

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”) and regulations made thereunder; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act (“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 Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Final Terms dated 16 January 2023
Citigroup Inc.**

Legal Entity Identifier (LEI): 6SHG14ZSSLCXXQSBB395

Issue of Up to EUR 100,000,000 Citigroup Inc. EUR 5y Callable Step Up
(referred to by the Distributor as “Citigroup Step Up Callable EUR Febbraio 2028”)

Under the Citi Global Medium Term Note Programme

The Notes are intended to qualify as eligible debt securities for purposes of the Federal Reserve's total loss-absorbing capacity ("TLAC") rule. As a result, in the event of a Citigroup Inc. bankruptcy, Citigroup Inc.'s losses and any losses incurred by its subsidiaries would be imposed first on Citigroup Inc.'s shareholders and then on its unsecured creditors, including the holders of the Notes. Further, in a bankruptcy proceeding of Citigroup Inc., any value realised by holders of the Notes may not be sufficient to repay the amounts owed on the Notes. For more information about the consequences of TLAC on the notes, you should refer to "Citi Resolution Plan (CSA, etc.) in relation to Notes issued by Citigroup Inc." in the section "Description of Citigroup Inc." in the Citigroup Inc. Rates Base Prospectus.

Subject as provided above, any person making or intending to make an offer of the Notes in any Member State of the EEA may only do so:

- (a) in those Public Offer Jurisdictions mentioned in item 8 of Part B below, provided such person is one of the persons mentioned in item 8 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 and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in any other circumstances.

For the purpose of the Base Prospectus (as defined below), "EU Prospectus Regulation" means Regulation (EU) 2017/1129 (as amended).

The Notes 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 Notes 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 Notes 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 Notes 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 Notes 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 Notes 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 Notes, see "*General Information relating to the Programme and the Notes - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes 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 Notes are New York Law Notes. A Summary of the Notes 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 "*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule 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 Notes 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 and the offer of the Notes 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 close of the offer period.

The Base Prospectus and the Supplements and the translation of the Summary into Italian are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). In addition, this Final Terms is available on the website of Euronext Dublin (<https://live.euronext.com>) and on the website of the Issuer (<https://it.citigroup.com/Home>) and on the website www.intesasanpaolo.com.

For the purposes hereof, "**Base Prospectus**" means the Citigroup Inc. Rates Base Prospectus relating to the Programme dated 8 July 2022, as supplemented by a Supplement (No.1) dated 2 August 2022 ("**Supplement No.1**"), a Supplement (No.2) dated 19 August 2022 ("**Supplement No.2**") a Supplement (No.3) dated 16 September 2022 ("**Supplement No.3**"), a Supplement (No.4) dated 18 October 2022 ("**Supplement No.4**"), a Supplement (No.5) dated 28 October 2022 ("**Supplement No.5**") and a Supplement (No.6) dated 16 November 2022 ("**Supplement No.6**") and a Supplement (No.7) dated 14 December 2022 ("**Supplement No.7**" and together with Supplement No.1, Supplement No. 2, Supplement No.3, Supplement No.4, Supplement No.5 and Supplement No.6 the "**Supplements**").

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|----|------|----------------|----------------|
| 1. | (i) | Issuer: | Citigroup Inc. |
| | (ii) | Guarantor: | Not Applicable |
| 2. | (i) | Series Number: | EMTN8233 |

- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Euro (**EUR**)
4. Aggregate Principal Amount:
- (i) Series: Up to EUR 100,000,000
- (ii) Tranche: Up to EUR 100,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: EUR 1,000
- (ii) Calculation Amount: EUR 1,000
7. (i) Trade Date: 20 February 2022
- (ii) Issue Date: 23 February 2023
- (iii) Interest Commencement Date: The Issue Date
8. Scheduled Maturity Date: 23 February 2028, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Type of Notes: Fixed Rate Notes
10. Automatic Change of Interest Basis and Lock-in Change of Interest Basis: Not Applicable
11. Put/Call Options: Issuer Call as specified in item 20 (i) below
12. (i) Status of the Notes: Senior
- (ii) Status of the CGMHI Deed of Guarantee: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Not Applicable

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. Underlying Linked Notes Provisions: Not Applicable

PROVISIONS RELATING TO INTEREST AMOUNTS

14. Interest Provisions: Applicable

(i) (A) Fixed Rate Note Provisions: Applicable

Interest Rate[s]: Fixed Interest Rate

Specified Fixed Rate[s]: As set out in the Rate Table

Rate Table	
Interest Period End Date(s) / Interest Payment Date(s)	Specified Fixed Rate(s)
23 August 2023	2.55 per cent. per annum
23 February 2024	2.65 per cent. per annum
23 August 2024	2.75 per cent. per annum
24 February 2025	2.85 per cent. per annum
26 August 2025	2.95 per cent. per annum
23 February 2026	3.05 per cent. per annum
24 August 2026	3.15 per cent. per annum
23 February 2027	3.25 per cent. per annum
23 August 2027	3.35 per cent. per annum
23 February 2028	3.45 per cent. per annum

Interest Amount[s]: As specified in Valuation and Settlement Condition 5(a)(ii) (*Accrual applicable to Fixed Rate Notes*)

Broken Amount(s): Not Applicable

Interest Payment Date(s) 23 August 2023
to which the Fixed Rate
Note Provisions apply: 23 February 2024
23 August 2024
24 February 2025
26 August 2025
23 February 2026
24 August 2026
23 February 2027
23 August 2027
23 February 2028 - adjusted in accordance with
the Modified Following Business Day
Convention

I. Accrual: Applicable

I. Range Accrual Not Applicable
Note
Provisions:

II. Interest Period 23 August 2023
End Date(s): 23 February 2024
23 August 2024
23 February 2025
23 August 2025
23 February 2026
23 August 2026
23 February 2027
23 August 2027
23 February 2028 not adjusted

III. Day Count 30/360
Fraction:

IV. Determination Not Applicable
Dates:

V. Margin(s) (for Not Applicable
the Specified
Fixed Rate):

VI. Interest Not Applicable
Participation
Rate (for the
Specified Fixed
Rate):

(B) Floating Rate Note Not Applicable
Provisions:

- (C) Inflation Rate Note Not Applicable
Provisions:
- (D) DIR Inflation Linked Not Applicable
Interest Note Provisions:
- (E) CMS Interest Linked Not Applicable
Note Provisions:
- (ii) Range Accrual Note Provisions: Not Applicable
- (iii) Digital Note Provisions: Not Applicable
- (iv) Digital Band Note Provisions: Not Applicable
- (v) Inverse Floating Rate Note Not Applicable
Provisions:
- (vi) Spread Note Provisions: Not Applicable
- (vii) Volatility Bond Note Provisions: Not Applicable
- (viii) Synthetic Forward Rate Note Not Applicable
Provisions:
- (ix) Previous Coupon Linked Note Not Applicable
Provisions:
- (x) FX Performance Note Provisions: Not Applicable
- (xi) Reserve Coupon Note Provisions: Not Applicable
- (xii) Global Interest Floor Note Not Applicable
Provisions:
- (xiii) Global Interest Cap Note Not Applicable
Provisions:
- (xiv) Restructure Interest Rate Note Not Applicable
Provisions:
- (xv) Interest Rollup: Not Applicable

PROVISIONS RELATING TO SWITCHER OPTION

15. Switcher Option: Not Applicable

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

16. Lock-in Change of Interest Basis: Not Applicable

PROVISIONS RELATING TO ZERO COUPON NOTES

17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

18. Credit Linked Notes: Not Applicable

PROVISIONS RELATING TO INDEX SKEW NOTES

19. Index Skew Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Redemption Provisions:

- (i) Issuer Call: Applicable
 - (A) Optional Redemption Date(s): 24 August 2026, 23 February 2027, 23 August 2027
 - (B) Optional Redemption Amount: 100.00 per cent of the Calculation Amount
 - (C) If redeemable in part:
 - (1) Minimum Redemption Amount: Not Applicable
 - (2) Maximum Redemption Amount: Not Applicable
 - (D) Notice period: Not less than 10 Business Days
- (ii) Investor Put: Not Applicable
- (iii) Redemption Amount: 100.00 per cent of the Calculation Amount
 - (A) DIR Inflation Linked Notes: Not Applicable
 - (B) Lock-in Redemption Notes: Not Applicable

- (ii) Hedging Disruption: Not Applicable
- (iii) Increased Cost of Hedging: Not Applicable
- (iv) Additional Adjustment Events relating to Inflation Indices: Not Applicable
- (v) Additional Adjustment Events relating to FX Rates where EMTA Provisions are Not Applicable: Not Applicable
- (vi) Additional Adjustment Events relating to FX Rates where EMTA Provisions are Applicable: Not Applicable
22. Additional Early Redemption Event:
- (i) Hedging Disruption Early Termination Event: Not Applicable
- (ii) Section 871(m) Event: Not Applicable
- (iii) Early Redemption Amount payable under Inflation Index Condition 5 (*Additional Early Redemption Events*): Not Applicable
23. Realisation Disruption Event: Not Applicable
24. Form of Notes: Registered Notes
Regulation S Global Registered Note Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg
25. New Safekeeping Structure: Yes – New Safekeeping Structure applies
26. Business Centre(s): London, New York and TARGET
27. Business Day Jurisdiction(s) or other special provisions relating to payment dates: London, New York and TARGET
28. Redenomination: Not Applicable
29. Consolidation provisions: The provisions of General Condition 12 (Further Issues) apply

30. Substitution provisions: Not Applicable
- Additional Requirements: Not Applicable
31. Schedule A (Redemption and Purchase and Events of Default): Applicable
32. Name and address of Calculation Agent: Citibank, N.A. London branch (acting through its Interest Rate Derivatives department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
33. Determinations:
- (i) Standard: Commercial Determination
- (ii) Minimum Amount Adjustment Prohibition: Applicable
34. Determinations and Exercise of Discretion (BEC): Not Applicable
35. Governing law: State of New York

Signed on behalf of the Issuer:

By:
Duly authorised

The Distributor and Lead Manager, or their affiliates may, in the ordinary course of business, perform activities involving other securities issued by the Issuer or other entities belonging to the Issuer's group, and, in that context, may have access to information regarding the Issuer or its group, but the Distributor, the Lead Manager or their affiliates, as applicable, will be not obliged to, and may be prevented from, making such information available to potential investors.

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: | Up to the final Aggregate Principal Amount less the commissions described below |
| (iii) | Estimated total expenses: | Approximately Euro 8,000 legal expenses and Euro 1,500 listing fees |

5. YIELD (*Fixed Rate Notes only*)

- | | |
|---|---|
| Indication of yield/Unified Yield Rate: | The yield will be 3.00 per cent per annum. |
| | Calculated on a semi-annual 30/360 unadjusted basis on the Issue Date |
| | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

6. PERFORMANCE OF THE UNDERLYING/RATE

Not Applicable

7. OPERATIONAL INFORMATION

- | | |
|--|---------------------------------|
| ISIN Code: | XS2110114324 |
| Common Code: | 211011432 |
| CUSIP: | 5C030Y9P5 |
| WKN: | Not Applicable |
| Valoren: | Not Applicable |
| CFI: | DTFNFR |
| FISN: | CITIGROUP INC/2.55EMTN 20280223 |
| Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable: | Not Applicable |

Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8. 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 which, for the purpose of the issue of the Notes, will act as settlement agent to the Issuer (the “ Dealer ”).
(vi) Total commission and concession:	In connection with the placement of the Notes, the Issuer will pay: (i) through the Lead Manager, to the Distributor, a distribution fee from a minimum of 2.40% to a maximum of 2.72% of the Principal Amount of the Notes effectively placed (the “ Distribution Fee ”) and (ii) to the Lead Manager a structuring fee from a minimum of 0.60% and a maximum of 0.68% of the Principal Amount of the Notes effectively placed (the “ Structuring Fee ”).

The exact amount of the Distribution Fee will be published not later than five Business Days after close of the Offer Period on the website of the Issuer (<https://it.citifirst.com/Home>), the Lead

Manager (www.mpscapitalservices) and the Distributor (www.gruppomps.it)

(vii) Non-exempt Offer: An offer (the "**Italian Offer**") of the Notes may be made by the Issuer through the Lead Manager and the Distributor (as defined below) (the "**Initial EEA Authorised Offeror(s)**") other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 17 January 2023 to and including 20 February 2023 (the "**Italian Offer Period**") in Republic of Italy subject to any early termination or extension of the Italian Offer Period or termination of the Offer, as agreed in writing between the Issuer and the Lead Manager (as described below.)

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

Initial EEA Authorised Offeror(s) means MPS Capital Services Banca per le Imprese S.p.A. and Banca Monte dei Paschi di Siena S.p.A.

Public Offer Jurisdiction(s) means the Republic of Italy.

See further Paragraph 10 (*Terms and Conditions of the offer*) below

(viii) General Consent: Not Applicable

(ix) Other conditions to consent: Not Applicable

(ii) Prohibition of Sales to EEA Retail Investors: Not Applicable

(iii) Prohibition of Sales to UK Retail Investors: Applicable

9. EU BENCHMARKS REGULATION AND UK BENCHMARKS REGULATION

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

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

10. TERMS AND CONDITIONS OF THE OFFER

Offer Price: Issue Price, equal to 100 per cent. of the Specified Denomination of each Note.

The Offer Price includes, per Specified Denomination, (i) a Distribution Fee from a minimum of 2.40% to a maximum of 2.72% of the Principal Amount of the Notes effectively placed and (ii) a Structuring Fee from a minimum of 0.60% and a maximum of 0.68% of the Principal Amount of the Notes effectively placed.

The exact amount of the Distribution Fee will be published not later than five Business Days after close of the Offer Period on the website of the Issuer (<https://it.citifirst.com/Home>), the Lead Manager (www.mpsc Capitalservices.com) and the Distributor (www.gruppomps.it)

Investors should take into account that if the Notes are sold on the secondary market after the Italian Offer Period, the above-mentioned commissions included in the Offer Price are not taken into consideration in determining the price at which such Notes may be sold in the secondary market.

Conditions to which the offer is subject:

The offer of the Notes is conditional on their issue.

The Issuer may, at any time during the Italian Offer Period, with the prior written agreement of the Lead Manager, terminate the Italian Offer Period early at any time, also in circumstances where subscription for the Notes are not yet equal to the maximum Aggregate Principal Amount. Notice of the early termination of the Italian Offer Period will be given in one or more notices to be made available on the websites <https://it.citifirst.com/Home>, www.mpsc Capitalservices.com and www.gruppomps.it (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The Issuer may, at any time during the Italian Offer Period, with the prior written agreement of the Lead Manager, extend the Italian Offer Period. Notice of such extension of the Italian Offer Period will be given in one or more notices to be made available on the websites <https://it.citifirst.com/Home>, www.mpsc Capitalservices.com and www.gruppomps.it (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The Issuer, the Lead Manager and the Distributor have entered into a distribution agreement (the “**Distribution Agreement**”) in connection with the Offer of the Notes. The Distribution Agreement may be terminated upon occurrence of certain circumstances set out therein. The Issuer shall, upon termination of the Distribution Agreement, at any time following the publication of these Final Terms and prior to the Issue Date, and with the prior written agreement of the Lead Manager, terminate the Offer of the Notes and, if so, no Notes will be

issued. If the Offer of the Notes is terminated, a notice to that effect will be made available on the websites <https://it.citifirst.com/Home>, www.mpscapitalservices.it and www.gruppompis.it (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential subscriber and the Offer is terminated, all subscription applications will become void and of no effect without further notice, with no charge or cost for the potential subscriber and such potential subscriber shall not be entitled to subscribe or otherwise acquire the Notes.

The Issuer expects to file with the Central Bank of Ireland (the “CBI”) a supplement/s to the Base Prospectus prior to the issuance of the Notes, which will trigger withdrawal rights for potential investors who have submitted subscription applications. Upon approval, the supplement/s will be published by the CBI on its website at www.centralbank.ie. See also “Documents Incorporated by Reference for the Citigroup Inc. Base Prospectus” in the Base Prospectus for additional information on how to obtain copies of the supplements and other relevant documents. Investors who have submitted subscription applications for the Notes will have the right to withdraw their applications for two business days following the day of publication of the supplement.

Description of the application process:

The Notes will be offered in Italy on the basis of a public offer.

The Notes will be offered only to the public in Italy.

Qualified Investors as defined for by article Article 2 of the EU Prospectus Regulation, may subscribe for the Notes.

A prospective investor will subscribe for the Notes in accordance with the arrangements in place between the Distributor and its customers, relating to the subscription of securities generally. Prospective investors shall not be required to enter into any contractual arrangements directly with the Issuer in connection with the offer or subscription of the Notes.

Subscription at the offices/premises of the Distributor

During the Italian Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (filiali) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the “**Acceptance Form**”) from (and including) 17 January 2023 to (and including)

20 February 2023, subject to any early termination or extension of the Italian Offer Period or termination of the Offer of the Notes. Acceptance Forms are available at the Distributor's office.

Any application shall be made in Italy to the Distributor.

General

There is no limit to the number of Acceptance Forms which may be filled in and delivered by the same prospective investor with the Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be considered individually, independently of the number of Acceptance Forms delivered.

In the event of publication of a supplement to the Base Prospectus as provided by the EU Prospectus Regulation, investors who have already agreed to subscribe for the Notes before the supplement is published shall have the right, exercisable within a time limit indicated in the supplement, to withdraw their applications by a written notice to the Distributor. The final date of the right of withdrawal will be stated in the relevant supplement.

Applicants having no client relationship with the Distributor may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the price of the Notes requested, calculated on the basis of the Offer Price of the Notes. Each Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.

By subscribing for the Notes, the holders of the Notes are deemed to have knowledge of all the terms and conditions of the Notes and to accept the said terms and conditions of the Notes.

Applications received by the Distributor prior to the start of the Italian Offer Period or after the closing date of the Italian Offer Period, will be considered as not having been received and will be void.

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

Not applicable

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

The Notes may be subscribed in a minimum amount of EUR 1,000 (the "**Minimum Lot**") or an integral number of Notes greater than the Minimum Lot.

Multiple applications may be submitted by the same applicants with the Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be considered

individually, independently of the number of Acceptance Forms delivered.

The maximum Aggregate Principal Amount of Notes to be issued is EUR 100,000,000.

There is no maximum subscription amount of the Notes to be applied for by each investor within the Aggregate Principal Amount and subject to the provisions in paragraph "Description of the application process" above.

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

The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.

The settlement and the delivery of the Notes as between the Issuer and the Distributor will be executed through the Lead Manager.

Each investor will be notified by the Distributor of the settlement arrangement in respect of the Notes at the time of such investor's application and payment for the Notes shall be made by the investor to the Distributor in accordance with arrangements existing between the Distributor and its customers relating to the subscription of securities generally.

The Issuer estimates that the Notes will be delivered to the subscribers' respective book-entry securities account on or around the Issue Date.

Manner in and date on which results of the offer are to be made public:

The results of the Offer of the Notes will be published not later than five Business Days after close of the Offer Period on the websites <https://it.citifirst.com/Home>, www.mpsc Capitalservices.it and www.gruppompis.it

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:

Not Applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Applicants will be notified directly by the Distributor of the success of their application and amount allotted.

Subscription applications will be accepted until the Aggregate Principal Amount is reached during the Italian Offer Period. In the event that the requests exceed the Aggregate Principal Amount during the Italian Offer Period, the Issuer may, at any time during the Italian Offer Period, after consulting the Lead Manager terminate the Italian Offer Period early.

In the event that, notwithstanding the above, the total amount of Notes requested to be subscribed for exceed the Aggregate Principal Amount, the Lead Manager will allot the Notes in a transparent

manner that ensures equal treatment amongst all potential subscribers.

Dealing in the Notes may commence on the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and 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: MPS Capital Services Banca per le Imprese S.p.A., with registered office at Via L. Pancaldo, 4 - Florence (Italy) - Offices at Viale Mazzini, 23 - Siena, Italy (website: www.mpscapitalservices.it), LEI code V3Z6EZ8Z6KSBJBFBIC58, will act as lead manager (the "**Lead Manager**"), "**Responsabile del Collocamento**" pursuant to article 93-bis of the Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "**Italian Financial Services Act**"), in connection with the Italian Offer.

Banca Monte dei Paschi di Siena S.p.A., with registered office at Piazza Salimbeni, 3 -Siena, Italy - Offices at Viale Mazzini, 23 - Siena, Italy (website: www.gruppomps.it), LEI code J4CP7MHCXR8DAQMKIL78, will act as distributor in connection with the Italian Offer (the "**Distributor**").

11. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as debt. The Notes are not Specified ELIs for the purpose of Section 871(m).

ANNEX
SUMMARY

INTRODUCTION AND WARNINGS
<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes 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 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 Notes.</p> <p><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></p>
<p><i>The Notes:</i> Issue of Up to EUR 100,000,000 Citigroup Inc. EUR 5y Callable Step Up (referred to by the Distributor as “Citigroup Step Up Callable EUR Febbraio2028”) (ISIN: XS2110114324)</p>
<p><i>The Issuer:</i> Citigroup Inc. - Its principal offices are located at 388 Greenwich Street, New York, NY 10013, and its telephone number is + 1 (212) 559-1000. Its Legal Entity Identifier (“LEI”) is 6SHGI4ZSSLCXXQSBB395.</p>
<p><i>The Authorised Offeror(s):</i> The Authorised Offeror are: MPS Capital Services Banca per le Imprese S.p.A. (the “Lead Manager”), with registered office at Via L. Pancaldo, 4 - Florence (Italy) - Offices at Viale Mazzini, 23 - Siena, Italy. Its LEI code is V3Z6EZ8Z6KSBJBFBIC58; and Banca Monte dei Paschi di Siena S.p.A. (the “Distributor”) with registered office at Piazza Salimbeni, 3 -Siena, Italy - Offices at Viale Mazzini, 23 - Siena, Italy. Its LEI code is J4CP7MHCXR8DAQMKIL78.</p>
<p><i>Competent authority:</i> The Base Prospectus was approved on 8 July 2022 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 Notes?
<p><i>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</i> The Issuer was established as a corporation incorporated in the state of Delaware in the United States of America on 8 March 1988. It is registered at the Delaware Division of Corporations with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. Its LEI is 6SHGI4ZSSLCXXQSBB395.</p>
<p><i>Issuer's principal activities:</i> The Issuer is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad, yet focused, range of financial products and services.</p>
<p><i>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</i> The Issuer's authorised capital stock consists of 6 billion shares of common stock and 30 million shares of Preferred Stock. No shareholder, or associated group of shareholders acting together, owns enough shares of the Issuer's Common Stock to directly or indirectly exercise control over the Issuer.</p>
<p><i>Key managing directors:</i> The members of the board of directors of the Issuer are John C. Dugan, Diana L. Taylor, Ernesto Zedillo Ponce de Leon, Lew W. (Jay) Jacobs, IV, Peter Blair Henry, Duncan P. Hennes, Gary M. Reiner, James S. Turley, Ellen M. Costello, Renée J. James, S. Leslie Ireland, Deborah C. Wright, Grace E. Dailey, Barbara Desoer and Jane Fraser. The executive officers of the Issuer are Peter Babej, Jane Fraser, Sunil Garg, David Livingstone, Mark Mason, Brent McIntosh, Mary McNiff, Karen Peetz, Jessica Roos, Anand Selvakesari, Edward Skyler, Ernesto Torres Cantu, Zdenek Turek, Sara Wechter, Mike Whitaker and Paco Ybarra.</p>
<p><i>Statutory auditors:</i> The Issuer's auditors are KPMG LLP, independent registered public accountants, 345 Park Avenue, New York, New York 10154, United States.</p>
What is the key financial information regarding the Issuer?
<p>The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2021 and 2020, and from the unaudited consolidated interim financial statements of the Issuer for the period ended 30 September 2022.</p>

Summary information – income statement						
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2021 (unaudited)	Three months ended 30 September 2022 (unaudited)	Three months ended 30 September 2021 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements <i>(in millions of U.S. dollars)</i>	22,018	11,107	12,629	18,839	3,515	4,669
Summary information – balance sheet						
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Nine months ended 30 September 2022 (unaudited)			
Net financial debt (long term debt plus short term debt minus cash) <i>(in millions of U.S. dollars)</i>	254,832	274,851	273,934			
Debt to equity ratio (total liabilities/total shareholder equity)	10.34	10.33	10.99			
Summary information – cash flow statement						
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2021 (unaudited)		
Net cash flows from operating activities <i>(in millions of U.S. dollars)</i>	61,249	(20,621)	(4,170)	59,185		
Net cash flows from financing activities <i>(in millions of U.S. dollars)</i>	17,272	233,595	71,568	67,866		
Net cash flows from investing activities <i>(in millions of U.S. dollars)</i>	(124,905)	(95,312)	(26,822)	(112,069)		

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 a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the banking, insurance and securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Issuer, the Issuer's ability to fulfil its obligations under the Notes may be adversely affected, and consequently the value of and return on the Notes may be adversely affected.
- The Issuer is expected to act as a source of financial strength for its subsidiary banks and to commit resources to support such banks. As a result, the Issuer may be required to commit resources (in the form of investments or loans) to its subsidiary banks in amounts or at times that could adversely affect its ability to also fulfil its obligations under the Notes, and consequently the value of and return on the Notes.
- 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 Notes are likely to be adversely affected. In addition, ratings downgrades could have a significant and immediate impact on the Issuer's funding and liquidity through cash obligations, reduced funding capacity and derivative triggers and additional margin requirements. 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. A reduction in the Issuer's or its subsidiaries' credit ratings could also widen the Issuer's credit spreads or otherwise increase its borrowing costs and limit its access to the capital markets. Any of the foregoing factors may negatively impact the value of and return on the Notes.
- Adequate liquidity and sources of funding are essential to the Issuer's businesses, and can be significantly and negatively impacted by factors the Issuer cannot control, such as general disruptions in the financial markets, governmental fiscal and monetary policies, regulatory changes or negative investor perceptions of the Issuer's creditworthiness. The Issuer's ability to obtain funding may be impaired if other market participants are seeking to access the markets at the same time, or if market appetite declines, as is likely to occur in a liquidity stress event or other market crisis. A sudden drop in market liquidity could also cause a temporary or lengthier dislocation of underwriting and capital markets activity. In addition, clearing organisations, central banks, clients and financial institutions with which the Issuer interacts may exercise the right to require additional collateral based on their

perceptions or the market conditions, which could further impair the Issuer's access to and cost of funding. These factors may negatively impact the market value of the Notes.

- The COVID-19 pandemic has had, and may continue to have, negative impacts on the businesses and overall results of operations and financial condition of Citigroup Inc. and its subsidiaries (the "**Group**") which could be material. Any such negative impact on the Group (including the Issuer), could adversely affect the ability of the Issuer to fulfil its obligations under the Notes, and consequently the value of and return on the Notes may also be adversely affected.
- 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 Notes, and the value of and return on the Notes may also be adversely affected.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Notes?

Type and class of Notes, including security identification numbers: The Notes are debt securities in the form of notes. The Notes will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme.

Series Number: EMTN8233; ISIN: XS2110114324 ; Common Code: 211011432; CFI: DTFNFR ; FISN: CITIGROUP INC/2.55EMTN 20280223; CUSIP: 5C030Y9P5

The issue date of the Notes is 23 February 2023. The issue price of the Notes is 100 per cent. of the specified denomination of each Note (EUR 1,000).

Currency, specified denomination, calculation amount, aggregate principal amount and maturity date of the Notes: The Notes are denominated in EUR. The Notes have a specified denomination of EUR 1,000 and the calculation amount is EUR 1,000 (the "**Calculation Amount**"). The aggregate principal amount of the Notes to be issued is up to EUR 100,000,000.

Maturity Date: 23 February 2028. This is the date on which the Notes are scheduled to redeem, subject to adjustment for non-business days and subject to an early redemption of the Notes.

Rights attached to the Notes:

The return on the Notes will derive from the Interest Amount payable (if any), and the potential payment of an Optional Redemption Amount following early redemption of the Notes due to the exercise by the Issuer of its call option and, unless the Notes have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the Maturity Date of the Notes.

Interest: The interest amount (if any) due on each interest payment date is determined as set out below:

FIXED RATE NOTES:

The Notes are Fixed Rate Notes which means that the Notes bear interest from the Issue Date at the Specified Fixed Rate in respect of each Interest Period ending on (but excluding) the Interest Period End Date(s) (as specified below).

Rate Table	
Interest Period End Date(s) / Interest Payment Date(s)	Specified Fixed Rate(s)
23 August 2023	2.55 per cent. per annum
23 February 2024	2.65 per cent. per annum

23 August 2024	2.75 per cent. per annum
24 February 2025	2.85 per cent. per annum
26 August 2025	2.95 per cent. per annum
23 February 2026	3.05 per cent. per annum
24 August 2026	3.15 per cent. per annum
23 February 2027	3.25 per cent. per annum
23 August 2027	3.35 per cent. per annum
23 February 2028	3.45 per cent. per annum
Interest is payable semi-annually in arrear on 23 August 2023, 23 February 2024, 23 August 2024, 24 February 2025, 26 August 2025, 23 February 2026, 24 August 2026, 23 February 2027, 23 August 2027, 23 February 2028	
Early redemption: The Notes may, at the Issuer's election, be redeemed early on 24 August 2026, 23 February 2027, 23 August 2027 at 100 per cent. of their nominal amount.	
Redemption: Subject to any early redemption, purchase and cancellation, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount	
Early Redemption: The Notes may be redeemed early following the occurrence of certain specified events or circumstances (including, for example, events 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 Notes.	
Meetings: The terms and conditions of the Notes 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 Notes will be governed by New York law.	
Acknowledgement of United States special resolution regimes: The Notes contain an express contractual recognition that, in the event the Issuer becomes subject to a proceeding under a U.S. special resolution regime, the transfer of Notes to which the relevant U.S. legislation applies (and the transfer of any interest and obligation in or under such Notes) from the Issuer will be effective to the same extent as the transfer would be effective under such U.S. special resolution regime. In addition, the Notes contain an express contractual recognition that, in the event the Issuer and any of its affiliates becomes subject to a proceeding under a U.S. special resolution regime, certain default rights against the Issuer with respect to such Notes, are permitted to be exercised to no greater extent than they could be exercised under such U.S. special resolution regime. The exercise of any power under the U.S. special resolution regimes could materially adversely affect the rights of the holders of such Notes, and accordingly, the price or value of their investment in such Notes.	
Status of the Notes: The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will at all times rank <i>pari passu</i> and rateably among themselves and at least <i>pari passu</i> 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 Notes: The Notes will be transferable, subject to offering, selling and transfer restrictions of the laws of any jurisdiction in which the Notes are offered or sold.	

Where will the Notes be traded?
<p>Application is expected to be made for the Notes to be admitted to trading on the regulated market of Euronext Dublin.</p> <p>Application is expected to be made for the Notes to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX").</p> <p>The EuroTLX is not a regulated market for the purpose of Directive 2014/65/EU (as amended, varied or replaced from time to time).</p>
What are the key risks that are specific to the Notes?
<p>The Notes are subject to the following key risks:</p>
<ul style="list-style-type: none"> • Investment in the Notes involves the risk that if market interest rates subsequently increase above the rate paid on the Notes, this will adversely affect the value of the Notes.
<ul style="list-style-type: none"> • The optional redemption feature of the Notes may limit their market value. During any period when the Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. If the Notes are early redeemed at the option of the Issuer, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Notes with an investment that has a similar profile of chances and risks as the Notes.
<ul style="list-style-type: none"> • <i>Credit Risk:</i> The Issuer's obligations under the Notes represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Notes are subject to the credit risk of the Issuer. Noteholders will not have recourse to any secured assets of the Issuer in the event that the Issuer is unable to meet its obligations under the Notes, including in the event of an insolvency, and therefore risk losing some or all of their investment.
<ul style="list-style-type: none"> • <i>Market Risk:</i> Notes may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Notes until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Notes 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 Notes.
<ul style="list-style-type: none"> • <i>Early redemption:</i> In certain circumstances (for example, following an event of default or for reasons relating to taxation or illegality), the Notes may be early redeemed. If the Notes are redeemed early, the amount paid may be less than your initial investment and you may therefore sustain a loss.
KEY INFORMATION ON THE OFFER OF NOTES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET
Under which conditions and timetable can I invest in the Notes?
<p>Terms and conditions of the offer:</p> <p>An offer (the "Italian Offer" or the "Offer") of the Notes may be made by the Issuer through the Lead Manager and the Distributor (as defined above) (the "Initial EEA Authorised Offeror(s)") other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 17 January 2023 to and including 20 February 2023 (the "Italian Offer Period") in Republic of Italy subject to any early termination or extension of the Italian Offer Period or termination of the Offer, as agreed in writing between the Issuer and the Lead Manager (as described below.)</p> <p>The offer price is equal to 100 per cent. of the Specified Denomination of each Note (EUR 1,000) (the "Issue Price")</p> <p>The offer of the Notes is conditional on their issue.</p> <p>The Issuer may, at any time during the Italian Offer Period, with the prior written agreement of the Lead Manager, terminate the Italian Offer Period early at any time, also in circumstances where subscription for the Notes are not yet equal to the maximum Aggregate Principal Amount. Notice of the early termination of the Italian Offer Period will be given in one or more notices to be made available on the websites https://it.citifirst.com/Home, www.mpscapitalsservices.it and www.gruppomps.it (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).</p> <p>The Issuer may, at any time during the Italian Offer Period, with the prior written agreement of the Lead Manager, extend the Italian Offer Period. Notice of such extension of the Italian Offer Period will be given in one or more notices to be made available on the websites https://it.citifirst.com/Home, www.mpscapitalsservices.it and www.gruppomps.it (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).</p> <p>The Issuer, the Lead Manager and the Distributor have entered into a distribution agreement (the "Distribution Agreement") in connection with the Offer of the Notes. The Distribution Agreement may be terminated upon occurrence</p>

of certain circumstances set out therein. The Issuer shall, upon termination of the Distribution Agreement, at any time following the publication of these Final Terms and prior to the Issue Date, and with the prior written agreement of the Lead Manager, terminate the Offer of the Notes and, if so, no Notes will be issued. If the Offer of the Notes is terminated, a notice to that effect will be made available on the websites <https://it.citifirst.com/Home>, www.mpscapitalservices.it and www.gruppompms.it (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential subscriber and the Offer is terminated, all subscription applications will become void and of no effect without further notice, with no charge or cost for the potential subscriber and such potential subscriber shall not be entitled to subscribe or otherwise acquire the Notes.

During the Italian Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the “**Acceptance Form**”) from (and including) 17 January 2023 to (and including) 20 February 2023, subject to any early termination or extension of the Italian Offer Period or termination of the Offer of the Notes. Acceptance Forms are available at the Distributor’s office.

Subscription applications will be accepted until the Aggregate Principal Amount is reached during the Italian Offer Period. In the event that the requests exceed the Aggregate Principal Amount during the Italian Offer Period, the Issuer may, at any time during the Italian Offer Period, after consulting the Lead Manager terminate the Italian Offer Period early.

Applicants will be notified directly by the Distributor of the success of their application and amount allotted.

Estimated expenses or taxes charged to the investor by issuer/offeror: The Issue Price includes, (i) a distribution fee paid by the Issuer, through the Lead Manager, to the Distributor, from a minimum of 2.40% to a maximum of 2.72% of the Principal Amount of the Notes effectively placed (the “**Distribution Fee**”) and (ii) a structuring fee paid by the Issuer to the Lead Manager from a minimum of 0.60% and a maximum of 0.68% of the Principal Amount of the Notes effectively placed (the “**Structuring Fee**”).

The exact amount of the Distribution Fee will be published not later than five Business Days after close of the Offer Period on the website of the Issuer (<https://it.citifirst.com//Home>), the Lead Manager (www.mpscapitalservices.it) and the Distributor (www.gruppompms.it).

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

See the item entitled "Authorised Offeror(s)" above. The Issuer is the entity requesting for the admission to trading of the Notes on Euronext Dublin. The Lead Manager will apply for the Notes to be admitted to trading on EuroTLX.

The Lead Manager expects that trading of the Notes on the MTF EuroTLX will commence, at the latest, within five (5) Business Days from the Issue Date, but no assurances can be given that admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Lead Manager will act as specialist in accordance with the conditions of the Regulation of EuroTLX, available for viewing on the website www.borsaitaliana.it. The execution of sale and purchase orders on the MTF denominated EuroTLX will occur pursuant to the operational rules of the MTF, published on the website www.borsaitaliana.it.

The Lead Manager will be acting as specialist, providing bid/ask quotes for the Notes traded on EuroTLX® for the benefit of the Noteholders.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds:

The net proceeds of the issue of Notes will be used for general corporate purposes, which may include capital contributions to its subsidiaries and/or the reduction or refinancings of borrowings of the Issuer or its subsidiaries. Citigroup Inc. expects to incur additional indebtedness in the future.

The estimated net amount of proceeds is up to the final aggregate principal amount of the Notes issued on the issue date less the commissions as described above.

Underwriting agreement on a firm commitment basis: The offer of the Notes 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 Lead Manager and the Distributor. The terms of the Notes confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Notes. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Notes, including with respect to such judgements,

determinations and calculations. The Issuer, and/or any of its affiliates may also from time to time engage in transactions or enter into business relationships for its own account and/or possess information which affect or relate to the Notes. The Issuer and/or any of its affiliates have no obligation to disclose to investors any such information and may pursue actions and take steps that it deems necessary or appropriate to protect its 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 Notes has an interest material to the offer.

Moreover, conflicts of interest may arise with respect to the distribution of the Notes because the Lead Manager acts (a) as hedging counterparty of Citibank Europe Plc (CEP) Dublin, which is part of the same group of the Issuer, in relation to the issuance of the Notes and (b) as specialist, providing bid/ask quotes for the notes for the benefit of the Noteholders. An application shall be made for the notes to be admitted to trading on the EuroTLX®, on which the Lead Manager acts as specialist.

NOTA DI SINTESI

INTRODUZIONE E AVVERTENZE

La Nota di Sintesi deve essere letta come una introduzione al Prospetto di Base. Qualsiasi decisione da parte dell' investitore di investire nei Titoli deve essere effettuata considerando il Prospetto di Base nel suo complesso. In determinate circostanze, l'investitore potrebbe perdere tutto o parte del capitale investito. Qualora sia proposta un'azione legale avente ad oggetto le informazioni contenute nel Prospetto di Base dinnanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge, essere tenuto a sostenere i costi di traduzione del Prospetto di Base prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente nota di sintesi, comprese eventuali traduzioni, unicamente nel caso in cui la Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti del Prospetto di Base oppure se letta insieme con le altre parti del Prospetto di Base, non contenga informazioni chiave che possano aiutare l'investitore a decidere se investire o meno nei Titoli

State per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.

I Titoli: Emissione fino a EUR 100.000.000 di Titoli Citigroup Inc. EUR 5y Callable Step up (indicati dal Collocatore come "Citigroup Step Up Callable EUR Febbraio 2028") (ISIN: XS2110114324)

Emittente: Citigroup Inc. - La sede è situata al 388 di Greenwich Street, New York, NY 10013 ed il suo numero di telefono è +1 (212) 559-1000. Il suo *Legal Entity Identifier* (identificativo dell'entità giuridica - "**LEI**") corrisponde al n. 6SHGI4ZSSLCXXQSBB395.

Offerente/i autorizzato/i: gli offerenti autorizzati sono MPS Capital Services Banca per le Imprese S.p.A. (il "**Responsabile del Collocamento**"), con sede in Via L. Pancaldo, 4 - Florence (Italia) – Uffici in Viale Mazzini, 23 - Siena, Italia. Il suo codice LEI è V3Z6EZ8Z6KSBJBFBIC58; e, Banca Monte dei Paschi di Siena S.p.A. (il "**Collocatore**") con sede in Piazza Salimbeni, 3 -Siena, Italia - Uffici in Viale Mazzini, 23 - Siena, Italia.. Il suo codice LEI è: J4CP7MHCXR8DAQMKIL78.

Autorità competente: Il Prospetto di base è stato approvato l'8 luglio 2022 dalla Central Bank of Ireland sita in New Wapping Street, North Wall Quay, Dublino 1, D01 F7X3, Irlanda (numero di telefono: +353 1 224 6000).

INFORMAZIONI CHIAVE SULL'EMITTENTE

Chi è l'emittente dei Titoli?

Domicilio e forma giuridica dell'Emittente, codice LEI, ordinamento giuridico in base al quale l'Emittente opera e Paese di costituzione: L'emittente è stato costituito negli Stati Uniti d'America come società di capitali del Delaware l'8 marzo 1988. È registrata presso la Delaware Division of Corporations (Divisione delle imprese del Delaware) con durata illimitata ai sensi della Delaware General Corporation Law (Legge generale sulle società del Delaware) con il numero 2154254. Codice LEI: 6SHGI4ZSSLCXXQSBB395.

Attività principali dell'Emittente: L'Emittente è una società holding di servizi finanziari diversificati a livello globale le cui attività forniscono a consumatori, società, governi e istituzioni una gamma vasta, e mirata, di prodotti e servizi finanziari.

Principali azionisti, incluse le partecipazioni dirette o indirette o di controllo e di chi: Il capitale sociale autorizzato dell'Emittente è costituito da 6 miliardi di azioni ordinarie e 30 milioni di azioni privilegiate. Nessun azionista, o gruppo associato di azionisti in azione congiunta, detiene un numero sufficiente di azioni ordinarie dell'Emittente da esercitare direttamente o indirettamente il controllo sull'Emittente.

Direttori principali: I membri del consiglio di amministrazione dell'Emittente sono John C. Dugan, Diana L. Taylor, Ernesto Zedillo Ponce de Leon, Lew W. (Jay) Jacobs, IV, Peter Blair Henry, Duncan P. Hennes, Gary M. Reiner, James S. Turley, Ellen M. Costello, Renée J. James, S. Leslie Ireland, Deborah C. Wright, Grace E. Dailey, Barbara Desoer e Jane Fraser. I funzionari esecutivi dell'Emittente sono Peter Babej, Jane Fraser, Sunil Garg, David Livingstone, Mark Mason, Brent McIntosh, Mary McNiff, Karen Peetz, Jessica Roos, Anand Selvakesari, Edward Skyler, Ernesto Torres Cantu, Zdenek Turek, Sara Wechter, Mike Whitaker e Paco Ybarra.

Società di revisione legale: La società di revisione dell'Emittente è KPMG LLP, revisori contabili accreditati indipendenti, 345 Park Avenue, New York, New York 10154, Stati Uniti.

Quali sono le informazioni finanziarie chiave riguardanti l'Emittente?

Le seguenti informazioni finanziarie chiave sono state estratte dal bilancio consolidato certificato dell'Emittente per gli esercizi chiusi il 31 dicembre 2021 e 2020, e dal bilancio consolidato infrannuale non sottoposto a revisione dell'Emittente per il periodo chiuso il 30 settembre 2022.

Informazioni riepilogative – conto economico						
	Esercizio chiuso il 31 dicembre 2021 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Novi mesi chiusi al 30 settembre 2022 (non sottoposto a revisione)	Novi mesi chiusi al 30 settembre 2021 (non sottoposto a revisione)	Tre mesi chiusi al 30 settembre 2022 (non sottoposto a revisione)	Tre mesi chiusi al 30 settembre 2021 (non sottoposto a revisione)
Utile/Perdita di esercizio o altra misura analoga della performance finanziaria utilizzata dall'Emittente nel bilancio (in milioni di USD)	22.018	11.107	12.629	18.839	3.515	4.669
Informazioni riepilogative – stato patrimoniale						
	Esercizio chiuso il 31 dicembre 2021 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Novi mesi chiusi al 30 settembre 2022 (non sottoposto a revisione)			
Indebitamento finanziario netto (debito a lungo termine più debito a breve termine meno liquidità) (in milioni di USD)	254.832	274.851	273.934			
Rapporto di indebitamento (passività totali/patrimonio netto totale)	10,34	10,33	10,99			
Informazioni riepilogative – rendiconto finanziario						
	Esercizio chiuso il 31 dicembre 2021 (sottoposto a revisione)	Esercizio chiuso il 31 dicembre 2020 (sottoposto a revisione)	Novi mesi chiusi al 30 settembre 2022 (non sottoposto a revisione)	Novi mesi chiusi al 30 settembre 2021 (non sottoposto a revisione)		
Flussi di cassa netti da attività operative (in milioni di USD)	61.249	(20.621)	(4.170)	59.185		
Flussi di cassa netti da attività di finanziamento (in milioni di USD)	17.272	233.595	71.568	67.866		
Flussi di cassa netti da attività di investimento (in milioni di USD)	(124.905)	(95.312)	(26.822)	(112.069)		

Riserve nella relazione della società di revisione sulle informazioni finanziarie storiche: la relazione della società di revisione dell'Emittente non contiene riserve sulle informazioni finanziarie revisionate relative a esercizi passati riguardanti l'Emittente.

Quali sono i principali fattori di rischio specifici relativi all'Emittente?

L'Emittente è esposto ai seguenti fattori di rischio principali:

- L'Emittente è una holding che non svolge alcuna attività commerciale rilevante che genera ricavi. Adempie alle proprie obbligazioni principalmente con dividendi e anticipi che riceve dalle proprie controllate. Le controllate che operano nel settore bancario, assicurativo e finanziario possono pagare i dividendi solo se sono conformi ai requisiti regolamentari a loro applicabili imposti dalle autorità regolamentari federali o statali e possono inoltre essere soggette a contratti di credito che possono limitarne la capacità di pagamento dei dividendi. Nel caso in cui tali controllate non realizzino utili sufficienti per soddisfare i requisiti regolamentari applicabili, o se tali requisiti sono cambiati limitando ulteriormente la capacità di tali controllate di pagare i dividendi all'Emittente, la capacità dell'Emittente di adempiere agli obblighi che gli competono ai sensi dei Titoli potrebbe risentirne negativamente e di conseguenza anche il valore e il rendimento dei Titoli potrebbero risentirne negativamente.
- L'Emittente è tenuto a conferire solidità finanziaria alle proprie banche controllate e ad impegnare risorse per sostenere tali banche. Di conseguenza, l'Emittente potrebbe essere tenuto a impegnare risorse (sotto forma di investimenti o prestiti) in favore delle sue banche controllate per importi o in momenti tali da incidere negativamente sulla sua capacità di adempiere agli obblighi che gli competono ai sensi dei Titoli e, di conseguenza, sul valore e sul rendimento dei Titoli.
- L'Emittente potrebbe non essere in grado di mantenere il proprio rating attuale. Qualora un'agenzia di rating riduca, sospenda o ritiri il rating assegnato all'Emittente e/o a una qualunque delle sue collegate, è probabile che la liquidità e il valore di mercato dei Titoli ne risentano. Inoltre, i declassamenti del rating potrebbero avere un impatto

significativo e immediato sulla capacità dell'Emittente di raccogliere fondi e liquidità, ponendo in essere obblighi di liquidità, riducendo la capacità di finanziamento, attivando trigger su derivati e imponendo requisiti di margine aggiuntivi. Un declassamento dei rating potrebbe avere un impatto negativo anche su altre fonti di finanziamento, ad esempio il finanziamento garantito e altri requisiti di margine, per le quali non esistono trigger espliciti. Una riduzione dei rating creditizi dell'Emittente o relative controllate potrebbe inoltre ampliare gli spread creditizi dell'Emittente o comunque aumentarne gli oneri di finanziamento e limitarne l'accesso ai mercati dei capitali. Qualunque fattore sopramenzionato può influire negativamente sul valore e sul rendimento dei Titoli.

- Liquidità e fonti di finanziamento adeguate sono essenziali per le attività dell'Emittente e possono risentire in misura estremamente negativa di fattori che ricadono fuori del controllo dell'Emittente, come eventi di turbativa generale dei mercati finanziari, adozione di politiche fiscali e monetarie da parte delle autorità, cambiamenti normativi o percezioni negative degli investitori dell'affidabilità creditizia dell'Emittente. La capacità dell'Emittente di ottenere finanziamenti può risultare compromessa se altri operatori di mercato cercano di accedere ai mercati allo stesso tempo o se la propensione del mercato diminuisce, come è probabile in caso di tensioni di liquidità o altra crisi di mercato. Inoltre, un improvviso calo della liquidità di mercato potrebbe causare una dislocazione più o meno lunga dell'attività di sottoscrizione e dei mercati dei capitali. Inoltre, gli organismi di compensazione, le banche centrali, i clienti e gli istituti finanziari con cui l'Emittente interagisce possono esercitare il diritto di richiedere garanzie collaterali aggiuntive in base alle loro percezioni o alle condizioni di mercato, che potrebbero ulteriormente compromettere l'accesso dell'Emittente ai finanziamenti e il costo degli stessi. Questi fattori possono influire negativamente sul valore di mercato dei Titoli.
- La pandemia di COVID-19 ha prodotto, e potrebbe continuare a produrre, impatti negativi potenzialmente rilevanti sulle attività e i risultati complessivi delle operazioni e sulle condizioni finanziarie di Citigroup Inc. e relative controllate (il "Gruppo"). Qualsiasi impatto negativo di questo tipo sul Gruppo (Emittente incluso) potrebbe influire negativamente sulla capacità dell'Emittente di adempiere agli obblighi che gli competono ai sensi dei Titoli e, di conseguenza, anche il valore e il rendimento dei Titoli potrebbero esserne negativamente influenzati.
- A seguito dell'azione militare della Russia in Ucraina, gli Stati Uniti hanno imposto, e probabilmente imporranno ulteriori rilevanti sanzioni finanziarie ed economiche e controlli sulle esportazioni nei confronti di alcune organizzazioni e/o individui Russi, con azioni simili attuate e/o pianificate dall'Unione Europea, dal Regno Unito e da altre giurisdizioni. La capacità del Gruppo di impegnarsi in attività con determinate imprese di consumo e istituzionali in Russia e Ucraina o che coinvolgono alcune imprese e consumatori russi o ucraini dipende in parte dal fatto che tale impegno sia limitato o meno da qualsiasi azione in corso o prevista dagli Stati Uniti, Unione Europea, Regno Unito o da sanzioni e leggi di altri paesi, o sia diversamente interrotto alla luce di questi sviluppi. Sanzioni e controlli sulle esportazioni così come eventuali azioni da parte della Russia, potrebbero influenzare negativamente le attività commerciali del Gruppo e i clienti in e dalla Russia e dall'Ucraina. Qualsiasi impatto negativo delle azioni della Russia in Ucraina, e delle relative sanzioni, controlli sulle esportazioni e azioni o leggi simili sul Gruppo, incluso l'Emittente, potrebbe influenzare negativamente la capacità dell'Emittente di adempiere ai propri obblighi ai sensi dei Titoli, e anche il valore e il rendimento dei Titoli potrebbero essere influenzati negativamente.

INFORMAZIONI CHIAVE SUI TITOLI

Quali sono le caratteristiche principali dei Titoli?

Tipo e classe dei Titoli, inclusi i numeri identificativi: I Titoli sono titoli di debito sotto forma di *notes*. I Titoli saranno compensati e liquidati tramite Euroclear Bank S.A./ N.V. e/o Clearstream Banking *société anonyme*.

Numero di serie: EMTN8233; ISIN: XS2110114324; Codice comune: 211011432; CFI: DTFNFR; FISN: CITIGROUP INC/2.55EMTN 20280223; CUSIP: 5C030Y9P5

La data di emissione dei Titoli è il 23 febbraio 2023. Il prezzo di emissione dei Titoli è pari al 100 per cento della denominazione specifica di ciascun Titolo (EUR 1,000).

Valuta, denominazione specifica, importo del calcolo, capitale aggregato e data di scadenza dei Titoli: I Titoli sono denominati in EUR. I Titoli hanno una denominazione specifica di 1.000 EUR e l'importo del calcolo è 1.000 EUR (l'"**Importo del calcolo**"). Il capitale aggregato di Titoli da emettere è max. EUR 100.000.000.

Data di Scadenza: 23 febbraio 2028. Questa è la data in cui è previsto il regolamento dei Titoli, salvo adeguamento per giorni non lavorativi e salvo regolamento anticipato dei Titoli.

Diritti connessi ai Titoli:

Il rendimento dei Titoli deriverà da l'Importo dovuto per Interessi (se del caso), e il potenziale pagamento di un Importo per Regolamento Opzionale in seguito a regolamento anticipato di Titoli a causa dell'esercizio dell'opzione call da parte

dell'Emittente e, tranne nel caso in cui i Titoli siano stati precedentemente rimborsati o acquistati e annullati, il pagamento dell'Importo di Regolamento alla Data di Scadenza dei Titoli.

Interessi: L'Importo dovuto per Interessi (se del caso) a ogni data di pagamento degli interessi è determinato come indicato di seguito:

TITOLI A TASSO FISSO:

I Titoli sono *Notes* a tasso fisso; questo significa che i Titoli maturano interessi dalla Data di Emissione al Tasso Fisso Specificato in relazione a ciascun Periodo di Interessi che si conclude alla/e Data/e finale/i del/i periodo/i di interessi (esclusa) (come indicato di seguito).

Tabella del Tasso	
Data/e finale/i del/i periodo/i di interessi/Data/e di pagamento degli interessi	Tasso Fisso Specificato
23 Agosto 2023	2.55 per cento annuo
23 Febbraio 2024	2.65 per cento annuo
23 Agosto 2024	2.75 per cento annuo
24 Febbraio 2025	2.85 per cento annuo
26 Agosto 2025	2.95 per cento annuo
23 Febbraio 2026	3.05 per cento annuo
24 Agosto 2026	3.15 per cento annuo
23 Febbraio 2027	3.25 per cento annuo
23 Agosto 2027	3.35 per cento annuo
23 Febbraio 2028	3.45 per cento annuo

Gli Interessi sono dovuti semestralmente in via posticipata il 23 agosto 2023, 23 febbraio 2024, 23 agosto 2024, 24 febbraio 2025, 26 agosto 2025, 23 febbraio 2026, 24 agosto 2026, 23 febbraio 2027, 23 agosto 2027, 23 febbraio 2028.

Regolamento Anticipato:

I Titoli possono, a scelta dell'Emittente, essere rimborsati anticipatamente in data 24 agosto 2026, 23 febbraio 2027, 23 agosto 2027 al 100 per cento del loro importo nominale.

Regolamento:

Fatti salvi un eventuale regolamento anticipato, acquisto e annullamento, i Titoli saranno rimborsati alla Data di Scadenza al 100 per cento del loro importo nominale.

Regolamento Anticipato: I Titoli possono essere rimborsati anticipatamente qualora si verificano determinati eventi o circostanze specifiche (ad esempio, un evento di insolvenza e circostanze relative a tassazione e illecito) a un importo che sarà determinato dall'agente per il calcolo conformemente ai termini e alle condizioni dei Titoli.

Assemblee: I termini e le condizioni dei Titoli contengono disposizioni per la convocazione di assemblee dei portatori per valutare questioni aventi un impatto sui loro interessi in generale. Tali disposizioni consentono a maggioranze predefinite di vincolare tutti i portatori, inclusi i portatori che non abbiano partecipato e votato all'assemblea del caso e i portatori che abbiano votato in maniera contraria alla maggioranza.

Legge applicabile: I Titoli saranno disciplinati dal diritto dello Stato del New York.

Riconoscimento dei regimi di risoluzione speciale degli Stati Uniti: I Titoli contengono un esplicito riconoscimento contrattuale in base a cui, qualora l'Emittente diventi oggetto di un'azione legale ai sensi di un regime di risoluzione speciale degli Stati Uniti, il trasferimento dei Titoli a cui si applica la legislazione statunitense pertinente (e il trasferimento di qualsiasi interesse e obbligo inerente a o derivante da tali Titoli) fornito dall'Emittente sarà efficace solo nella misura in cui in cui tale trasferimento sarebbe efficace ai sensi di tale regime di risoluzione speciale degli Stati Uniti. Inoltre, i Titoli contengono un esplicito riconoscimento contrattuale in base al quale, qualora l'Emittente e le relative affiliate diventino oggetto di un'azione ai sensi di un regime di risoluzione speciale degli Stati Uniti, determinati diritti per inadempimento nei confronti dell'Emittente in relazione a tali Titoli possono essere esercitati solo nella misura consentita ai sensi di tale regime di risoluzione speciale degli Stati Uniti. L'esercizio di qualsiasi facoltà ai sensi dei regimi di risoluzione speciale degli Stati Uniti potrebbe influire in misura significativamente negativa sui diritti dei portatori di tali Titoli e, di conseguenza, sul prezzo o sul valore del loro investimento in tali Titoli.

Stato dei Titoli: I Titoli costituiscono obbligazioni dirette, non condizionate, non subordinate e non garantite dell'Emittente e si classificheranno in ogni momento *pari passu* e pro quota tra loro e almeno *pari passu* rispetto a tutte le altre obbligazioni non garantite e non subordinate in circolazione dell'Emittente, salvo le obbligazioni privilegiate ai sensi di leggi inderogabili e di applicazione generale.

Descrizione delle restrizioni alla libera trasferibilità dei Titoli: I Titoli saranno trasferibili, salvo le restrizioni di offerta, vendita e trasferimento previste dalle leggi vigenti in qualsiasi giurisdizione in cui i Titoli sono offerti o venduti.

Dove verranno negoziati i Titoli?

Sarà depositata una richiesta di ammissione alla negoziazione dei Titoli sul mercato regolamentato di Euronext Dublin.

Sarà depositata una richiesta di ammissione alla negoziazione dei Titoli sul sistema multilaterale di negoziazione EuroTLX organizzato e gestito da Borsa Italiana S.p.A. ("EuroTLX").

EuroTLX non è un mercato regolamentato ai sensi della Direttiva 2014/65/UE (come modificata o sostituita di volta in volta).

Quali sono i principali fattori di rischio specifici relativi ai Titoli?

I Titoli sono esposti ai seguenti fattori di rischio principali:

- L'investimento nei Titoli comporta il rischio che qualora in un secondo momento i tassi di interesse di mercato dovessero aumentare superando il tasso pagato sui Titoli, il valore dei Titoli ne risentirebbe negativamente.
- La possibilità di regolamento opzionale dei Titoli può limitarne il valore di mercato. In qualunque periodo durante il quale l'Emittente può scegliere di riscattare i Titoli, il valore di mercato di tali Titoli generalmente non aumenta in misura tangibile al di sopra del prezzo a cui possono essere rimborsate. Se i Titoli vengono rimborsate anticipatamente a discrezione dell'Emittente, l'investitore è soggetto al rischio di reinvestimento, in quanto potrebbe non essere possibile sostituire l'investimento nei Titoli con un investimento dotato di un profilo di probabilità e rischi simile a quello dei Titoli.
- *Rischio di credito:* Gli obblighi dell'Emittente ai sensi dei Titoli rappresentano obblighi contrattuali generali per ciascuna rispettiva entità e nessun'altra persona. Di conseguenza, i pagamenti effettuati ai sensi dei Titoli sono esposti al rischio di credito dell'Emittente. I portatori di Titoli non potranno fare ricorso ad alcuna attività garantita dell'Emittente nel caso in cui l'Emittente non sia in grado di soddisfare gli obblighi che ad esso compete ai sensi dei Titoli, neanche in caso di insolvenza, e quindi rischiano di perdere una parte o la totalità del proprio investimento.
- *Rischio di mercato:* I Titoli potrebbero non avere un mercato di negoziazione consolidato al momento dell'emissione e tale mercato potrebbe non svilupparsi mai. Di conseguenza, gli investitori devono essere pronti a detenere i Titoli fino alla scadenza. Qualora un mercato si sviluppasse, potrebbe non essere molto liquido. Di conseguenza, l'investitore potrebbe incontrare difficoltà a vendere facilmente i propri Titoli o potrebbe non riuscirci affatto o potrebbe non essere in grado di venderli a prezzi pari o superiori all'investimento iniziale o, ancora, tale prezzo potrebbe essere sostanzialmente inferiore al prezzo di acquisto originale. L'illiquidità può incidere in misura negativa rilevante sul valore di mercato dei Titoli.
- *Regolamento anticipato:* In determinate circostanze (ad esempio, a seguito di un evento di insolvenza o per motivi relativi a tassazione o illecito), i Titoli possono essere rimborsate anticipatamente. Se i Titoli vengono rimborsati anticipatamente, l'importo pagato potrebbe essere inferiore all'investimento iniziale e l'investitore potrebbe quindi subire una perdita.

INFORMAZIONI CHIAVE SULL'OFFERTA DI TITOLI AL PUBBLICO E/O SULL'AMMISSIONE ALLA NEGOZIAZIONE IN UN MERCATO REGOLAMENTATO

A quali condizioni e con quali tempistiche posso investire nei Titoli?

Termini e condizioni dell'offerta:

Un'offerta (l'"**Offerta Italiana**" o l'"**Offerta**") dei Titoli può essere effettuata dall'Emittente attraverso il Responsabile del Collocamento e il Collocatore (come sopra definiti) (gli "**Offerenti Autorizzati SEE Iniziali**") al di fuori dei casi di cui agli Articoli 1(4) e/o 3(2) del Regolamento Prospetti UE durante il periodo dal 17 gennaio 2023 (incluso) al 20 febbraio 2023 (incluso) (il "**Periodo di Offerta Italiana**") nella Repubblica Italiana, subordinatamente a qualsiasi chiusura anticipata o estensione del Periodo di Offerta Italiana o cancellazione dell'Offerta, come concordato per iscritto tra l'Emittente e il Responsabile del Collocamento (come di seguito descritto).

Il prezzo di offerta è pari al 100 per cento della denominazione specifica di ciascun Titolo (EUR 1.000) (il "**Prezzo di Emissione**")

L'Offerta dei Titoli è condizionata alla loro emissione.

L'Emittente si riserva il diritto, in qualsiasi momento durante il Periodo di Offerta Italiano, - con il previo consenso scritto del Responsabile del Collocamento- di chiudere anticipatamente il Periodo di Offerta Italiano in qualsiasi momento, anche laddove le sottoscrizioni dei Titoli non siano ancora pari al massimo Valore Nominale Complessivo. Sarà data comunicazione della chiusura anticipata del Periodo di Offerta Italiano in uno o più avvisi, da pubblicare sui siti internet <https://it.citifirst.com/Home>, www.mpsc Capitalservices.it e www.gruppomps.it (e, ai fini di chiarezza, non sarà pubblicato alcun supplemento al Prospetto di Base o le presenti Condizioni Definitive a tal riguardo).

L'Emittente si riserva il diritto, in qualsiasi momento durante il Periodo di Offerta Italiano, - con il previo consenso scritto del Responsabile del Collocamento - di estendere il Periodo di Offerta Italiano. Sarà data comunicazione di tale estensione del Periodo di Offerta Italiano in uno o più avvisi, da pubblicare sui siti internet <https://it.citifirst.com/Home>, www.mpsc Capitalservices.it e www.gruppomps.it (e, ai fini di chiarezza, non sarà pubblicato alcun supplemento al Prospetto di Base o le presenti Condizioni Definitive a tal riguardo).

L'Emittente, il Responsabile del Collocamento e il Collocatore hanno concluso un accordo di collocamento (il "**Contratto di Collocamento**") in relazione all'Offerta dei Titoli. Il Contratto di Collocamento può essere risolto al verificarsi di determinate circostanze ivi stabilite. In caso di risoluzione del Contratto di Collocamento, in qualsiasi momento successivo alla pubblicazione delle Condizioni Definitive e prima della Data di Emissione, l'Emittente, con il previo consenso scritto del Responsabile del Collocamento, dovrà cancellare l'Offerta e non dar corso all'emissione dei Titoli. In caso di cancellazione dell'Offerta, sarà reso disponibile un avviso a tal fine sui siti internet sui siti internet <https://it.citifirst.com/Home>, www.mpsc Capitalservices.it e www.gruppomps.it (e, ai fini di chiarezza, non sarà pubblicato alcun supplemento al Prospetto di Base o le presenti Condizioni Definitive a tal riguardo).

Ai fini di chiarezza, qualora sia stata presentata richiesta di sottoscrizione da un potenziale investitore e l'Offerta venga cancellata, tutte le richieste di sottoscrizione si considereranno nulle e prive di effetto, senza ulteriori avvisi e senza spese o costi per il potenziale sottoscrittore e nessun potenziale investitore sarà legittimato a sottoscrivere o altrimenti acquistare i Titoli.

Durante il Periodo di Offerta Italiano, gli investitori possono presentare richiesta di sottoscrizione dei Titoli durante il normale orario lavorativo bancario in Italia presso le filiali del Collocatore presentando e consegnando, debitamente compilato e sottoscritto (anche tramite mandatario speciale) appositi moduli di adesione (i "**Moduli di Adesione**") dal 17 gennaio 2023 (incluso) al 20 febbraio 2023 (incluso), subordinatamente a qualsiasi chiusura anticipata o estensione del Periodo di Offerta Italiano o cancellazione dell'Offerta Italiana. I Moduli di Adesione sono disponibili presso ciascuna filiale del Collocatore.

Le richieste di sottoscrizione saranno accettate fino al raggiungimento del Valore Nominale Complessivo durante il Periodo di Offerta Italiano. Nel caso in cui le richieste eccedessero il Valore Nominale Complessivo durante il Periodo di Offerta Italiano, l'Emittente si riserva il diritto, in qualsiasi momento durante il Periodo di Offerta Italiano, - dopo aver preventivamente consultato il Responsabile del Collocamento- di chiudere anticipatamente il Periodo di Offerta Italiano.

Agli aderenti verrà comunicato direttamente dal Collocatore l'accoglimento della loro richiesta e l'importo assegnato.

Stima delle spese e delle imposte addebitate all'investitore dall'Emittente/Offrente: Il Prezzo di Offerta include, (i) una Commissione di Collocamento pari a un importo compreso tra il 2,40% e il 2,72% del Valore Nominale dei Titoli effettivamente collocati (la "**Commissione di Collocamento**") e (ii) una Commissione di Strutturazione pari a un importo compreso tra il 0,60% e il 0,68% del Valore Nominale dei Titoli effettivamente collocati (la "**Commissione di Strutturazione**").

L'importo esatto della Commissione di Collocamento sarà pubblicato entro cinque Giorni Lavorativi dal termine del Periodo di Offerta Italiano tramite il sito internet dell'Emittente (<https://it.citifirst.com>).

Chi è l'offerente e/o la persona che chiede l'ammissione alle negoziazioni?

Si veda il precedente punto intitolato "l'Offerente Autorizzato".

L'Emittente è il soggetto richiedente l'ammissione alle negoziazioni dei Titoli su Euronext Dublin.

Il Responsabile del Collocamento è il soggetto richiedente l'ammissione alle negoziazioni dei Titoli su EuroTLX.

Il Responsabile del Collocamento prevede che la negoziazione dei Titoli sull'MTF EuroTLX inizierà, al più tardi, entro cinque (5) Giorni Lavorativi dalla Data di Emissione, ma non è possibile assicurare che sarà concessa l'ammissione alla negoziazione (o, ove concessa, che sarà concessa entro la Data di Emissione). Il Responsabile del Collocamento agirà come *specialist* in conformità con le condizioni previste dal Regolamento di EuroTLX, consultabile sul sito www.borsaitaliana.it. L'esecuzione degli ordini di compravendita sul MTF EuroTLX avverrà secondo le regole di funzionamento proprie del sistema così come pubblicate sul sito www.borsaitaliana.it.

Il Responsabile del Collocamento agirà in qualità di *specialist*, fornendo quotazioni in acquisto/vendita per i Titoli negoziati su EuroTLX a beneficio degli Obbligazionisti.

Perché viene prodotto il Prospetto?

Utilizzo e importo netto stimato dei proventi:

I proventi netti dell'emissione dei Titoli saranno utilizzati per scopi societari generali, che possono includere conferimenti di capitale alle controllate e/o la riduzione o il rifinanziamento dei prestiti dell'Emittente o delle sue controllate. Citigroup Inc. prevede di contrarre ulteriore indebitamento in futuro.

L'importo netto stimato dei proventi è fino al capitale aggregato finale dei Titoli emessi alla data di emissione meno le commissioni come sopra descritte.

Accordo di sottoscrizione su una base di sottoscrizione vincolata: L'offerta dei Titoli non è soggetta a un accordo di sottoscrizione sulla base di una sottoscrizione vincolata.

Descrizione di qualsiasi interesse rilevante per l'emissione/offerta, inclusi conflitti di interesse: Le commissioni sono dovute al Responsabile del Collocamento ed al Collocatore. I termini dei Titoli riconoscono all'Emittente, all'agente per il calcolo e ad alcuni altri soggetti la discrezionalità nel formulare giudizi, determinazioni e calcoli in relazione ai Titoli. Possono sussistere potenziali conflitti di interesse tra l'Emittente, l'agente per il calcolo e i portatori dei Titoli, anche in relazione a tali giudizi, determinazioni e calcoli. L'Emittente, e/o qualsiasi sua collegata possono inoltre di tanto in tanto effettuare transazioni o instaurare rapporti d'affari per proprio conto e/o possedere informazioni che influiscono su o riguardano i Titoli. L'Emittente, e/o qualsiasi sua collegata non ha alcun obbligo di rendere note agli investitori tali informazioni e possono intraprendere le azioni e adottare le misure che ritiene necessarie o appropriate per tutelare i propri interessi, senza tenere conto delle conseguenze per gli investitori. Fatto salvo quanto sopra, per quanto a conoscenza dell'Emittente, nessun soggetto coinvolto nell'offerta dei Titoli ha alcun interesse rilevante nell'offerta.

Inoltre, potrebbero sorgere conflitti di interessi con riferimento al collocamento dei Titoli in quanto il Responsabile del Collocamento agisce (a) come controparte di copertura di Citibank Europe Plc (CEP) Dublin, che fa parte dello stesso gruppo dell'Emittente, in relazione all'emissione dei Titoli e (b) come *specialist*, fornendo quotazioni in acquisto/vendita per i Titoli a beneficio dei portatori degli strumenti finanziari. Verrà presentata domanda per l'ammissione dei titoli alla negoziazione su EuroTLX®, sul quale il Responsabile del Collocamento agisce come specialista.