\ Early\ Termination\ Date\ -\ Mandatory\ Early\ Termination\ Strike\ Level}{Mandatory\ Early\ Termination\ Initial\ Level}$$

Mandatory Early Termination Performance Underlying: in respect of a Mandatory Early Termination Date, the Mandatory Early Termination Underlying with the lowest (determined, if equal, by the calculation agent) Mandatory Early Termination Performance for that Mandatory Early Termination Date.

Mandatory Early Termination Reference Level: in respect of a Mandatory Early Termination Underlying, the underlying closing level for such Mandatory Early Termination Underlying for the relevant Mandatory Early Termination Valuation Date.

Mandatory Early Termination Strike Date: 5 February 2027, subject to adjustment.

Mandatory Early Termination Strike Level: in respect of a Mandatory Early Termination Underlying, the level specified for such Mandatory Early Termination Underlying in the table below.

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

Mandatory Early Termination Valuation Date: in respect of a Mandatory Early Termination Date, each date specified as such for such Mandatory Early Termination Date in the table below, subject to adjustment.

Mandatory Early Termination Barrier Level	Mandatory Early Termination Strike Level	Mandatory Early Termination	Mandatory Early Termination Barrier	Mandatory Early	Mandatory Early Termination Date

		Valuation Date	Observation Date	Termination Amount	
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 November 2024	5 November 2024	EUR 1,000	13 November 2024
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 February 2025	5 February 2025	EUR 1,000	12 February 2025
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 May 2025	5 May 2025	EUR 1,000	12 May 2025
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 August 2025	5 August 2025	EUR 1,000	12 August 2025
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 November 2025	5 November 2025	EUR 1,000	13 November 2025
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 February 2026	5 February 2026	EUR 1,000	12 February 2026
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 May 2026	5 May 2026	EUR 1,000	12 May 2026
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 August 2026	5 August 2026	EUR 1,000	12 August 2026
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 November 2026	5 November 2026	EUR 1,000	13 November 2026
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 February 2027	5 February 2027	EUR 1,000	12 February 2027
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 May 2027	5 May 2027	EUR 1,000	12 May 2027
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 August 2027	5 August 2027	EUR 1,000	12 August 2027
100% of the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying	Mandatory Early Termination Initial Level	5 November 2027	5 November 2027	EUR 1,000	15 November 2027

Termination Amount: Unless the Securities have been previously terminated or purchased and cancelled, if:

(a) a Termination Barrier Event has not occurred, the Issuer shall terminate each Security on the Final Termination Date at an amount equal to EUR 1,000; or

(b) a Termination Barrier Event has occurred, the Issuer shall terminate each Security on the Final Termination 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 Final Performance Underlying. Expressed as a formula:

$$CA \times (100\% + Final\ Performance\ of\ the\ Final\ Performance\ Underlying).$$

Where:

Calculation Amount or CA: EUR 1,000.

Final Barrier Level: 45% of the Termination Initial Level of the relevant Termination Barrier Underlying.

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

$$\frac{Final\ Reference\ Level - Termination\ Strike\ Level}{Termination\ Initial\ Level}$$

Final Performance Underlying: theTermination Underlying with the lowest (determined, if equal, by the calculation agent) Final Performance.

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

Final Valuation Date(s): 7 February 2028, subject to adjustment.

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

Termination Barrier Observation Date: 7 February 2028, subject to adjustment.

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

Termination Strike Date: 5 February 2024, subject to adjustment.

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

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

The Underlying(s)				
Description	Underlying for the purpose of the coupon provisions	Underlying for the purpose of the termination provisions	Underlying for the purpose of the mandatory early termination provisions	Electronic page
Common stock of the share company (ISIN: IT0003128367)	Yes	Yes	Yes	Bloomberg Page: ENEL IM Equity
Common stock of the share company (ISIN: IT0000072618)	Yes	Yes	Yes	Bloomberg Page: ISP IM Equity
Common stock of the share company (ISIN: NL00150001Q9)	Yes	Yes	Yes	Bloomberg Page: STLAM IM Equity
Common stock of the share company (ISIN: IT0005239360)	Yes	Yes	Yes	Bloomberg Page: UCG IM Equity

Early Termination: The Securities may be terminated 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 price 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 payments dates for non-business days.

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

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

Bail-in: Any exercise of such 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 has been made by the Issuer (or on its behalf) for Tranche 5 of the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 5.

Application has been be made by the Issuer (or on its behalf) for Tranche 5 of the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("**EuroTLX**") with effect from on or around the Issue Date of Tranche 5.

Tranche 4 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 1, and has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 4.

Tranche 3 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 1, and has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 3.

Tranche 2 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 1, and has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 2.

Tranche 1 of the Securities has been admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date of Tranche 1, and has been admitted to trading on the multilateral trading facility of EuroTLX with effect from on or around the Issue Date of Tranche 1.

The EuroTLX is not a regulated market for the purpose of Directive 2014/65/EU (as amended, varied or replaced from time to time).

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 2022 and 2021, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2023.

Summary information – income statement				
	Year ended 31 December 2022 (audited)	**Year ended 31 December 2021 (audited)**	**Six months ended 30 June 2023 (unaudited)**	**Six months ended 30 June 2022 (unaudited)**
Profit after taxation (*in millions of U.S. dollars*)	278	403	621	53

Summary information – balance sheet			
	As of 31 December 2022 (audited)	**As of 31 December 2021 (audited)**	**As of 30 June 2023 (unaudited)**
Net financial debt (long term debt plus short term debt minus cash) (*in millions of U.S. dollars*)	14,668	7,338	8,435
Debt to equity ratio (total liabilities/total shareholder equity)	17.2	14.8	17.4

Summary information – cash flow statement				
	Year ended 31 December 2022 (audited)	**Year ended 31 December 2021 (audited)**	**Six months ended 30 June 2023 (unaudited)**	**Six months ended 30 June 2022 (unaudited)**
Net cash flows from operating activities (*in millions of U.S. dollars*)	(2,689)	(1,982)	(442)	(2,412)
Net cash flows from financing activities (*in millions of U.S. dollars*)	2,237	5,305	(267)	(2,222)
Net cash flows from investing activities (*in millions of U.S. dollars*)	(586)	(1,780)	(58)	(533)

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 termination 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 Termination Barrier Event has occurred and the Final Reference Level of the Final Performance Underlying is less than its Termination Initial Level, the Securities may be terminated for less than your initial investment or even zero.

- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.

- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.

- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a basket of shares. The value of a share may go down as well as up and the value of a share on any date may not reflect its performance in any prior period. The value and price volatility of a share, may affect the value of and return on the Securities.

- The Securities do not create an actual interest in, or ownership of, an Underlying and accordingly you will not have voting rights or rights to receive dividends or distributions or any other rights with respect to 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 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 price 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 share. 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 terminated. If the Securities are terminated 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 Termination Barrier Event, the Securities will be terminated on the relevant Mandatory Early Termination Date at the relevant Mandatory Early Termination Amount and no further amount shall be payable in respect of the Securities after the Mandatory Early Termination 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

The Securities are not being publicly offered.

Estimated expenses or taxes charged to investor by issuer/offeror

No expenses are being charged to an investor by the Issuer.

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

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

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The net proceeds of the issue of the Securities will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same Group, and may be used to finance the Issuer itself. The estimated net amount of proceeds is an amount equal to the final number of Securities issued on the issue date multiplied by

the issue price per Secuirty.
Underwriting agreement on a firm commitment basis: The issue 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 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 issue of the Securities has an interest material to the issue.