

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any "retail investor" in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, 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; 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 (the "**UK Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

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

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

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

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

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

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

A "**Permitted Non-U.S. Purchaser**" is a person that (i) is outside the United States at the time of any offer or sale of the Securities to it and is not a "U.S. person" as such term is defined under Rule 902(k)(1) of Regulation S or "in the United States" as such term is defined in Rule 202(a)(30)-1(c)(3)(i) under the U.S. Investment Advisers Act of 1940, as amended ("**Advisers Act**"); (ii) does not come within any definition of U.S. person for any purpose under the CEA or any rule, order, guidance or interpretation proposed or issued by the CFTC under the CEA (for the avoidance of doubt, a U.S. person shall include without limitation (a) any person who is either (x) not a "Non-United States person" as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for the purposes of subsection (D) thereof, the exception for qualified eligible persons who are not "Non-United States persons" or (y) not a "foreign located person" as defined in CFTC Rule 3.10(c)(1)(ii) and (b) any person who is a "U.S. Person" or a "Significant Risk Subsidiary", or benefits from a "Guarantee", in each case as such terms are defined in CFTC Rule 23.23(a) under the CEA, as such rule may be amended, revised, supplemented or superseded); (iii) is not a "U.S. Person" as defined in Rule 3a71-3(a)(4) under the United States Securities Exchange Act of 1934, as amended; and (iv) is not, and whose purchase and holding of the Securities is not made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or an employee benefit plan or other plan or arrangement subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

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

Final Terms dated 2 February 2026

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of up to SEK 30,000,000 Snowballing Autocall Securities linked to the Performance of AstraZeneca PLC, H & M Hennes & Mauritz AB, Nordea Bank Abp and Saab AB, due April 2031

Guaranteed by Citigroup Global Markets Limited

Under the Citi Global Medium Term Note Programme

PART A - CONTRACTUAL TERMS

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

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of the Luxembourg Stock Exchange (www.luxse.com). In addition, this Final Terms and the translation of the Summary into Swedish are available on the website of the Authorised Offeror (<https://www.strivo.se/>).

For the purposes hereof, "**Base Prospectus**" means the CGMFL GMI Base Prospectus relating to the Programme dated 17 November 2025, as supplemented by a Supplement (No. 1) dated 27 January 2026 ("**Supplement No. 1**") and a Supplement (No. 2) dated 29 January 2026 ("**Supplement No. 2**" and, together with Supplement No. 1, 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) Governing Law: | English Law |
| | (iii) Series Number: | CGMFL147802 |
| | (iv) Tranche Number: | 1 |
| | (v) Date on which the Securities will be consolidated and form a single Series: | Not Applicable |
| 3. | Settlement Currency or Currencies: | Swedish Krona (" SEK ") |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | Up to SEK 30,000,000. It is anticipated that the final Aggregate Principal Amount of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Authorised Offeror (https://www.strivo.se/) on or around the Issue Date |

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| (ii) Tranche: | Up to SEK 30,000,000. It is anticipated that the final Aggregate Principal Amount of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Authorised Offeror (https://www.strivo.se/) on or around the Issue Date |
| 5. Issue Price: | 94.25 per cent. of the Aggregate Principal Amount |
| 6. (i) Specified Denominations: | SEK 10,000 |
| (ii) Calculation Amount: | SEK 10,000 |
| 7. (i) Trade Date: | 19 March 2026 |
| (ii) Issue Date: | 7 April 2026 |
| (iii) Interest Commencement Date: | Not Applicable |
| 8. Scheduled Maturity Date: | 2 April 2031 |
| 9. Type of Interest / Redemption and Minimum Return: | |
| (i) Type of Interest / Redemption: | The Securities do not bear or pay any interest Mandatory Early Redemption Provisions are applicable as specified in item 19 below The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 21 below The Securities are Cash Settled Securities |
| (ii) Minimum Return: | Not Applicable |
| 10. Changes in interest basis and/or Multiple Interest Basis: | Not Applicable |
| 11. Put/Call Options: | Not Applicable |
| 12. (i) Status of the Securities: | Senior |
| (ii) Status of the CGMHI Deed of Guarantee: | Not Applicable |
| (iii) Status of the CGMFL Deed of Guarantee: | Senior |

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION

13. Underlying Linked Securities Provisions and Early Termination:

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| A. 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): | Each Underlying specified under the heading "Description of Underlying(s)" in the Table below |
| (B) Classification: | In respect of an Underlying, the Classification specified for such Underlying in the Table below |

(C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

TABLE

| Description of Underlying(s) | Classification | Electronic Page | Share Company | Exchange |
|---|-----------------------|-----------------------------------|---------------------------|------------------|
| The ordinary shares of the Share Company (ISIN: GB0009895292) | Share | Bloomberg Page: AZN SS <Equity> | AstraZeneca PLC | Nasdaq Stockholm |
| The shares of the Share Company (ISIN: SE0000106270) | Share | Bloomberg Page: HMB SS <Equity> | H & M Hennes & Mauritz AB | Nasdaq Stockholm |
| The ordinary shares of the Share Company (ISIN: FI4000297767) | Share | Bloomberg Page: NDA SS <Equity> | Nordea Bank Abp | Nasdaq Stockholm |
| The shares of the Share Company (ISIN: SE0021921269) | Share | Bloomberg Page: SAABB SS <Equity> | Saab AB | Nasdaq Stockholm |

(ii) Particulars in respect of each Underlying: Applicable

Share(s):

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

(B) Exchange(s): In respect of an Underlying, the Exchange specified for such Underlying in the Table above

(C) Related Exchange(s): In respect of each Underlying, All Exchanges

(D) Stapled Share: Not Applicable

(iii) Elections in respect of each type of Underlying: Applicable

Share(s):

(A) Additional Disruption Event(s): In respect of each Underlying:
 Increased Cost of Stock Borrow
 Loss of Stock Borrow
 Early Termination Option: Applicable
 Early Termination Amount: Fair Market Value
 Deduction of Hedge Costs: Applicable
 Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
 Pro Rata Issuer Cost Reimbursement: Not Applicable
 Additional Costs on account of Early Termination: Not Applicable

(B) Share Substitution: In respect of each Underlying:

Applicable

Share Substitution Criteria: Reference Index

(C) Additional Adjustment Event(s):

In respect of each Underlying:

Share Condition 4 – Corporate Action: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Delisting: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Insolvency: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Merger Event: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Nationalisation: Applicable

Early Termination Option: Applicable

Early Termination Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
Pro Rata Issuer Cost Reimbursement: Not Applicable
Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – Tender Offer: Applicable
Early Termination Option: Applicable
Early Termination Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
Pro Rata Issuer Cost Reimbursement: Not Applicable
Additional Costs on account of Early Termination: Not Applicable

Share Condition 4 – De-stapling Event: Not Applicable

Share Condition 4 – Component Share Additional Adjustment Event: Not Applicable

(D) Dividend Adjusted Performance: Not Applicable

B. Fallback provisions for Underlying Linked Securities: Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)

(i) Change in Law: Applicable
Illegality: Applicable
Material Increased Cost: Applicable
Early Termination Option: Applicable
Early Termination Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
Pro Rata Issuer Cost Reimbursement: Not Applicable
Additional Costs on account of Early Termination: Not Applicable

(ii) 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
Pro Rata Issuer Cost Reimbursement: Not Applicable

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| | Additional Costs on account of Early Termination: Not Applicable |
| (iii) Increased Cost of Hedging: | Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable |
| (iv) Section 871(m) Event: | Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable |
| (v) Hedging Disruption Early Termination Event: | Not Applicable |
| (vi) Realisation Disruption: | Not Applicable |
| C. General provisions relating to early termination: | |
| (i) Early Termination for Taxation Reasons: | Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable |
| (ii) Early Termination for Illegality: | Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable |
| (iii) Continuance of Securities Provision: | Not Applicable |
| (iv) Early Termination for Obligor Regulatory Event: | Not Applicable |

- (v) RMB Disruption Event: Not Applicable
- (vi) Event of Default: Early Termination Amount: Fair Market Value
Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
Additional Costs on account of Early Termination: Not Applicable
- (vii) Minimum Return Amount: Not Applicable

PROVISIONS RELATING TO INTEREST

- 14. **Interest Provisions:** Not Applicable - the Securities do not bear or pay interest

PROVISIONS RELATING TO SWITCHER OPTION

- 15. **Switcher Option:** Not Applicable

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

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

PROVISIONS RELATING TO ZERO COUPON SECURITIES

- 17. **Zero Coupon Securities Provisions:** Not Applicable

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

18. Issuer Call and Investor Put:

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

19. Mandatory Early Redemption Provisions: Applicable

- (i) Mandatory Early Redemption Event: Not Applicable
- (ii) Mandatory Early Redemption Barrier Event: Applicable

General:

- (A) Mandatory Early Redemption Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date, MER Coupon, MER Coupon Payment Date (as relevant): See Table below

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| (B) Specified Mandatory Early Redemption Strike Date: | For the purpose of determining whether a MER Barrier Event has occurred: 20 March 2026 |
| Underlying(s) relevant to Mandatory Early Redemption, Mandatory Early Redemption Performance Provisions and levels of the Mandatory Early Redemption Underlying(s): | |
| (A) Mandatory Early Redemption Underlying: | The Underlyings specified in item 13 above |
| (B) Mandatory Early Redemption Barrier Underlying(s): | All of the Mandatory Early Redemption Underlyings |
| Mandatory Early Redemption Performance Provisions: | Applicable |
| (A) Single Underlying Observation: | Not Applicable |
| (B) Weighted Basket Observation: | Not Applicable |
| (C) Best of Basket Observation: | Not Applicable |
| (D) Worst of Basket Observation: | Applicable where N th means: 1 st (i.e., lowest) |
| I. Maximum Mandatory Early Redemption Performance Percentage: | Not Applicable |
| II. Minimum Mandatory Early Redemption Performance Percentage: | Not Applicable |
| III. Maximum Mandatory Early Redemption Performance Percentage (Barrier Event): | Not Applicable |
| IV. Minimum Mandatory Early Redemption Performance Percentage (Barrier Event): | Not Applicable |
| V. Maximum Mandatory Early Redemption Performance Percentage (Barrier Event Satisfied): | Not Applicable |
| VI. Minimum Mandatory Early Redemption Performance Percentage (Barrier Event Satisfied): | Not Applicable |
| VII. Maximum Mandatory Early Redemption Performance Percentage (Barrier Event Not Satisfied): | Not Applicable |
| VIII. Minimum Mandatory Early Redemption Performance Percentage (Barrier Event Not Satisfied): | Not Applicable |

Percentage (Barrier Event Not Satisfied):

(E) Outperformance Observation: Not Applicable

Provisions relating to levels of the Mandatory Early Redemption Underlying(s): Applicable

(A) Mandatory Early Redemption Initial Level: For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Redemption Strike Date

(B) Mandatory Early Redemption Reference Level: Closing Level on Mandatory Early Redemption Valuation Date

Provisions relating to a Mandatory Early Redemption Barrier Event: Applicable

(A) Mandatory Early Redemption Barrier Event: Applicable – Mandatory Early Redemption Barrier Event European Observation

Provisions relating to Reset MER Barrier Level or Latest Reset MER Barrier Level:

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

Preceding MER Level: Performance Product Applicable

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

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

Provisions relating to a Mandatory Early Redemption Upper Barrier Event: Not Applicable

Provisions relating to the Mandatory Early Redemption Amount:

(A) Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Not Applicable: See MER Amount in Table below

(B) Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Applicable: Not Applicable

(C) Performance-Linked Mandatory Early Redemption Amount: Not Applicable

(D) Snowball Accrual Mandatory Early Redemption Amount: Not Applicable

Mandatory Early Redemption Underlying Valuation Provisions: Applicable

(A) Averaging: Not Applicable

(B) Valuation Disruption (Scheduled Move in Block Trading Days):

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

(D) Valuation Roll: Eight

| TABLE | | | | | |
|------------------|---------------------------------|--|--|---|--------------|
| MER Strike Level | Specified MER Valuation Date(s) | MER Barrier Level (%) | Specified MER Barrier Observation Date | MER Amount ¹ | MER Date |
| | | | For the purpose of determining whether a MER Barrier Event has occurred: | | |
| Zero | 19 March 2027 | greater than or equal to 90.00% of the MER Initial Level of the relevant MERBU | 19 March 2027 | not less than SEK 11,000, indicatively SEK 11,300 | 6 April 2027 |
| Zero | 20 March 2028 | greater than or equal to the Reset MER Barrier Level | 20 March 2028 | not less than SEK 12,000, indicatively SEK 12,600 | 3 April 2028 |
| Zero | 19 March 2029 | greater than or equal to the Reset MER Barrier Level | 19 March 2029 | not less than SEK 13,000, indicatively SEK 13,900 | 4 April 2029 |
| Zero | 19 March 2030 | greater than or equal to the Reset MER Barrier Level | 19 March 2030 | not less than SEK 14,000, indicatively SEK 15,200 | 2 April 2030 |

20. **Optional Early Redemption Provisions:** Not Applicable

21. **Redemption Amount:** See item (i) below

(i) Underlying Linked Securities Applicable Redemption Provisions:

Dates:

(A) Specified Redemption Barrier Observation Date: For the purpose of determining whether a Redemption Barrier Event has occurred: 19 March 2031

(B) Specified Final Valuation Date(s): 19 March 2031

(C) Specified Redemption Strike Date: 20 March 2026

Underlying(s) relevant to redemption, Final Performance provisions and levels of the Redemption Underlying(s):

(A) Redemption Underlying(s): The Underlyings specified in item 13 above

(B) Redemption Barrier Underlying(s): The Final Performance Underlying

Final Performance Provisions: Applicable

(A) Single Underlying Observation: Not Applicable

(B) Weighted Basket Observation: Not Applicable

(C) Best of Basket Observation: Not Applicable

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

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| (D) Worst of Basket Observation: | Applicable for the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event and a Redemption Lower Barrier Event have occurred where N th means: 1 st (i.e., lowest) |
| I. Maximum Final Performance Percentage: | Not Applicable |
| II. Minimum Final Performance Percentage: | Not Applicable |
| III. Maximum Final Performance Percentage (Barrier Event): | Not Applicable |
| IV. Minimum Final Performance Percentage (Barrier Event): | Not Applicable |
| V. Maximum Final Performance Percentage (Barrier Event Satisfied): | Not Applicable |
| VI. Minimum Final Performance Percentage (Barrier Event Satisfied): | Not Applicable |
| VII. Maximum Final Performance Percentage (Barrier Event Not Satisfied): | Not Applicable |
| VIII. Minimum Final Performance Percentage (Barrier Event Not Satisfied): | Not Applicable |
| (E) Outperformance Observation: | Not Applicable |
| (F) Arithmetic Mean Underlying Return: | Not Applicable |
| (G) Cliquet: | Not Applicable |
| (H) Himalaya Final Performance - Asian Observation: | Not Applicable |
| (I) Best of Profile Observation: | Not Applicable |
| Provisions relating to levels of the Redemption Underlying(s): | Applicable |
| (A) Redemption Initial Level: | Closing Level on Redemption Strike Date |
| (B) Final Reference Level: | Closing Level on Final Valuation Date |
| (C) Redemption Strike Level: | For the purpose of determining whether a Redemption Barrier Event has occurred and the Final Performance in respect thereof: Zero For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event and a Redemption Lower Barrier Event have occurred and the Final |

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| | Performance in respect thereof: Redemption Initial Level of the relevant Redemption Underlying |
| Provisions relating to a Redemption Barrier Event: | Applicable |
| (A) Redemption Barrier Event: | Applicable – Redemption Barrier Event European Observation |
| (B) Final Barrier Level: | less than Reset Final Barrier Level |
| | Provisions relating to Reset Final Barrier Level or Latest Reset Final Barrier Level: |
| | Reset Final Barrier Level: Applicable |
| | FBL Reset Floor Level: 60.00 per cent. of the Redemption Initial Level of the Redemption Barrier Underlying |
| | FBL Preceding MER Level: Performance Product Applicable |
| | FBL Performance Product Base Level: Redemption Initial Level of the Redemption Barrier Underlying(s) |
| | Reset MER Underlying(s): The Mandatory Early Redemption Performance Underlying |
| Provisions relating to the redemption amount due or entitlement deliverable: | Applicable |
| Provisions applicable where Redemption Barrier Event is Not Applicable and the Redemption Amount is a Performance-Linked Redemption Amount: | Not Applicable |
| Provisions applicable where Redemption Barrier Event is Applicable: | |
| (A) Provisions applicable to Physical Delivery: | Not Applicable |
| (B) Redemption Upper Barrier Event: | Not Applicable |
| (C) Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified: | Applicable – not less than SEK 15,000, indicatively SEK 16,500 ² per Security |
| (D) Redemption Upper Barrier Percentage: | Not Applicable |
| I. Upper Redemption Amount due where no Redemption Barrier Event has occurred: | Not Applicable |
| II. Lower Redemption Amount due where no Redemption Barrier Event has occurred: | Not Applicable |
| (E) Redemption Amount due where a Redemption Barrier Event has | Not Applicable |

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

occurred and no Redemption Lower Barrier Event is specified:

- (F) Redemption Lower Barrier Event: Applicable
- Redemption Lower Barrier Event Underlying Closing Level less than
The Specified Redemption Lower Barrier Event Valuation Date will be 19 March 2031

Redemption Lower Barrier Underlying(s): Any Redemption Underlying

Redemption Lower Barrier Percentage: 60.00 per cent. of the Redemption Initial Level for the relevant Redemption Lower Barrier Underlying

- (G) Redemption Amount due where a Redemption Barrier Event has occurred and a Redemption Lower Barrier Event is specified: Applicable

I. Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred: Applicable – the Performance-Linked Redemption Amount determined in accordance with Put Option Provisions

II. Non Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred: Applicable – SEK 10,000 per Security

- (H) Redemption Lock-in Event: Not Applicable

- (I) Redemption Lock-in Event Redemption Amount due where a Redemption Lock-in Event has occurred: Not Applicable

Performance-Linked Redemption Amount:

Put Option: Applicable if a Redemption Barrier Event and a Redemption Lower Barrier Event occur

I. Relevant Percentage: 100.00 per cent.

II. Maximum Redemption Amount: Not Applicable

III. Minimum Redemption Amount: Not Applicable

IV. Maximum Redemption Amount (Barrier Event Satisfied): Not Applicable

V. Minimum Redemption Amount (Barrier Event Satisfied): Not Applicable

VI. Maximum Redemption Amount (Barrier Event Not Satisfied): Not Applicable

VII. Minimum Redemption Amount (Barrier Event Not Satisfied): Not Applicable

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|--|--------------------|
| 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 |
| Lock-in Option: | Not Applicable |
| Swaption: | Not Applicable |
| Greater of Option: | Not Applicable |
| Provisions relating to Buy the Dip Securities: | Not Applicable |
| Redemption Underlying Valuation Provisions: | Applicable |
| (A) Averaging: | Not Applicable |
| (B) Valuation Disruption (Scheduled Trading Days): | Move in Block |
| (C) Valuation Disruption (Disrupted Days): | Value What You Can |
| (D) 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 |
| (ii) DIR Inflation Linked Securities: | Not Applicable |
| (iii) Inflation Linked Redemption Provisions: | Not Applicable |
| (iv) Lock-in Redemption Securities: | Not Applicable |
| (v) Rate Linked Redemption Securities: | Not Applicable |
| (vi) Interest Linked Redemption Securities: | Not Applicable |
| (vii) Redemption Reserve Securities: | Not Applicable |
| (viii) Redemption by Instalments: | Not Applicable |
| 22. FX Provisions: | Not Applicable |
| 23. FX Performance: | Not Applicable |

PROVISIONS RELATING TO CREDIT LINKED NOTES

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

PROVISIONS RELATING TO INDEX SKEW NOTES

25. **Index Skew Notes:** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

26. **Form of Securities:** Registered Securities
Regulation S Global Registered Note Security registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg

27. **New Safekeeping Structure:** Not Applicable

28. **Business Centre(s):** New York City, Stockholm and T2 Business Day

29. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** New York City, Stockholm and T2 Business Day

30. **Redenomination, renominatisation and reconventioning provisions:** Applicable: The provisions of General Condition 18 (*Redenomination*) apply

31. **Consolidation provisions:** The provisions of General Condition 14 (*Further Issues*) apply

32. **Substitution provisions in relation to CGMFL and the CGMFL Guarantor (General Condition 17(a)(ii)):** Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply

- Additional Requirements: Not Applicable

33. **Additional substitution provisions in respect of French Law Securities:** Not Applicable

34. **Name and address of Calculation Agent:** Citigroup Global Markets Limited (acting through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom

35. **Determination Agent:** Calculation Agent

36. **Determinations:**

(i) Standard: Sole and Absolute Determination

(ii) Minimum Amount Adjustment Prohibition: Not Applicable

37. **Determinations and Exercise of Discretion (BEC):** Not Applicable

38. **Prohibition of sales to consumers in Belgium:** Applicable

39. **Additional provisions applicable to Securities traded on Borsa Italiana S.p.A. trading venues:** Not Applicable

40. **Other final terms:**

- (i) Schedule A – Citigroup Inc. TLAC Not Applicable eligible Securities:
- (ii) Indian Compliance Representations, Not Applicable Warranties and Undertakings:
- (iii) China Compliance Representations, Not Applicable Warranties and Undertakings:
- (iv) Taiwan Compliance Representations, Not Applicable Warranties and Undertakings:

366967350/Ashurst(EML/JCHONG)/EB

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

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

2. RATINGS

Ratings: The Securities are not rated

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

Save for any fees payable to the Initial Authorised Offeror(s), 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/USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the Offer: See "Use of Proceeds" in the section entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" in the Base Prospectus.

(ii) Estimated net proceeds: An amount equal to 94.25 per cent. 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 by/to the Dealer and/or the Initial Authorised Offeror(s)

(iii) Estimated total expenses/ Estimate of total expenses related to admission to trading: Approximately SEK 100,000 (listing fees and legal expenses)

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

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

6. EU BENCHMARKS REGULATION

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

7. DISCLAIMER

Bloomberg®

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8. OPERATIONAL INFORMATION

| | |
|--|--|
| ISIN Code: | XS3158630668 |
| Common Code: | Not Applicable |
| CUSIP: | 5C5M5Q9N5 |
| WKN: | Not Applicable |
| Valoren: | Not Applicable |
| CFI: | DTZNR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| FISN: | CITIGROUP GLOBA/ZERO CPNEMTN 203104, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable: | Not Applicable |
| Delivery: | Delivery versus payment |
| Names and address of the Swedish Securities Issuing and Paying Agent (if any): | Not Applicable |
| Names and address of the Finnish Securities Issuing and Paying Agent (if any): | Not Applicable |
| Names and address of the French Securities Issuing and Paying Agent (if any): | Not Applicable |
| Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| Intended to be held in a manner which would allow Eurosystem eligibility: | Not Applicable |

9. DISTRIBUTION

| | |
|--|--|
| (i) Method of distribution: | Non-syndicated |
| (ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: | Not Applicable |
| (iii) Date of Subscription Agreement: | Not Applicable |
| (iv) Stabilisation Manager(s) (if any): | Not Applicable |
| (v) If non-syndicated, name and address of Dealer: | Citigroup Global Markets Europe AG at Boersenplatz 9, 60313 Frankfurt am Main, Germany |

- | | |
|---|---|
| (vi) Total commissions and concessions: | The Issuer understands from the Initial Authorised Offeror(s) that the Initial Authorised Offeror(s) may charge the initial investor(s) a commission of up to 3.00 per cent. per Calculation Amount |
| (vii) Prohibition of Offer to Private Clients in Switzerland: | Not Applicable |
| (viii) Non-exempt Offer: | <p>An offer (the Swedish "Offer") of the Securities may be made by Strivo AB (the Swedish "Initial Authorised Offeror(s)") other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation in the Kingdom of Sweden ("Sweden") during the period from (and including) 2 February 2026 until (and including) 13 March 2026 (the Swedish "Offer Period").</p> <p>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.</p> <p>"Authorised Offeror(s)" means the Initial Authorised Offeror(s).</p> <p>"Initial Authorised Offeror(s)" means the Swedish Initial Authorised Offeror(s).</p> <p>"Public Offer Jurisdiction(s)" means Sweden.</p> <p>See further Paragraph 10 below.</p> |
| (ix) General Consent: | Not Applicable |
| (x) Other conditions to consent: | Not Applicable |
| (xi) Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (xii) Prohibition of Sales to UK Retail Investors: | Applicable |
| (xiii) Swiss Non-exempt Offer: | Not Applicable |
| (xiv) Permitted Non-U.S. Purchaser (Regulation S Only): | Not Applicable |

10. TERMS AND CONDITIONS OF THE OFFER

- | | |
|---|---|
| Offer Price: | <p>Issue Price</p> <p>In addition, the Issuer understands from the Initial Authorised Offeror(s) that the Initial Authorised Offeror(s) may charge the initial investor(s) a commission of up to 3.00 per cent. per Calculation Amount</p> |
| Conditions to which the Offer is subject: | <p>If the Issuer receives subscriptions for Securities with an Aggregate Principal Amount of SEK 30,000,000, the Issuer may end the Swedish Offer Period before 13 March 2026</p> <p>In the event that the Swedish Offer Period is shortened as described above, the Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Swedish Initial Authorised Offeror (https://www.strivo.se/)</p> |

The Issuer reserves the right, in its absolute discretion, to cancel the Swedish Offer and the issue of the Securities in Sweden at any time prior to the Issue Date. In such an event all application monies relating to applications for Securities under the Swedish Offer will be returned (without any interest) to applicants at the applicant's risk by no later than 30 days after the date on which the Swedish Offer of the Securities is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Swedish Initial Authorised Offeror (<https://www.strivo.se/>) in the event that the Swedish Offer is cancelled and the Securities are not issued in Sweden pursuant to the above

Description of the application process:

Applications for the purchase of the Securities may be made by a prospective investor in Sweden to the Swedish Initial Authorised Offeror

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

Each prospective investor in Sweden should ascertain from the Swedish Initial Authorised Offeror when the Swedish Initial Authorised Offeror will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Swedish Initial Authorised Offeror

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

The Issuer may decline applications and/or accept subscriptions which would exceed the "up to" Aggregate Principal Amount of SEK 30,000,000, as further described below

It may be necessary to scale back applications under the Swedish Offer

In the event that subscriptions for Securities under the Swedish Offer are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis as determined by the Issuer, and subject to a minimum allotment per applicant of SEK 20,000 in principal amount of the Securities

The Issuer also reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the Swedish Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied

| | |
|--|--|
| | Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate |
| | 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 SEK 30,000,000 and the Issuer may increase the "up to" aggregate principal amount of the Securities |
| Details of the minimum and/or maximum amount of application: | The minimum amount of any subscription is SEK 20,000 in principal amount of the Securities |
| Details of the method and time limits for paying up and delivering the Securities: | Securities will be available on a delivery versus payment basis The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date |
| Manner in and date on which results of the offer are to be made public: | By means of a notice published by the Issuer on the website of the Swedish Initial Authorised Offeror (https://www.strivo.se/) |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| Whether tranche(s) have been reserved for certain countries: | Offers may be made by the Swedish Initial Authorised Offeror to any person in Sweden |
| Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Applicants in Sweden will be notified directly by the Swedish Initial Authorised Offeror of the success of their application Dealing in the Securities may commence on the Issue Date |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | See item 9(vi) (<i>Total commissions and concessions</i>) above |
| Name(s), address(es), legal entity identifier, domicile, legal form and law and country of incorporation to the extent known to the Issuer, of the placers in the various countries where the offer takes place: | The Securities will be publicly offered in Sweden through the Swedish Initial Authorised Offeror: Strivo AB Besöksadress: Stora Badhusgatan 18 – 20, 10tr 411 21 Göteborg Sweden Its LEI is 5493001PRPGL0IF5SB56. The Swedish Initial Authorised Offeror is domiciled in Sweden, with a registered address as provided herein and was incorporated in Sweden as a corporation under the laws of Sweden. |

11. UNITED STATES TAX CONSIDERATIONS

General: The Securities are Non-U.S. Securities.
Section 871(m)

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

ANNEX - SUMMARY OF THE SECURITIES

| INTRODUCTION AND WARNINGS | | | | |
|---|---------------------------------------|---------------------------------------|---|---|
| <p>The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></p> | | | | |
| <p>The Securities: Issue of up to SEK 30,000,000 Snowballing Autocall Notes linked to the Performance of AstraZeneca PLC, H & M Hennes & Mauritz AB, Nordea Bank Abp and Saab AB, due April 2031 (ISIN: XS3158630668).</p> | | | | |
| <p>The Issuer: Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("LEI") is 549300EVRWDWFJUNNP53.</p> | | | | |
| <p>The Authorised Offeror(s): The Authorised Offeror is Strivo AB, at Besöksadress: Stora Badhusgatan 18 – 20, 10tr 411 21 Göteborg, Sweden. Its LEI is 5493001PRPGL0IF5SB56.</p> | | | | |
| <p>Competent authority: The Base Prospectus was approved on 17 November 2025 by the <i>Commission de Surveillance du Secteur Financier</i> (CSSF) at 271, route d'Arlon, L-1150 Luxembourg (Telephone number: +352 26 25 1 - 1).</p> | | | | |
| KEY INFORMATION ON THE ISSUER | | | | |
| Who is the Issuer of the Securities? | | | | |
| <p>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: The Issuer was incorporated as a corporate partnership limited by shares (<i>société en commandite par actions</i>) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (<i>Registre de commerce et des sociétés, Luxembourg</i>) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.</p> | | | | |
| <p>Issuer's principal activities: The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "Group"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.</p> | | | | |
| <p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("CGML" or the "Guarantor"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.</p> | | | | |
| <p>Key managing directors: The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "Corporate Manager"). The members of the board of managers of the Corporate Manager are Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Martin Sonneck, Mr. Adriaan Goosen and Mr. Dimba Kier.</p> | | | | |
| <p>Statutory auditors: The Issuer's approved statutory auditor (<i>réviseur d'entreprises agréé</i>) is KPMG Audit S.à r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.</p> | | | | |
| What is the key financial information regarding the Issuer? | | | | |
| <p>The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2024 and 2023, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2025.</p> | | | | |
| Summary information – income statement | | | | |
| | Year ended 31 December 2024 (audited) | Year ended 31 December 2023 (audited) | Six months ended 30 June 2025 (unaudited) | Six months ended 30 June 2024 (unaudited) |
| Profit before income tax (<i>in thousands of U.S. dollars</i>) | 205 | 227 | 166 | 87 |
| Summary information – balance sheet | | | | |
| | As at 31 December 2024 (audited) | As at 31 December 2023 (audited) | As at 30 June 2025 (unaudited) | |
| Net financial debt (long term debt plus short term debt minus cash) (<i>in thousands of U.S. dollars</i>) | 24,185,735 | 24,823,075 | 29,105,238 | |
| Current ratio (current assets/current | 100% | 100% | 100% | |

| | | | | |
|---|--|--|--|--|
| liabilities) | | | | |
| Debt to equity ratio (total liabilities/total shareholder equity) | 15260% | 17422% | 17009% | |
| Interest cover ratio (operating income/interest expense)* | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| Summary information – cash flow statement | | | | |
| | Year ended 31 December 2024 (audited) | Year ended 31 December 2023 (audited) | Six months ended 30 June 2025 (unaudited) | Six months ended 30 June 2024 (unaudited) |
| Net cash flows from operating activities (in thousands of U.S. dollars) | (130,622) | 157,770 | (14,505) | (137,980) |
| Net cash flows from financing activities (in thousands of U.S. dollars) | 279,496 | (2,899,312) | 2,241,143 | (406,528) |
| Net cash flows from investing activities (in thousands of U.S. dollars) | (279,500) | 2,899,305 | (2,241,133) | 406,537 |

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

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

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

The Issuer is subject to the following key risks:

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

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities, including security identification numbers

The Securities are derivative securities in the form of notes, and are linked to a basket of underlying shares. 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 April 2026. The issue price of the Securities is 94.25 per cent. of the aggregate principal amount.

Series Number: CGMFL147802; ISIN: XS3158630668; Common Code: Not Applicable; CFI: DTZNF; FISN: CITIGROUP GLOBA/ZERO CPNEMTN 203104; CUSIP: 5C5M5Q9N5; Valoren: Not Applicable.

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

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

Maturity Date: 2 April 2031. 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 the potential payment of a Mandatory Early Redemption Amount following early redemption of the Securities due to the occurrence of a Mandatory Early Redemption Barrier Event and, unless the Securities have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount

on the Maturity Date of the Securities.

Mandatory Early Redemption Amount: If, in respect of a Mandatory Early Redemption Date, a Mandatory Early Redemption Barrier Event has occurred, the Securities will be redeemed on the relevant Mandatory Early Redemption Date at an amount for each Security equal to the amount specified as the Mandatory Early Redemption Amount for the relevant Mandatory Early Redemption Date in the table below. If the Securities are redeemed early, no further amounts shall be paid after the Mandatory Early Redemption Date.

Where:

Mandatory Early Redemption Barrier Event: in respect of a Mandatory Early Redemption Date, if on the related Mandatory Early Redemption Barrier Observation Date, the underlying closing level of all of the Mandatory Early Redemption Underlyings (each a **Mandatory Early Redemption Barrier Underlying** or **MERBU**) is greater than (or equal to) the relevant Mandatory Early Redemption Barrier Level.

Mandatory Early Redemption Barrier Level: in respect of a Mandatory Early Redemption Date, the percentage specified for such Mandatory Early Redemption Date and the relevant Mandatory Early Redemption Barrier Underlying in the table below.

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

Mandatory Early Redemption Date(s) or MER Date(s): each date specified as such in the table below.

Mandatory Early Redemption Initial Level or MER Initial Level: in respect of a Mandatory Early Redemption Underlying, the underlying closing level for such Mandatory Early Redemption Underlying for the Mandatory Early Redemption Strike Date.

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

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

Mandatory Early Redemption Performance Underlying(s): in respect of a Mandatory Early Redemption Date, the Mandatory Early Redemption Underlying with the lowest (determined, if equal, by the calculation agent) Mandatory Early Redemption Performance for that Mandatory Early Redemption Date.

Mandatory Early Redemption Reference Level or MER Reference Level: in respect of a Mandatory Early Redemption Underlying, the underlying closing level for such Mandatory Early Redemption Underlying for the relevant Mandatory Early Redemption Valuation Date.

Mandatory Early Redemption Strike Date(s): 20 March 2026, subject to adjustment.

Mandatory Early Redemption Strike Level or MER Strike Level: in respect of a Mandatory Early Redemption Underlying, zero.

Mandatory Early Redemption Underlying(s): each Underlying specified as an underlying for the purpose of the mandatory early redemption provisions in the underlying table below.

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

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

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

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

| Mandatory Early Redemption Valuation Date(s) | Mandatory Early Redemption Barrier Level | Mandatory Early Redemption Barrier Observation Date(s) | Mandatory Early Redemption Amount ³ | Mandatory Early Redemption Date(s) |
|--|---|--|---|------------------------------------|
| 19 March 2027 | 90.00% of the MER Initial Level of the relevant MERBU | 19 March 2027 | not less than SEK 11,000, indicatively SEK 11,300 | 6 April 2027 |
| 20 March 2028 | the Reset MER Barrier Level | 20 March 2028 | not less than SEK 12,000, | 3 April 2028 |

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

| | | | | |
|---------------|-----------------------------|---------------|---|--------------|
| | | | indicatively SEK 12,600 | |
| 19 March 2029 | the Reset MER Barrier Level | 19 March 2029 | not less than SEK 13,000, indicatively SEK 13,900 | 4 April 2029 |
| 19 March 2030 | the Reset MER Barrier Level | 19 March 2030 | not less than SEK 14,000, indicatively SEK 15,200 | 2 April 2030 |

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 indicatively SEK 16,500, not less than SEK 15,000⁴; or
- (b) a Redemption Barrier Event has occurred and;
 - (i) if a Redemption Lower Barrier Event has not occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to SEK 10,000; or
 - (ii) if a Redemption Lower Barrier Event has occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to the *product* of (a) the Calculation Amount and (b) the *sum* of 100.00 per cent. and the Final Performance of the Final Performance Underlying. Expressed as a formula:

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

Where:

Calculation Amount or CA: SEK 10,000.

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

FBL Reset Floor Level: 60.00 per cent. of the Redemption Initial Level of the Redemption Barrier Underlying.

Final Performance: in respect of a Redemption Underlying, an amount expressed as a percentage equal to such Redemption Underlying's Final Reference Level *less* its Redemption Strike Level, all *divided* by its Redemption Initial Level. Expressed as a formula:

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

Final Performance Underlying: the Redemption Underlying with the lowest (determined, if equal, by the calculation agent) Final Performance.

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

Final Valuation Date: 19 March 2031, subject to adjustment.

Redemption Barrier Event: if on the Redemption Barrier Observation Date, the underlying closing level of the Final Performance Underlying (the **Redemption Barrier Underlying**) is less than the Reset Final Barrier Level.

Redemption Barrier Observation Date(s): 19 March 2031, subject to adjustment.

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

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

Redemption Lower Barrier Event Valuation Date: 19 March 2031, subject to adjustment.

Redemption Lower Barrier Percentage: 60.00 per cent. of the Redemption Initial Level of the relevant Redemption Underlying.

Redemption Strike Date(s): 20 March 2026, subject to adjustment.

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

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

Reset Final Barrier Level: in respect of the Redemption Barrier Underlying, an amount determined, where each relevant constituent value is determined in relation to the Redemption Barrier Underlying, as the *greater* of (a) the FBL Reset Floor Level

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

and (b) FBL Preceding MER Level.

| The Underlying(s) | | | |
|--|---|---|-----------------------------------|
| Description | Underlying for the purpose of the mandatory early redemption provisions | Underlying for the purpose of the redemption provisions | Electronic page |
| The ordinary shares of AstraZeneca PLC (ISIN: GB0009895292) | Yes | Yes | Bloomberg Page: AZN SS <Equity> |
| The shares of H & M Hennes & Mauritz AB (ISIN: SE0000106270) | Yes | Yes | Bloomberg Page: HMB SS <Equity> |
| The ordinary shares of Nordea Bank Abp (ISIN: FI4000297767) | Yes | Yes | Bloomberg Page: NDA SS <Equity> |
| The shares of Saab AB (ISIN: SE0021921269) | Yes | Yes | Bloomberg Page: SAABB SS <Equity> |

Early Redemption: The Securities may be redeemed early following the occurrence of certain specified events or circumstances (for example, including an event affecting the Underlying(s) or the Issuer's hedging arrangements, an event of default, and circumstances relating to taxation and illegality) at an amount which will be determined by the calculation agent in accordance with the terms and conditions of the Securities.

Adjustments: The terms and conditions of the Securities contain provisions, including provisions relating to events affecting the Underlying(s) or hedging arrangements in respect of the Securities, market disruption provisions and provisions relating to subsequent corrections of the price of the Underlying(s) and details of the consequences of such events. Such provisions may where applicable permit adjustments to be made to the terms and conditions of the Securities. The terms and conditions of the Securities also permit the adjustment of payment dates for non-business days.

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

Governing law: The Securities will be governed by English law.

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

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

Description of restrictions on free transferability of the Securities

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

Where will the Securities be traded?

Application will be made for the Securities to be admitted to trading on the regulated market of the NASDAQ Stockholm AB.

Is there a guarantee attached to the Securities?

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

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

Key financial information of the Guarantor: The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2024 and 2023, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2025.

| Summary information – income statement | | | | |
|--|---------------------------------------|---------------------------------------|---|---|
| | Year ended 31 December 2024 (audited) | Year ended 31 December 2023 (audited) | Six months ended 30 June 2025 (unaudited) | Six months ended 30 June 2024 (unaudited) |
| Profit after taxation (in millions of) | 677 | 190 | 530 | 91 |

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

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

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

- The Guarantor is exposed to concentrations of risk, particularly credit and market risk. As regulatory or market developments continue to lead to increased centralisation of trading activities, the Guarantor could experience an increase in concentration of risk, which could limit the effectiveness of any hedging strategies and cause the Guarantor to incur significant losses. The Guarantor may be affected by macroeconomic, geopolitical and other challenges, uncertainties and volatilities, including the military action by Russia in Ukraine (and related sanctions, export controls and similar actions or laws), which may negatively impact the businesses of the Guarantor and its ability to fulfil its obligations under the Securities, and the value of and return on the Securities.
- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.
- If the relevant resolution authority is satisfied that the Guarantor is failing or likely to fail, and subject to certain other conditions being satisfied, the Guarantor may be subject to action taken by the resolution authority, including potentially the write down of claims of unsecured creditors of the Guarantor (such as under the deed of guarantee) and the conversion of unsecured debt claims (such as 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. If, at maturity, a Redemption Barrier Event and a Redemption Lower Barrier Event have occurred, the Securities may be redeemed for less than your initial investment or even zero. 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 basket of shares. The value of a share may go down as well as up and the value of a share on any date may not reflect its performance in any prior period. The value and price volatility of a share, may affect the value of and return on the Securities.
- The Securities do not create an actual interest in, or ownership of, an Underlying and accordingly you will not have voting rights or rights to receive dividends or distributions or any other rights with respect to an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.
- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the price of an

Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities.

- The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new share. Any such adjustments may have an adverse effect on the value of such Securities.
- In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early redeemed. If the Securities are redeemed early, the amount paid may be less than your initial investment and you may therefore sustain a loss.
- Following the occurrence of a Mandatory Early Redemption Barrier Event, the Securities will be redeemed on the relevant Mandatory Early Redemption Date at the relevant Mandatory Early Redemption Amount. No further amount shall be payable in respect of the Securities after the Mandatory Early Redemption Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

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

Terms and conditions of the offer

An offer of the Securities will be made in Sweden during the period from (and including) 2 February 2026 to (and including) 13 March 2026. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

The offer price is the issue price. In addition, the Issuer understands from the Authorised Offeror that the Authorised Offeror may charge the initial investor(s) a commission of up to 3.00 per cent. per calculation amount. The minimum subscription amount is SEK 20,000 in principal amount of the Securities. The Issuer may decline in whole or in part an application for the Securities and/or accept subscriptions which would exceed the "up to" aggregate principal amount of the Securities of SEK 30,000,000 and the Issuer may increase the "up to" aggregate principal amount of 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, as determined by the Issuer, and subject to a minimum allotment per applicant of SEK 20,000 in principal amount of the Securities.

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

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

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

Estimated expenses or taxes charged to investor by issuer/offeror

The Issuer understands from the Authorised Offeror that the Authorised Offeror may charge the initial investor(s) a commission of up to 3.00 per cent. per calculation amount.

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

Authorised Offeror: The Authorised Offeror is Strivo AB, at Besöksadress: Stora Badhusgatan 18 – 20, 10tr 411 21 Göteborg, Sweden. Its LEI is 5493001PRPGL0IF5SB56. The Authorised Offeror is domiciled in Sweden, with a registered address as provided herein and was incorporated in Sweden as a corporation under the laws of Sweden.

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 94.25 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 dealer and/or the distributor(s). The terms of the Securities confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Securities. Potential

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

SAMMANFATTNING AV VÄRDEPAPPEREN

| INLEDNING OCH VARNINGAR | | | | |
|---|---|--|--|--|
| <p>Denna Sammanfattning ska läsas som en introduktion till Grundprospektet. Varje beslut om att investera i Värdepapperen ska baseras på en bedömning av Grundprospektet i dess helhet av investeraren. Under vissa omständigheter kan investeraren förlora hela eller delar av det investerade kapitalet. Om ett krav hänförligt till informationen i Grundprospektet anförs vid domstol, kan den investerare som är kärande enligt nationell lagstiftning bli tvungen att svara för kostnaderna för översättning av Grundprospektet innan de rättsliga förfarandena inleds. Civilrättsligt ansvar kan åläggas de personer som lagt fram Sammanfattningen, inklusive översättningar därav, men endast om Sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av Grundprospektet eller om den inte, tillsammans med de andra delarna av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Värdepapperen.</p> <p>Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.</p> | | | | |
| <p>Värdepapperen: Emission av upp till SEK 30 000 000 Obligationer (Snöboll, Automatisk Förtida Inlösen) relaterade till Utvecklingen för AstraZeneca PLC, H & M Hennes & Mauritz AB, Nordea Bank Abp och Saab AB, med förfall i april 2031 (ISIN: XS3158630668).</p> | | | | |
| <p>Emittenten: Citigroup Global Markets Funding Luxembourg S.C.A. Dess säte är 31, Z.A. Bourmicht, L-8070 Bertrange, Storhertigdömet Luxemburg och dess telefonnummer är +352 45 14 14 447. Dess identifieringskod för juridiska personer ("LEI") är 549300EVRWDFJUNNP53.</p> | | | | |
| <p>Auktoriserad(e) Erbjudare: Den Auktoriserade Erbjudaren är Strivo AB, med adress Stora Badhusgatan 18-20, 10 tr, 411 21 Göteborg, Sverige. Dess identifieringskod för juridiska personer (LEI) är: 5493001PRPGL0IF5SB56.</p> | | | | |
| <p>Behörig myndighet: Grundprospektet godkändes den 17 november 2025 av Irlands Centralbank (<i>Central Bank of Ireland</i>), Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irland (Telefonnummer: +353 1 224 6000).</p> | | | | |
| NYCKELINFORMATION OM EMITTENTEN | | | | |
| Vem är Emittent av Värdepapperen? | | | | |
| <p>Hemvist och juridisk form, identifieringskod för juridiska personer, enligt vilken lagstiftning Emittenten bedriver verksamhet och i vilket land bolaget har bildats: Emittenten bildades som ett privat aktiebolag med begränsat ägaransvar (<i>société en commandite par actions</i>) den 24 maj 2012 enligt luxemburgsk lag för en obegränsad tidsperiod och är registrerat i Luxemburgs handelsregister (<i>Registre de commerce et des sociétés, Luxembourg</i>) under nummer B 169.199. Dess identifieringskod för juridiska personer (LEI) är 549300EVRWDFJUNNP53.</p> | | | | |
| <p>Emittentens huvudverksamhet: Emittenten beviljar lån eller andra former av finansiering till Citigroup Inc. och dess dotterföretag ("Koncernen"), och kan därför konkurrera i marknader där Koncernen har närvaro, och kan finansiera sig i valfri form, inkluderat genom emission av Värdepapperen, och fortsätta relaterade aktiviteter.</p> | | | | |
| <p>Emittentens större aktieägare, inbegripet huruvida Emittenten ägs eller kontrolleras direkt eller indirekt och av vem: Aktierna i Emittenten innehas av Citigroup Global Markets Funding Luxembourg GP S.à r.l. och Citigroup Global Markets Limited ("CGML" eller "Garanten"). Hela det emitterade aktiekapitalet i CGML ägs av Citigroup Global Markets Holdings Bahamas Limited, som är ett indirekt dotterföretag till Citigroup Inc.</p> | | | | |
| <p>De viktigaste befattningshavarna: Emittenten styrs av Citigroup Global Markets Funding Luxembourg GP S.à r.l. i egenskap av förvaltare ("Bolagsförvaltaren"). Medlemmarna i förvaltningskommittén i Bolagsförvaltaren är Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Martin Sonneck, Mr. Adriaan Goosen och Mr. Dimba Kier.</p> | | | | |
| <p>Lagstadgade revisorer: Emittentens godkända lagstadgade revisor (<i>réviseur d'entreprises agréé</i>) är KPMG Audit S.à r.l. (tidigare KPMG Luxembourg Société Coopérative) med adress 39, avenue J.F. Kennedy, L-1855, Luxemburg.</p> | | | | |
| Vad är Emittentens finansiella nyckelinformation? | | | | |
| <p>Den följande finansiella nyckelinformationen har hämtats från Emittentens reviderade icke-konsoliderade finansiella räkenskaper för åren som slutade den 31 december 2024 och 2023 och från de oreviderade icke-konsoliderade finansiella delårsräkenskaper för Emittenten för perioden som slutade den 30 juni 2025.</p> | | | | |
| Sammanfattad information – resultaträkning | | | | |
| | År som slutade den 31 december 2024 (reviderad) | År som slutade den 31 december 2023 (reviderad) | Sex månader som slutade den 30 juni 2025 (oreviderad) | Sex månader som slutade den 30 juni 2024 (oreviderad) |
| Vinst före inkomstskatt (<i>i tusentals US-dollar</i>) | 205 | 227 | 166 | 87 |
| Sammanfattad information – balansräkning | | | | |

| | Per den 31 december 2024 (reviderad) | Per den 31 december 2023 (reviderad) | Per den 30 juni 2025 (oreviderad) | |
|---|---|---|---|---|
| Finansiell nettoskuld (långfristig plus kortfristig minus kontanter (<i>i tusentals US-dollar</i>)) | 24 185 735 | 24 823 075 | 29 105 238 | |
| Nuvarande förhållande (nuvarande tillgångar/nuvarande skulder) | 100% | 100% | 100% | |
| Skuldsättningsgrad (totala skulder/totalt aktiekapital) | 15260% | 17422% | 17009% | |
| Räntetäckningsgrad (verksamhetsintäkt/räntekostnad)* | Ej tillämplig | Ej tillämplig | Ej tillämplig | |
| Sammanfattad information – kassaflödesanalys | | | | |
| | År som slutade den 31 december 2024 (reviderad) | År som slutade den 31 december 2023 (reviderad) | Sex månader som slutade den 30 juni 2025 (oreviderad) | Sex månader som slutade den 30 juni 2024 (oreviderad) |
| Nettokassaflöde från verksamhetsaktiviteter (<i>i tusentals US-dollar</i>) | (130 622) | 157 770 | (14 505) | (137 980) |
| Nettokassaflöde från finansieringsaktiviteter (<i>i tusentals US-dollar</i>) | 279 496 | (2 899 312) | 2 241 143 | (406 528) |
| Nettokassaflöde från investeringsaktiviteter (<i>i tusentals US-dollar</i>) | (279 500) | 2 899 305 | (2 241 133) | 406 537 |
| *I enlighet med IFRS presenterar inte Emittenten några räntekostnader. | | | | |
| Reservationer i revisionsberättelsen avseende historisk finansiell information: Det finns inga reservationer i Emittentens revisionsberättelser avseende dess reviderade historiska finansiella information. | | | | |
| Vilka nyckelrisker är specifika för Emittenten? | | | | |
| Emittenten är föremål för följande nyckelrisker: | | | | |
| <ul style="list-style-type: none"> Emittenten är föremål för koncernintern kreditrisk. Ibland ingår Emittenten derivattransaktioner med CGML för att kompensera eller säkra sina skulder till värdepappersinnehavare under värdepapper som emitterats av den (som kan inkludera Värdepapperen). Som sådan är Emittenten exponerad för kreditrisken hos CGML i form av motpartsrisk för sådana derivattransaktioner. Emittentens förmåga att uppfylla sina skyldigheter enligt Värdepapperen är främst beroende av att CGML utför sina motpartsförpliktelser som det är skyldigt Emittenten i fråga om sådana derivattransaktioner i tid, och eventuella misslyckanden från CGML att göra detta kommer att påverka Emittentens förmåga att fullgöra sina skyldigheter enligt Värdepapperen. Värdepappersinnehavare kommer inte ha några krav gentemot CGML under sådana derivattransaktioner. Emittenten kanske inte kan behålla sina nuvarande kreditbetyg. Om ett kreditvärderingsinstitut minskar, ställer in eller drar tillbaka sitt betyg på Emittenten och/eller något av dess dotterföretag, kommer sannolikt Värdepapperens likviditet och marknadsvärde påverkas negativt. Nedgraderingar av kreditbetyg kan också ha en negativ inverkan på andra finansieringskällor, till exempel säkerställd finansiering och andra marginalkrav, för vilka det inte finns några uttryckliga utlösande faktorer. Efter Rysslands militära aktion i Ukraina har USA infört, och kommer sannolikt att införa väsentliga ytterligare, finansiella och ekonomiska sanktioner och exportkontroller mot vissa ryska organisationer och/eller individer, med liknande åtgärder som genomförts och/eller planerats av Europeiska unionen, Storbritannien och andra jurisdiktioner. Koncernens förmåga att bedriva verksamhet med vissa konsument- och institutionella verksamheter i Ryssland och Ukraina eller som involverar vissa ryska eller ukrainska verksamheter och kunder beror delvis på om sådant engagemang är begränsat enligt nuvarande eller förväntade sanktioner och lagar i USA, Europeiska unionen, Storbritannien eller andra länder, eller på annat sätt avbryts mot bakgrund av denna utveckling. Sanktioner och exportkontroller, liksom eventuella åtgärder från Rysslands sida, kan påverka koncernens affärsverksamhet och kunder i och från Ryssland och Ukraina negativt. Eventuella negativa effekter av Rysslands agerande i Ukraina, och relaterade sanktioner, exportkontroller och liknande åtgärder eller lagar på Koncernen, inklusive Emittenten, kan negativt påverka Emittentens förmåga att fullgöra sina skyldigheter enligt Värdepapperen, och värdet på och avkastningen från Värdepappren kan också påverkas negativt. | | | | |
| NYCKELINFORMATION OM VÄRDEPAPPEREN | | | | |
| Vilka är Värdepapperens viktigaste egenskaper? | | | | |
| <i>Typ och klass av Värdepapper, inkluderat värdepappersidentifikationsnummer</i> | | | | |

Värdepapperen är derivatvärdepapper i form av obligationer, och är relaterade till en korg av underliggande aktier. Värdepapperen kommer clearas och avvecklas genom Euroclear Bank S.A./N.V. och/eller Clearstream Banking, *société anonyme*.

Värdepapperens emissionsdag är den 7 april 2026. Värdepapperens emissionskurs är 94,25 procent av det sammanlagda kapitalbeloppet.

Serienummer: CGMFL147802; ISIN: XS3158630668; Common Code: Ej tillämpligt; CFI: DTZNFR; FISN: CITIGROUP GLOBA/ZERO CPNEMTN 203104; CUSIP: 5C5M5Q9N5; Valoren: Ej tillämpligt.

Valuta, angiven denominering, beräkningsbelopp, sammanlagt kapitalbelopp och förfalldag för Värdepapperen

Värdepapperen är denominerade i svenska kronor ("SEK"). Värdepapperen har en angiven denominering om SEK 10 000 och beräkningsbeloppet är SEK 10 000. Det sammanlagda kapitalbeloppet är upp till SEK 30 000 000.

Förfalldag: 2 april 2031. Detta är den dag på vilken Värdepapperen är planerade att lösas in, med förbehåll för en förtida inlösen av Värdepapperen.

Rättigheter förknippade med Värdepapperen

Värdepapperen betalar inte någon ränta. Avkastningen från Värdepapperen kommer att härröra från den potentiella betalningen av ett Belopp vid Obligatorisk Förtida Inlösen efter förtida inlösen av Värdepapperen på grund av inträffandet av en Barriärhändelse (Obligatorisk Förtida Inlösen), och, såvida inte Värdepapperen dessförinnan har lösts in eller köpts och annullerats, betalningen av Inlösenbeloppet på Förfalldagen för Värdepapperen.

Belopp vid Obligatorisk Förtida Inlösen: Om, avseende en Obligatorisk Förtida Inlösendag, en Barriärhändelse (Obligatorisk Förtida Inlösen) har inträffat, kommer Värdepapperen att inlösas på den relevanta Obligatoriska Förtida Inlösendagen till ett belopp per Värdepapper lika med beloppet angivet som Beloppet vid Obligatorisk Förtida Inlösen för den relevanta Obligatoriska Förtida Inlösendagen angiven i tabellen nedan. Om Värdepapperen löses in i förtid, ska inga ytterligare belopp betalas efter den Obligatoriska Förtida Inlösendagen.

Där:

Barriärhändelse (Obligatorisk Förtida Inlösen): avseende en Obligatorisk Förtida Inlösendag, om på den relaterade Barriärobservationsdagen (Obligatorisk Förtida Inlösen), den underliggande stängningsnivån för alla av de Underliggandes Utveckling (Obligatorisk Förtida Inlösen) (var och en, en "Underliggande för Barriär (Obligatorisk Förtida Inlösen)" eller "MERBU") är större än eller lika med den relevanta Barriärnivån (Obligatorisk Förtida Inlösen).

Barriärnivå (Obligatorisk Förtida Inlösen): avseende en Obligatorisk Förtida Inlösendag, procentsatsen angiven som sådan för sådan Obligatorisk Förtida Inlösendag och den relevanta Underliggande för Barriär (Obligatorisk Förtida Inlösen) i tabellen nedan.

Barriärobservationsdag(ar) (Obligatorisk Förtida Inlösen): avseende en Obligatorisk Förtida Inlösendag, varje dag angiven som sådan för sådan Obligatorisk Förtida Inlösendag i tabellen nedan, med förbehåll för justering.

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

Initial Nivå (Obligatorisk Förtida Inlösen) eller Initial Nivå (MER): avseende en Underliggande (Obligatorisk Förtida Inlösen), den underliggande stängningsnivån för sådan Underliggande för Obligatorisk Förtida Inlösen för Startdagen för Underliggande för Obligatorisk Förtida Inlösen.

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

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

Underliggandes Utveckling (Obligatorisk Förtida Inlösen): avseende en Obligatorisk Förtida Inlösendag, den Underliggande (Obligatorisk Förtida Inlösen) med den lägsta (fastställt, om lika, av beräkningsagenten) Utvecklingen (Obligatorisk Förtida Inlösen) för den Obligatoriska Förtida Inlösendagen.

Referensnivå (Obligatorisk Förtida Inlösen) eller Referensnivå (MER): avseende en Underliggande (Obligatorisk Förtida Inlösen), den underliggande stängningsnivån för sådan Underliggande (Obligatorisk Förtida Inlösen) för den relevanta Värderingsdagen (Obligatorisk Förtida Inlösen).

Startdag (Obligatorisk Förtida Inlösen): den 20 mars 2026, med förbehåll för justering.

Startnivå (Obligatorisk Förtida Inlösen) eller Startnivå (MER): avseende en Underliggande (Obligatorisk Förtida Inlösen), nivån angiven för sådan Underliggande (Obligatorisk Förtida Inlösen) i tabellen nedan.

Underliggande (Obligatorisk Förtida Inlösen): varje Underliggande angiven som en underliggande för bestämmelserna om obligatoriskt förtida inlösen i tabellen nedan.

Värderingsdag(ar) (Obligatorisk Förtida Inlösen): avseende en Obligatorisk Förtida Inlösendag, varje dag angiven som sådan för sådan Obligatorisk Förtida Inlösendag i tabellen nedan, med förbehåll för justering.

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

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

Omräknad Golvnivå (MER): 60,00 procent av den Initiala Nivån (Obligatorisk Förtida Inlösen) för den relevanta Underliggande för Barriär (Obligatorisk Förtida Inlösen).

| Värderingsdag(ar) (obligatorisk Förtida Inlösen) | Barriärnivå (Obligatorisk Förtida Inlösen) | Barriärobservationsdag(ar) (Obligatorisk Förtida Inlösen) | Belopp vid Obligatorisk Förtida Inlösen ¹ | Obligatorisk Förtida Inlösendag(ar) |
|--|---|--|--|---|
| 19 mars 2027 | 90,00% av den Initiala Nivån (MER) för den relevanta MERBU | 19 mars 2027 | Inte mindre än SEK 11 000, indikativt SEK 11 300 | 6 april 2027 |
| 20 mars 2028 | den Omräknade Barriärnivån | 20 mars 2028 | Inte mindre än SEK 12 000 indikativt SEK 12 600 | 3 april 2028 |
| 19 mars 2029 | den Omräknade Barriärnivån | 19 mars 2029 | Inte mindre än SEK 13 000 indikativt SEK 13 900 | 4 april 2029 |
| 19 mars 2030 | den Omräknade Barriärnivån | 19 mars 2030 | Inte mindre än SEK 14 000 indikativt SEK 15 200 | 2 april 2030 |

Inlösenbelopp: Såvida inte Värdepapperen dessförinnan har lösts in eller köpts och annullerats, om:

- (a) en Barriärhändelse (Inlösen) inte har inträffat, ska Emittenten lösa in varje Värdepapper på Förfalldagen till ett belopp lika med indikativt SEK 16 500, inte mindre än SEK 15 400²;
- (b) om en Barriärhändelse (Inlösen) har inträffat, och:
 - (i) Lägre Barriärhändelse (Inlösen) inte har inträffat, ska Emittenten lösa in varje Värdepapper på Förfalldagen till ett belopp lika med SEK 10 000; eller
 - (ii) en Barriärhändelse (Inlösen) har inträffat, ska Emittenten lösa in varje Värdepapper på Förfalldagen till ett belopp lika med produkten av (a) Beräkningsbeloppet och (b) summan av 100,00% och den Slutliga Utvecklingen för den Underliggande (Slutlig Utveckling). Uttryckt som en formel:

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

Där:

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

Föregående MER-Nivå (FBL): avseende en Underliggande för Barriär (Inlösen), ett belopp fastställt som produkten av (a) Utveckling (Obligatorisk Förtida Inlösen) för Underliggandes Utveckling (Obligatorisk Förtida Inlösen), i varje fall, avseende den omedelbart föregående Obligatorisk Förtida Inlösendag och (b) Utveckling Produkt Grundnivå (FBL) (som är Initial Nivå (Inlösen)) för den relevanta Underliggande för Barriär (Inlösen).

Omräknad Golvnivå (FBL): 60,00 procent av den Initiala Nivån (Inlösen) för den relevanta Underliggande för Barriär (Inlösen).

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

² Sådant tal ska fastställas av Beräkningsagenten på eller omkring Affärsdagen baserat på marknadsförhållanden. Det förväntas att Inlösenbeloppet som förfaller om en Barriärhändelse (Inlösen) inte har inträffat, kommer att publiceras av Emittenten på webbplatsen för den Auktoriserade Erbjudaren (<https://www.strivo.se/>) på eller omkring Emissionsdagen.

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

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

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

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

Slutlig Värderingsdag(ar): den 19 mars 2031, med förbehåll för justering.

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

Barriärobservationsdag(ar) (Inlösen): den 19 mars 2031, med förbehåll för justering.

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

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

Värderingsdag för Lägre Barriärhändelse (Inlösen): den 19 mars 2031, med förbehåll för justering.

Procentsats för Lägre Barriär (Inlösen): 60,00% av den Initiala Nivån (Inlösen) för den relevanta Underliggande (Inlösen).

Startdag(ar) (Inlösen): den 20 mars 2026, med förbehåll för justering.

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

Underliggande (Inlösen): varje Underliggande angiven som en underliggande för bestämmelserna om inlösen i den underliggande tabellen nedan.

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

| De Underliggande | | | |
|--|--|---|-----------------------------------|
| Beskrivning | Underliggande för bestämmelserna om obligatorisk förtida inlösen | Underliggande för bestämmelserna om inlösen | Elektronisk sida |
| De ordinarie aktierna i AstraZeneca PLC (ISIN: GB0009895292) | Ja | Ja | Bloomberg-sida: AZN SS <Equity> |
| Aktierna i H & M Hennes & Mauritz AB (ISIN: SE000106270) | Ja | Ja | Bloomberg-sida: HMB SS <Equity> |
| De ordinarie aktierna i Nordea Bank Abp (ISIN: FI4000297767) | Ja | Ja | Bloomberg-sida: NDA SS <Equity> |
| Aktierna i Saab AB (ISIN: SE0021921269) | Ja | Ja | Bloomberg-sida: SAABB SS <Equity> |

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

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

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

Tillämplig rätt: Värdepapperen är underkastade engelsk rätt.

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

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

Beskrivning av restriktioner avseende fri överlåtbarhet av Värdepapperen

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

Var kommer Värdepapperen att handlas?

Ansökan kommer göras av Emittenten (eller å dess vägnar) för att ta upp Värdepapperen till handel på den reglerade marknaden hos NASDAQ Stockholm AB.

Omfattas Värdepapperen av en Garanti?

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

Natur och omfattning av garantin: De emitterade Värdepapperen garanteras villkorlöst och oåterkalleligt av CGML i enlighet med en garanti, som utgör direkta, ovillkorliga, icke-eftersädda och icke-säkerställda förpliktelser för CGML och rangordnas och kommer att rangordnas åtminstone lika sinsemellan (*pari passu*) med alla andra CGML:s utestående, icke-säkerställda och icke-eftersädda förpliktelser, med undantag för sådana förpliktelser som kan ha företräde enligt lagbestämmelser som både är tvingande och av allmän tillämpning.

Garantens finansiella nyckelinformation: Den följande finansiella nyckelinformationen har hämtats från Garantens reviderade icke-konsoliderade finansiella räkenskaper för åren som slutade den 31 december 2024 och 2023 och från de oreviderade icke-konsoliderade finansiella delårsräkenskaper för sexmånadersperioden som slutade den 30 juni 2025.

| Sammanfattad information – resultaträkning | | | | |
|---|---|---|---|---|
| | År som slutade den 31 december 2024 (reviderad) | År som slutade den 31 december 2023 (reviderad) | Sex månader som slutade den 30 juni 2025 (oreviderad) | Sex månader som slutade den 30 juni 2024 (oreviderad) |
| Vinst efter skatt (i miljontals US-dollar) | 677 | 190 | 530 | 91 |
| Sammanfattad information – balansräkning | | | | |
| | Per den 31 december 2024 (reviderad) | Per den 31 december 2023 (reviderad) | Per den 30 juni 2025 (oreviderad) | |
| Finansiell nettoskuld (långfristig skuld plus kortfristig skuld minus kontanter) (i miljontals US-dollar) | 3 178 | 6 460 | (940) | |
| Skuldsättningsgrad (totala skulder/aktiekapital) | 13,2 | 16,2 | 16,8 | |
| Sammanfattad information – kassaflödesanalys | | | | |
| | År som slutade den 31 december 2024 (reviderad) | År som slutade den 31 december 2023 (reviderad) | Sex månader som slutade den 30 juni 2025 (oreviderad) | Sex månader som slutade den 30 juni 2024 (oreviderad) |
| Nettokassaflöde från verksamhetsaktiviteter (i miljontals US-dollar) | 2 140 | 724 | 4 411 | 1 111 |
| Nettokassaflöde från finansieringsaktiviteter (i miljontals US-dollar) | (1 157) | 653 | (269) | (278) |
| Nettokassaflöde från investeringsaktiviteter (i miljontals US-dollar) | (75) | (1 095) | (24) | (53) |

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

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

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

Vilka nyckelrisker är specifika för Värdepapperen?

Värdepapperen är föremål för följande nyckelrisker:

- Du bör vara beredd att drabbas av en total eller delvis förlust av inköpskursen för dina Värdepapper. Värdet på Värdepapper före dess planerade inlösen kan variera beroende på ett antal sammanhängande faktorer, inklusive värdet, utdelningsavkastningen och volatiliteten hos de(n) Underliggande och eventuella förändringar i mellanliggande räntesatser, om tillämpligt, och en försäljning av Värdepapper före dess planerade inlösen kan ha en betydande rabatt från det ursprungliga inköpspriset och du kan förlora en del av eller hela din investering. Om, vid förfall, en Barriärhändelse (Inlösen) och en Lägre Barriärhändelse (Inlösen) har inträffat, kommer Värdepapperen att lösas in för mindre än din initiala investering eller till och med noll. Om, vid förfall, en Barriärhändelse (Inlösen) har inträffat, kan Värdepapperen lösas in för mindre än din initiala investering eller rentav noll. Vidare du kommer inte att få någon ränta under Värdepapperens löptid.
- Emittentens förpliktelser enligt Värdepapperen och Garantens förpliktelser enligt garantin utgör allmänna avtalade förpliktelser för respektive enhet och för ingen annan person. Följaktligen är betalningar under Värdepapperen föremål för kreditrisken hos Emittenten och Garanten. Värdepappersinnehavare kommer inte att ha tillgång till några pantsatta tillgångar hos Emittenten och Garanten i händelse av att Emittenten eller Garanten inte kan uppfylla sina förpliktelser enligt Värdepapperen, inklusive i fall av insolvens, och därför riskerar att förlora en del av eller hela sin investering.
- Värdepapper kanske inte har någon etablerad handelsmarknad när de emitteras, och en kanske aldrig utvecklas, så investerare bör vara beredda att hålla Värdepapperen fram till förfall. Om en marknad utvecklas kanske den inte är väldigt likvid. Följaktligen kanske du inte kan sälja dina Värdepapper enkelt eller alls eller till kurser som är lika med eller högre än din initiala investering och i själva verket kan en sådan kurs vara väsentligt lägre än den ursprungliga inköpskursen. Bristande likviditet kan ha en allvarig negativ effekt på Värdepapperens marknadsvärde.
- Förfallna belopp avseende Värdepapperen är kopplade till utvecklingen för de(n) Underliggande, som är en korg med aktier. Värdet på en aktie kan sjunka såväl som stiga och värdet på en aktie på vilket datum som helst kanske inte återspeglar dess resultat under någon tidigare period. Värdet och kursvolatiliteten för en aktie kan påverka värdet på och avkastningen på Värdepapperen.
- Värdepapperen skapar inte ett faktiskt intresse i eller ägande av en Underliggande och du kommer följaktligen inte ha rösträtt eller rätt att erhålla utdelning eller distributioner eller andra rättigheter med avseende på en Underliggande. Ett Värdepapper kommer inte att representera ett anspråk mot en Underliggande och i händelse av att det belopp som betalats vid inlösen av Värdepapperen är mindre än din investering, kommer du inte att kunna åberopa något relevant anspråk mot en Underliggande med avseende på sådana Värdepapper. Du har inget juridiskt eller gynnsamt intresse i en Underliggande. Du kan få en lägre avkastning på Värdepapperen än du skulle ha fått om du investerat direkt i en Underliggande eller genom en annan produkt.
- Värdepapperens villkor inkluderar bestämmelser som handlar om uppskjutande av datum då kursen på en Underliggande planeras att tas. Sådan uppskjutande eller alternativa bestämmelser för värdering som ges i villkoren för Värdepapperen kan ha en negativ inverkan på värdet på sådana Värdepapper.
- Beräkningsagenten kan göra justeringar av Värdepapperens villkor för att beakta effekten av vissa justeringshändelser som inträffar med avseende på Värdepapperen eller en Underliggande och/eller säkringsarrangemang, eller kan ersätta en Underliggande med en ny aktie. Alla sådana justeringar kan ha en negativ inverkan på värdet på sådana Värdepapper.
- Under vissa omständigheter (till exempel om beräkningsagenten fastställer att ingen beräkning, justering eller utbyte rimligen kan göras, efter en uppsägningsgrundande händelse eller vissa händelser som påverkar en Underliggande eller Emittentens säkringsarrangemang, eller av skäl som hänför sig till beskattning eller olaglighet), kan

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| <p>Värdepapperen lösas in i förtid. Om Värdepapperen lösas in i förtid kan beloppet som betalas vara mindre än din initiala investering och du kan därför drabbas av en förlust.</p> <ul style="list-style-type: none"> Efter inträffandet av en Barriärhändelse (Obligatorisk Förtida Inlösen), kommer Värdepapperen att lösas in på den relevanta Obligatoriska Förtida Inlösendagen till det relevanta Beloppet vid Obligatorisk Förtida Inlösen och inga ytterligare belopp ska erläggas avseende Värdepapperen efter den Obligatoriska Förtida Inlösendagen. I detta fall är du utsatt för en återinvesteringsrisk, eftersom du kanske inte kan ersätta din investering i Värdepapperen med en investering som har en liknande profil av chanser och risker som Värdepapperen. |
| <p>NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH UPPTAGANDE TILL HANDEL PÅ EN REGLERAD MARKNAD</p> |
| <p>På vilka villkor och enligt vilken tidplan kan jag investera i detta Värdepapper?</p> |
| <p>Villkor för erbjudandet</p> <p>Ett erbjudande av Värdepapper kommer att göras i Sverige under perioden från och med den 2 februari 2026 till och med den 13 mars 2026. Sådan period kan förkortas efter Emittentens val. Emittenten förbehåller sig rätten att avbryta erbjudandet av Värdepapperen.</p> <p>Erbjudandekursen är emissionskursen. Dessutom förstår Emittenten från den Auktoriserade Erbjudaren att den Auktoriserade Erbjudaren kan debitera initial(a) investerare ett arvode om upp till 3,00 procent per beräkningsbelopp. Minsta teckningsbelopp är SEK 20 000 i kapitalbelopp av Värdepapperen. Emittenten kan helt eller delvis avslå en ansökan om Värdepapper och/eller acceptera teckningar som skulle överstiga upp till antalet 5 000 Värdepapper. I händelse av att teckningar av Värdepapper reduceras på grund av överteckning tilldelar Emittenten Värdepapper till sökande på pro rata-basis, som bestäms av Emittenten, och med förbehåll för en minsta tilldelning per sökande om SEK 20 000 i kapitalbelopp av Värdepapperen.</p> <p>Beskrivning av ansökningsprocessen: Ansökningar om köp av Värdepapper kan göras av en potentiell investerare i Sverige till den Auktoriserade Erbjudaren. Varje potentiell investerare i Sverige bör fastställa från den Auktoriserade Erbjudaren när den Auktoriserade Erbjudande kommer att kräva mottagande av godkända medel från den för sin ansökan om köp av eventuella Värdepapper och hur betalningen ska ske till den Auktoriserade Erbjudaren.</p> <p>Information om metod och tidsgränser för att betala och leverera Värdepapperen: Värdepapper kommer att finnas tillgängliga på leverans-kontra-betalningsbasis. Emittenten uppskattar att Värdepapperen kommer att levereras till köparens respektive kontobaserade värdepapperskonton på eller runt emissionsdagen.</p> <p>Sätt och datum på vilket resultat av erbjudandet ska offentliggöras: Med ett meddelande publicerat av Emittenten på den Auktoriserade Erbjudarens webbplats (https://www.strivo.se/).</p> |
| <p>Uppskattade kostnader eller skatter som debiteras investeraren av emittenten/erbjudaren</p> <p>Emittenten förstår från den Auktoriserade Erbjudaren att den Auktoriserade Erbjudaren kan debitera initial(a) investerare ett arvode om upp till 3,00 procent per beräkningsbelopp.</p> |
| <p>Vem är erbjudaren och/eller den person som ansöker om upptagande till handel?</p> |
| <p>Emittenten är det företag som begär upptagande till handel av Värdepapperen.</p> <p>Auktoriserad Erbjudare: Den Auktoriserade Erbjudaren är Strivo AB, med adress Stora Badhusgatan 18-20, 10 tr, 411 21 Göteborg, Sverige. Dess identifieringskod för juridiska personer (LEI) är 5493001PRPGL0IF5SB56. Den Auktoriserade Erbjudaren har säte i Sverige med en registrerad adress enligt vad som anges häri och bildades i Sverige som ett bolag under svenskt rätt.</p> |
| <p>Varför upprättas detta prospekt?</p> |
| <p>Användning av och uppskattade nettointäkter</p> <p>Nettointäkterna från emissionen av Värdepapperen kommer främst att användas för att bevilja lån eller andra former av finansiering till CGML och alla enheter som tillhör samma Koncern, och kan användas för att finansiera Emittenten själv. De uppskattade nettointäkterna är 94,25 procent av det slutliga sammanlagda kapitalbeloppet av Värdepapper som emitteras på emissionsdagen.</p> |
| <p>Teckningsgarantiavtal med fast åtagande att placera värdepapper: Erbjudandet av Värdepapperen är inte föremål för ett teckningsgarantiavtal med fast åtagande.</p> |
| <p>Beskrivning av betydande intressen i emissionen/erbjudandet inklusive intressekonflikter</p> <p>Avgifter får betalas till återförsäljaren och distributören(erna). Värdepapperens villkor ger Emittenten, beräkningsagenten och vissa andra personers utrymme för skönsmässig bedömning vid bedömningar, fastställanden och beräkningar i förhållande till Värdepapperen. Potentiella intressekonflikter kan existera mellan Emittenten, beräkningsagenten och Värdepappersinnehavarna, inklusive vad gäller sådana bedömningar, fastställanden och beräkningar. Emittenten, CGML och/eller något av deras dotterföretag kan också då och då bedriva transaktioner eller ingå affärsrelationer för egen räkning och/eller inneha information som påverkar eller hänför sig till Värdepapperen och/eller de(n) Underliggande. Emittenten, CGML och/eller något av deras dotterföretag har ingen skyldighet att avslöja sådan information för investerare och kan vidta åtgärder och ta steg som de anser nödvändiga eller lämpliga för att skydda sina intressen utan hänsyn till</p> |

konsekvenserna för investerare. Bortsett från vad som beskrivits ovan, så långt som Emittenten är medveten, har ingen som är involverad i erbjudandet av Värdepapper ett väsentligt intresse i erbjudandet.