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 European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, "**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; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (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 (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.

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 have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any State thereof. The Securities 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 of 1936, as amended (the "**CEA**"), and trading in the Securities has not been approved by the Commodity Futures Trading Commission (the "**CFTC**") pursuant to the CEA. No person has registered nor will register as a commodity pool operator of the Issuer under the CEA and the rules of the CFTC thereunder. The Issuer has not registered and will not register as an investment company under the U.S. Investment Company Act of 1940, as amended.

Accordingly, the Securities are being offered only to persons who are Permitted Non-U.S. Purchasers in offshore transactions in reliance upon Regulation S under the Securities Act ("**Regulation S**"). Each purchaser of the Securities or any beneficial interest therein will be deemed to have represented and agreed that it is a Permitted Non-U.S. Purchaser and that it will not sell or otherwise transfer the Securities or any beneficial interest therein at any time except to (1) the Issuer or its affiliates or (2) a Permitted Non-U.S. Purchaser in an offshore transaction in compliance with Regulation S.

A "**Permitted Non-U.S. Purchaser**" is a person that (i) is outside the United States at the time of any offer or sale of the Securities to it and is not a "U.S. person" as such term is defined under Rule 902(k)(1) of Regulation S; (ii) does not come within any definition of U.S. person for any purpose under the CEA or any rule, order, guidance or interpretation proposed or issued by the CFTC under the CEA (for the avoidance of doubt, a U.S. person shall include without limitation (a) any person who is either (x) not a "Non-United States person" as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for the purposes of subsection (D) thereof, the exception for qualified eligible persons who are not "Non-United States persons" or (y) not a "foreign located person" as defined in CFTC Rule 3.10(c)(1)(ii) and (b) any person who is a "U.S. Person" or a "Significant Risk Subsidiary", or benefits from a "Guarantee", in each case as such terms are defined in CFTC Rule 23.23(a) under the CEA, as such rule may be amended, revised, supplemented or superseded); (iii) is not a "U.S. Person" as defined in Rule 3a71-3(a)(4) under the United States Securities Exchange Act of 1934, as amended; and (iv) is not, and whose purchase and holding of the Securities is not 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.

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.

FINAL TERMS

Final Terms dated 29 October 2025

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI):

549300EVRWDWFJUNNP53

Issue of 3,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon BPER Banca S.p.A.

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

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Securities*" (including, for the avoidance of doubt, each relevant Schedule) in the Base Prospectus and the Supplement, 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. A Summary of the Securities is annexed to these Final Terms.

The Base Prospectus and the Supplement are available for viewing at the offices of the Paying Agents and on the website of the Issuer (https://it.citifirst.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).

For the purposes hereof, "**Base Prospectus**" means the CGMFL GMI Base Prospectus in relation to the Programme dated 18 November 2024, as supplemented by a Supplement (No. 1) dated 31 January 2025 (the "**Supplement No. 1**"), a Supplement (No.2) dated 31 March 2025 (the "**Supplement No. 2**"), a Supplement (No. 3) dated 7 May 2025 (the "**Supplement No. 3**"), a Supplement (No. 4) dated 28 May 2025 (the "**Supplement No. 4**"), a Supplement (No. 5) dated 30 July 2025 (the "**Supplement No. 5**"), a Supplement (No. 6) dated 22 August 2025 (the "**Supplement No. 6**"), and a Supplement (No. 7) dated 20 October 2025 (the "**Supplement No. 7**" and, together with Supplement No. 1, Supplement No. 2, Supplement No. 3, Supplement No. 4, Supplement No. 5, and Supplement No. 6, the "**Supplements**").

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 Each reference herein to "Note(s)" shall be construed to be to "Certificate(s)" and related expressions shall be construed accordingly. In addition, (i) references herein to "redemption" and "redeem" shall be construed to be to

			"redemption" and "terminate", references herein to "principal" and "principal amount", respectively, shall be construed to be to "invested amount", references herein to "nominal amount" shall be construed to be to "calculation amount", references herein to "settlement" and "settle" and "settled" shall be construed to be to, respectively, "redemption" and "terminate" and "terminated" and references herein to "redemption", "redeem" and "Maturity Date" shall be construed to be references to "redemption", "terminate" and "Final Redemption Date" and (ii) references herein to "interest", "Interest Payment Date", "Interest Period" and "Interest Rate" and "Interest Underlying" shall be construed to be references to "interest", "Interest Payment Date", "Interest Period", and "Interest Rate" and "Interest Underlying", respectively and all related expressions shall be construed accordingly
	(ii)	Governign Law:	English Law
	(iii)	Series Number:	CGMFL137829
	(iv)	Tranche Number:	1
	(v)	Date on which the Securities will be consolidated and form a single Series:	Not Applicable
3.	Settlement Currency or Currencies:		Euro (**EUR**)
4.	Aggregate Principal Amount:		
	(i)	Series:	3,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).
	(ii)	Tranche:	3,000 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:		Euro 1,000 per Security
6.	(i)	Specified Denominations:	1 Unit
	(ii)	Calculation Amount:	1 Unit
7.	(i)	Trade Date:	23 October 2025
	(ii)	Issue Date:	30 October 2025
	(iii)	Interest Commencement Date:	Not Applicable
8.	Scheduled Maturity Date:		5 November 2029, subject to adjustment in accordance with the Following Business Day Convention

9.	Type of Interest/Redemption:		Fixed Rate Securities and Lookback Securities. The Securities do not bear or pay any interest if a Interest Barrier Event does not occur. Mandatory Early Redemption Provisions are applicable as specified in item 19 below The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 20 below The Securities are Cash Settled Securities
10.	Changes in interest basis and/or Multiple Interest Basis:		Not Applicable
11.	Put/Call Options:		Not Applicable
12.	(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

A.	Underlying Linked Securities Provisions and Early Termination:		
13.	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):	Common stock of the Share Company (ISIN: IT0000066123)
		(B) Classification:	Share
		(C) Electronic Page:	Bloomberg Page: BPE IM EQUITY
	(ii)	Particulars in respect of each Underlying:	Applicable
		Share(s):	
		(A) Share Company:	BPER Banca S.p.A.
		(B) Exchange(s):	Borsa Italiana
		(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):	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:	Applicable
		Share Substitution Criteria: Reference Index
(C)	Additional Adjustment Event(s):	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
B.	Fallback provisions for Underlying Linked Securities and other Securities for which Valuation and Settlement Condition 2(n) (*Fallback Provisions for Securities other than Underlying Linked Securities*) applies:		Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
	(i)	Change in Law:	Applicable Illegality: Applicable Material Increased Cost: Applicable Early Termination Option: Applicable 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
	(ii)	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
	(iii)	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 Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable

(iv)	Section 871(m) Event:	Not Applicable
(v)	Hedging Disruption Early Termination Event:	Not Applicable
(vi)	Realisation Disruption Event:	Not Applicable

C. General provisions relating to early termination:

(i)	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: Not Applicable
(ii)	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: Not Applicable
(iii)	Continuance of Securities Provision:	Not Applicable
(iv)	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: Not Applicable

(v)	RMB Disruption Event:	Not Applicable
(vi)	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
(vii)	Minimum Return Amount:	Not Applicable

PROVISIONS RELATING TO INTEREST

14.	**Interest Provisions:**		Applicable
(i)	Interest Strike Level, Specified Valuation Date(s), Interest Amount/Rate, IPR, Interest Payment Date(s), Specified Interest Valuation Date(s), Lower Interest Barrier Level, Upper Interest Barrier Level, Interest Barrier Level, Specified Interest Barrier Observation Date:		See Table below
(ii)	Non-Contingent Interest Provisions		Not Applicable
(iii)	Interest Strike Dates		Applicable for the purpose of determining whether a Interest Barrier Event has occurred
	Specified Interest Strike Date:		In respect of the Interest Underlying: 28 October 2025
(iv)	Underlying(s) relevant to interest, Interim Performance Provisions and provisions relating to levels of the Interest Underlying(s)		Applicable
	Underlying(s) relevant to interest:		
	(A)	Interest Underlying:	The Underlying specified in item 12 above
	(B)	Interest Barrier Underlying(s):	The Interim Performance Underlying
	Interim Performance Provisions:		Applicable
	(A) Single Underlying Observation:		Applicable for the purpose of determining whether a Interest Barrier Event has occurred
		I. Maximum Interim Performance Percentage:	Not Applicable
		II. Minimum Interim Performance Percentage:	Not Applicable

III.	Maximum Interim Performance Percentage (Barrier Event):	Not Applicable
IV.	Minimum Interim Performance Percentage (Barrier Event):	Not Applicable
V.	Maximum Interim Performance Percentage (Barrier Event Satisfied):	Not Applicable
VI.	Minimum Interim Performance Percentage (Barrier Event Satisfied):	Not Applicable
VII.	Maximum Interim Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
VIII.	Minimum Interim Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
IX.	Interim Performance Adjustment Percentage:	Not Applicable

(B)	Weighted Basket Observation:	Not Applicable
(C)	Best of Basket Observation:	Not Applicable
(D)	Worst of Basket Observation:	Not Applicable
(E)	Outperformance Observation:	Not Applicable
(F)	Arithmetic Mean Underlying Return:	Not Applicable
(G)	Cliquet	Not Applicable
(H)	Himalaya Interim Performance – Asian Observation:	Not Applicable

Provisions relating to levels of the Interest Underlying(s)

(A)	Interest Initial Level:	For the purpose of determining whether a Interest Barrier Event has occurred: Closing Level on Interest Strike Date
(B)	Interest Reference Level:	For the purpose of determining whether a Interest Barrier Event has occurred: Closing Level on Interest Valuation Date

(v) Provisions relating to a Interest Barrier Event: Applicable

(A) Interest Barrier Event: Interest Barrier Event European Performance Observation

(B) Interest Barrier Event Lock-In: Not Applicable

(vi) Provisions relating to the rate or amount of interest due

(A) Fixed Rate Security Provisions Applicable

I. Accrual: Not Applicable

II. Lookback Securities: Applicable

III. Multi-Chance Securities: 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 Interest Provisions: Not Applicable

(H) Buy the Dip Securities Interest Provisions: Not Applicable

(I) Interest Rollup Not Applicable

(vii) Interest Underlying Valuation Provisions: Applicable

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

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

(C) Valuation Roll: Eight

TABLE							
Interest Strike Level	**Specified Interest Valuation Date(s)**	**Interest Barrier Level (%)**	**Interest Lock-in Level (%)**	**Specified Interest Barrier**	**Interest Amount if a Interest Barrier**	**IPR**	**Interest Payment Date**

				Observation Date	**Event occurs in respect of the relevant Interest Payment Date**		
Zero (0)	28 January 2026	Greater than or equal to 70%	Not Applicable	28 January 2026	EUR 22.50	Not Applicable	4 February 2026
Zero (0)	28 April 2026	Greater than or equal to 70%	Not Applicable	28 April 2026	EUR 22.50	Not Applicable	6 May 2026
Zero (0)	28 July 2026	Greater than or equal to 70%	Not Applicable	28 July 2026	EUR 22.50	Not Applicable	4 August 2026
Zero (0)	28 October 2026	Greater than or equal to 70%	Not Applicable	28 October 2026	EUR 22.50	Not Applicable	4 November 2026
Zero (0)	28 January 2027	Greater than or equal to 70%	Not Applicable	28 January 2027	EUR 22.50	Not Applicable	4 Febuary 2027
Zero (0)	28 April 2027	Greater than or equal to 70%	Not Applicable	28 April 2027	EUR 22.50	Not Applicable	5 May 2027
Zero (0)	28 July 2027	Greater than or equal to 70%	Not Applicable	28 July 2027	EUR 22.50	Not Applicable	4 August 2027
Zero (0)	28 October 2027	Greater than or equal to 70%	Not Applicable	28 October 2027	EUR 22.50	Not Applicable	4 November 2027
Zero (0)	28 January 2028	Greater than or equal to 70%	Not Applicable	28 January 2028	EUR 22.50	Not Applicable	4 February 2028
Zero (0)	28 April 2028	Greater than or equal to 70%	Not Applicable	28 April 2028	EUR 22.50	Not Applicable	8 May 2028
Zero (0)	28 July 2028	Greater than or equal to 70%	Not Applicable	28 July 2028	EUR 22.50	Not Applicable	4 August 2028
Zero (0)	30 October 2028	Greater than or equal to 70%	Not Applicable	30 October 2028	EUR 22.50	Not Applicable	6 November 2028
Zero (0)	29 January 2029	Greater than or equal to 70%	Not Applicable	29 January 2029	EUR 22.50	Not Applicable	5 February 2029
Zero (0)	30 April 2029	Greater than or equal to 70%	Not Applicable	30 April 2029	EUR 22.50	Not Applicable	8 May 2029
Zero (0)	30 July 2029	Greater than or equal to 70%	Not Applicable	30 July 2029	EUR 22.50	Not Applicable	6 August 2029
Zero (0)	29 October 2029	Greater than or equal to 70%	Not Applicable	29 October 2029	EUR 22.50	Not Applicable	5 November 2029

PROVISIONS RELATING TO SWITCHER OPTION

15. **Switcher Option:**

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

16. **Lock-in Change of Interest Basis:**

PROVISIONS RELATING TO ZERO COUPON SECURITIES

17. **Zero Coupon Securities Provisions:**

PROVISIONS RELATING TO ANY ISSUER CALL, INVESTOR PUT, ANY MANDATORY EARLY REDEMPTION, THE REDEMPTION AMOUNT AND ANY ENTITLEMENT DELIVERABLE

18. **Issuer Call and Investor Put:**

(i)	Issuer Call	Not Applicable
(ii)	Investor Put	Not Applicable

19. **Mandatory Early Redemption Provisions** Applicable

(i)Mandatory Early Redemption Event: Not Applicable

(ii)Mandatory Early Redemption Barrier Event: 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 Interest, MER Interest 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: 28 October 2025

Underlying(s) relevant to Mandatory Early Redemption, Mandatory Early Redemption Performance Provisions and levels of the Mandatory Early Redemption Underlying(s)	Applicable
(A) Mandatory Early Redemption Underlying:	The Underlying specified in item 12 above
(B) Mandatory Early Redemption Barrier Underlying(s):	The Mandatory Early Redemption Underlying
Mandatory Early Redemption Performance Provisions:	Not Applicable
(A) Single Underlying Observation:	Not Applicable
(B) Weighted Basket Observation:	Not Applicable
(C)Best of Basket Observation:	Not Applicable
(D) Worst of Basket Observation:	Not Applicable
(E) Outperformance Observation:	Not Applicable
Provisions relating to levels of the Mandatory Early Redemption Underlying(s)	Applicable
(A) Mandatory Early Redemption Initial Level:	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Redemption Strike Dates
(B) Mandatory Early Redemption Reference Level:	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Redemption Valuation Date
Provisions relating to a Mandatory Early Redemption Barrier Event	Applicable
(A) Mandatory Early Redemption Barrier Event:	Applicable – Mandatory Early Redemption Barrier Event European Observation
Provisions relating to a Mandatory Early Redemption Upper Barrier Event:	Not Applicable
Provisions relating to the Mandatory Early Redemption Amount	

(A)	Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Not Applicable:	See MER Amount in Table below
(B)	Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Applicable:	Not Applicable
(C)	Performance-Linked Mandatory Early Redemption Amount:	Not Applicable
(D)	Snowball Accrual Mandatory Early Redemption Amount:	Not Applicable
	Mandatory Early Redemption Underlying Valuation Provisions	Applicable
(A)	Averaging:	Not Applicable
(B)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days*)) apply
(C)	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
(D)	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	28 October 2026	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 October 2026	EUR 1,000	Not Applicable	4 November 2026
MER Initial Level	28 January 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 January 2027	EUR 1,000	Not Applicable	4 February 2027
MER Initial Level	28 April 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 April 2027	EUR 1,000	Not Applicable	5 May 2027
MER Initial Level	28 July 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 July 2027	EUR 1,000	Not Applicable	4 August 2027
MER Initial Level	28 October 2027	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 October 2027	EUR 1,000	Not Applicable	4 November 2027

MER Initial Level	28 January 2028	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 January 2028	EUR 1,000	Not Applicable	4 February 2028
MER Initial Level	28 April 2028	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 April 2028	EUR 1,000	Not Applicable	8 May 2028
MER Initial Level	28 July 2028	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	28 July 2028	EUR 1,000	Not Applicable	4 August 2028
MER Initial Level	30 October 2028	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	30 October 2028	EUR 1,000	Not Applicable	6 November 2028
MER Initial Level	29 January 2029	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	29 January 2029	EUR 1,000	Not Applicable	5 February 2029
MER Initial Level	30 April 2029	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	30 April 2029	EUR 1,000	Not Applicable	8 May 2029
MER Initial Level	30 July 2029	Not Applicable	Greater than or equal to 100% of the MER Initial Level of the MER Underlying	30 July 2029	EUR 1,000	Not Applicable	6 August 2029

(iii) Redemption Amount: See item (v) below

(iv) 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 and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 29 October 2029

(B) Specified Final Valuation Date(s): For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 29 October 2029

(C) Specified Redemption Strike Date: In respect of the Redemption Underlying: 28 October 2025

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 Final Performance Underlying

Final Performance Provisions: Applicable

(A)	Single Underlying Observation:	Applicable for the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred
I.	Maximum Final Performance Percentage:	Not Applicable
II.	Minimum Final Performance Percentage:	Not Applicable
III.	Maximum Final Performance Percentage (Barrier Event):	Not Applicable
IV.	Minimum Final Performance Percentage (Barrier Event):	Not Applicable
V.	Maximum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VI.	Minimum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VII.	Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
VIII.	Minimum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
IX.	Final Performance Adjustment Percentage:	Not Applicable
(B)	Weighted Basket Observation:	Not Applicable
(C)	Best of Basket Observation:	Not Applicable
(D)	Worst of Basket Observation:	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 Redemption Underlying(s)		Applicable
(A)	Redemption Initial Level:	For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Closing Level on Redemption Strike Dates
(B)	Final Reference Level:	For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Closing Level on Final Valuation Date
(C)	Redemption Strike Level:	For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Redemption Initial Level
Provisions relating to a Redemption Barrier Event		Applicable
(A)	Redemption Barrier Event:	In respect of the Redemption Barrier Underlying: Applicable – Redemption Barrier Event European Observation
(B)	Final Barrier Level:	Less than 70% 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 Upper Barrier Event:	Not Applicable
(C)	Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified:	Applicable – Euro 1,000 per Security
(D)	Redemption Upper Barrier Percentage:	Not Applicable
	I. Upper Redemption Amount due where no Redemption Barrier Event has occurred.	Not Applicable
	II. Lower Redemption Amount due where no Redemption Barrier Event has occurred.	Not Applicable
(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 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
	I. Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred:	Not Applicable
	II. Non Lower Barrier Event Redemption Amount due where a	Not Applicable

	Redemption Barrier Event has occurred:	
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)	Averaging:	Not Applicable
(B)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days*)) apply

	(C)	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
	(D)	Valuation Roll:	Eight
	Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities		Not Applicable
	(i)	Split Payment Conditions	Not Applicable
	(ii)	DIR Inflation Linked Securities:	Not Applicable
	(iii)	Lock-in Redemption Securities:	Not Applicable
	(iv)	Rate Linked Redemption Securities:	Not Applicable
	(v)	Interest Linked Redemption Securities:	Not Applicable
	(vi)	Redemption Reserve Securities:	Not Applicable
	(vii)	Redemption by Instalments:	Not Applicable
20.	**FX Provisions:**		Not Applicable
21.	**FX Performance:**		Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

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

PROVISIONS RELATING TO INDEX SKEW NOTES

23.	Index Skew Notes:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

24.	**Form of Securities:**	Registered Securities Regulation S Global Registered Certificate Security registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
25.	**New Safekeeping Structure:**	Not Applicable
26.	**Business Centre(s):**	New York City and T2

27.	**Business Day Jurisdiction(s) or other special provisions relating to payment dates:**	New York City and T2
28.	**Redenomination, renominalisation and reconventioning provisions:**	Not Applicable
29.	**Consolidation provisions:**	The provisions of General Condition 14 (*Further Issues*) apply
30.	**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
31.	**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
32.	**Determination Agent:**	Calculation Agent
33.	**Determinations:**	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
34.	**Determinations and Exercise of Discretion (BEC):**	Not Applicable
35.	**Prohibition of sales to consumers in Belgium:**	Applicable
36.	**Additional provisions applicable to Securities traded on Borsa Italiana S.p.A. trading venues:**	Applicable
	(i) Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX:	5 November 2029
	(ii) Record Date:	Not Applicable
	(iii) Minimum Trading Lot:	1
37.	**Other final terms**:	
	(i)Schedule A – Citigroup Inc. TLAC eligible Securities:	Not Applicable
	(ii)Indian Compliance Representations, Warranties and Undertakings:	Not Applicable
	(iii)China Compliance Representations, Warranties and Undertakings:	Not Applicable

(iv)Taiwan Compliance Representations, Warranties and Undertakings:	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 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. Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX Cet-X Segment managed by Borsa Italiana S.p.A. ("**EuroTLX – Cert X**") 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**

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,USE oF PROCEEDS ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the Offer:	See "Use of Proceeds" in the section entitled "Description of Citigroup Global Markets Funding Luxembourg S.C.A." in the 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 / Estimate of total expenses related to admission to trading:	Approximately, Euro 3,000 (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**

Bloomberg®

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

8. **OPERATIONAL INFORMATION**

ISIN Code:	XS3127869074
Common Code:	312786907
CUSIP:	5C54L19E2
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEXFTX, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	CITIGROUP GLOBA/9UT 20291105, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
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, Boersenplatz 9, Frankfurt Am Main, Germany, 60 313
(vi)	Total commission and concession:	None
(vii)	Prohibition of Offer to Private Clients in Switzerland:	Not Applicable
(viii)	Non-exempt Offer:	Not Applicable
(ix)	General Consent:	Not Applicable
(x)	Other conditions to consent:	Not Applicable
(xi)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(xii)	Prohibition of Sales to UK Retail Investors:	Applicable
(xiii)	Swiss Non-exempt Offer:	Not Applicable

10. **UNITED STATES TAX CONSIDERATIONS**

General: The Securities are Non-U.S. 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 the 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 3,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon BPER Banca S.p.A. (ISIN: XS3127869074)

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 18 November 2024 by the *Commission de Surveillance du Secteur Financier* (CSSF) at 271, route d'Arlon, L-1150 Luxembourg (Telephone number: +352 26 25 1 - 1).

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 Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Martin Sonneck, Mr. Adriaan Goosen 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 2024 and 2023, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2025.

Summary information – income statement				
	Year ended 31 December 2024 (audited)	**Year ended 31 December 2023 (audited)**	**Six months ended 30 June 2025 (unaudited)**	**Six months ended 30 June 2024 (unaudited)**
Profit before income tax (*in thousands of U.S. dollars*)	205	227	166	87
Summary information – balance sheet				
	As at 31 December 2024 (audited)	**As at 31 December 2023 (audited)**	**As at 30 June 2025 (unauditd)**	
Net financial debt (long term debt plus short term debt minus cash) (*in thousands of U.S. dollars*)	24,185,735	24,823,075	29,105,238	
Current ratio (current assets/current liabilities)	100%	100%	100%	
Debt to equity ratio (total liabilities/total shareholder equity)	15260 %	17422 %	17009%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable	
Summary information – cash flow statement				

	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Net cash flows from operating activities (*in thousands of U.S. dollars*)	(130,622)	157,770	(14,505)	(137,980)
Net cash flows from financing activities (*in thousands of U.S. dollars*)	279,496	(2,899,312)	2,241,143	(406,528)
Net cash flows from investing activities (*in thousands of U.S. dollars*)	(279,500)	2,899,305	(2,241,133)	406,537

*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 an underlying share. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of the Securities is 30 October 2025. The issue price of the Securities is Euro 1,000 per Security.

Series Number: CGMFL137829; ISIN: XS3127869074; Common Code: 312786907; CFI: DEXFTX; FISN: CITIGROUP GLOBA/9UT 20291105; CUSIP: 5C54L19E2.

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 the calculation amount is 1 Unit (each Unit being EUR 1,000 in principal amount of the Securities). The number of the Securities to be issued is 3,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

Final Termination Date: 5 November 2029. 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 5 November 2029 and the expiry date (*Data di Scadenza*) of the Securities is 5 November 2029.

Rights attached to the Securities

The return on the Securities will derive from Interest Amount payable (if any), 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.

Interest Amount: if, in respect of a Interest Payment Date:

(a) a Interest Barrier Event has not occurred, no amount in respect of Interest will be paid on such Interest Payment Date;

(b) a Interest Barrier Event has occurred, an amount in respect of each Security specified for such Interest Payment Date in the table below plus the sum of the amounts (if any) specified in the table below in respect of all of the Interest Payment Dates (if any) falling prior to such Interest Payment Date on which a Interest Barrier Event did not occur and, therefore, such amounts had not previously been paid (and which have not already been paid).

Where:

Interest Barrier Event: in respect of a Interest Payment Date, if the Interim Performance of the Interim Performance Underlying on the related Interest Barrier Observation Date, (the "Interest Barrier Underlying") is greater than or equal to the relevant Interest Barrier Level.

Interest Barrier Level: in respect of a Interest Payment Date, the percentage(s) specified in relation to the relevant Interest Barrier Underlying for such Interest Payment Date in the table below.

Interest Barrier Observation Date(s): in respect of a Interest Payment Date, each date specified as such for such Interest Payment Date in the table below, subject to adjustment.

Interest Initial Level: in respect of the Interest Underlying, the underlying closing level for such Interest Underlying for the Interest Strike Dates.

Interest Payment Date(s): each date specified as such in the table below.

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

$$\frac{Coupon\ Reference\ Level\ for\ such\ Coupon\ Payment\ Date\ -\ Coupon\ Strike\ Level}{Coupon\ Initial\ Level}$$

Interim Performance Underlying: in respect of a Interest Payment Date, the Interest Underlying.

Interest Reference Level: in respect of Interest Underlying, the underlying closing level for such Interest Underlying for the relevant Interest Valuation Date.

Interest Strike Date(s): 28 October 2025, subject to adjustment.

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

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

Interest Valuation Date(s): in respect of a Interest Payment Date, each date specified as such for such Interest Payment Date in the table below, subject to adjustment.

Interest Strike Level	Interest Valuation Date(s)	Interest Barrier Level (%)	Interest Barrier Observation Date	Amount	Interest Payment Date
Zero (0)	28 January 2026	Greater than or equal to 70%	28 January 2026	EUR 22.50	4 February 2026
Zero (0)	28 April 2026	Greater than or equal to 70%	28 April 2026	EUR 22.50	6 May 2026
Zero (0)	28 July 2026	Greater than or equal to 70%	28 July 2026	EUR 22.50	4 August 2026
Zero (0)	28 October 2026	Greater than or equal to 70%	28 October 2026	EUR 22.50	4 November 2026
Zero (0)	28 January 2027	Greater than or equal to 70%	28 January 2027	EUR 22.50	4 February 2027
Zero (0)	28 April 2027	Greater than or equal to 70%	28 April 2027	EUR 22.50	5 May 2027
Zero (0)	28 July 2027	Greater than or equal to 70%	28 July 2027	EUR 22.50	4 August 2027
Zero (0)	28 October 2027	Greater than or equal to 70%	28 October 2027	EUR 22.50	4 November 2027
Zero (0)	28 January 2028	Greater than or equal to 70%	28 January 2028	EUR 22.50	4 February 2028
Zero (0)	28 April 2028	Greater than or equal to 70%	28 April 2028	EUR 22.50	8 May 2028
Zero (0)	28 July 2028	Greater than or equal to 70%	28 July 2028	EUR 22.50	4 August 2028
Zero (0)	30 October 2028	Greater than or equal to 70%	30 October 2028	EUR 22.50	6 November 2028
Zero (0)	29 January 2029	Greater than or equal to 70%	29 January 2029	EUR 22.50	5 February 2029
Zero (0)	30 April 2029	Greater than or equal to 70%	30 April 2029	EUR 22.50	8 May 2029
Zero (0)	30 July 2029	Greater than or equal to 70%	30 July 2029	EUR 22.50	6 August 2029
Zero (0)	29 October 2029	Greater than or equal to 70%	29 October 2029	EUR 22.50	5 November 2029

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 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 the Mandatory Early Termination Underlying, the underlying closing level for such Mandatory Early Termination Underlying for the Mandatory Early Termination Strike Dates.

Mandatory Early Termination Strike Date: 28 October 2025, 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): the 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 Valuation Date**	**Mandatory Early Termination Barrier Observation Date**	**Mandatory Early Termination Amount**	**Mandatory Early Termination Date**
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 October 2026	28 October 2026	EUR 1,000	4 November 2026
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 January 2027	28 January 2027	EUR 1,000	4 February 2027
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 April 2027	28 April 2027	EUR 1,000	5 May 2027
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 July 2027	28 July 2027	EUR 1,000	4 August 2027
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 October 2027	28 October 2027	EUR 1,000	4 November 2027
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 January 2028	28 January 2028	EUR 1,000	4 February 2028
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 April 2028	28 April 2028	EUR 1,000	8 May 2028
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	28 July 2028	28 July 2028	EUR 1,000	4 August 2028
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	30 October 2028	30 October 2028	EUR 1,000	6 November 2028
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	29 January 2029	29 January 2029	EUR 1,000	5 February 2029
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	30 April 2029	30 April 2029	EUR 1,000	8 May 2029
100% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Underlying	Mandatory Early Termination Initial Level	30 July 2029	30 July 2029	EUR 1,000	6 August 2029

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: 70% of the Termination Initial Level of the Termination Barrier Underlying.

Final Performance: in respect of the Termination Underlying, an amount expressed as a percentage equal to the 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: the Termination Underlying.

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

Final Valuation Date(s): 29 October 2029, 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: 29 October 2029, subject to adjustment.

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

Termination Strike Date: 28 October 2025, subject to adjustment.

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

Termination Underlying(s): the 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: IT0000066123)	Yes	Yes	Yes	Bloomberg Page: BPE 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 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 has been made by the Issuer (or on its behalf) for 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.

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

The EuroTLX – Cert X 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 2024 and 2023, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2025.

Summary information – income statement				
	Year ended 31 December 2024 (audited)	**Year ended 31 December 2023 (audited)**	**Six months ended 30 June 2025 (unaudited)**	**Six months ended 30 June 2024 (unaudited)**
Profit after taxation (*in millions of U.S. dollars*)	677	190	530	91
Summary information – balance sheet				
	As at 31 December 2024 (audited)	**As at 31 December 2023 (audited)**	**As at 30 June 2025 (unaudited)**	
Net financial debt (long term debt plus short term debt minus cash) (*in millions of U.S. dollars*)	3,178	6,460	(940)	
Debt to equity ratio (total liabilities/total shareholder equity)	13.2	16.2	16.8	
Summary information – cash flow statement				
	Year ended 31 December 2024 (audited)	**Year ended 31 December 2023 (audited)**	**Six months ended 30 June 2025 (unaudited)**	**Six months ended 30 June 2024 (unaudited)**
Net cash flows from operating activities (*in millions of U.S. dollars*)	2,140	724	4,411	1,111
Net cash flows from financing activities (*in millions of U.S. dollars*)	(1,157)	653	(269)	(278)
Net cash flows from investing activities (*in millions of U.S. dollars*)	(75)	(1,095)	(24)	(53)

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 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 termination 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. Further, you may receive no Interest if a Interest Barrier Event does not occur.

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

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

- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a share. 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 termination 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 Security.

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.