

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, varied or replaced from time to time, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **EU Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **EU PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the **UK Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the **UK PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Pricing Supplement dated 15 February 2024

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI):

82VOJDD5PTRDMVVMGV31

Issue of 34 Units of EUR 100,000 Credit Linked Certificates linked to
Mediobanca SUB due 20 December 2028

Guaranteed by Citigroup Inc.
Under the Citi Global Medium Term Note Programme

No prospectus is required in accordance with the EU Prospectus Regulation or UK Prospectus Regulation (each as defined below) in relation to Securities which are the subject of this Pricing Supplement.

The Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that:

- (a) any offer of Securities in any Member State of the EEA will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer in that Member State of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer; and
- (b) any offer of Securities in the United Kingdom (**UK**) will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer in the UK of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the Financial Services and Markets Act (as amended, the **FSMA**) or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

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

For the purposes hereof, the expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended) and **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the **EUWA**).

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

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

PART A – CONTRACTUAL TERMS

The Securities are English Law Securities.

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

As provided in General Condition 1, the Type of Security is Italian Listed Certificate(s), accordingly, as used in the Conditions (which shall include Underlying Schedule 15), references to "redemption" and "redeem" shall be construed to be to "termination" and "terminate", and references to "interest", "Interest Payment Date", "Interest Period" and "Interest Rate" (and related expressions) shall be construed to be to "premium", "Premium Payment Date", "Premium Period" and "Premium Rate", and references to "maturity date" shall be construed to be to "final termination date", and all related expressions shall be construed accordingly. For the avoidance of doubt references to Credit Linked Notes and to, amongst other terms, redemption and interest in the Credit Linked Conditions shall be interpreted and construed in accordance with General Condition 1 and this paragraph with the Type of Security being Italian Listed Certificate(s). All related expressions herein or in the Fiscal Agency Agreement, any Global Registered Security Certificate and any securities in definitive form shall be construed accordingly.

In the event of any inconsistency or conflict between the provisions specified in the Annex (Physical Settlement Matrix) to this Pricing Supplement ("the **Annex**") and/or any Condition the Calculation Agent may determine in its sole and absolute discretion which elections apply and how the relevant Condition is to be interpreted in such circumstances.

This document constitutes the Pricing Supplement of the Securities described herein and must be read in conjunction with the Base Listing Particulars as so supplemented. Full information on the Issuer, the CGMHI Guarantor and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars as so supplemented.

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

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

1.
 - (i) Issuer: Citigroup Global Markets Holdings Inc.
 - (ii) Guarantor: Citigroup Inc.
2.
 - (i) Type of Security: Italian Listed Certificates
 - (ii) Series Number: CLNCH0612
 - (iii) Tranche Number: 1
 - (iv) Date on which the Securities will be consolidated and form a single Series: Not Applicable
3. Specified Currency or currencies: Euro (EUR)
4. Aggregate Principal Amount:
 - (i) Series: 34 Units (each Unit being EUR 100,000 in principal amount of the Securities)
 - (ii) Tranche: 34 Units (each Unit being EUR 100,000 in principal amount of the Securities)

The Securities are issued in Units. Accordingly, references herein to Units shall be deemed to be references to EUR 100,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such payments and/or deliveries being made in respect of a Unit
5. Issue Price: EUR 100,000 per Security
6.
 - (i) Specified Denominations: Not Applicable
 - (ii) Calculation Amount: EUR 100,000 per Security
7.
 - (i) Trade Date: 2 February 2024
 - (ii) Issue Date: 26 February 2024
 - (iii) Premium Commencement Date: Issue Date
8. Scheduled Final Termination Date: 20 December 2028, subject to adjustment in accordance with the Modified Following Business Day Convention.

(See also Credit Linked Note Condition 13 (Scheduled Maturity Date Extension) in relation to extension of Scheduled Final Termination Date)
9. Type of Securities: Fixed Rate Securities

		The Securities are Cash Settled Securities
10.	Put/Call Options:	Not Applicable
11.	(i) Status of the Securities:	Senior
	(ii) Status of the CGMHI Deed of Senior Guarantee:	
	(iii) Status of the CGMFL Deed of Guarantee:	Not Applicable
PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION		
12.	Underlying Linked Securities Provisions:	Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
	(i) Underlying(s):	Not Applicable
	(ii) Particulars in respect of each Underlying:	Not Applicable
	(iii) Elections in respect of each type of Underlying:	Not Applicable
	(iv) Trade Date:	2 February 2024
	(v) Realisation Disruption:	Applicable.
		Early Termination Option: Applicable
		Early Termination Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Termination: Applicable
	Underlying RMB Currency Event:	Not Applicable
	(vi) Hedging Disruption Early Termination Event:	Applicable.
		Early Termination Option: Applicable
		Early Termination Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Termination: Applicable
	(vii) Hedging Disruption:	Applicable.
		Early Termination Option: Applicable
		Early Termination Amount: Fair Market Value

	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(viii) Section 871(m) Event:	Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Pro Rata Issuer Cost Reimbursement: Applicable
	Additional Costs on account of Early Termination: Applicable
(ix) Early Termination for Taxation Reasons:	Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Pro Rata Issuer Cost Reimbursement: Applicable
	Additional Costs on account of Early Termination: Applicable
(x) Change in law:	Applicable
	Illegality: Applicable
	Material Increased Cost: Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(xi) Increased Cost of Hedging:	Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value

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

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

13.	Premium Provisions:	Applicable
(i)	Premium Strike Level, Specified Valuation Date(s): Premium Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium	Not Applicable

	Barrier Observation Date, See Table below	
(ii)	Non-Contingent Premium Provisions where Valuation and Settlement Condition 1.4(a) applies	Not Applicable
(iii)	Underlying Linked Premium Provisions where Valuation and Settlement Condition 1.5 applies:	Not Applicable
(iv)	Premium Strike Dates	Not Applicable
(v)	Underlying(s) relevant to interest, Interim Performance Provisions and provisions relating to levels of the Premium Underlying(s) and Premium Barrier Events	Not Applicable
(vi)	Provisions relating to the rate or amount of interest due	Fixed Rate Securities
	(A) Fixed Rate Security Provisions	Applicable
	I. Accrual:	Applicable
	II. Range Accrual Securities:	Not Applicable
	III. Premium Period End Date(s):	20 June, 20 September, 20 December and 20 March in each year from, and including, 20 March 2024, to and including, 20 December 2028, subject to adjustment in accordance with the Modified Following Business Day Convention.
	IV. Premium Amount(s):	4.25 per cent. per Security, payable on the Premium Payment Date falling on 20 June, 20 September, 20 December and 20 March in each year from, and including, 20 March 2024, to and including, 20 December 2028, subject to adjustment in accordance with the Modified Following Business Day Convention.
	V. Broken Amount(s):	EUR 283.33 per Security, payable on the Interest Payment Date falling on 20 March 2024.
	VI. Day Count Fraction:	30/360
	VII. Other terms relating to the method of calculating interest for Fixed Rate Securities:	Not Applicable, subject to paragraph 17 (<i>Provisions Relating to Credit Linked Securities</i>).
(B)	Floating Rate Security Provisions:	Not Applicable
(C)	CMS Rate Security:	Not Applicable
(D)	Spread Securities:	Not Applicable
(E)	Range Accrual (Expanded) Securities:	Not Applicable
(F)	Inflation Rate Security Provisions:	Not Applicable

	(G)	Interim Performance Premium Provisions:		Not Applicable
	(H)	Buy the Dip Securities Premium Provisions:		Not Applicable
	(I)	Premium Rollup:		Not Applicable
	(vii)	Premium Underlying Valuation Provisions:		Not Applicable
14.	Termination Provisions:			
	(i)	Issuer Call		Not Applicable
	(ii)	Investor Put		Not Applicable
	(iii)	Mandatory Early Termination Provisions		Not Applicable
	(iv)	Termination Amount:		EUR 100,000 per Security
	(v)	Underlying Linked Securities Termination Provisions		Not Applicable
15.	FX Provisions:			Not Applicable
16.	FX Performance:			Not Applicable
PROVISIONS RELATING TO CREDIT LINKED SECURITIES				
17.	Credit Linked Notes:			Applicable
	(i)	Type of Notes:		Single Name Credit Linked Notes
		– Type of credit linkage:		Credit Linked Principal
	(ii)	Credit Event Termination Method:		Auction Termination
		- Fallback Termination Method:		Cash Termination
	(iii)	Credit Payment following Credit Event:		Applicable
	(iv)	Credit Payment following Risk Event:		Not Applicable
	(v)	Credit Payment on Maturity:		Not Applicable
	(vi)	No Premium Accrual on Default:		Not Applicable
	(vii)	Premium Accrual on Default:		Applicable
	(viii)	Contingent Premium:		Not Applicable
	(ix)	Non-Contingent Premium:		Applicable: An amount equal to the Premium Amount as specified in paragraph 13(vi)(A) IV
	(x)	Single Name Credit Linked Notes:		Applicable
		- Reference Entity:		Mediobanca Banca di Credito Finanziario S.p.A.
				The Reference Entity has its registered office in Milano.
				Legislation governing the Reference Entity, and legal form which it has adopted under such

legislation: The Reference Entity is governed by the provisions of Italian regulations. The Reference Entity's legal form is a Società per Azioni.

The company objects of the Reference Entity as per its articles of association dated 22 December 2023:

- The purpose of Mediobanca Banca di Credito Finanziario S.p.A. is to raise funds and provide credit in any of the forms permitted, especially medium- and long-term credit to corporates. Within the limits laid down by current regulations, Mediobanca Banca di Credito Finanziario S.p.A. may execute all banking, financial and intermediation-related transactions and/or services and carry out any transaction deemed to be instrumental to or otherwise connected with achievement of Mediobanca Banca di Credito Finanziario S.p.A. purpose.
- As part of its supervisory and co-ordinating activities in its capacity as parent company of the Mediobanca Banking Group within the meaning of Article 61, paragraph 4, of Legislative Decree No. 385 dated 1 September 1993, Mediobanca Banca di Credito Finanziario S.p.A. shall issue directives to member companies of Mediobanca Banking Group to comply with instructions given by the Bank of Italy in the interests of maintaining Mediobanca Banking Group's stability.

Name of the stock exchange or of another regulated market which is regularly operating, recognised and open to the public where the shares and other securities of the Reference Entity are admitted:

DUSSELDORF
EUROTLX
Extra MOT
FRANKFURT
HI-MTF
LUXEMBOURG
MILAN
Quotrix
SIX
Vorvel
Subordinated Level

- Seniority Level:
- Standard Reference Obligation: Applicable
- Reference Obligation: Mediobanca Mc Nv30 Sub Tier2 Call Eur
Maturity Date: 23 November 2030
Currency: EUR

		Size: 250.000.000
		Coupon: 2,30%
		ISIN Code:XS2262077675
		Bloomberg Code:BBG00Y6RM4V2
-	Auction Termination Amount:	As per the Credit Linked Conditions
-	Auction Termination Date:	As per the Credit Linked Conditions
-	Cash Termination Amount:	As per the Credit Linked Conditions
-	Cash Termination Date:	As per the Credit Linked Conditions
-	Final Auction Termination Amount:	As per the Credit Linked Conditions
-	Final Cash Termination Amount:	As per the Credit Linked Conditions
(xi)	Nth-to-Default Basket Credit Linked Notes:	Not Applicable
(xii)	Linear Basket Credit Linked Notes:	Not Applicable
(xiii)	Index Untranchd Credit Linked Notes:	Not Applicable
(xiv)	Index Tranchd Credit Linked Notes:	Not Applicable
(xv)	Portfolio Tranchd Credit Linked Notes:	Not Applicable
(xvi)	Local Access Credit Linked Notes:	Not Applicable
(xvii)	Payment Failure Cut-Off Date:	As per the Credit Linked Conditions
(xviii)	Obligations:	
-	Obligation Category:	Borrowed Money
-	Obligation Characteristics:	None
-	Excluded Obligation:	Not Applicable
-	All Guarantees:	Applicable
		Fixed Cap: Not Applicable
(xix)	Deliverable Obligations:	
-	Deliverable Obligation Category:	As set out in the Annex (<i>Physical Settlement Matrix</i>) hereto
-	Deliverable Obligation Characteristics:	As set out in the Annex (<i>Physical Settlement Matrix</i>) hereto
-	Excluded Deliverable Obligation:	As per the Credit Linked Conditions
-	All Guarantees:	As set out in the Annex (<i>Physical Settlement Matrix</i>) hereto
(xx)	Credit Event(s):	Bankruptcy
		Failure to Pay
		Payment Requirement: As per the Credit Linked Conditions

	Grace Period Extension: Not Applicable
	Credit Deterioration Requirement: Applicable
	Restructuring
	Mod R: Not Applicable
	Mod Mod R: Applicable
	Multiple Holder Obligation: Not Applicable
- Credit Deterioration Condition:	Applicable
- Default Requirement:	As per the Credit Linked Conditions
- Notice of Publicly Available Information:	Applicable
(xxi) Credit Event Backstop Date:	26 February 2024
(xxii) Standard Event Determination Date:	Applicable
(xxiii) Non-Standard Event Determination Date:	Not Applicable
(xxiv) Single Notifying Party Event Determination Date:	Not Applicable
(xxv) Movement Option:	Not Applicable
(xxvi) Cash Termination Terms:	Applicable as Fallback Termination Method
- Valuation Date(s):	Single Valuation Date:
	Number of Business Days: As per the Credit Linked Conditions
- Valuation Time:	As per the Credit Linked Conditions
- Valuation Method:	Highest
- Quotation Method:	Bid
- Quotation Dealers:	As per the Credit Linked Conditions
- Accrued Premium:	As per Credit Linked Condition 16(a)(ii)(C)
(xxvii) Physical Termination Terms:	Not Applicable
(xxviii) Partial Cash Termination Terms/Fallback Cash Termination Terms:	Not Applicable
(xxix) Physical Settlement Matrix Standard Terms:	Applicable
	Physical Settlement Matrix: As set out in the Annex (Physical Settlement Matrix), as amended pursuant to the relevant elections in this Section 17.

	Transaction Type: Standard European Financial Corporate
(xxx) Fallback Discounting:	Applicable
(xxxi) Termination Following Merger:	Not Applicable
(xxxii) Settlement Currency:	As per the Credit Linked Conditions

PROVISIONS RELATING TO INDEX SKEW SECURITIES

18. Index Skew Securities:	Not Applicable
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GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

19. Form of Securities:	Registered Securities Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
20. New Safekeeping Structure:	Not Applicable
21. Business Centre(s):	London, New York and TARGET2
22. Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, New York and TARGET2
23. Redenomination, renominatisation and reconventioning provisions:	Not Applicable
24. Consolidation provisions:	Not Applicable
25. Substitution provisions:	Applicable: The provisions of General Condition 17 (<i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i>) apply
Additional Requirements:	Not Applicable
26. Name and address of Calculation Agent:	Citibank NA London acting through its Credit Derivatives department/group (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27. Determination Agent:	Calculation Agent
28. Determinations:	
(i) Standard:	Sole and Absolute Determination
(ii) Minimum Amount Adjustment Prohibition:	Applicable
29. Determinations and Exercise of Discretion (BEC):	Not Applicable
30. Prohibition of sales to consumers in Belgium:	Applicable
31. Other final terms:	Not Applicable

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|-----|---|------------------|
| 32. | Additional provisions applicable to Italian Listed Certificates: | Applicable |
| | (i) Expiry Date (<i>Data di Scadenza</i>) for the purposes of EuroTLX: | 20 December 2028 |
| | (ii) Record Date: | Not Applicable |
| | (iii) Minimum Trading Lot: | 1 Unit |
| 33. | Details relating to Instalment Securities: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: | Not Applicable |

PART B – OTHER INFORMATION**1. LISTING AND ADMISSION TO TRADING:**

Admission to trading and listing:	Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (EuroTLX) with effect from on or around the Issue Date.
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Estimated expenses relating to admission to trading:	Approximately Euro 400
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2. RATINGS

Ratings:	The Securities are not rated.
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3. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	Not Applicable
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4. DISCLAIMER**Bloomberg®**

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

5. OPERATIONAL INFORMATION

ISIN Code:	XS2660396545
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Common Code:	266039654
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CUSIP:	5C041F9F5
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WKN:	Not Applicable
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Valoren:	Not Applicable
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CFI:	Not Applicable
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FISN:	Not Applicable
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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
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Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable

6. 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, Reuterweg 16, 60323 Frankfurt am Main, Germany
(vi)	Total commission and concession:	No commissions and concessions are payable by the Issuer to the Dealer. The distribution fee payable by the Dealer to any distributor is 2.2559 % per Unit. Investors can obtain more information about the fee by contacting the Dealer at the address set out above.
(vii)	Prohibition of Sales to EEA Retail Investors:	Applicable
(viii)	Prohibition of Sales to UK Retail Investors:	Applicable

7. UNITED STATES TAX CONSIDERATIONS

Section 871(m): For U.S. federal income tax purposes, the Issuer intends to treat the Notes as prepaid forward contracts with associated payments. The Issuer has determined that the Notes are not Specified ELIs for the purpose of Section 871(m).

ANNEX – PHYSICAL SETTLEMENT MATRIX

Transaction Type	STANDARD EUROPEAN FINANCIAL CORPORATE
Credit Events:	Bankruptcy. Failure to Pay. Restructuring. — Mod Mod R Applicable. If the Transaction Type is a Financial Transaction Type: Governmental Intervention.
Obligation Category:	Borrowed Money.
Obligation Characteristics:	None.
Deliverable Obligation Category:	Bond or Loan.
Deliverable Obligation Characteristics:	Not Subordinated. Specified Currency. Assignable Loan. Consent Required Loan. Transferable. Maximum Maturity: 30 years. Not Bearer.
All Guarantees:	Applicable.
Financial Reference Entity Terms:	Applicable
Subordinated European Insurance Terms:	Not Applicable.
2014 Sovereign No Asset Package Delivery Supplement to the 2014 ISDA Credit Derivatives Definitions (September 15, 2014):	Not Applicable.
Monoline Supplement:	Not Applicable.
LPN Additional Provisions:	Not Applicable.
Additional Provisions for the Republic of Ukraine: Excluded Obligations and Excluded Deliverable Obligations (April 11, 2016):	Not Applicable.
2020 Additional Provisions for the Republic of Ecuador: Excluded Obligations and Excluded Deliverable Obligations (December 11, 2020):	Not Applicable.
2020 Additional Provisions for the Argentine Republic: Excluded Obligations and Excluded Deliverable Obligations (September 16, 2020):	Not Applicable.
Hungary Additional Provisions:	Not Applicable.
Additional Provisions for the Russian Federation (August 13, 2004):	Not Applicable.
Additional Provisions for Certain Venezuelan Entities: Excluded Obligations and Excluded Deliverable Obligations (September [19], 2017):	Not Applicable.
Additional Provisions for the Hellenic Republic (May 29, 2012):	Not Applicable.

Transaction Type	STANDARD EUROPEAN FINANCIAL CORPORATE
2014 CoCo Supplement to the 2014 ISDA Credit Derivatives Definitions (September 15, 2014):	Not Applicable.
Additional Provisions for Senior Non-Preferred Reference Obligations (published on December 8, 2017):	Not Applicable.
2019 NTCE Supplement to the 2014 ISDA Credit Derivatives Definitions (July 15, 2019):	Applicable.
Fallback Discounting:	Applicable.
Credit Deterioration Requirement:	Applicable.
2020 Limited Recourse Additional Provisions (December 2, 2020):	Not Applicable.

