

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

Final Terms dated 1 May 2024

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of up to PLN 30,000,000 Notes linked to the EURO STOXX 50® Index, due June 2027

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

Any person making or intending to make an offer of the Securities in any Member State of the EEA may only do so:

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

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

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

The Securities and the CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMFL Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Securities or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Securities or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Securities and the CGMFL Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended.

For a description of certain restrictions on offers and sales of Securities, see "General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions" in the Base Prospectus.

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

PART A – CONTRACTUAL TERMS

The Securities are English Law Securities. A Summary of the Securities is annexed to these Final Terms.

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

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

The Base Prospectus, the Supplements and the translation of the Summary into Polish 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>).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 15 December 2023, as supplemented by a Supplement (No. 1) dated 30 January 2024 (**Supplement No. 1**), a Supplement (No. 2) dated 13 March 2024 (**Supplement No. 2**) and a Supplement (No. 3) dated 30 April 2024 (**Supplement No. 3** and, together with Supplement No. 1 and Supplement No. 2, the **Supplements**).

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| 1. | (i) | Issuer: | Citigroup Global Markets Funding Luxembourg S.C.A. |
| | (ii) | Guarantor: | Citigroup Global Markets Limited |
| 2. | (i) | Type of Security: | Notes |
| | (ii) | Series Number: | CGMFL78450 |
| | (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: | Polish Złoty (PLN) |
| 4. | | Aggregate Principal Amount: | |
| | (i) | Series: | Up to PLN 30,000,000 |
| | (ii) | Tranche: | Up to PLN 30,000,000 |

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| 5. | Issue Price: | 100.00 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | PLN 10,000 |
| | (ii) Calculation Amount: | PLN 10,000 |
| 7. | (i) Trade Date: | 31 May 2024 |
| | (ii) Issue Date: | 7 June 2024 |
| | (iii) Interest Commencement Date: | Not Applicable |
| 8. | Maturity Date: | 7 June 2027, subject to adjustment in accordance with the Modified Following Business Day Convention |
| 9. | Type of Securities: | <p>The Securities do not bear or pay any interest</p> <p>The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Redemption Provisions are applicable, item 14(v) below</p> <p>The Securities are Cash Settled Securities</p> |
| 10. | Put/Call Options: | Not Applicable |
| 11. | (i) Status of the Securities: | Senior |
| | (ii) Status of the CGMHI Deed of Guarantee: | Not Applicable |
| | (iii) Status of the CGMFL Deed of Guarantee: | Senior |

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY REDEMPTION

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| 12. | Underlying Linked Securities Provisions: | Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule) |
| | (i) Underlying: | Applicable |
| | (A) Description of Underlying(s): | EURO STOXX 50 [®] Index (ISIN: EU0009658145) |
| | (B) Classification: | Security Index |
| | (C) Electronic Page: | Bloomberg Page: SX5E <Index> |
| | (ii) Particulars in respect of each Underlying: | Applicable |
| | Security Index/Indices: | |
| | (A) Type of Index: | Multiple Exchange Index |

- (B) Exchange(s): As defined in paragraph (b) of the definition of "Exchange" in the Security Index Conditions
- (C) Related Exchange(s): All Exchanges
- (D) Single Valuation Time: Not Applicable
- (E) Same Day Publication: Applicable
- (iii) Elections in respect of each type of Underlying: Applicable

Security Index/Indices:

- (A) Additional Disruption Event(s): Increased Cost of Stock Borrow
Loss of Stock Borrow
- (B) Additional Adjustment Event(s): Security Index Condition 4: Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
Pro Rata Issuer Cost Reimbursement: Not Applicable
Additional Costs on account of Early Redemption: Not Applicable
- (C) Security Index Adjustment Event(s): Security Index Condition 6(b)(i): Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
Pro Rata Issuer Cost Reimbursement: Not Applicable
Additional Costs on account of Early Redemption: Not Applicable
- (D) Additional Early Redemption Event(s): Security Index Condition 5: Applicable
Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs:
Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Redemption: Not
Applicable

(E) Security Substitution: Index Applicable

(iv) Trade Date: 31 May 2024

(v) Realisation Disruption: Not Applicable

(vi) Hedging Disruption Early Termination Event: Not Applicable

(vii) Hedging Disruption: Applicable

Early Redemption Option: Applicable

Early Redemption 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 Redemption: Not
Applicable

(viii) Section 871(m) Event: Applicable

Early Redemption Option: Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs:
Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Redemption: Not
Applicable

(ix) Early Redemption for Taxation Reasons: Applicable

Early Redemption Option: Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(x)	Change in Law:	Applicable
		Illegality: Applicable
		Material Increased Cost: Applicable
		Early Redemption Option: Applicable
		Early Redemption 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 Redemption: Not Applicable
(xi)	Increased Cost of Hedging:	Applicable
		Early Redemption Option: Applicable
		Early Redemption 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 Redemption: Not Applicable
(xii)	Early Redemption for Illegality:	Applicable
		Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable

(xiv)	Early Redemption for Obligor Regulatory Event:	Not Applicable
(xv)	Event of Default:	Early Redemption Amount: Fair Market Value Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Redemption: Not Applicable
(xvi)	Minimum Return Amount:	Not Applicable

PROVISIONS RELATING TO ANY INTEREST AMOUNT, THE REDEMPTION AMOUNT AND ANY ENTITLEMENT DELIVERABLE

13. **Interest Provisions:** Not Applicable – the Securities do not bear or pay any interest

14. **Redemption Provisions:**

(i)	Issuer Call	Not Applicable
(ii)	Investor Put	Not Applicable
(iii)	Mandatory Early Redemption Provisions	Not Applicable
(iv)	Redemption Amount:	See item (v) below
(v)	Underlying Linked Securities Redemption Provisions	Applicable
	Dates	
(A)	Specified Redemption Barrier Observation Date:	For the purpose of determining whether a Redemption Barrier Event has occurred: 28 May 2027
(B)	Specified Final Valuation Date(s):	For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has not occurred: 28 May 2027
(C)	Specified Redemption Strike Date:	31 May 2024
	Underlying(s) relevant to redemption, Final Performance provisions and levels of the Redemption Underlying(s)	
(A)	Redemption Underlying(s):	The Underlying specified in item 12 above
(B)	Redemption Barrier Underlying(s):	The Redemption Underlying
	Final Performance Provisions:	Applicable

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| (A) | Single Observation: | Underlying | Applicable for the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has not occurred |
| | I. Maximum Performance Percentage: | Final | Not Applicable |
| | II. Minimum Performance Percentage: | Final | Not Applicable |
| | III. Maximum Performance Percentage (Barrier Event): | Final | Not Applicable |
| | IV. Minimum Performance Percentage (Barrier Event): | Final | Not Applicable |
| | V. Maximum Performance Percentage (Barrier Event Satisfied): | Final | Not Applicable |
| | VI. Minimum Performance Percentage (Barrier Event Satisfied): | Final | Not Applicable |
| | VII. Maximum Performance Percentage (Barrier Event Not Satisfied): | Final | Not Applicable |
| | VIII. Minimum Performance Percentage (Barrier Event Not Satisfied): | Final | Not Applicable |
| | IX. Final Performance Adjustment Percentage: | Final | Not Applicable |
| (B) | Weighted Observation: | Basket | Not Applicable |
| (C) | Best of Observation: | Basket | Not Applicable |
| (D) | Worst of Observation: | Basket | Not Applicable |
| (E) | Outperformance Observation: | | Not Applicable |

(F)	Arithmetic Underlying Return:	Mean	Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Performance Observation:	Final - Asian	Not Applicable
	Provisions relating to levels of the Redemption Underlying(s)		Applicable
(A)	Redemption Initial Level:		For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has not occurred: Closing Level on Redemption Strike Date
(B)	Final Reference Level:		For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has not occurred: Closing Level on Final Valuation Date
(C)	Redemption Strike Level:		For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event has not occurred and the Final Performance in respect thereof: 109.00% of the Redemption Initial Level
	Provisions relating to a Redemption Barrier Event:		Applicable
(A)	Redemption Barrier Event:		Applicable – Redemption Barrier Event European Observation
(B)	Final Barrier Level:		Less than 109.00% of the Redemption Initial Level of the Redemption Barrier Underlying
	Provisions relating to the redemption amount due or entitlement deliverable		Applicable
	Provisions applicable where Redemption Barrier Event is Not Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:		Not Applicable
	Provisions applicable where Redemption Barrier Event is Applicable		
(A)	Provisions applicable to Physical Delivery:		Not Applicable
(B)	Redemption Upper Barrier Event:		Not Applicable
(C)	Redemption Amount due where no Redemption Barrier Event has occurred		Applicable – the Performance-Linked Redemption Amount determined in accordance with Put Option Provisions

- and no Redemption Upper Barrier Event is specified:
- (D) Redemption Upper Barrier Percentage: Not Applicable
- I. Upper Redemption Amount due where no Redemption Barrier Event has occurred: Not Applicable
- II. Lower Redemption Amount due where no Redemption Barrier Event has occurred: Not Applicable
- (E) Redemption Amount due where a Redemption Barrier Event has occurred and no Redemption Lower Barrier Event is specified: Applicable – PLN 10,900 per Security
- (F) Redemption Lower Barrier Event: Not Applicable
- (G) Redemption Amount due where a Redemption Barrier Event has occurred and a Redemption Lower Barrier Event is specified:
- I. Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred: Not Applicable
- II. Non Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred: Not Applicable
- Performance-Linked Redemption Amount:
- Put Option Applicable if a Redemption Barrier Event does not occur

I.	Relevant Percentage:	109.00%
II.	Maximum Redemption Amount:	Not Applicable
III.	Minimum Redemption Amount:	Not Applicable
IV.	Maximum Redemption Amount (Barrier Event Satisfied):	Not Applicable
V.	Minimum Redemption Amount (Barrier Event Satisfied):	Not Applicable
VI.	Maximum Redemption Amount (Barrier Event Not Satisfied):	Applicable – PLN 13,000 per Security
VII.	Minimum Redemption Amount (Barrier Event Not Satisfied):	Applicable – PLN 10,900 per Security
VIII.	Final Participation Rate (FPR):	Not Applicable
IX.	Redemption Adjustment:	Not Applicable
	Call Option	Not Applicable
	Call Spread - Put Spread Option:	Not Applicable
	Twin Win Option:	Not Applicable
	Market Timer:	Not Applicable
	Put Call Sum:	Not Applicable
	Swaption:	Not Applicable
	Provisions relating to Buy the Dip Securities:	Not Applicable
	Redemption Underlying Valuation Provisions	Applicable
(A)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) (<i>Adjustments to Valuation Dates (Scheduled Trading Days)</i>) apply
(B)	Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) (<i>Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)</i>) apply
(C)	Valuation Roll:	Eight

	Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities	Not Applicable
	Split Payment Conditions:	Not Applicable
15.	FX Provisions:	Not Applicable
16.	FX Performance:	Not Applicable
PROVISIONS RELATING TO CREDIT LINKED NOTES		
17.	Credit Linked Notes:	Not Applicable
PROVISIONS RELATING TO INDEX SKEW NOTES		
18.	Index Skew Notes:	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE SECURITIES		
19.	Form of Securities:	Registered Securities Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
20.	New Safekeeping Structure:	Not Applicable
21.	Business Centre(s):	New York City and Warsaw
22.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	New York City and Warsaw
23.	Redenomination, renominatisation and reconventioning provisions:	Applicable: The provisions of General Condition 18 (<i>Redenomination</i>) apply
24.	Consolidation provisions:	The provisions of General Condition 14 (<i>Further Issues</i>) apply
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:	Citigroup Global Markets Limited (acting through its EMEA Equity Index Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27.	Determination Agent:	Calculation Agent
28.	Determinations:	
	(i) Standard:	Sole and Absolute Determination

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| (ii) | Minimum Amount Adjustment Prohibition: | Not Applicable |
| 29. | Determinations and Exercise of Discretion (BEC): | Not Applicable |
| 30. | Prohibition of sales to consumers in Belgium: | Applicable |
| 31. | Additional provisions applicable to Italian Listed Certificates: | Not Applicable |
| 32. | Administrator/Benchmark Event: | <p>Early Redemption following Administrator/Benchmark Event: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Redemption: Not Applicable</p> |
| 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 |

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PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

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

2. RATINGS

Ratings: The Securities are not rated

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

Save for any fees payable to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

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

(i) Reasons for the Offer: See "Use of Proceeds" in the Base Prospectus

(ii) Estimated net proceeds: An amount equal to 100.00% of the final Aggregate Principal Amount of the Securities issued on the Issue Date

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities

(iii) Estimated total expenses: Approximately EUR 13,000 (listing fees and legal expenses)

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

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

6. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: The EURO STOXX 50[®] Index is provided by STOXX Limited

As at the date hereof, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation

7. DISCLAIMER

EURO STOXX 50[®] Index

STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers have no relationship to the Issuer or the Dealer, other than the licensing of the EURO STOXX 50[®] Index (the **SX5E Index**) and the related trademarks for use in connection with the Notes.

In case the SX5E Index is an iSTOXX or idDAX index, note that such indices are tailored to a customer request or market requirement based on an individualized rule book which is not integrated into the STOXX index family or DAX index family.

STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers do not:

- sponsor, endorse, sell or promote the Notes or recommend that any person invest in the Notes or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
- have any responsibility or liability for the administration, management or marketing of the Notes.
- consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the SX5E Index or have any obligation to do so.

STOXX Limited and Qontigo Index GmbH respectively as the licensor and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Notes or their performance.

Specifically,

- STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
 - the results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the SX5E Index and the data included in the SX5E Index;
 - the accuracy, timeliness, and completeness of the SX5E Index and its data;
 - the merchantability and the fitness for a particular purpose or use of the SX5E Index and its data;
 - the performance of the Notes generally.
- STOXX Limited, Qontigo Index GmbH and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the SX5E Index or its data;
- Under no circumstances will STOXX Limited, Qontigo Index GmbH or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the SX5E Index or its data or generally in relation to the Notes even in circumstances where STOXX Limited, Qontigo Index GmbH or their licensors, research partners or data providers are aware that such loss or damage may occur.

STOXX Limited and Qontigo Index GmbH do not assume any contractual relationship with the purchasers of the Notes or any other third parties. The licensing agreement between the Issuer and the respective licensors solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

Bloomberg[®]

Certain information contained in this Final Terms consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg[®]**). The Issuer and the CGMFL Guarantor accept responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer and the CGMFL 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.

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8. OPERATIONAL INFORMATION

ISIN Code:	XS2801169470
Common Code:	280116947
CUSIP:	5C23RR9X2
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTZNFR
FISN:	CITIGROUP GLOBA/ZERO CPNEMTN 202706
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 depository, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

9. DISTRIBUTION

(i) Method of distribution:	Non-syndicated
(ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments:	Not Applicable
(iii) Date of Subscription Agreement:	Not Applicable
(iv) Stabilisation Manager(s) (if any):	Not Applicable
(v) If non-syndicated, name and address of Dealer:	Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany

- (vi) Total commission and concession: No commissions and concessions are payable by the Issuer to the Dealer

In connection with the offer and sale of the Securities, the Dealer will pay to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities a commission, on a one-time and/or on a regular basis. The total commission paid shall not exceed 2.50 per cent. per Specified Denomination and is included in the Issue Price

Investors can obtain more information about the commission by contacting the placer(s) or the Dealer

- (vii) Non-exempt Offer: An offer (the **Polish Offer**) of the Securities may be made by Bank Handlowy w Warszawie S.A. (the **Polish Initial Authorised Offeror(s)**) other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation during the period from (and including) 2 May 2024 to (and including) to 29 May 2024 (the **Polish Offer Period**) in the Republic of Poland (**Poland**)

Offers (if any) in any Member State other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus

Authorised Offeror(s) means the Initial Authorised Offeror(s)

Initial Authorised Offeror(s) means the Polish Initial Authorised Offeror(s)

Public Offer Jurisdiction(s) means Poland

See further paragraph 10 below

- (viii) General Consent: Not Applicable

- (ix) Other conditions to consent: The Authorised Offeror(s) (i) has the Issuer's consent to use the Base Prospectus in respect of offers of the Securities made in Poland provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Base Prospectus in respect of private placements of the Securities that do not subject the Issuer or any affiliate of the Issuer to any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi-governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof

If any of the conditions attached to consent are amended, any such information will be the subject of a supplement to these Final Terms read in conjunction with the Base

Prospectus under Article 23 of the EU Prospectus Regulation

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

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

10. TERMS AND CONDITIONS OF THE OFFER

Offer Price: The Offer Price in respect of each Calculation Amount offered by the Authorised Offeror(s) to investors in Poland is PLN 10,000

Conditions to which the Offer is subject: The offer of the Securities for sale to the public in Poland is subject to the relevant regulatory approvals having been granted, and the Securities being issued

The Polish Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be published by way of notice which will be available on the website of Euronext Dublin (<https://live.euronext.com>)

The Issuer reserves the right, in its absolute discretion, to cancel, in whole or in part, the Polish Offer and the issue of the Securities in Poland at any time prior to the Issue Date in accordance with the applicable regulations

In such an event all application monies relating to applications for Securities under the Polish Offer will be returned (without interest) to applicants at the applicant's risk by no later than 30 days after the date on which the Polish Offer of the Securities is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice on the website of the Euronext Dublin (<https://live.euronext.com>) in the event that the Polish Offer is cancelled and the Securities are not issued in Poland pursuant to the above

Description of the application process: Applications for the purchase of Securities may be made by a prospective investor in Poland to the Authorised Offeror(s)

Pursuant to anti-money laundering laws and regulations in force in Germany or other relevant jurisdictions, the Issuer, Citigroup Global Markets Europe AG or any of their authorised agents may require evidence in connection with any application for Securities, including further identification of the applicant(s), before any Securities are issued

	<p>Each prospective investor in Poland should ascertain from the Authorised Offeror(s) when the Authorised Offeror(s) will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Authorised Offeror(s)</p>
<p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</p>	<p>The Issuer reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the Polish Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied</p> <p>It may be necessary to scale back applications under the Polish Offer</p> <p>In the event that subscriptions for Securities under the Polish Offer are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of PLN 10,000 in principal amount of the Securities, as determined by the Issuer, and subject to a minimum allotment per applicant of PLN 50,000 in principal amount of the Securities</p> <p>Excess application monies will be returned (without interest) to applicants at the applicant's risk by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate</p> <p>The Issuer also reserves the right to accept any subscriptions for Securities which would exceed the "up to" aggregate principal amount of the Securities of PLN 30,000,000 and the Issuer may increase the "up to" aggregate principal amount of the Securities</p>
<p>Details of the minimum and/or maximum amount of application:</p>	<p>The minimum amount of application is PLN 50,000 in principal amount of the Securities</p> <p>The maximum amount of application will be subject only to availability at the time of application</p>
<p>Details of the method and time limits for paying up and delivering the Securities:</p>	<p>Securities will be available on a delivery versus payment basis</p> <p>The Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the date as notified by the Authorised Offeror(s)</p>
<p>Manner in and date on which results of the offer are to be made public:</p>	<p>By means of a notice published by the Issuer on the website of Euronext Dublin (https://live.euronext.com) following the closing of the Polish Offer Period on or around the Issue Date</p>

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not Applicable

Whether tranche(s) have been reserved for certain countries:

Offers may be made by the Authorised Offeror(s) to any person in Poland

Offers may only be made by offeror(s) authorised to do so in Poland. Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Securities referred to herein to permit a public offering of such Securities in any jurisdiction other than Poland

Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Securities made by an offeror not authorised by the Issuer to make such offers

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

Applicants in Poland will be notified directly by the Authorised Offeror(s) of the success of their application

Dealing in the Securities may commence on the Issue Date

Allocation of Securities is simultaneous with the acceptance of the offer by each individual investor and subject to (i) the availability of funds in their account for the total amount invested and (ii) the total amount for which acceptances have been received not exceeding the "up to" number of Securities, provided that, if there are more subscriptions to the offer than the "up to" number of Securities, then allocation of Securities to individual investors may be decreased proportionally so that subscriptions to the offer do not exceed the "up to" number of Securities. See also "Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants" above

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

See item 9(vi) (*Total commission and concession*) above

Please refer to "Polish Taxation" in the section entitled "Taxation of Securities" in the Base Prospectus

Name(s), address(es), legal entity identifier, domicile, legal form and law and country of incorporation to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

Bank Handlowy w Warszawie S.A.
Senatorska 16
00-923 Warsaw
Poland

LEI: XLEZHWWOI4HFQDGL4793

Bank Handlowy w Warszawie S.A. is a listed public company incorporated under the laws of Poland mainly operating under Polish law

11. UNITED STATES TAX CONSIDERATIONS

General: The Securities are Non-U.S. Securities.

Section 871(m): The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).

Net cash flows from financing activities (in thousands of U.S. dollars)	6,764,831	7,505,356	(423,934)	6,449,382
Net cash flows from investing activities (in thousands of U.S. dollars)	(6,764,800)	(7,505,354)	423,950	(6,449,360)

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

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

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

The Issuer is subject to the following key risks:

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

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities, including security identification numbers

The Securities are derivative securities in the form of notes, and are linked to an underlying security index. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of the Securities is 7 June 2024. The issue price of the Securities is 100.00 per cent. of the aggregate principal amount.

Series Number: CGMFL78450; ISIN: XS2801169470; Common Code: 280116947; CFI: DTZNFR; FISN: CITIGROUP GLOBA/ZERO CPNEMTN 202706; CUSIP: 5C23RR9X2.

Currency, specified denomination, calculation amount, aggregate principal amount and maturity date of the Securities

The Securities are denominated in Polish Złoty ("PLN"). The Securities have a specified denomination of PLN 10,000 and the calculation amount is PLN 10,000. The aggregate principal amount of the Securities to be issued is up to PLN 30,000,000.

Maturity Date: 7 June 2027, subject to adjustment in accordance with the Modified Following Business Day Convention. This is the date on which the Securities are scheduled to redeem, subject to an early redemption of the Securities.

Rights attached to the Securities

The Securities do not pay any interest. The return on the Securities will derive from, unless the Securities have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the Maturity Date of the Securities.

Redemption Amount: Unless the Securities have been previously redeemed or purchased and cancelled, if:

- (a) a Redemption Barrier Event has not occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to equal to the greater of (1) PLN 10,900, and (2) the lesser of (i) PLN 13,000, and (ii) the product of (A) the Calculation Amount and (B) the sum of 109.00% and the Final Performance of the Underlying. Expressed as a formula:

$$\text{Max}\{\text{PLN } 10,900; \text{Min}[\text{PLN } 13,000; \text{CA} \times (109.00\% + \text{Final Performance of the Underlying})]\}; \text{ or}$$

- (b) a Redemption Barrier Event has occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to PLN 10,900 per Security.

Where:

Calculation Amount or CA: PLN 10,000.

Final Barrier Level: 109.00% of the Redemption Initial Level of the Underlying.

pari passu with all other outstanding, unsecured and unsubordinated obligations of CGML, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Key financial information of the Guarantor: The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2022 and 2021, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2023.

Summary information – income statement				
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Profit after taxation <i>(in millions of U.S. dollars)</i>	278	403	621	53
Summary information – balance sheet				
	As of 31 December 2022 (audited)	As of 31 December 2021 (audited)	As of 30 June 2023 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) <i>(in millions of U.S. dollars)</i>	14,668	7,338	8,435	
Debt to equity ratio (total liabilities/total shareholder equity)	17.2	14.8	17.4	
Summary information – cash flow statement				
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Net cash flows from operating activities <i>(in millions of U.S. dollars)</i>	(2,689)	(1,982)	(442)	(2,412)
Net cash flows from financing activities <i>(in millions of U.S. dollars)</i>	2,237	5,305	(267)	(2,222)
Net cash flows from investing activities <i>(in millions of U.S. dollars)</i>	(586)	(1,780)	(58)	(533)

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

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

- The Guarantor is exposed to concentrations of risk, particularly credit and market risk. As regulatory or market developments continue to lead to increased centralisation of trading activities, the Guarantor could experience an increase in concentration of risk, which could limit the effectiveness of any hedging strategies and cause the Guarantor to incur significant losses. The Guarantor may be affected by macroeconomic, geopolitical and other challenges, uncertainties and volatilities, including the global COVID-19 pandemic and the military action by Russia in Ukraine (and related sanctions, export controls and similar actions or laws), which may negatively impact the businesses of the Guarantor and its ability to fulfil its obligations under the Securities, and the value of and return on the Securities.
- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- If the relevant resolution authority is satisfied that the Guarantor is failing or likely to fail, and subject to certain other conditions being satisfied, the Guarantor may be subject to action taken by the resolution authority, including potentially the write down of claims of unsecured creditors of the Guarantor (such as under the deed of guarantee) and the conversion of unsecured debt claims (such as under the deed of guarantee) to other instruments (e.g. equity shares), the transfer of all or part of the Guarantor's business to another entity, or other resolution measures. As a result of any such action, investors could lose some or all of their investment in the Securities.

What are the key risks that are specific to the Securities?

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. The value of Securities prior to their scheduled redemption may vary due to a number of interrelated factors, including the value, dividend yield and volatility of the Underlying(s) and any changes in interim interest rates if applicable, and a sale of Securities prior to their scheduled redemption may be at a substantial discount from the original purchase price and you may lose some or all of your investment. Further, you will receive no interest during the term of the Securities.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a security index. Global economic, financial and political developments, among other things, may have a material effect on the value of the component

securities of, and/or the performance of, the Underlying(s), and in recent years, currency exchange rates and prices for component securities have been highly volatile. This may in turn affect the value of and return on the Securities. Where the Underlying(s) is a price return index, holders of Securities will not participate in dividends paid on the components comprising the Underlying(s) and such Securities may not perform as well as a position where such holder had invested directly in such components or where they invested in a "total return" version of the Underlying(s) or in another product.

- The Securities do not create an actual interest in, or ownership of, an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying or other items which may comprise the Underlying(s) in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.
- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the level of an Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities.
- The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new security index. Any such adjustments may have an adverse effect on the value of such Securities.
- In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early redeemed. If the Securities 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 SECURITIES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Securities?

Terms and conditions of the offer

An offer of the Securities will be made in Poland during the period from (and including) 2 May 2024 to (and including) 29 May 2024. Such period may be adjusted by the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

The offer price is PLN 10,000 per calculation amount. The minimum subscription amount is PLN 50,000 in principal amount of the Securities. The maximum amount of application will be subject only to availability at the time of application. The Issuer may decline in whole or in part an application for the Securities. In the event that subscriptions for Securities are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of PLN 10,000 in principal amount of the Securities, as determined by the Issuer, and subject to a minimum allotment per applicant of PLN 50,000 in principal amount of the Securities. The Issuer also reserves the right to accept any subscriptions for Securities which would exceed the "up to" aggregate principal amount of the Securities of PLN 30,000,000 and the Issuer may increase the "up to" aggregate principal amount of the Securities.

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

Details of method and time limits for paying up and delivering the Securities: Securities will be available on a delivery versus payment basis. The Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the date as notified by the Authorised Offeror(s).

Manner in and date on which results of the offer are to be made public: By means of a notice published by the Issuer on the website of Euronext Dublin (<https://live.euronext.com>) following the closing of the offer on or around the issue date.

Estimated expenses or taxes charged to investor by issuer/offered

No commissions and concessions are payable by the Issuer to the dealer. In connection with the offer and sale of the Securities, the dealer will pay to the relevant financial intermediary(ies) and/or other financial institution(s) involved in the sale and purchase of the Securities a commission, on a one-time and/or on a regular basis. The total commission paid shall not exceed 2.50 per cent. per specified denomination and is included in the issue price. Investors can obtain more information about the commission by contacting the placer(s) or the dealer.

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

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

Authorised Offeror(s): The Authorised Offeror is Bank Handlowy w Warszawie S.A. (LEI: XLEZHWWOI4HFQDGL4793), at Senatorska 16, 00-923 Warsaw, Poland. Bank Handlowy w Warszawie S.A. is a listed public company incorporated under the laws of Poland mainly operating under Polish law.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The net proceeds of the issue of the Securities will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same Group, and may be used to finance the Issuer itself. The estimated net amount of proceeds is 100.00 per cent. of the final aggregate principal amount of the Securities issued on the issue date.

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

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

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

Podstawowe informacje – sprawozdanie z przepływów pieniężnych				
	Rok zakończony 31 grudnia 2022 r. (zbadane)	Rok zakończony 31 grudnia 2021 r. (zbadane)	Sześć miesięcy zakończonych 30 czerwca 2023 r. (niezbadane)	Sześć miesięcy zakończonych 30 czerwca 2022 r. (niezbadane)
Przepływy środków pieniężnych netto z działalności operacyjnej (w tysiącach USD)	(101.533)	97.426	(1.849)	(185.616)
Przepływy środków pieniężnych netto z działalności finansowej (w tysiącach USD)	6.764.831	7.505.356	(423.934)	6.449.382
Przepływy środków pieniężnych netto z działalności inwestycyjnej (w tysiącach USD)	(6.764.800)	(7.505.354)	423.950	(6.449.360)
*Zgodnie z MSSF, Emitent nie przedstawia kosztów z tytułu odsetek.				
Zastrzeżenia zawarte w sprawozdaniu z badania dotyczącego historycznych informacji finansowych: W sprawozdaniu z badania dotyczącego historycznych informacji finansowych Emitenta brak jest jakiegokolwiek zastrzeżeń.				
Jakie są kluczowe ryzyka właściwe dla Emitenta?				
<p>Emitent narażony jest na następujące kluczowe ryzyka:</p> <ul style="list-style-type: none"> Emitent jest narażony na wewnątrzgrupowe ryzyko kredytowe. Od czasu do czasu Emitent zawiera z CGML transakcje na instrumentach pochodnych w celu potracenia lub zabezpieczenia swoich zobowiązań wobec posiadaczy papierów wartościowych z tytułu wyemitowanych przez siebie papierów wartościowych (które mogą obejmować Papiery Wartościowe). W związku z tym Emitent jest narażony na ryzyko kredytowe CGML w postaci ryzyka kontrahenta w odniesieniu do takich transakcji na instrumentach pochodnych. W szczególności, zdolność Emitenta do wypełnienia jego zobowiązań z tytułu Papierów Wartościowych zależy przede wszystkim od terminowego wykonania przez CGML jego zobowiązań jako kontrahenta Emitenta w zakresie takich transakcji na instrumentach pochodnych, a jakiegokolwiek uchybienie ze strony CGML w tym zakresie będzie miało negatywny wpływ na zdolność Emitenta do wypełnienia jego zobowiązań z tytułu Papierów Wartościowych. Posiadaczom papierów wartościowych nie będzie przysługiwał żaden regres w stosunku do CGML z tytułu takich transakcji na instrumentach pochodnych. Emitent może nie być w stanie utrzymać swoich obecnych ratingów. Jeżeli agencja ratingowa obniży, zawiesi lub wycofa swój rating Emitenta i/lub jakiegokolwiek z jego spółek powiązanych, prawdopodobnie będzie to miało niekorzystny wpływ na płynność i wartość rynkową Papierów Wartościowych. Obniżenie ratingu może mieć również negatywny wpływ na inne źródła finansowania, takie jak finansowanie zabezpieczone i inne wymogi dotyczące depozytów zabezpieczających, dla których nie istnieją wyraźne mechanizmy wywalające. W odpowiedzi na napaść zbrojną Rosji na Ukrainę Stany Zjednoczone Ameryki nałożyły, i prawdopodobnie nałożą dodatkowe, istotne sankcje finansowe i gospodarcze oraz ograniczenia eksportu na niektóre rosyjskie osoby prawne i/lub osoby fizyczne, a podobne działania zostały wdrożone i/lub są planowane przez Unię Europejską, Zjednoczone Królestwo i inne państwa. Zdolność Grupy do prowadzenia działalności w Rosji i w Ukrainie z udziałem określonych konsumentów i klientów instytucjonalnych lub dotyczącej określonych podmiotów i klientów rosyjskich lub ukraińskich jest częściowo uzależniona od tego, czy działalność taka nie została ograniczona na mocy obowiązujących lub przewidywanych sankcji i przepisów prawa Stanów Zjednoczonych Ameryki, Unii Europejskiej, Zjednoczonego Królestwa lub innych państw, lub czy nie zostanie przerwana w inny sposób w świetle tych wydarzeń. Sankcje i ograniczenia eksportu, jak również wszelkie działania Rosji, mogą mieć niekorzystny wpływ na działalność Grupy oraz na klientów Grupy w Rosji i w Ukrainie. Jakikolwiek negatywny wpływ działań Rosji w Ukrainie oraz związanych z nimi sankcji, ograniczeń eksportu i podobnych działań lub przepisów prawa na Grupę, w tym na Emitenta, może niekorzystnie wpłynąć na zdolność Emitenta do wypełniania jego zobowiązań z tytułu Papierów Wartościowych, a także na wartość Papierów Wartościowych i zwrot z Papierów Wartościowych. 				
KLUCZOWE INFORMACJE NA TEMAT PAPIERÓW WARTOŚCIOWYCH				
Jakie są główne cechy Papierów Wartościowych?				
Rodzaj, klasa oraz kod ISIN Papierów Wartościowych				
<p>Papiery Wartościowe są pochodnymi papierami wartościowymi w formie obligacji i są powiązane z bazowym indeksem papierów wartościowych. Rozliczenie i rozrachunek Papierów Wartościowych nastąpi za pośrednictwem Euroclear Bank S.A./N.V. i/lub Clearstream Banking, société anonyme.</p> <p>Data emisji Papierów Wartościowych przypada 7 czerwca 2024 r. Cena emisyjna Papierów Wartościowych stanowi 100 procent łącznej wartości nominalnej.</p> <p>Numer serii: CGMFL78450; kod ISIN: XS2801169470; Kod Wspólny (Common Code): 280116947; kod Klasyfikacji Instrumentów Finansowych (CFI): DTZNFNR; Skrócona Nazwa Instrumentu Finansowego (FISN): CITIGROUP GLOBAL/ZERO CPNEMTN 202706; numer Komitetu Jednolitych Procedur Identyfikacji Papierów Wartościowych (CUSIP): 5C23RR9X2.</p>				
Waluta, określony nominal, wartość nominalna, łączna wartość nominalna oraz termin zapadalności Papierów Wartościowych				
<p>Papiery Wartościowe są denominowane w złotym polskim („PLN”). Papiery Wartościowe mają określony nominal wynoszący 10.000 PLN i wartość nominalną wynoszącą 10.000 PLN. Łączna wartość nominalna Papierów Wartościowych będących przedmiotem emisji wynosi maksymalnie 30.000.000 PLN.</p>				

właściwe w celu ochrony własnych interesów bez uwzględniania konsekwencji swoich działań dla inwestorów. Poza interesami opisanymi powyżej, o ile Emitentowi wiadomo, żadna osoba zaangażowana w ofertę Papierów Wartościowych nie ma żadnych interesów o istotnym znaczeniu dla oferty.