

**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 dated 1 October 2024**

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

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

Issue of up to 5,000 Quanto Snowballing Autocall Certificates linked to a Basket of Shares, due December 2029

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:

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

None of the Issuer, the CGMFL Guarantor and any Dealer has authorised, nor do any of them authorise, the making of any offer of Securities in any other circumstances.

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

The Securities and the CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMFL Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Securities or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Securities or any beneficial interest

therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Securities and the CGMFL Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

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

## PART A – CONTRACTUAL TERMS

The Securities are English Law Securities that are also Swedish Securities (and therefore the Issuer shall have the right to obtain extracts from the register of creditors (*Sw.skuldbok*) from Euroclear Sweden). A Summary of the Securities is annexed to these Final Terms.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*General Conditions of the Securities*" (including, for the avoidance of doubt, each relevant Schedule) and the Underlying Schedules applicable to each Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purposes of the EU Prospectus Regulation.

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including, the later of the close of the offer period and the date of listing of the Securities.

The Base Prospectus and the Supplements 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 and the translation of the Summary into Swedish are available on the website of the Authorised Offeror (<https://www.garantum.se>).

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 (**Supplement No. 1**), a Supplement (No. 2) dated 13 March 2024 (**Supplement No. 2**), a Supplement (No. 3) dated 30 April 2024 (**Supplement No. 3**), a Supplement (No. 4) dated 22 May 2024 (**Supplement No. 4**), a Supplement (No. 5) dated 30 July 2024 (**Supplement No. 5**) and a Supplement (No. 6) dated 21 August 2024 (**Supplement No. 6** and, together with Supplement No. 1, Supplement No. 2, Supplement No. 3, Supplement No. 4 and Supplement No. 5, the **Supplements**).

- |    |      |                   |  |
|----|------|-------------------|--|
| 1. | (i)  | Issuer:           | Citigroup Global Markets Funding Luxembourg S.C.A. |
|    | (ii) | Guarantor:        | Citigroup Global Markets Limited                   |
| 2. | (i)  | Type of Security: | Certificates                                       |

- Exercise Style: the Certificates are European style Certificates and Automatic Exercise applies
- (ii) Series Number: CGMFL87321
- (iii) Tranche Number: 1
- (iv) Date on which the Securities will be consolidated and form a single Series: Not Applicable
3. Specified Currency or currencies: Swedish Krona (**SEK**)
4. Number of Securities:
- (i) Series: Up to 5,000 Securities. It is anticipated that the final number of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>) on or around the Issue Date
- (ii) Tranche: Up to 5,000 Securities. It is anticipated that the final number of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>) on or around the Issue Date
5. Issue Price: SEK 10,000 per Security
6. (i) Specified Denominations: Not Applicable
- (ii) Calculation Amount: SEK 10,000 per Security
7. (i) Trade Date: 19 November 2024
- (ii) Issue Date: 10 December 2024
- (iii) Coupon Commencement Date: Not Applicable
8. Exercise Date(s): The Final Valuation Date
- Settlement Date: 6 December 2029
9. Type of Securities: The Securities do not bear or pay any coupon 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 Not Applicable  
Guarantee:

(iii) Status of the CGMFL Deed of Senior  
Guarantee:

## 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 Each Underlying specified under the heading  
Underlying(s): "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

TABLE				
Underlying	Classification	Electronic Page	Share Company	Exchange
Shares of the share company (ISIN: SE0020050417)	Share	Bloomberg Page: BOL SS <Equity>	Boliden AB	NASDAQ OMX Stockholm
Shares of the share company (ISIN: SE0000106270)	Share	Bloomberg Page: HMB SS <Equity>	H & M Hennes & Mauritz AB	NASDAQ OMX Stockholm
Shares of the share company (ISIN: SE0015961909)	Share	Bloomberg Page: HEXAB SS <Equity>	Hexagon AB	NASDAQ OMX Stockholm
Shares of the share company (ISIN: DK0062498333)	Share	Bloomberg Page: NOVOB DC <Equity>	Novo Nordisk A/S	NASDAQ OMX Copenhagen

(ii) Particulars in respect of each Applicable  
Underlying:

Share(s):

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

(iii)	(B)	Exchange(s):	In respect of an Underlying, the Exchange specified for such Underlying in the Table above
	(C)	Related Exchange(s):	In respect of each Underlying, All Exchanges
	(D)	Stapled Share:	Not Applicable
	Elections in respect of each type of Underlying:		Applicable
	Share(s):		
	(A)	Additional Disruption Event(s):	<p>In respect of each Underlying:</p> <p>Increased Cost of Stock Borrow</p> <p>Loss of Stock Borrow</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Termination: Not Applicable</p>
	(B)	Share Substitution:	<p>In respect of each Underlying: Applicable</p> <p>Share Substitution Criteria: Reference Index</p>
	(C)	Additional Adjustment Event(s):	<p>In respect of each Underlying:</p> <p>Share Condition 4 – Corporate Action: Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Termination: Not Applicable</p> <p>Share Condition 4 – Delisting: Applicable</p> <p>Early Termination Option: Applicable</p>

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 Performance:	Adjusted	Not Applicable
(iv)		Trade Date:		In respect of each Underlying, 19 November 2024
(v)		Realisation Disruption:		Not Applicable
(vi)		Hedging Disruption Termination Event:	Early	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
				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: Not 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: Not Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable
(xiv)	Early Termination for Obligor Regulatory Event:	Not 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: Not Applicable
(xvi)	Minimum Return Amount:	Not Applicable

**PROVISIONS RELATING TO ANY COUPON AMOUNT, THE TERMINATION AMOUNT AND ANY ENTITLEMENT DELIVERABLE**

13. **Coupon Provisions:** Not Applicable – the Securities do not bear or pay any coupon amount

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	See Table below

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):

- (B) Specified Mandatory Early Termination Strike Date: For the purpose of determining whether a MER Barrier Event has occurred: 21 November 2024

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

- (A) Mandatory Early Termination Underlying: Each Underlying specified in the Table 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 where N<sup>th</sup> means: 1st (i.e., lowest)

- I. Maximum Mandatory Early Termination Performance Percentage: Not Applicable

- II. Minimum Mandatory Early Termination Performance Percentage: Not Applicable

III.	Maximum Mandatory Termination Performance Percentage Event):	Early (Barrier	Not Applicable
IV.	Minimum Mandatory Early Termination Performance Percentage Event):	(Barrier	Not Applicable
V.	Maximum Mandatory Termination Performance Percentage Event Satisfied):	Early (Barrier	Not Applicable
VI.	Minimum Mandatory Early Termination Performance Percentage Event Satisfied):	(Barrier	Not Applicable
VII.	Maximum Mandatory Termination Performance Percentage Event Not Satisfied):	Early (Barrier	Not Applicable
VIII.	Minimum Mandatory Early Termination Performance Percentage Event Not Satisfied):	(Barrier	Not Applicable
(E)	Outperformance Observation:		Not Applicable
	Provisions relating to levels of the Mandatory Early Termination Underlying(s)		Applicable
(A)	Mandatory Termination Initial Level:	Early	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Termination Strike Date

(B)	Mandatory Termination Level:	Early Reference	Closing Level on Mandatory Early Termination Valuation Date
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Provisions relating to a Mandatory Early Termination Barrier Event	Applicable
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(A)	Mandatory Termination Barrier Event:	Early	Applicable – Mandatory Early Termination Barrier Event European Observation
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Provisions relating to Reset MER Barrier Level:

Reset MER Floor Level: 60.00 per cent. of the  
Mandatory Early Termination Initial Level of the  
Mandatory Early Termination Barrier Underlying(s)

Preceding MER Level: Performance Product  
Applicable

Performance Product Base Level: Mandatory Early  
Termination Initial Level of the Mandatory Early  
Termination Barrier Underlying(s)

Reset MER Underlying(s): The Mandatory Early  
Termination Performance Underlying

Provisions relating to a Mandatory Early Termination Upper Barrier Event:	Not Applicable
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Provisions relating to the Mandatory  
Early Termination Amount

(A)	Mandatory Termination Amount due where MER Upper Barrier Percentage is Not Applicable:	Early	See MER Amount in Table below
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(B)	Mandatory Termination Amount due where MER Upper Barrier Percentage is Applicable:	Early	Not Applicable
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(C)	Performance-Linked Mandatory Termination Amount:	Early	Not Applicable
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(D)	Snowball Mandatory Termination Amount:	Accrual Early	Not Applicable
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(E)	Early Exit MER Amount:		Not Applicable
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Mandatory Early Termination Applicable  
Underlying Valuation Provisions

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

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

(C) Valuation Roll: Eight

TABLE					
MER Strike Level	Specified MER Valuation Date(s)	MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount <sup>1</sup>	MER Date
Zero	21 November 2025	greater than or equal to 90.00% of the MER Initial Level of the relevant MERBU	21 November 2025	not less than SEK 11,100, indicatively SEK 11,500	8 December 2025
Zero	23 November 2026	greater than or equal to the Reset MER Barrier Level	23 November 2026	not less than SEK 12,200, indicatively SEK 13,000	8 December 2026
Zero	22 November 2027	greater than or equal to the Reset MER Barrier Level	22 November 2027	not less than SEK 13,300, indicatively SEK 14,500	7 December 2027
Zero	21 November 2028	greater than or equal to the Reset MER Barrier Level	21 November 2028	not less than SEK 14,400, indicatively SEK 16,000	6 December 2028

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

(v) Underlying Linked Securities Applicable  
Termination Provisions

Dates

(A) Specified Termination Barrier Observation Date: For the purpose of determining whether a Termination Barrier Event has occurred: 21 November 2029

(B) Specified Final Valuation Date(s): 21 November 2029

(C) Specified Termination Strike Date: 21 November 2024

<sup>1</sup> Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the MER Amounts will be published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>) on or around the Issue Date.

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 and Termination Lower Barrier Event have occurred

where N<sup>th</sup> means: 1st (i.e., lowest)

I. Maximum Performance Percentage: Final Not Applicable

II. Minimum Performance Percentage: Final Not Applicable

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

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

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

VI. Minimum Performance: Final Not Applicable

	Percentage (Barrier Event Satisfied):		
VII.	Maximum Performance Percentage (Barrier Event Not Satisfied):	Final	Not Applicable
VIII.	Minimum Performance Percentage (Barrier Event Not Satisfied):	Final	Not Applicable
(E)	Outperformance Observation:		Not Applicable
(F)	Arithmetic Mean Underlying Return:		Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Performance – Asian Observation:	Final	Not Applicable
Provisions relating to levels of the Termination Underlying(s)			Applicable
(A)	Termination Initial Level:		Closing Level on Termination Strike Date
(B)	Final Reference Level:		Closing Level on Final Valuation Date
(C)	Termination Strike Level:		For the purpose of determining whether a Termination Barrier Event has occurred and the Final Performance in respect thereof: Zero
			For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event and Termination Lower Barrier Event have occurred and the Final Performance in respect thereof: Termination Initial Level of the relevant Termination Underlying
Provisions relating to a Termination Barrier Event			Applicable
(A)	Termination Barrier Event:		Applicable – Termination Barrier Event European Observation
(B)	Final Barrier Level:		less than Reset Final Barrier Level
			Provisions relating to Reset Final Barrier Level
			Reset Final Barrier Level: Applicable

	FBL Reset Floor Level: 60.00 per cent. of the Termination Initial Level of the Termination Barrier Underlying(s)	
	FBL Preceding MER Level: Performance Product Applicable	
	FBL Performance Product Base Level: Termination Initial Level of the Termination Barrier Underlying(s)	
	Reset MER Underlying(s): The Mandatory Early Termination Performance Underlying	
Provisions relating to the termination amount due or entitlement deliverable	Applicable	
Provisions applicable where Termination Barrier Event is Not Applicable and the Termination Amount is a Performance-Linked Termination Amount:	Not Applicable	
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 – not less than SEK 15,500, indicatively SEK 17,500 <sup>2</sup> 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	

<sup>2</sup> Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is specified will be published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>) on or around the Issue Date.



(E)	Termination Amount due where a Termination Barrier Event has occurred and no Termination Lower Barrier Event is specified:	Not Applicable
(F)	Termination Lower Barrier Event:	Applicable
		Termination Lower Barrier Event Underlying Closing Level
		less than
		The Specified Termination Lower Barrier Event Valuation Date will be 21 November 2029
	Termination Lower Barrier Underlying(s):	Any Termination Underlying
	Termination Lower Barrier Percentage:	50.00 per cent. of the Termination Initial Level for the relevant Termination Lower Barrier Underlying
(G)	Termination Amount due where a Termination Barrier Event has occurred and a Termination Lower Barrier Event is specified:	Applicable
	I. Lower Barrier Event Termination Amount due where a Termination Barrier Event has occurred:	Applicable – the Performance-Linked Termination Amount determined in accordance with Put Option Provisions
	II. Non Lower Barrier Event Termination Amount due where a Termination Barrier Event has occurred:	Applicable – SEK 10,000 per Security
	Performance-Linked Termination Amount:	
	Put Option	Applicable if a Termination Barrier Event and Termination Lower Barrier Event occur
I.	Relevant Percentage:	100.00 per cent.
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 ( <b>FPR</b> ):	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.	<b>FX Provisions:</b>	Not Applicable
16.	<b>FX Performance:</b>	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:** Swedish Securities  
Dematerialised uncertificated book-entry form in accordance with the Swedish CSD Rules
20. **New Safekeeping Structure:** Not Applicable
21. **Business Centre(s):** New York City and Stockholm
22. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** New York City and Stockholm
23. **Redenomination, renominalisation and reconventioning provisions:** Applicable: The provisions of General Condition 18 (*Redenomination*) apply
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:** Sole and Absolute Determination
- (ii) **Minimum Amount Adjustment** Not Applicable  
**Prohibition:**
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:** Not Applicable
32. **Details relating to Instalment Securities:** Not Applicable  
**amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:**

364170245/Ashurst(EML/JCHONG)/EB

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing: Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of the NASDAQ Stockholm AB and to listing on the official list of the NASDAQ Stockholm AB with effect from on or around the Issue Date

### 2. RATINGS

Ratings: The Securities are not rated.

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

Save for any fees payable to the Authorised Offeror, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the Offer.

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

- (i) Reasons for the Offer: See "*Use of Proceeds*" in the Base Prospectus
- (ii) Estimated net proceeds: An amount equal to the Issue Price multiplied by the final number of the Securities issued on the Issue Date  
  
For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and/or the Initial Authorised Offeror(s)
- (iii) Estimated total expenses: Approximately SEK 100,000 (listing fees and legal expenses)

### 5. INFORMATION ABOUT THE PAST AND FUTURE PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING

Information about the past and future performance of the or each Underlying is electronically available free of charge from the applicable Electronic Page(s) specified for such Underlying in Part A above

### 6. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Not Applicable statement on benchmarks:

### 7. DISCLAIMER

#### **Bloomberg®**

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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:	SE0023112818
Common Code:	Not Applicable
CUSIP:	5C2T879Q5
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEMYRS
FISN:	CITILUX/STRUCT WO CAP PROTN
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:	Euroclear Sweden AB
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Citibank Europe plc (Sweden Branch), Stockholm, Sweden
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: No commissions and concessions are payable by the Issuer to the Dealer
- The fee payable by the Dealer to the Initial Authorised Offeror(s) shall not exceed 6.00 per cent. per Calculation Amount and is included in the Issue Price
- In addition, the Issuer understands from the Initial Authorised Offeror(s) that the Initial Authorised Offeror(s) may charge the initial investor(s) a commission of up to 2.50 per cent. per Calculation Amount.
- Investors can obtain more information about the fees by contacting the Initial Authorised Offeror(s)
- (vii) Non-exempt Offer: An offer (the **Swedish Offer**) of the Securities may be made by Garantum Fondkommission Aktiebolag (the **Swedish Initial Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 3 October 2024 to (and including) 14 November 2024 (the **Swedish Offer Period**) in the Kingdom of Sweden (**Sweden**).
- Offers (if any) in any Member State other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus
- Authorised Offeror(s)** means the Initial Authorised Offeror(s).
- Initial Authorised Offeror(s)** means the Swedish Initial Authorised Offeror(s).
- Public Offer Jurisdiction(s)** means Sweden
- See further Paragraph 10 below.
- (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. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	<p>Issue Price</p> <p>In addition, the Issuer understands from the Initial Authorised Offeror(s) that the Initial Authorised Offeror(s) may charge the initial investor(s) a commission of up to 2.50 per cent. per Calculation Amount</p>
Conditions to which the Offer is subject:	<p>If the Issuer receives subscriptions for Securities with an aggregate number equal to the "up to" number of 5,000 Securities, the Issuer may end the Swedish Offer Period before 14 November 2024</p> <p>In the event that the Swedish Offer Period is shortened as described above, the Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Swedish Initial Authorised Offeror (<a href="https://www.garantum.se">https://www.garantum.se</a>)</p> <p>The Issuer reserves the right, in its absolute discretion, to cancel the Swedish Offer and the issue of the Securities in Sweden at any time prior to the Issue Date. In such an event all application monies relating to applications for Securities under the Swedish Offer will be returned (without any interest) to applicants at the applicant's risk by no later than 30 days after the date on which the Swedish Offer of the Securities is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate</p> <p>The Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication the website of the Swedish Initial Authorised Offeror (<a href="https://www.garantum.se">https://www.garantum.se</a>) in the event that the Swedish Offer is cancelled and the Securities are not issued in Sweden pursuant to the above</p>
Description of the application process:	<p>Applications for the purchase of the Securities may be made by a prospective investor in Sweden to the Swedish Initial Authorised Offeror</p> <p>Pursuant to anti-money laundering laws and regulations in force in Germany or other relevant jurisdictions, the Issuer, Citigroup Global Markets Europe AG or any of their authorised agents may require evidence in connection with any application for Securities, including further identification of the applicant(s), before any Securities are issued</p>



	<p>Each prospective investor in Sweden should ascertain from the Swedish Initial Authorised Offeror when the Swedish Initial Authorised Offeror will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Swedish Initial Authorised Offeror</p>
<p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</p>	<p>The Issuer may decline applications and/or accept subscriptions which would exceed the "up to" number of 5,000 Securities, as further described below</p> <p>It may be necessary to scale back applications under the Swedish Offer</p> <p>In the event that subscriptions for Securities under the Swedish Offer are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis as determined by the Issuer, and subject to a minimum allotment per applicant of one Security</p> <p>The Issuer also reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the Swedish Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied</p> <p>Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate</p> <p>The Issuer also reserves the right to accept any subscriptions for Securities which would exceed the "up to" number of 5,000 Securities and the Issuer may increase the "up to" number of Securities</p>
<p>Details of the minimum and/or maximum amount of application:</p>	<p>The minimum amount of any subscription is one Security</p>
<p>Details of the method and time limits for paying up and delivering the Securities:</p>	<p>Securities will be available on a delivery versus payment basis</p> <p>The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date</p>

Manner in and date on which results of the offer are to be made public:	By means of a notice published by the Issuer on the website of the Swedish Initial Authorised Offeror ( <a href="https://www.garantum.se">https://www.garantum.se</a> )
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Offers may be made by the Swedish Initial Authorised Offeror to any person in Sweden
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants in Sweden will be notified directly by the Swedish Initial Authorised Offeror of the success of their application  Dealing in the Securities may commence on the Issue Date
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	See item 9(vi) ( <i>Total commission and concession</i> ) above
Name(s), address(es), legal entity identifier, domicile, legal form and law and country of incorporation to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	The Securities will be publicly offered in Sweden through the Swedish Initial Authorised Offeror:  Garantum Fondkommission Aktiebolag Smålandsgatan 16, 11146 Stockholm, Sweden  Its LEI is 549300SUPDLSXO6YWJ42.  The Swedish Initial Authorised Offeror is a securities company licensed by the Swedish Financial Supervisory Authority to conduct business based on the Securities Markets Act.

## 11. 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 OF THE SECURITIES

INTRODUCTION AND WARNINGS		
<p>The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p>		
<p><b>The Securities:</b> Issue of up to 5,000 Quanto Snowballing Autocall Certificates linked to a Basket of Shares, due December 2029 (ISIN: SE0023112818)</p>		
<p><b>The Issuer:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("<b>LEI</b>") is 549300EVRWDWFJUNNP53.</p>		
<p><b>The Authorised Offeror(s):</b> The Authorised Offeror is Garantum Fondkommission Aktiebolag, Smålandsgatan 16, 11146 Stockholm, Sweden. Its LEI is 549300SUPDLSXO6YWJ42.</p>		
<p><b>Competent authority:</b> 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).</p>		
KEY INFORMATION ON THE ISSUER		
Who is the Issuer of the Securities?		
<p><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.</p>		
<p><b>Issuer's principal activities:</b> The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "<b>Group</b>"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.</p>		
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("<b>CGML</b>" or the "<b>Guarantor</b>"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.</p>		
<p><b>Key managing directors:</b> The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "<b>Corporate Manager</b>"). The members of the board of managers of the Corporate Manager are Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Vincent Mazzoli, Ms. Milka Krasteva and Mr. Dimba Kier.</p>		
<p><b>Statutory auditors:</b> The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Audit S.à r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p>		
What is the key financial information regarding the Issuer?		
<p>The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022.</p>		
Summary information – income statement		
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	227	203
Summary information – balance sheet		
	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Net financial debt (long term debt plus short term debt minus cash) ( <i>in thousands of U.S. dollars</i> )	24,823,075	27,115,261
Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	17422%	21422%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
Summary information – cash flow statement		

	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Net cash flows from operating activities ( <i>in thousands of U.S. dollars</i> )	157,770	(101,533)
Net cash flows from financing activities ( <i>in thousands of U.S. dollars</i> )	(2,899,312)	6,764,831
Net cash flows from investing activities ( <i>in thousands of U.S. dollars</i> )	2,899,305	(6,764,800)

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

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

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

The Issuer is subject to the following key risks:

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

### KEY INFORMATION ON THE SECURITIES

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

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

The Securities are derivative securities in the form of certificates, and are linked to a basket of underlying shares. The Securities will be cleared and settled through Euroclear Sweden AB.

The issue date of the Securities is 10 December 2024. The issue price of the Securities is SEK 10,000 per Security.

Series Number: CGMFL87321; ISIN: SE0023112818; CUSIP: 5C2T879Q5; CFI: DEMYRS; FISN: CITILUX/STRUCT WO CAP PROTN

#### **Currency, calculation amount, number of Securities and settlement date**

The Securities are denominated in Swedish Krona ("SEK"). The calculation amount is SEK 10,000. The number of the Securities to be issued is up to 5,000.

**Settlement Date:** 6 December 2029. This is the date on which the Securities are scheduled to terminate, subject to an early termination of the Securities.

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

The Securities do not pay any coupon amount. The return on the Securities will derive from 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 Settlement Date of the Securities.

**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" or "MERBU") is greater than or equal to the relevant Mandatory Early Termination Barrier Level.

**Mandatory Early Termination Barrier Level or MER Barrier Level:** in respect of a Mandatory Early Termination Date, the percentage 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(s) or MER Barrier Observation Date(s):** 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(s) or MER Date(s):** each date specified as such in the table below.

**Mandatory Early Termination Initial Level or MER Initial Level:** in respect of a 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:

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

**Mandatory Early Termination Performance Underlying(s):** 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:** 21 November 2024, subject to adjustment.

**Mandatory Early Termination Strike Level or MER 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(s) or MER Valuation Date(s):** 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.

**Preceding MER Level:** in respect of a Mandatory Early Termination Date and a Mandatory Early Termination Barrier Underlying, an amount determined to be the product of (a) the Mandatory Early Termination Performance of the Mandatory Early Termination Performance Underlying, in each case, in respect of the immediately preceding Mandatory Early Termination Date, and (b) the Mandatory Early Termination Initial Level of the relevant Mandatory Early Termination Barrier Underlying(s).

**Reset MER Barrier Level:** in respect of a Mandatory Early Termination Date and a Mandatory Early Termination Barrier Underlying, an amount determined, where each relevant constituent value is determined in relation to the relevant Mandatory Early Termination Barrier Underlying(s), as the greater of (a) the Reset MER Floor Level and (b) Preceding MER Level.

**Reset MER Floor Level:** 60.00% of the Mandatory Early Termination Initial Level of the Mandatory Early Termination Barrier Underlying(s).

MER Strike Level	MER Valuation Date(s)	MER Barrier Level (%)	MER Barrier Observation Date(s)	Mandatory Early Termination Amount <sup>3</sup>	MER Date(s)
Zero	21 November 2025	90.00% of the MER Initial Level of the relevant MERBU	21 November 2025	not less than SEK 11,100, indicatively SEK 11,500	8 December 2025
Zero	23 November 2026	the Reset MER Barrier Level	23 November 2026	not less than SEK 12,200, indicatively SEK 13,000	8 December 2026
Zero	22 November 2027	the Reset MER Barrier Level	22 November 2027	not less than SEK 13,300, indicatively SEK 14,500	7 December 2027
Zero	21 November 2028	the Reset MER Barrier Level	21 November 2028	not less than SEK 14,400, indicatively SEK 16,000	6 December 2028

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

<sup>3</sup> Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Mandatory Early Termination Amounts will be published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>) on or around the Issue Date.

- (a) a Termination Barrier Event has not occurred, the Issuer shall terminate each Security on the Settlement Date at an amount equal to indicatively SEK 17,500, not less than SEK 15,500<sup>4</sup>;
- (b) a Termination Barrier Event has occurred, and:
- (i) a Termination Lower Barrier Event has not occurred, the Issuer shall terminate each Security on the Settlement Date at an amount equal to SEK 10,000; or
- (ii) a Termination Barrier Event has occurred, the Issuer shall terminate each Security on the Settlement Date at an amount equal to the product of (a) the Calculation Amount and (b) the sum of 100.00% and the Final Performance of the Final Performance Underlying. Expressed as a formula:

$$CA \times (100.00\% + \text{Final Performance of the Final Performance Underlying})$$

Where:

**Calculation Amount or CA:** SEK 10,000.

**FBL Preceding MER Level:** in respect of a Termination Barrier Underlying, an amount determined to be the product of (a) the Mandatory Early Termination Performance of the Mandatory Early Termination Performance Underlying, in each case, in respect of the immediately preceding Mandatory Early Termination Date, and (b) the Termination Initial Level of the relevant Termination Barrier Underlying(s).

**FBL Reset Floor Level:** 60.00% of the Termination Initial Level of the relevant Termination Barrier Underlying(s).

**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:

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

**Final Performance Underlying:** the Termination 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):** 21 November 2029, subject to adjustment.

**Reset Final Barrier Level:** in respect of a Termination Barrier Underlying, an amount determined, where each relevant constituent value is determined in relation to the relevant Termination Barrier Underlying(s), as the greater of (a) the FBL Reset Floor Level and (b) FBL Preceding MER Level.

**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 Reset Final Barrier Level.

**Termination Barrier Observation Date:** 21 November 2029, subject to adjustment.

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

**Termination Lower Barrier Event:** if on the related Termination Lower Barrier Event Valuation Date, the underlying closing level of any Termination Underlying is less than the Termination Lower Barrier Percentage.

**Termination Lower Barrier Event Valuation Date:** 21 November 2029, subject to adjustment.

**Termination Lower Barrier Percentage:** 50.00% of the Termination Initial Level of the relevant Termination Underlying.

**Termination Strike Date:** 21 November 2024, subject to adjustment.

**Termination Strike Level:** in respect of a Termination Underlying, and for the purpose of determining (i) whether a Termination Barrier Event has occurred and the Final Performance in respect thereof: zero, or (ii) the Performance-Linked Termination Amount if a Termination Barrier Event and Termination Lower Barrier Event have occurred and the Final Performance in respect thereof: Termination Initial Level of the relevant Termination Underlying.

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

The Underlyings			
Description	Underlying for the purpose of the termination provisions	Underlying for the purpose of the mandatory early termination provisions	Electronic page
Shares of Boliden AB (ISIN: SE0020050417)	Yes	Yes	Bloomberg Page: BOL SS <Equity>

<sup>4</sup> Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Termination Amount due where a Termination Barrier Event has not occurred will be published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>) on or around the Issue Date.

Shares of H & M Hennes & Mauritz AB (ISIN: SE0000106270)	Yes	Yes	Bloomberg Page: HMB SS <Equity>
Shares of Hexagon AB (ISIN: SE0015961909)	Yes	Yes	Bloomberg Page: HEXAB SS <Equity>
Shares of Novo Nordisk A/S (ISIN: DK0062498333)	Yes	Yes	Bloomberg Page: NOVOB DC <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 payment dates for non-business days.

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

**Governing law:** The Securities will be governed by English law. Notwithstanding this, the registration of the Securities in Euroclear Sweden AB's system for the registration of financial instruments shall be governed by, and shall be construed in accordance with, Swedish law.

**Bail-in:** Any exercise of any bail-in power or other action taken by a relevant resolution authority in respect of the Guarantor could materially adversely affect the value of and return on the Securities.

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

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

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

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

Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of the NASDAQ Stockholm AB and to listing on the official list of the NASDAQ Stockholm AB with effect from on or around the issue date

#### **Is there a guarantee attached to the Securities?**

**Brief description of the Guarantor:** CGML is a private company limited by shares and was incorporated in England and Wales on 21 October 1983. CGML operates under the laws of England and Wales and is domiciled in England. Its registered office is at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB and its telephone number is +44 (0)207 986 4000. The registration number of CGML is 01763297 on the register maintained by Companies House. Its LEI is XKZZ2JZF41MRHTR1V493. CGML is a wholly-owned indirect subsidiary of Citigroup Inc. and has a major international presence as a dealer, market maker and underwriter, as well as providing advisory services to a wide range of corporate, institutional and government clients.

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

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2023 and 2022.

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

	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	724	(2,689)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	653	2,237
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(1,095)	(586)

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

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

- The Guarantor is exposed to concentrations of risk, particularly credit and market risk. As regulatory or market developments continue to lead to increased centralisation of trading activities, the Guarantor could experience an increase in concentration of risk, which could limit the effectiveness of any hedging strategies and cause the Guarantor to incur significant losses. The Guarantor may be affected by macroeconomic, geopolitical and other challenges, uncertainties and volatilities, including the global COVID-19 pandemic and the military action by Russia in Ukraine (and related sanctions, export controls and similar actions or laws), which may negatively impact the businesses of the Guarantor and its ability to fulfil its obligations under the Securities, and the value of and return on the Securities.
- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- If the relevant resolution authority is satisfied that the Guarantor is failing or likely to fail, and subject to certain other conditions being satisfied, the Guarantor may be subject to action taken by the resolution authority, including potentially the write down of claims of unsecured creditors of the Guarantor (such as under the deed of guarantee) and the conversion of unsecured debt claims (such as 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 settlement, a Termination Barrier Event and Termination Lower Barrier Event have occurred, the Securities may be terminated for less than your initial investment or even zero. Further, you will receive no coupon amount during the term of the Securities.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until settlement. 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 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*

An offer of the Securities will be made in Sweden during the period from (and including) 3 October 2024 to (and including) 14 November 2024. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

The offer price is the issue price. In addition, the Issuer understands from the Authorised Offeror that the Authorised Offeror may charge the initial investor(s) a commission of up to 2.50 per cent. per calculation amount. The minimum subscription amount is one Security. The Issuer may decline in whole or in part an application for the Securities and/or accept subscriptions which would exceed the "up to" number of 5,000 Securities. In the event that subscriptions for Securities are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, as determined by the Issuer, and subject to a minimum allotment per applicant of one Security.

Description of the application process: Applications for the purchase of Securities may be made by a prospective investor in Sweden to the Authorised Offeror. Each prospective investor in Sweden should ascertain from the Authorised Offeror when the Authorised Offeror will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Authorised Offeror.

Details of method and time limits for paying up and delivering the Securities: Securities will be available on a delivery versus payment basis. The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the issue date.

Manner in and date on which results of the offer are to be made public: By means of a notice published by the Issuer on the website of the Authorised Offeror (<https://www.garantum.se>).

#### *Estimated expenses or taxes charged to investor by issuer/offor*

No commissions and concessions are payable by the Issuer to the dealer. The fee payable by the dealer to the Authorised Offeror shall not exceed 6.00 per cent. per calculation amount and is included in the Issue Price. Investors can obtain more information about the fees by contacting the Authorised Offeror.

In addition, the Issuer understands from the Authorised Offeror that the Authorised Offeror may charge the initial investor(s) a commission of up to 2.50 per cent. per calculation amount.

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

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

**Authorised Offeror:** The Authorised Offeror is Garantum Fondkommission Aktiebolag, Smålandsgatan 16, 11146 Stockholm, Sweden. Its LEI is 549300SUPDLXO6YWJ42. The Authorised Offeror is a securities company licensed by the Swedish Financial Supervisory Authority to conduct business based on the Securities Markets Act.

### 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 issue price multiplied by the final number of Securities issued on the issue date.

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

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

Fees are payable to the dealer and/or the distributor(s). The terms of the Securities confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Securities. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Securities, including with respect to such judgements, determinations and calculations. The Issuer, CGML and/or any of their affiliates may also from time to time engage in transactions or enter into business relationships for their own account and/or possess information which affect or relate to the Securities and/or the Underlying(s). The Issuer, CGML and/or any of their affiliates have no obligation to disclose to investors any such information and may pursue actions and take steps that they deem necessary or appropriate to protect their interests without regard to the consequences for investors. Save as described above, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

## SAMMANFATTNING AV VÄRDEPAPPEREN

INLEDNING OCH VARNINGAR		
<p>Denna Sammanfattning ska läsas som en introduktion till Grundprospektet. Varje beslut om att investera i Värdepapperen ska baseras på en bedömning av Grundprospektet i dess helhet av investeraren. Under vissa omständigheter kan investeraren förlora hela eller delar av det investerade kapitalet. Om ett krav hänförligt till informationen i Grundprospektet anförts vid domstol, kan den investerare som är kärande enligt nationell lagstiftning bli tvungen att svara för kostnaderna för översättning av Grundprospektet innan de rättsliga förfarandena inleds. Civilrättsligt ansvar kan åläggas de personer som lagt fram Sammanfattningen, inklusive översättningar därav, men endast om Sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av Grundprospektet eller om den inte, tillsammans med de andra delarna av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Värdepapperen.</p> <p><b>Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.</b></p>		
<p><b>Värdepapperen:</b> Emission av upp till 5 000 Certifikat (Quanto, Snöboll, Automatisk Förtida Avslutande) relaterade till en Korg av Aktier med förfall i december 2029 (ISIN: SE0023112818).</p>		
<p><b>Emittenten:</b> Citigroup Global Markets Funding Luxembourg S.C.A. Dess säte är 31, Z.A. Bourmicht, L-8070 Bertrange, Storhertigdömet Luxemburg och dess telefonnummer är +352 45 14 14 447. Dess identifieringskod för juridiska personer ("LEI") är 549300EVRWDWJUNNP53.</p>		
<p><b>Auktoriserad(e) Erbjudare:</b> Den Auktoriserade Erbjudaren är Garantum Fondkommission Aktiebolag, Smålandsgatan 16, 111 46 Stockholm, Sverige. Dess identifieringskod för juridiska personer (LEI) är: 549300SUPDLXO6YWJ42.</p>		
<p><b>Behörig myndighet:</b> Grundprospektet godkändes den 15 december 2023 av Irlands Centralbank (<i>Central Bank of Ireland</i>), Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irland (Telefonnummer: +353 1 224 6000).</p>		
NYCKELINFORMATION OM EMITTENTEN		
Vem är Emittent av Värdepapperen?		
<p><b>Hemvist och juridisk form, identifieringskod för juridiska personer, enligt vilken lagstiftning Emittenten bedriver verksamhet och i vilket land bolaget har bildats:</b> Emittenten bildades som ett privat aktiebolag med begränsat ägaransvar (<i>société en commandite par actions</i>) den 24 maj 2012 enligt luxemburgsk lag för en obegränsad tidsperiod och är registrerat i Luxemburgs handelsregister (<i>Registre de commerce et des sociétés, Luxembourg</i>) under nummer B 169.199. Dess identifieringskod för juridiska personer (LEI) är 549300EVRWDWJUNNP53.</p>		
<p><b>Emittentens huvudverksamhet:</b> Emittenten beviljar lån eller andra former av finansiering till Citigroup Inc. och dess dotterföretag ("Koncernen"), och kan därför konkurrera i marknader där Koncernen har närvaro, och kan finansiera sig i valfri form, inkluderat genom emission av Värdepapperen, och fortsätta relaterade aktiviteter.</p>		
<p><b>Emittentens större aktieägare, inbegripet huruvida Emittenten ägs eller kontrolleras direkt eller indirekt och av vem:</b> Aktierna i Emittenten innehas av Citigroup Global Markets Funding Luxembourg GP S.à r.l. och Citigroup Global Markets Limited ("CGML" eller "Garanten"). Hela det emitterade aktiekapitalet i CGML ägs av Citigroup Global Markets Holdings Bahamas Limited, som är ett indirekt dotterföretag till Citigroup Inc.</p>		
<p><b>De viktigaste befattningshaverna:</b> Emittenten styrs av Citigroup Global Markets Funding Luxembourg GP S.à r.l. i egenskap av förvaltare ("Bolagsförvaltaren"). Medlemmarna i förvaltningskommittén i Bolagsförvaltaren är Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Vincent Mazzoli, Ms. Milka Krasteva och Mr. Dimba Kier.</p>		
<p><b>Lagstadgade revisorer:</b> Emittentens godkända lagstadgade revisor (<i>réviseur d'entreprises agréé</i>) är KPMG Audit S.à r.l. (tidigare KPMG Luxembourg Société Coopérative) med adress 39, avenue J.F. Kennedy, L-1855, Luxemburg.</p>		
Vad är Emittentens finansiella nyckelinformation?		
<p>Den följande finansiella nyckelinformationen har hämtats från Emittentens reviderade icke-konsoliderade finansiella räkenskaper för åren som slutade den 31 december 2022 och 2021.</p>		
Sammanfattad information – resultaträkning		
	År som slutade den 31 december 2023 (reviderad)	År som slutade den 31 december 2022 (reviderad)
Vinst före inkomstskatt ( <i>i tusentals US-dollar</i> )	227	203
Sammanfattad information – balansräkning		
	Per den 31 december 2023 (reviderad)	Per den 31 december 2022 (reviderad)

Finansiell nettoskuld (långfristig plus kortfristig minus kontanter (i tusentals US-dollar)	24 823 075	27 115 261
Nuvarande förhållande (nuvarande tillgångar/nuvarande skulder)	100%	100%
Skuldsättningsgrad (totala skulder/totalt aktiekapital)	17422%	21422%
Räntetäckningsgrad (verksamhetsintäkt/räntekostnad)*	Ej tillämplig	Ej tillämplig
<b>Sammanfattad information – kassaflödesanalys</b>		
	<b>År som slutade den 31 december 2023 (reviderad)</b>	<b>År som slutade den 31 december 2022 (reviderad)</b>
Nettokassaflöde från verksamhetsaktiviteter (i tusentals US-dollar)	157 770	(101 533)
Nettokassaflöde från finansieringsaktiviteter (i tusentals US-dollar)	(2 899 312)	6 764 831
Nettokassaflöde från investeringsaktiviteter (i tusentals US-dollar)	2 899 305	(6 764 800)

\*I enlighet med IFRS presenterar inte Emittenten några räntekostnader.

**Reservationer i revisionsberättelsen avseende historisk finansiell information:** Det finns inga reservationer i Emittentens revisionsberättelser avseende dess reviderade historiska finansiella information.

### Vilka nyckelrisker är specifika för Emittenten?

Emittenten är föremål för följande nyckelrisker:

- Emittenten är föremål för koncernintern kreditrisk. Ibland ingår Emittenten derivattransaktioner med CGML för att kompensera eller säkra sina skulder till värdepappersinnehavare under värdepapper som emitterats av den (som kan inkludera Värdepapperen). Som sådan är Emittenten exponerad för kreditrisken hos CGML i form av motpartsrisk för sådana derivattransaktioner. Emittentens förmåga att uppfylla sina skyldigheter enligt Värdepapperen är främst beroende av att CGML utför sina motpartsförpliktelser som det är skyldigt Emittenten i fråga om sådana derivattransaktioner i tid, och eventuella misslyckanden från CGML att göra detta kommer att påverka Emittentens förmåga att fullgöra sina skyldigheter enligt Värdepapperen. Värdepappersinnehavare kommer inte ha några krav gentemot CGML under sådana derivattransaktioner.
- Emittenten kanske inte kan behålla sina nuvarande kreditbetyg. Om ett kreditvärderingsinstitut minskar, ställer in eller drar tillbaka sitt betyg på Emittenten och/eller något av dess dotterföretag, kommer sannolikt Värdepapperens likviditet och marknadsvärde påverkas negativt. Nedgraderingar av kreditbetyg kan också ha en negativ inverkan på andra finansieringskällor, till exempel säkerställd finansiering och andra marginalkrav, för vilka det inte finns några uttryckliga utlösande faktorer.
- Efter Rysslands militära aktion i Ukraina har USA infört, och kommer sannolikt att införa väsentliga ytterligare, finansiella och ekonomiska sanktioner och exportkontroller mot vissa ryska organisationer och/eller individer, med liknande åtgärder som genomförts och/eller planerats av Europeiska unionen, Storbritannien och andra jurisdiktioner. Koncernens förmåga att bedriva verksamhet med vissa konsument- och institutionella verksamheter i Ryssland och Ukraina eller som involverar vissa ryska eller ukrainska verksamheter och kunder beror delvis på om sådant engagemang är begränsat enligt nuvarande eller förväntade sanktioner och lagar i USA, Europeiska unionen, Storbritannien eller andra länder, eller på annat sätt avbryts mot bakgrund av denna utveckling. Sanktioner och exportkontroller, liksom eventuella åtgärder från Rysslands sida, kan påverka koncernens affärsverksamhet och kunder i och från Ryssland och Ukraina negativt. Eventuella negativa effekter av Rysslands agerande i Ukraina, och relaterade sanktioner, exportkontroller och liknande åtgärder eller lagar på Koncernen, inklusive Emittenten, kan negativt påverka Emittentens förmåga att fullgöra sina skyldigheter enligt Värdepapperen, och värdet på och avkastningen från Värdepapperen kan också påverkas negativt.

### NYCKELINFORMATION OM VÄRDEPAPPEREN

#### Vilka är Värdepapperens viktigaste egenskaper?

##### **Typ och klass av Värdepapper, inkluderat värdepappersidentifikationsnummer**

Värdepapperen är derivatvärdepapper i form av certifikat, och är relaterade till en korg av underliggande aktier. Värdepapperen kommer clearas och avvecklas genom Euroclear Sweden AB.

Värdepapperens emissionsdag är den 10 december 2024. Värdepapperens emissionskurs är SEK 10 000 per Värdepapper.

Serienummer: CGMFL87321; ISIN: SE0023112818; CUSIP: 5C2T879Q5; CFI: DEMYRS; FISN: CITILUX/STRUCT WO CAP PROTN.

##### **Valuta, beräkningsbelopp, antal Värdepapper och avvecklingsdag**

Värdepapperen är denominerade i svenska kronor ("SEK"). Beräkningsbeloppet är SEK 10 000. Antalet Värdepapper som ska emitteras är upp till 5 000.

**Avvecklingsdag:** 6 december 2029. Detta är den dag på vilken Värdepapperen är planerade att avslutas, med förbehåll för ett förtida avslutande av Värdepapperen.

### **Rättigheter förknippade med Värdepapperen**

Värdepapperen betalar inte något kupongbelopp.

Avkastningen från Värdepapperen kommer att härröra från den potentiella betalningen av ett Belopp vid Obligatoriskt Förtida Avslutande efter förtida avslutande av Värdepapperen på grund av inträffandet av en Barriärhändelse (Obligatoriskt Förtida Avslutande), och, såvida inte Värdepapperen dessförinnan har avslutats eller köpts och annullerats, betalningen av Avslutandebeloppet på Avvecklingsdagen för Värdepapperen.

**Belopp vid Obligatoriskt Förtida Avslutande:** Om, avseende en Obligatorisk Förtida Avslutandedag, en Barriärhändelse (Obligatoriskt Förtida Avslutande) har inträffat, kommer Värdepapperen att avslutas på den relevanta Obligatoriska Förtida Avslutandedagen till ett belopp per Värdepapper lika med beloppet angivet som Beloppet vid Obligatoriskt Förtida Avslutande för den relevanta Obligatoriska Förtida Avslutandedagen angiven i tabellen nedan.

Där:

**Barriärhändelse (Obligatoriskt Förtida Avslutande):** avseende en Obligatorisk Förtida Avslutandedag, om på den relaterade Barriärobservationsdagen (Obligatoriskt Förtida Avslutande), den underliggande stängningsnivån för den Underliggandes Utveckling (Obligatoriskt Förtida Avslutande) (den "**Underliggande för Barriär (Obligatoriskt Förtida Avslutande)**") eller "**MERBU**") är större än eller lika med den relevanta Barriärnivån (Obligatoriskt Förtida Avslutande).

**Barriärnivå (Obligatoriskt Förtida Avslutande)** eller **Barriärnivå (MER):** avseende en Obligatorisk Förtida Avslutandedag, procentsatsen angiven som sådan för sådan Obligatorisk Förtida Avslutandedag i tabellen nedan.

**Barriärobservationsdag(ar) (Obligatoriskt Förtida Avslutande)** eller **Barriärobservationsdag(ar) (MER):** avseende en Obligatorisk Förtida Avslutandedag, varje dag angiven som sådan för sådan Obligatorisk Förtida Avslutandedag i tabellen nedan, med förbehåll för justering.

**Obligatorisk Förtida Avslutandedag eller Dag (MER):** varje dag angiven som sådan i tabellen nedan.

**Initial Nivå (Obligatoriskt Förtida Avslutande)** eller **Initial Nivå (MER):** avseende en Underliggande (Obligatoriskt Förtida Avslutande), den underliggande stängningsnivån för sådan Underliggande för Obligatoriskt Förtida Avslutande för Startdagen för Underliggande för Obligatoriskt Förtida Avslutande.

**Utveckling (Obligatoriskt Förtida Avslutande):** avseende en Obligatorisk Förtida Avslutandedag och en Underliggande (Obligatoriskt Förtida Avslutande), ett tal uttryckt som ett procenttal lika med sådan Underliggandes Referensnivå (Obligatoriskt Förtida Avslutande) för den Obligatoriska Förtida Avslutandedagen minskat med dess Startnivå (Obligatoriskt Förtida Avslutande), allt dividerat med dess Initiala Nivå (Obligatoriskt Förtida Avslutande). Uttryckt som en formel:

$$\frac{\text{Referensnivå (Obligatoriskt Förtida Avslutande) för sådan Dag (MER)} - \text{Startnivå (MER)}}{\text{Initial Nivå (MER)}}$$

**Underliggandes Utveckling (Obligatoriskt Förtida Avslutande):** avseende en Obligatorisk Förtida Avslutandedag, den Underliggande (Obligatoriskt Förtida Avslutande) med den lägsta (fastställt, om lika, av beräkningsagenten) Utvecklingen (Obligatoriskt Förtida Avslutande) för den Obligatoriska Förtida Avslutandedagen.

**Referensnivå (Obligatoriskt Förtida Avslutande):** avseende en Underliggande (Obligatoriskt Förtida Avslutande), den underliggande stängningsnivån för sådan Underliggande (Obligatoriskt Förtida Avslutande) för den relevanta Värderingsdagen (Obligatoriskt Förtida Avslutande).

**Startdag (Obligatoriskt Förtida Avslutande):** 21 november 2024, med förbehåll för justering.

**Startnivå (Obligatoriskt Förtida Avslutande)** eller **Startnivå (MER):** avseende en Underliggande (Obligatoriskt Förtida Avslutande), nivån angiven för sådan Underliggande (Obligatoriskt Förtida Avslutande) i tabellen nedan.

**Underliggande (Obligatoriskt Förtida Avslutande):** varje Underliggande angiven som en underliggande för bestämmelserna om obligatoriskt förtida avslutande i tabellen nedan.

**Värderingsdag(ar) (Obligatoriskt Förtida Avslutande)** eller **Värderingsdag(ar) (MER):** avseende en Obligatorisk Förtida Avslutandedag, varje dag angiven som sådan för sådan Obligatorisk Förtida Avslutandedag i tabellen nedan, med förbehåll för justering.

**Föregående Nivå (MER):** avseende en Obligatorisk Förtida Avslutandedag och en Underliggande för Barriär (Obligatoriskt Förtida Avslutande), ett tal fastställt som produkten av (a) Utvecklingen (Obligatoriskt Förtida Avslutande) för de(n) Underliggande för Utveckling (Obligatoriskt Förtida Avslutande), i varje fall, avseende den omedelbart föregående Obligatoriska Förtida Avslutandedagen, och (b) den Initiala Nivån (Obligatoriskt Förtida Avslutande) för de(n) relevanta Underliggande för Barriär (Obligatoriskt Förtida Avslutande).

**Omräknad Barriärnivå (MER):** avseende en Obligatorisk Förtida Avslutandedag och en Underliggande för Barriär (Obligatoriskt Förtida Avslutande), ett tal fastställt, där varje relevant konstituerande värde fastställs i relation till den relevant Underliggande för Barriär (Obligatoriskt Förtida Avslutande), som det större av (a) Omräknad Golvnivå (MER) och (b) Föregående Nivå (MER).

**Omräknad Golvnivå (MER):** 60,00% av den Initiala Nivån (Obligatoriskt Förtida Avslutande) för den Underliggande för Barriär (Obligatoriskt Förtida Avslutande).

Startnivå (MER)	Värderingsdag(ar) (MER)	Barriärnivå (MER) (%)	Barriärobervationsdag(ar) (MER)	Belopp vid Obligatoriskt Förtida Avslutande <sup>1</sup>	Dag(ar) (MER)
Noll	21 november 2025	90,00% av den Initiala Nivån (MER) för den relevanta MERBU	21 november 2025	Inte mindre än SEK 11 100, indikativt SEK 11 500	8 december 2025
Noll	23 november 2026	den Omräknade Barriärnivån	23 november 2026	Inte mindre än SEK 12 200 indikativt SEK 13 000	8 december 2026
Noll	22 november 2027	den Omräknade Barriärnivån	22 november 2027	Inte mindre än SEK 13 300 indikativt SEK 14 500	7 december 2027
Noll	21 november 2028	den Omräknade Barriärnivån	21 november 2028	Inte mindre än SEK 14 400 indikativt SEK 16 000	6 december 2028

**Avslutandebelopp:** Såvida inte Värdepapperen dessförinnan har avslutats eller köpts och annullerats, om:

- (a) en Barriärhändelse (Avslut) inte har inträffat, ska Emittenten avsluta varje Värdepapper på Avvecklingsdagen till ett belopp lika med indikativt SEK 17 500, inte mindre än SEK 15 500<sup>2</sup>;
- (b) om en Barriärhändelse (Avslut) har inträffat, och:
  - (i) Lägre Barriärhändelse (Avslut) inte har inträffat, ska Emittenten avsluta varje Värdepapper på Avvecklingsdagen till ett belopp lika med SEK 10 000; eller
  - (ii) en Barriärhändelse (Avslut) har inträffat, ska Emittenten avsluta varje Värdepapper på Avvecklingsdagen till ett belopp lika med produkten av (a) Beräkningsbeloppet och (b) summan av 100,00% och den Slutliga Utvecklingen för den Underliggande (Slutlig Utveckling). Uttryckt som en formel:

$$BB \times (100,00\% + \text{Slutlig Utveckling för den Underliggande (Slutlig Utveckling)})$$

Där:

**Beräkningsbelopp** eller **BB**: SEK 10 000.

**Föregående MER-Nivå (FBL):** avseende en Underliggande för Barriär (Avslut), ett belopp fastställt som produkten av (a) Utveckling (Obligatoriskt Förtida Avslutande) för Underliggandes Utveckling (Obligatoriskt Förtida Avslutande), i varje fall, avseende den omedelbart föregående Obligatorisk Förtida Avslutandedag och (b) Initial Nivå (Avslut) för de(n) relevanta Underliggande för Barriär (Avslut).

**Omräknad Golvnivå (FBL):** 60,00% av den Initiala Nivån (Avslut) för de(n) relevanta Underliggande för Barriär (Avslut).

**Slutlig Utveckling: avseende en Underliggande (Avslut),** ett tal uttryckt som ett procenttal lika med sådan Underliggandes (Avslut) Slutliga Referensnivå minskad med dess Startnivå (Avslut), allt dividerat med dess Initiala Nivå (Avslut). Uttryckt som en formel:

$$\frac{\text{Slutlig Referensnivå} - \text{Startnivå (Avslut)}}{\text{Initial Nivå (Avslut)}}$$

**Underliggande (Slutlig Utveckling):** den Underliggande (Avslut) med den lägsta (fastställt, om lika, av beräkningsagenten) Slutliga Utvecklingen.

**Slutlig Referensnivå:** avseende en Underliggande (Avslut), den underliggande stängningsnivån för sådan Underliggande (Avslut) på den Slutliga Värderingsdagen.

**Slutlig Värderingsdag(ar):** 21 november 2029, med förbehåll för justering.

**Omräknad Slutlig Barriärnivå:** avseenden en Underliggande för Barriär (Avslut), ett belopp fastställt, där respektive relevant ingående värde fastställas avseende de(n) relevanta Underliggande för Barriär (Avslut), som det större av (a) the Omräknad Golvnivå (FBL) och (b) Föregående MER-Nivå (FBL).

**Barriärhändelse (Avslut):** om på den relaterade Barriärobervationsdagen (Avslut), den Underliggande (Slutlig Utveckling) (den "Underliggande för Barriär (Avslut)") är mindre än den Omräknade Slutliga Barriärnivån.

**Barriärobervationsdag (Avslut):** 21 november 2029, med förbehåll för justering.

**Initial Nivå (Avslut):** avseende en Underliggande (Avslut), den underliggande stängningsnivån för sådan Underliggande (Avslut) för Startdagen (Avslut).

**Lägre Barriärhändelse (Avslut):** om på den relaterade Värderingsdagen för Lägre Barriärhändelse (Avslut), den underliggande stängningsnivån för någon Underliggande (Avslut) är lägre än Procentsatsen för Lägre Barriär (Avslut).

**Värderingsdag för Lägre Barriärhändelse (Avslut):** 21 november 2029, med förbehåll för justering.

**Procentsats för Lägre Barriär (Avslut):** 50,00% av den Initiala Nivån (Avslut) för den relevanta Underliggande (Avslut).

**Startdag (Avslut):** 21 november 2024, med förbehåll för justering.

<sup>1</sup> Sådant tal ska fastställas av Beräkningsagenten på eller omkring Affärsdagen baserat på marknadsförhållanden. Det förväntas att Beloppen (Obligatoriskt Förtida Avslutande) kommer att publiceras av Emittenten på webbplatsen för den Auktoriserade Erbjudaren (<https://www.garantum.se/>) på eller omkring Emissionsdagen.

<sup>2</sup> Sådant tal ska fastställas av Beräkningsagenten på eller omkring Affärsdagen baserat på marknadsförhållanden. Det förväntas att Avslutandebeloppet kommer att publiceras av Emittenten på webbplatsen för den Auktoriserade Erbjudaren (<https://www.garantum.se/>) på eller omkring Emissionsdagen.

**Startnivå (Avslut):** avseende en Underliggande (Avslut), och för att fastställa (i) huruvida en Barriärhändelse (Avslut) har inträffat och den Slutliga Utveckling avseende denna: noll, eller (ii) det Utvecklingsrelaterade Avslutandebeloppet om en Barriärhändelse (Avslut) har inträffat och den Slutliga Utveckling avseende denna: Initial Nivå (Avslut) för den relevanta Underliggande (Avslut).

**Underliggande (Avslut):** varje Underliggande angiven som en underliggande för bestämmelserna om avslutande i den underliggande tabellen nedan.

De Underliggande			
Beskrivning	Underliggande för bestämmelserna om avslutande	Underliggande för bestämmelserna om obligatoriskt Förtida avslutande	Elektronisk sida
Aktier i Boliden AB (ISIN: SE0020050417)	Ja	Ja	Bloomberg-sida: BOL SS <Equity>
Aktier i H & M Hennes & Mauritz AB (ISIN: SE0000106270)	Ja	Ja	Bloomberg-sida: HMB SS <Equity>
Aktier i Hexagon AB (ISIN: SE0015961909)	Ja	Ja	Bloomberg-sida: HEXAB SS <Equity>
Aktier i Novo Nordisk A/S (ISIN: DK0062498333)	Ja	Ja	Bloomberg-sida: NOVOB DC <Equity>

**Förtida Avslut:** Värdepapperen kan avslutas i förtid efter inträffandet av vissa angivna händelser eller omständigheter (till exempel inklusive en händelse som påverkar de(n) Underliggande eller Emittentens säkringsarrangemang, en uppsägningsgrundande händelse och omständigheter som rör beskattning och olaglighet) till ett belopp som kommer att fastställas av beräkningsagenten i enlighet med Värdepapperens villkor.

**Justeringar:** Värdepapperens villkor innehåller bestämmelser, inklusive bestämmelser som hänför sig till händelser som påverkar de(n) Underliggande eller säkringsarrangemang avseende Värdepapperen, marknadsstörringsbestämmelser och bestämmelser som hänför sig till efterföljande korrigeringar av kursen för de(n) Underliggande och detaljer om konsekvenserna av sådana händelser. Sådana bestämmelser kan i tillämpliga fall tillåta justering av Värdepapperens villkor. Villkoren för Värdepappren tillåter även justering av betalningsdagar för icke-bankdagar.

**Möten:** Värdepapperens villkor innehåller bestämmelser för att kalla till innehavarmöten för att överväga frågor som påverkar deras intressen i allmänhet. Dessa bestämmelser tillåter definierade majoriteter att binda alla innehavare, inklusive innehavare som inte deltog och röstade vid det relevanta mötet och innehavare som röstade på ett sätt som strider mot majoriteten.

**Tillämplig rätt:** Värdepapperen är underkastade engelsk rätt. Trots detta ska registreringen av Värdepapperen i Euroclear Sweden AB:s system för registrering av finansiella instrument styras av och tolkas i enlighet med svensk rätt.

**Nedskrivning:** Varje utövande av vilken som helst nedskrivningsbefogenhet eller annan åtgärd av en relevant resolutionsmyndighet vad gäller Garanten kan väsentligt påverka värdet på och avkastningen från Värdepapperen.

**Värdepapperens status:** Värdepapperen utgör direkta, ovillkorade, icke-eftersälda och icke-säkerställda förpliktelser för Emittenten och kommer vid var tid rangordnas lika sinsemellan (*pari passu*) och åtminstone lika sinsemellan (*pari passu*) med alla andra icke-säkerställda och icke-eftersälda utestående förpliktelser för Emittenten, med undantag för förpliktelser som har företräde genom lagbestämmelser som är både obligatoriska och generellt tillämpliga.

#### Beskrivning av restriktioner avseende fri överlåtbarhet av Värdepapperen

Värdepapperen kommer vara överlåtbara, med förbehåll för erbjudande-, försäljnings- och överföringsrestriktioner genom lag i någon jurisdiktion vari Värdepapperen erbjuds eller säljs.

#### Var kommer Värdepapperen att handlas?

Ansökan kommer göras av Emittenten (eller å dess vägnar) för att ta upp Värdepapperen till handel på den Reglerade Marknaden hos NASDAQ Stockholm AB och för att notera Värdepapperen på den officiella listan hos NASDAQ Stockholm AB med start på eller omkring emissionsdagen.

#### Omfattas Värdepapperen av en Garanti?

**Kort beskrivning av Garanten:** CGML är ett privat bolag med begränsat ägaransvar och införlivades i England och Wales den 21 oktober 1983. CGML är underkastat lagarna i England och Wales och har hemvist i England. Det har sitt säte på Citigroup Center, Canada Square, Canary Wharf, London E14 5LB och dess telefonnummer är +44 (0) 207 986 4000. Registreringsnumret för CGML är 01763297 i registret som upprätthålls av Companies House. Dess identifieringskod för juridiska personer (LEI) är XKZZ2JZF41MRHTR1V493. CGML är ett helägt indirekt dotterföretag till Citigroup Inc. och har en stor internationell närvaro som återförsäljare, marknadsaktör och försäkringsgivare samt tillhandahåller rådgivningstjänster till ett brett spektrum av företagskunder, institutionella och statliga kunder.

**Natur och omfattning av garantin:** De emitterade Värdepapperen garanteras villkorslöst och oåterkalleligt av CGML i enlighet med en garanti, som utgör direkta, ovillkorliga, icke-eftersälda och icke-säkerställda förpliktelser för CGML och rangordnas och kommer att rangordnas åtminstone lika sinsemellan (*pari passu*) med alla andra CGML:s utestående, icke-säkerställda och icke-eftersälda

förpliktelser, med undantag för sådana förpliktelser som kan ha företräde enligt lagbestämmelser som både är tvingande och av allmän tillämpning.

**Garantens finansiella nyckelinformation:** Den följande finansiella nyckelinformationen har hämtats från Garantens reviderade icke-konsoliderade finansiella räkenskaper för åren som slutade den 31 december 2023 och 2022.

Sammanfattad information – resultaträkning		
	År som slutade den 31 december 2023 (reviderad)	År som slutade den 31 december 2022 (reviderad)
Vinst efter skatt ( <i>i miljoners US-dollar</i> )	190	278
Sammanfattad information – balansräkning		
	Per den 31 december 2022 (reviderad)	Per den 31 december 2021 (reviderad)
Finansiell nettoskuld (långfristig skuld plus kortfristig skuld minus kontanter) ( <i>i miljoners US-dollar</i> )	6 460	14 668
Skuldsättningsgrad (totala skulder/aktiekapital)	16,2	15,7
Sammanfattad information – kassaflödesanalys		
	År som slutade den 31 december 2022 (reviderad)	År som slutade den 31 december 2021 (reviderad)
Nettokassaflöde från verksamhetsaktiviteter ( <i>i miljoners US-dollar</i> )	724	(2 689)
Nettokassaflöde från finansieringsaktiviteter ( <i>i miljoners US-dollar</i> )	653	2 237
Nettokassaflöde från investeringsaktiviteter ( <i>i miljoners US-dollar</i> )	(1 095)	(586)

**Reservationer i revisionsberättelsen avseende historisk finansiell information:** Det finns inga reservationer i Garantens revisionsberättelser avseende dess reviderade historiska finansiella information.

**Nyckelrisker i förhållande till Garanten:** Garanten är föremål för följande nyckelrisker:

- Garanten är utsatt för koncentrationer av risker, särskilt kredit- och marknadsrisker. Eftersom reglerings- eller marknadsutvecklingen fortsätter att leda till ökad centralisering av handelsverksamheten, kan Garanten uppleva en ökad koncentration av risk, vilket kan begränsa effektiviteten för alla säkringsstrategier och få Garanten att drabbas av betydande förluster. Garanten kan påverkas av makroekonomiska, geopolitiska och andra utmaningar, osäkerheter och volatiliteter, inklusive den globala COVID-19-pandemin och den militära åtgärden av Ryssland i Ukraina (och relaterade sanktioner, exportkontroller och liknade åtgärder och lagar), vilket kan påverka Garantens verksamhet negativt och dess förmåga att uppfylla sina skyldigheter enligt Värdepapperen, och värdet på och avkastningen på Värdepapperen.
- Garanten kanske inte kan behålla sina nuvarande kreditbetyg. Om ett kreditvärderingsinstitut minskar, ställer in eller drar tillbaka sitt betyg på Emittenten och/eller något av dess dotterföretag, kommer sannolikt Värdepapperens likviditet och marknadsvärde påverkas negativt. Nedgraderingar av kreditbetyg kan också ha en negativ inverkan på andra finansieringskällor, till exempel säkerställd finansiering och andra marginalkrav, för vilka det inte finns några uttryckliga utlösande faktorer.
- Om den relevanta resolutionsmyndigheten är övertygad om att Garantens fallerar eller sannolikt kommer att falla, och under förutsättning att vissa andra villkor är uppfyllda, kan Garantens bli föremål för åtgärder som vidtas av resolutionsmyndigheten, inbegripet potentiellt nedskrivning av fordringar från borgenärer utan säkerhet för Garantens (t.ex. enligt garantihandlingen *deed of guarantee*) och konvertering av fordringar utan säkerhet (t.ex. enligt garantihandlingen) till andra instrument (t.ex. eget kapital aktier), överlåtelse av hela eller delar av Garantens verksamhet till en annan enhet eller andra resolutionsåtgärder. Som ett resultat av en sådan åtgärd kan investerare förlora en del av eller hela sin investering i Värdepapperen.

#### Vilka nyckelrisker är specifika för Värdepapperen?

Värdepapperen är föremål för följande nyckelrisker:

- Du bör vara beredd att drabbas av en total eller delvis förlust av inköpskursen för dina Värdepapper. Värdet på Värdepapper före dessas planerade avslutande kan variera beroende på ett antal sammanhängande faktorer, inklusive värdet, utdelningsavkastningen och volatiliteten hos de(n) Underliggande och eventuella förändringar i mellanliggande räntesatser, om tillämpligt, och en försäljning av Värdepapper före dessas planerade avslutande kan ha en betydande rabatt från det ursprungliga inköpspriset och du kan förlora en del av eller hela din investering. Om, vid avveckling, en Barriärhändelse (Avslut) och en Lägre Barriärhändelse (Avslut) har inträffat, kommer Värdepapperen att lösas in för mindre än din initiala investering eller till och med noll. Om, vid förfall, en Barriärhändelse (Avslut) har inträffat, kan Värdepapperen avslutas för mindre än din initiala investering eller rentav noll. Vidare du kommer inte att få något kupongbelopp ränta under Värdepapperens löptid.
- Emittentens förpliktelser enligt Värdepapperen och Garantens förpliktelser enligt garantin utgör allmänna avtalade förpliktelser för respektive enhet och för ingen annan person. Följaktligen är betalningar under Värdepapperen föremål för kreditrisken hos Emittenten och Garantens. Värdepappersinnehavare kommer inte att ha tillgång till några pantsatta tillgångar hos Emittenten och Garantens i händelse av att Emittenten eller Garantens inte kan uppfylla sina förpliktelser enligt Värdepapperen, inklusive i fall av insolvens, och därför riskerar att förlora en del av eller hela sin investering.
- Värdepapper kanske inte har någon etablerad handelsmarknad när de emitteras, och en kanske aldrig utvecklas, så investerare bör vara beredda att hålla Värdepapperen fram till avveckling. Om en marknad utvecklas kanske den inte är väldigt likvid. Följaktligen kanske du inte kan sälja dina Värdepapper enkelt eller alls eller till kurser som är lika med eller högre än din initiala investering och

<p>i själva verket kan en sådan kurs vara väsentligt lägre än den ursprungliga inköpskursen. Bristande likviditet kan ha en allvarlig negativ effekt på Värdepapperens marknadsvärde.</p> <ul style="list-style-type: none"> <li>Förfallna belopp avseende Värdepapperen är kopplade till utvecklingen för de(n) Underliggande, som är en korg med aktier. Värdet på en aktie kan sjunka såväl som stiga och värdet på en aktie på vilket datum som helst kanske inte återspeglar dess resultat under någon tidigare period. Värdet och kursvolatiliteten för en aktie kan påverka värdet på och avkastningen på Värdepapperen.</li> <li>Värdepapperen skapar inte ett faktiskt intresse i eller ägande av en Underliggande och du kommer följaktligen inte ha rösträtt eller rätt att erhålla utdelning eller distributioner eller andra rättigheter med avseende på en Underliggande. Ett Värdepapper kommer inte att representera ett anspråk mot en Underliggande och i händelse av att det belopp som betalats vid avslutande av Värdepapperen är mindre än din investering, kommer du inte att åberopa någon relevant säkerhet mot en Underliggande med avseende på sådana Värdepapper. Du har inget juridiskt eller gynnsamt intresse i en Underliggande. Du kan få en lägre avkastning på Värdepapperen än du skulle ha fått om du investerat direkt i en Underliggande eller genom en annan produkt.</li> <li>Värdepapperens villkor inkluderar bestämmelser som handlar om uppskjutande av datum då kursen på en Underliggande planeras att tas. Sådan uppskjutande eller alternativa bestämmelser för värdering som ges i villkoren för Värdepapperen kan ha en negativ inverkan på värdet på sådana Värdepapper.</li> <li>Beräkningsagenten kan göra justeringar av Värdepapperens villkor för att beakta effekten av vissa justeringshändelser som inträffar med avseende på Värdepapperen eller en Underliggande och/eller säkringsarrangemang, eller kan ersätta en Underliggande med en ny aktie. Alla sådana justeringar kan ha en negativ inverkan på värdet på sådana Värdepapper.</li> <li>Under vissa omständigheter (till exempel om beräkningsagenten fastställer att ingen beräkning, justering eller utbyte rimligen kan göras, efter en uppsägningsgrundande händelse eller vissa händelser som påverkar en Underliggande eller Emittentens säkringsarrangemang, eller av skäl som hänför sig till beskattning eller olaglighet), kan Värdepapperen avslutas i förtid. Om Värdepapperen avslutas i förtid kan beloppet som betalas vara mindre än din initiala investering och du kan därför drabbas av en förlust.</li> <li>Efter inträffandet av en Barriärhändelse (Obligatoriskt Förtida Avslutande), kommer Värdepapperen att avslutas på den relevanta Obligatoriska Förtida Avslutandedagen till det relevanta Beloppet vid Obligatoriskt Förtida Avslutande och inga ytterligare belopp ska erläggas avseende Värdepapperen efter den Obligatoriska Förtida Avslutandedagen. I detta fall är du utsatt för en återinvesteringsrisk, eftersom du kanske inte kan ersätta din investering i Värdepapperen med en investering som har en liknande profil av chanser och risker som Värdepapperen.</li> </ul>
<p><b>NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH UPPTAGANDE TILL HANDEL PÅ EN REGLERAD MARKNAD</b></p>
<p><b>På vilka villkor och enligt vilken tidplan kan jag investera i detta Värdepapper?</b></p>
<p><b>Villkor för erbjudandet</b></p> <p>Ett erbjudande av Värdepapper kommer att göras i Sverige under perioden från och med den 3 oktober 2024 till och med den 14 november 2024. Sådan period kan förkortas efter Emittentens val. Emittenten förbehåller sig rätten att avbryta erbjudandet av Värdepapperen.</p> <p>Erbjudandekursen är emissionskursen. Dessutom, Emittenten har uppfattat från den Auktoriserade Erbjudaren att den Auktoriserade Erbjudanden kan debitera de(n) initiala investeraren(arna) en provision om upp till 2,50 procent per beräkningsbelopp. Minsta teckningsbelopp är ett Värdepapper. Emittenten kan helt eller delvis avslå en ansökan om Värdepapper och/eller acceptera teckningar som skulle överstiga upp till antalet 5 000 Värdepapper. I händelse av att teckningar av Värdepapper reduceras på grund av överteckning tilldelar Emittenten Värdepapper till sökande på pro rata-basis, som bestäms av Emittenten, och med förbehåll för en minsta tilldelning per sökande av ett Värdepapper.</p> <p>Beskrivning av ansökningsprocessen: Ansökningar om köp av Värdepapper kan göras av en potentiell investerare i Sverige till den Auktoriserade Erbjudaren. Varje potentiell investerare i Sverige bör fastställa från den Auktoriserade Erbjudaren när den Auktoriserade Erbjudande kommer att kräva mottagande av godkända medel från den för sin ansökan om köp av eventuella Värdepapper och hur betalningen ska ske till den Auktoriserade Erbjudaren.</p> <p>Information om metod och tidsgränser för att betala och leverera Värdepapperen: Värdepapper kommer att finnas tillgängliga på leverans-kontra-betalningsbasis. Emittenten uppskattar att Värdepapperen kommer att levereras till köparens respektive kontobaserade värdepapperskonton på eller runt emissionsdagen.</p> <p>Sätt och datum på vilket resultat av erbjudandet ska offentliggöras: Med ett meddelande publicerat av Emittenten på den Auktoriserade Erbjudarens webbplats (<a href="https://www.garantum.se/">https://www.garantum.se/</a>).</p>
<p><b>Uppskattade kostnader eller skatter som debiteras investeraren av emittenten/erbjudaren</b></p> <p>Inga provisioner eller arvoden ska erläggas av Emittenten till återförsäljaren. Arvodet som ska erläggas av återförsäljaren till den Auktoriserade Erbjudaren ska inte överstiga 6,00 procent per beräkningsbelopp och är inkluderat i Emissionskursen. Investerare kan erhålla mer information om arvoden genom att kontakta den Auktoriserade Erbjudaren.</p> <p>Dessutom, Emittenten har uppfattat från den Auktoriserade Erbjudaren att den Auktoriserade Erbjudaren kan debitera de(n) initiala investeraren(arna) en provision om upp till 2,50 procent per Beräkningsbelopp.</p>
<p><b>Vem är erbjudaren och/eller den person som ansöker om upptagande till handel?</b></p>
<p>Emittenten är det företag som begär upptagande till handel av Värdepapperen.</p>



**Auktoriserad Erbjudare:** Den Auktoriserade Erbjudaren är Garantum Fondkommission Aktiebolag, Smålandsgatan 16, 111 46 Stockholm, Sverige. Dess identifieringskod för juridiska personer (LEI) är 549300SUPDLSXO6YWJ42. Den Auktoriserade Erbjudaren är ett värdepappersbolag med tillstånd från Finansinspektionen att bedriva verksamhet baserad på lagen om värdepappersmarknaden.

#### **Varför upprättas detta prospekt?**

##### **Användning av och uppskattade nettointäkter**

Nettointäkterna från emissionen av Värdepapperen kommer främst att användas för att bevilja lån eller andra former av finansiering till CGML och alla enheter som tillhör samma Koncern, och kan användas för att finansiera Emittenten själv. De uppskattade nettointäkterna är ett belopp motsvarande ett belopp lika med emissionskursen multiplicerad med det slutliga antalet Värdepapper som emitteras på emissionsdagen.

**Teckningsgarantiavtal med fast åtagande att placera värdepapper:** Erbjudandet av Värdepapperen är inte föremål för ett teckningsgarantiavtal med fast åtagande.

##### **Beskrivning av betydande intressen i emissionen/erbjudandet inklusive intressekonflikter**

Avgifter får betalas till återförsäljaren och distributören(erna). Värdepapperens villkor ger Emittenten, beräkningsagenten och vissa andra personers utrymme för skönsmässig bedömning vid bedömningar, fastställanden och beräkningar i förhållande till Värdepapperen. Potentiella intressekonflikter kan existera mellan Emittenten, beräkningsagenten och Värdepappersinnehavarna, inklusive vad gäller sådana bedömningar, fastställanden och beräkningar. Emittenten, CGML och/eller något av deras dotterföretag kan också då och då bedriva transaktioner eller ingå affärsrelationer för egen räkning och/eller inneha information som påverkar eller hänför sig till Värdepapperen och/eller de(n) Underliggande. Emittenten, CGML och/eller något av deras dotterföretag har ingen skyldighet att avslöja sådan information för investerare och kan vidta åtgärder och ta steg som de anser nödvändiga eller lämpliga för att skydda sina intressen utan hänsyn till konsekvenserna för investerare. Bortsett från vad som beskrivits ovan, så långt som Emittenten är medveten, har ingen som är involverad i erbjudandet av Värdepapper ett väsentligt intresse i erbjudandet.