# Citigroup Global Markets Europe AG

**Frankfurt am Main**

**(Issuer)**

# Final Terms dated

29 September 2021

to the

Base Prospectus for Warrants dated 12 January 2021
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

DAX

**ISIN: DE000KE294J3**

The Base Prospectus for Warrants dated 12 January 2021 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 13 January 2022. On or prior to this date, a succeeding Base Prospectus of Citigroup Global Markets Europe AG as issuer for the issuance, increase, or a resumption or continuation of the offer of Warrants, which will succeed the Base Prospectus dated 12 January 2021 (the "**Succeeding Base Prospectus**") will be published on the Issuer's website www.citifirst.com (under the rider Products>Legal Documents>Base Prospectus). Thereafter, the offering of the Warrants will continue under the Succeeding Base Prospectus, i.e. from this point in time these Final Terms are to be read in conjunction with the Succeeding Base Prospectus, if the Succeeding Base Prospectus provides for a continuation of the offer of the Warrants.

The subject of the Final Terms are Open End Turbo Warrants with knock-out (Product No. 3) (the "**Warrants**", the "**Securities**" or the "**Series**") relating to an index, issued by Citigroup Global Markets Europe AG, Frankfurt am Main (the "**Issuer**").

**The Final Terms have been prepared for the purpose of Regulation (EU) 2017/1129 of the European Parliament and of the Counsil of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as amended from time to time (the "Prospectus Regulation"). In order to obtain all the relevant informationthe Final Terms must be read in conjunction with the Base Prospectus dated 12 January 2021 as supplemented by supplement dated 29 April 2021 and as further supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.**

**The Base Prospectus and any supplements thereto are published in accordanc with Article 21 of the Prospectus Regulation by making them available free of charge at Citigroup Global Markets Europe AG, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany and in another form as may be required by law. Furthermore, these documents are published in electronic form on the website www.citifirst.com (see under the rider Products>Legal Documents>Base Prospectus and the respective product site (retrievable by entering the relevant securities identification number for the Security in the search field)).**

An issue specific summary is attached to these Final Terms.

## INFORMATION ABOUT THE TERMS AND CONDITIONS – ISSUE SPECIFIC CONDITIONS

*With respect to the Series of Warrants, the Issue Specific Conditions applicable to the Open End Turbo Bull or Bear Warrants with Knock-Out, as replicated in the following from the Base Prospectus and supplemented by the information in the Annex to the Issue Specific Conditions as set out below, and the General Conditions contain the conditions applicable to the Warrants (referred to together as the "**Conditions**"). The Issue Specific Conditions should be read in conjunction with the General Conditions.*

***Part A. Product Specific Conditions***

### No. 1
### Option Right

Citigroup Global Markets Europe AG, Frankfurt am Main (the "**Issuer**") hereby grants the holder (each a "**Warrant Holder**") of Open End Turbo Bull or Bear Warrants with Knock-Out (the "**Warrants**"), relating to the Underlying as specified in detail in each case in **Table 1** and **Table 2** of the Annex to the Issue Specific Conditions, the right (the "**Option Right**") to require the Issuer to pay the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Termination Amount (No. 2 of the General Conditions and/or No. 4 of the Issue Specific Conditions) in accordance with these Terms and Conditions.

### No. 2
### Cash Amount; Definitions

(1) The "**Cash Amount**" for each Warrant, subject to the occurrence of a Knock-Out Event (No. 2a of the Issue Specific Conditions) or the early redemption or Termination of the Warrants by the Issuer (No. 2 of the General Conditions and/or No. 4 of the Issue Specific Conditions), shall be the Intrinsic Value of a Warrant, if the latter is already expressed in the Settlement Currency, or the Intrinsic Value of a Warrant converted into the Settlement Currency using the Reference Rate for Currency Conversion, if the Intrinsic Value is not already expressed in the Settlement Currency.

(2) The "**Intrinsic Value**" of a Warrant shall be the difference, expressed in the Reference Currency and multiplied by the Multiplier, by which the Reference Price of the Underlying determined on the Valuation Date is higher than (Open End Turbo Bull Warrants) or lower than (Open End Turbo Bear Warrants) the respective Strike.

(3) The following definitions shall apply in these Terms and Conditions:

**Additional Depository Agents**": not applicable

"**Adjustment Date**": Principally, the first Banking Day in Frankfurt of each month. In special market conditions (e.g. in the case of material increase of borrowing costs or repurchase costs, material changes in liquidity of global financial markets, in the case of strong fluctuation of interest rates, any imposition or announcement of any legislation or regulation which require materially higher capital ratio requirements for the Issuer) the Issuer has the

right to determine any Banking Day in Frankfurt to be an additional Adjustment Date at its reasonable discretion. Any additional Adjustment Date will be published on the Issuer's Website.

"**Adjustment due to Dividend Payments**": In case of dividends or other equivalent cash distributions on a share or one or more shares represented in an index, the Issuer will adjust the effective Strike and, as the case may be, the effective Knock-Out Barrier at its reasonable discretion. The adjustment will be effected at the day on which shares of the respective company, for which dividends or other equivalent cash distributions are made, are traded ex-dividend on its home exchange.

"**Adjustment Rate**": The Adjustment Rate for the first Financing Level Adjustment Period corresponds to the relevant rate as specified in Table 1 of the Annex to the Issue Specific Conditions for the first Financing Level Adjustment Period. The Adjustment Rate applicable in each succeeding Adjustment Period composes as follows: in case of Open End Turbo Bull Warrants the sum of, and for Open End Turbo Bear Warrants the difference of (i) the Reference Interest Rate at the last day of the respective preceding Financing Level Adjustment Period and (ii) the Interest Rate Correction Factor applicable in the respective Financing Level Adjustment Period.

"**Auxiliary Location**": London, United Kingdom

"**Banking Day**": Every day on which the commercial banks in Helsinki and Frankfurt am Main are open for business, including trade in foreign currencies and the receipt of foreign currency deposits (except for Saturdays and Sundays), the TARGET2-System is open and the Depository Agent settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

"**Clearing Territory of the Depository Agent**": Finland

"**Currency Conversion Date**": As specified in Table 2 of the Annex to the Issue Specific Conditions.

"**Depository Agent**": Euroclear Finland Ltd., Urho Kekkosen Katu 5 C, 00100 Helsinki, Finland

"**Exchange Rate Reference Agent**": not applicable

"**Exercise Dat**e": The last Banking Day of each month at the respective place of the Exercise Agent pursuant to No. 3 (1), on which the exercise prerequisites pursuant to No. 3 (1) are met for the first time at 10:00 a.m. (local time at the place of the respective Exercise Agent).

"**Financing Level Adjustment Period**": The period from the Issue Date until the first Adjustment Date (inclusive) and each following period from an Adjustment Date (exclusive) until the next following Adjustment Date (inclusive).

"**Form of the Warrants**": The Warrants will be issued in the Finnish book-entry securities system maintained by Euroclear Finland Ltd. No global security and no definitive securities will be issued in respect of the Warrants.

"**Interest Rate Correction Factor**": An interest rate determined for each Financing Level Adjustment Period by the Issuer at its reasonable discretion taking into account the then prevailing market environment (in particular borrowing costs or repurchase costs, the liquidity of global financial markets as well as interest rates). The Interest Rate Correction Factor may not exceed 25 per cent p.a.. It may be different for Bull and Bear Warrants.

"**Issue Date**": As specified in Table 1 of the Annex to the Issue Specific Conditions.

"**Issuer's Website**": www.citifirst.com (on the product site retrievable by entering the relevant securities identification number for the Security in the search field)

"**Knock-Out Barrier**": On the Issue Date, the Knock-Out Barrier is equal to: See Table 1 of the Annex to the Issue Specific Conditions.

"**Knock-Out Cash Amount**": zero

"**Maturity Date**": The earlier of the Payment Date upon Exercise or the Payment Date upon Termination.

"**Minimum Exercise Volume**": 1 Warrant(s) per ISIN or an integral multiple thereof

"**Minimum Trading Volume**": 1 Warrant(s) per ISIN or an integral multiple thereof

"**Modified Exercise Date + 1**": not applicable

"**Modified Exercise Date**": The Exercise Date provided that such day is a Banking Day at the Auxiliary Location and a Trading Day and a day on which options and futures contracts related to the Underlying are traded on the relevant Adjustment Exchange as specified in Table 2 of the Annex to the Issue Specific Conditions, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.

"**Modified Valuation Date + 1**": not applicable

"**Modified Valuation Date**": not applicable

"**Multiplier**": As specified in Table 1 of the Annex to the Issue Specific Conditions.

"**Number of Securities**": As specified in Table 1 of the Annex to the Issue Specific Conditions.

"**Observation Period**": Period from the Issue Date (inclusive) until the Valuation Date (inclusive).

"**Payment Date upon Exercise**": At the latest the tenth common Banking Day following the Exercise Date at the registered office of the Issuer and the place of the Depository Agent.

"**Payment Date upon Termination**": At the latest the tenth common Banking Day following the Termination Date at the registered office of the Issuer and the place of the Depository Agent.

"**Reference Currency**": As specified in Table 2 of the Annex to the Issue Specific Conditions.

"**Reference Interest Rate**": The Reference Interest Rate corresponds to the 1-Month-Interest Rate as published on the Reuters page (or a replacing page):

EURIBOR1MD= for EUR-Rates Ref.,

USDVIEW for USD-Rates Ref.,

JPYVIEW for JPY-Rates Ref.,

CADVIEW for CAD-Rates Ref.,

CHFVIEW for CHF-Rates Ref.,

GBPVIEW for GBP-Rates Ref.,

HKDVIEW for HKD-Rates Ref. and

SEKVIEW for SEK-Rates Ref.

If the Reference Interest Rate is no longer displayed in one of the manners described above, the Issuer is entitled to determine at its reasonable discretion a Reference Interest Rate based on the market practice prevailing at the time and giving due consideration to the prevailing market conditions.

"**Reference Price**": As specified in Table 1 of the Annex to the Issue Specific Conditions.

"**Reference Rate for Currency Conversion**":not applicable

"**Rollover Date**": not applicable

"**Settlement Currency**": As specified in Table 1 of the Annex to the Issue Specific Conditions.

"**Strike**": On the Issue Date, the Strike is equal to: See Table 1 of the Annex to the Issue Specific Conditions.

"**Type of Warrant**": BEAR

"**Underlying**": As specified in Table 2 of the Annex to the Issue Specific Conditions.

"**Valuation Date + 1**": not applicable

"**Valuation Date**": As specified in Table 2 of the Annex to the Issue Specific Conditions. If the Valuation Date is not a Trading Day, the next following Trading Day shall be the Valuation Date.

## No. 2a
## Knock-Out

If the Observation Price of the Underlying (No. 5 (2) of the Issue Specific Conditions) expressed in the Reference Currency is equal to or falls below (Open End Turbo Bull Warrants) or is equal to or exceeds (Open End Turbo Bear Warrants) the Knock-Out Barrier (No. 2b (2) of the Issue Specific Conditions) of the Warrant (the "**Knock-Out Event**") during the Observation Period (No. 2 (3) of the Issue Specific Conditions) during the Observation Hours (No. 5 (2) of the Issue Specific Conditions) at any time (referred to in the following as the "**Knock-Out Time**"), the term of the Warrants shall end early at the Knock-Out Time.

In this event, the Cash Amount for each Warrant shall be equal to the Knock-Out Cash Amount (No. 2 (3) of the Issue Specific Conditions).

The Issuer will give notice without delay in accordance with No. 4 of the General Conditions that the Observation Price of the Underlying has reached or fallen below (Open End Turbo Bull Warrants) or reached or exceeded (Open End Turbo Bear Warrants) the Knock-Out Barrier.

**No. 2b**
**Adjustment Amount**

(1) The respective "**Strike**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Strike shall be adjusted on each calendar day during a Financing Level Adjustment Period by the Adjustment Amount calculated by the Issuer for that relevant calendar day. The Adjustment Amount for the Warrants may vary. The "**Adjustment Amount**" of a series applying for each calendar day during the respective Financing Level Adjustment Period shall be equal to the result obtained by multiplying the Strike applying on the Adjustment Date falling in that Financing Level Adjustment Period by the Adjustment Rate applicable in that Financing Level Adjustment Period and converted to the amount for one calendar day using the actual/360 day count convention. The resulting Strike for each calendar day shall be rounded to at least four decimal places in accordance with standard commercial practice, but the calculation of the next following Strike in each case shall be based on the unrounded Strike for the preceding day. The calculations for the first Financing Level Adjustment Period shall be based on the Strike on the Issue Date. The relevant Strike for each calendar day shall be published on the Issuer's Website.

(2) The respective "**Knock-Out Barrier**" of a series shall be equal on the Issue Date to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Knock-Out Barrier shall be determined by the Issuer on each calendar day in such a way that it corresponds to the respective Strike adjusted in accordance with the preceding paragraph. The relevant Knock-Out Barrier for each calendar day shall be published on the Issuer's Website.

(3) In the event of dividend payments or other cash distributions equivalent to dividend payments in respect of the Underlying (applicable in the case of shares as the Underlying) or in respect of the shares on which the Underlying is based (applicable in the case of stock indices as the Underlying), the Strike applying in each case and, where relevant, the Knock-Out Barrier shall be adjusted in accordance with No. 2 (3) of the Issue Specific Conditions (Adjustment due to Dividend Payments).

In the event of any Adjustment due to Dividend Payments in respect of a dividend on the shares of an entity formed or incorporated in the United States (a "**U.S. Dividend**"), the Issuer shall calculate an amount (the "**U.S. Dividend Withholding Amount**") that, together with the net dividend amount reflected in the adjustment, equals 100 per cent of the gross amount of such U.S. Dividend. At the time each such U.S. Dividend is paid, the U.S. Dividend Withholding Amount is deemed to be paid to the Warrant Holder in respect of the

Warrants, whereas it shall actually be withheld by the Issuer and deposited with the United States Internal Revenue Service (the "**IRS**").

## No. 3
## Exercise of the Option Rights

(1) The Warrants may be exercised by the Warrant Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions. For the exercise of the Warrants to be effective, the holder of the respective Warrant must comply with the preconditions set out below with respect to the relevant Exercise Agent at the latest by 10:00 a.m. (local time at the location of the relevant Exercise Agent) on the Exercise Date. The provisions of paragraphs (2) to (4) of this No. 3 shall also apply.

If the Option Rights are exercised via the Exercise Agent in **Finland**, the Warrant Holder must submit to Citigroup Global Markets Europe AG (the "**Exercise Agent**") at the following address:

Citigroup Global Markets Europe AG, Attn. Stockevents, Frankfurter Welle, Reuterweg 16, D-60323 Frankfurt am Main, Federal Republic of germany

a properly completed "**Helsinki**" Exercise Notice for the respective ISIN (International Securities Identification Number) using the form available from the Issuer (referred to in the following as "**Exercise Notice**") and must have transferred the Warrants intended to be exercised

- to the Issuer crediting its account No. 0007567803 at OP Custody Ltd.

The Exercise Notice must specify:

- the ISIN (International Securities Identification Number) of the Warrant series and the number of Warrants intended to be exercised and
- the account of the Warrant Holder with a bank in Finland into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside Finland, a check for the Cash Amount will be sent to the Warrant Holder at his risk by normal post to the address given in the Exercise Notice within ten (10) Banking Days in Helsinki and Frankfurt am Main following the Valuation Date.
- Confirmation must also be given that (1) the Warrant Holder is not a U.S. Person (as defined in Regulation S and under CFTC regulation 23.160, and the CFTC's "Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations" as published by the CFTC on 26 July 2013 (78 Fed. Reg. 45292, the "**Interpretive Guidance**")), (2) he is not an Affiliate Conduit, based upon the relevant guidance in the Interpretive Guidance, including the Affiliate Conduit Factors as defined therein and (3) he is not, nor are any obligations owed by him, supported by any guarantee other than any guarantee provided by a person who does not fall within any of the U.S. Person Categories (as defined in the Interpretive

Guidance) and who would not otherwise be deemed a "U.S. person" under the Interpretive Guidance.

(2) The Exercise Notice shall become effective on the Exercise Date according to No. 2 (3) of the Issue Specific Conditions. The Exercise Notice may not be revoked, including during the period prior to the date on which it becomes effective. All of the preconditions set out in No. 3 (1) of the Issue Specific Conditions must be satisfied within fifteen (15) Banking Days of the occurrence of the first precondition. In any other circumstances, the Issuer shall have the right to return to the Warrant Holder any performance already made by the Warrant Holder without interest at the Warrant Holder's risk and expense; in this event the Exercise Notice shall not become effective.

(3) All taxes or other levies that may be incurred in connection with the exercise of the Warrants shall be borne and be paid by the Warrant Holders.

The Issuer or the paying agent is entitled to withhold any taxes or other levies from the Cash Amount or other amounts payable to the holder that are to be paid by the Warrant Holder in accordance with the preceding sentence. The exercise or settlement amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.

(4) The Issuer will transfer any Cash Amount to the Depository Agent on the Payment Date upon Exercise for the credit of the Warrant Holders registered with the Depository Agent at the close of business on the preceding Banking Day at the location of the Depository Agent. Upon the transfer of the Cash Amount to the Depository Agent, the Issuer shall be released from its payment obligations to the extent of the amount paid. The Depository Agent has given an undertaking to the Issuer to make a corresponding onward transfer.

## No. 4
## Termination

(1) The Issuer shall have the right to terminate all of the Warrants of a series during their term with a notice period of 4 weeks by giving notice in accordance with No. 4 of the General Conditions with effect as of the Termination Date specified in the notice (the "**Termination Date**"). Termination in accordance with this No. 4 may not be affected earlier than 3 months after the Issue Date. Each termination notice issued pursuant to this No. 4 is irrevocable and must specify the Termination Date. The Termination shall become effective on the date specified in the announcement of the notice. For the purposes of calculating the Cash Amount in accordance with No. 2 of the Issue Specific Conditions, the date on which the Termination becomes effective shall be deemed to be the Valuation Date within the meaning of these Terms and Conditions.

(2) In the event of Termination by the Issuer, No. 3 of the Issue Specific Conditions shall not apply. The Exercise Date within the meaning of No. 2 (3) of the Issue Specific Conditions shall in this case be the date on which the Termination becomes effective. The Payment Date shall be the Payment Date upon Termination in accordance with paragraph (3) of this No. 4.

(3) In this event, the Issuer will transfer the Cash Amount for all of the Warrants affected by the Termination to the Depository Agent within ten (10) Banking Days at the registered office of the Issuer and at the location of the Depository Agent after the Termination Date for the credit of the Warrant Holders registered with the Depository Agent on the fifth day following the Termination Date (referred to in the following as "**Payment Date upon Termination**"). Upon the transfer of the Cash Amount to the Depository Agent, the Issuer shall be released from its payment obligations to the extent of the amount paid.

The Depository Agent has given an undertaking to the Issuer to make a corresponding onward transfer. In the event that the onward transfer is not possible within three months after the Payment Date upon Termination ("**Presentation Period**"), the Issuer shall be entitled to deposit the relevant amounts with the Frankfurt am Main Local Court for the Warrant Holders at their risk and expense with a waiver of its right to reclaim those amounts. Upon the deposit of the relevant amounts with the Court, the claims of the Warrant Holders against the Issuer shall expire.

***Part B. Underlying Specific Conditions***

**No. 5**
**Underlying**

(1) The "**Underlying**" shall correspond to the Index specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions.

(2) The "**Reference Price**" of the Underlying shall correspond to the price specified as the Reference Price of the Underlying in Table 1 of the Annex to the Issue Specific Conditions, as calculated and published on Trading Days by the Relevant Index Calculator specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Index Calculator**"). The "**Observation Price**" of the Underlying shall correspond to the prices calculated and published for the Index on an ongoing basis by the Relevant Index Calculator on Trading Days (excluding prices calculated on the basis of the midday auction or of another intraday auction). "**Observation Hours**" shall be the Trading Hours. "**Trading Days**" shall be days on which the Index is normally calculated and published by the Relevant Index Calculator. "**Trading Hours**" shall be hours during which prices are normally calculated and published for the Index by the Relevant Index Calculator on Trading Days.

**No. 6**
**Adjustments**

(1) The Strike, the Knock-Out Barrier and/or the Multiplier as well as the other features of the Warrants that are relevant for the calculation of the Cash Amount shall be subject to adjustment in accordance with the provisions below (referred to in the following as "**Adjustments**").

(2) Changes in the calculation of the Underlying (including corrections) or in the composition or weighting of the prices or securities on the basis of which the Underlying is calculated shall not result in an adjustment of the Option Right unless, in the reasonable discretion of the Issuer, as a result of a change (including a correction) the new relevant concept and the calculation of the

Underlying are no longer comparable with the previous relevant concept or the previous calculation of the Underlying. This shall apply in particular if a change of whatever nature results in a material change in the value of the Index even though the prices of the individual securities included in the Underlying and their weighting remain the same. The Option Right may also be adjusted in the event that the Underlying is discontinued and/or replaced by another Index. The Issuer shall adjust the Option Right in its reasonable discretion based on the most recently calculated price with the objective of preserving the financial value of the Warrants, and shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Option Right and the date on which it first applies in accordance with No. 4 of the General Conditions.

(3) If the Index is discontinued at any time and/or replaced by another Index, the Issuer in its reasonable discretion shall specify the other Index as the Underlying which will be used in future for the Option Right (the "**Successor Index**"), where necessary adjusting the Option Right in accordance with paragraph (4) of this No. 6. Notice shall be given of the Successor Index and the date on which it first applies in accordance with No. 4 of the General Conditions. All references in these Terms and Conditions to the Index shall then be deemed, insofar as the context allows, to be references to the Successor Index.

(4) Changes in the method of calculating the Reference Price or other prices for the Underlying that are relevant in accordance with these Terms and Conditions, including a change in the Trading Days or Trading Hours relevant for the Underlying and including any subsequent correction by the Relevant Index Calculator of the Reference Price or another price of the Underlying that is relevant in accordance with the Terms and Conditions, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Option Right and the date on which it first applies in accordance with No. 4 of the General Conditions.

(5) In the event that the Reference Price or other prices that are relevant for the Underlying in accordance with these Terms and Conditions are no longer calculated and published by the Relevant Index Calculator, but by another person, company or institution which the Issuer considers suitable in its reasonable discretion (the "**New Relevant Index Calculator**"), then the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published by the New Relevant Index Calculator. In addition, all references in these Terms and Conditions to the Relevant Index Calculator shall then be deemed, insofar as the context allows, to be references to the New Relevant Index Calculator. The Issuer shall give notice of the Adjustments and the date on which the Adjustments become effective in accordance with No. 4 of the General Conditions.

(6) If in the reasonable discretion of the Issuer it is not possible, for any reason whatsoever, to adjust the Option Right or to specify a Successor Index, then the Issuer or an expert appointed by the Issuer will be responsible for the continued calculation and publication of the Underlying on the basis of the existing index concept and the most recent value determined for the Index, subject to any Termination of the Warrants pursuant to No. 2 of the General Conditions. Notice shall be given of any continuation of this nature in accordance with No. 4 of the General Conditions.

## No. 7
## Market Disruption Events

(1) If a Market Disruption Event in accordance with paragraph (2) of this No. 7 exists on the Valuation Date, then the Valuation Date shall be postponed to the next following day which fulfills the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and on which a Market Disruption Event no longer exists. The Issuer shall endeavor to give notice to the Warrant Holders without delay in accordance with No. 4 of the General Conditions that a Market Disruption Event has occurred. However, there shall be no obligation to give notice. If, as a result of the provisions of this paragraph, the Valuation Date has been postponed for five (5) consecutive days that fulfill the criteria for a Valuation Date in accordance with No. 2 (3) of the Issue Specific Conditions and if the Market Disruption Event continues to exist on that day as well, then that day shall be deemed to be the Valuation Date and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing on any such deemed Valuation Date.

(2) "**Market Disruption Event**" shall mean

(i) the suspension or restriction of trading generally on the exchanges or markets on which the components of the Index are listed or traded; or

(ii) the suspension or restriction of trading (including the lending market) in individual components of the Index on the respective exchanges or markets on which those assets are listed or traded, or in a futures or options contract relating to the Index on a Futures Exchange on which futures or options contracts relating to the Index are traded (the "**Futures Exchange**");

(iii) the suspension or non-calculation of the Index as the result of a decision by the Relevant Index Calculator,

if that suspension, restriction or non-calculation occurs or exists in the last half-hour before the calculation of the closing price of the Index or of the assets underlying the Index that would normally take place and is material, in the reasonable discretion of the Issuer, for the fulfillment of the obligations arising from the Warrants. A change in the Trading Days or Trading Hours on or during which trading takes place or the Index is calculated does not constitute a Market Disruption Event, provided that the change takes place as the result of a previously announced change in the trading regulations by the exchange or in the rules for calculating the Index by the Relevant Index Calculator.

**ANNEX TO THE ISSUE SPECIFIC CONDITIONS**

# Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/09/2021
Initial value date in Finland: 04/10/2021

| ISIN / Local Trading Code | Underlying | Type of Warrant | Quanto | Initial Issue Price | Settlement Currency (also "Currency of the Issue") | Strike on the Issue Date / Knock-Out Barrier on the Issue Date | Multiplier | Adjustment Rate in the 1st Financing Level Adjustment Period | Number of Securities | Reference Price of the Underlying ("Reference Price") |
|---|---|---|---|---|---|---|---|---|---|---|
| DE000KE294J3 / T SHRTDAX 521 CG | DAX | BEAR | No | EUR 1.62 | Euro (EUR) | EUR 15,550.00 / EUR 15,550.00 | 0.01 | -4.56 % | 1,000,000 | Closing price |

| ISIN / Local Trading Code | Underlying | General applicability of U.S. withholding tax pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986 on dividends paid by the Company of the Underlying | Expectation of the Issuer as to whether a dividend payment will be made on the underlying during the term of the Security that results in a specific withholding obligation of the Issuer pursuant to Section 871(m) |
|---|---|---|---|
| DE000KE294J3 / T SHRTDAX 521 CG | DAX | No | No |

# Table 2 – supplementary to Part B. Underlying Specific Conditions

| Underlying / Indextype | ISIN or Reuters Code of the Underlying | Relevant Index Calculator / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange") | Valuation Date / Currency Conversion Date | Currency in which the Reference Price is expressed ("Reference Currency") |
|---|---|---|---|---|
| DAX® / performance index | DE0008469008 | Deutsche Börse AG / n/a | Modified Exercise Date / not applicable | Euro (EUR) |

The following specific meanings shall apply in this context:

| | | |
|---|---|---|
| Deutsche Börse AG | : | Deutsche Börse AG, Frankfurt, Germany (XETRA®) |
| EUREX | : | EUREX, Frankfurt, Germany |
| STOXX Limited, Zurich | : | STOXX Limited, Zurich, Switzerland |
| S&P Dow Jones Indices LLC | : | S&P Dow Jones Indices LLC, a subsidary of The McGraw-Hill Companies, Inc., New York, USA |
| NASDAQ Stock Market, Inc. | : | NASDAQ Stock Market, Inc., Washington, D.C., U.S.A. |
| NASDAQ OMX Group, Inc. | : | NASDAQ OMX Group, Inc., New York, U.S.A. |
| Nikkei Inc. | : | Nikkei Inc., Tokyo, Japan |
| AEX Options and Futures Exchange | : | AEX Options and Futures Exchange, Amsterdam, The Netherlands |
| Bolsa de Derivados Portugal | : | Bolsa de Derivados Portugal, Lisbon, Portugal |
| EUREX | : | EUREX, Zurich, Switzerland |
| Euronext Amsterdam/ Euronext Lisbon/ Euronext Paris | : | Euronext Amsterdam N.V., Amsterdam, The Netherlands/ Euronext Lisbon S.A., Lisbon, Portugal/ Euronext Paris S.A., Paris, France |
| Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.) | : | Helsinki Securities and Derivatives Exchange, Clearing House (HEX Ltd.), Helsinki, Finland |
| Helsinki Derivatives Exchange (HEX Ltd.) | : | Helsinki Derivatives Exchange (HEX Ltd.), Helsinki, Finland |
| HSIL | : | Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China |
| Madrid stock exchange: | : | Bolsa de Madrid, Madrid, Spain |
| MEFF | : | Mercado de Futures Financieros Madrid, Madrid, Spain |
| NYSE | : | New York Stock Exchange, New York, NY, USA |
| OCC | : | Options Clearing Corporation, Chicago, Illinois, USA |
| OSE | : | Osaka Securities Exchange, Osaka, Japan |
| TSE | : | Tokyo Stock Exchange, Tokyo, Japan |
| SIX Swiss Exchange | : | SIX Swiss Exchange, Switzerland |
| ***SOQ** | | Special Opening Quotation ("SOQ"), a special reference price determined at the opening of the exchange. **If no SOQ is determined or published on the valuation date, the official closing price of the underlying is the Reference Price.** |
| Average price | | An average price determined at five-minute intervals during the final day of the term. |
| Closing price of the DAX Performance Index | : | Where the DAX®/X-DAX® is the underlying, the official closing price of the DAX® Performance Index is the relevant Reference Price. |
| n/a | : | not applicable |

## ADDITIONAL INFORMATION

**Name and address of the paying agents and the calculation agent**

Paying agent(s):

OP Custody Ltd, Markets Custody, Gebhardinaukio 1, Helsinki, P.O. Box 308, FI-00013 OP, Finland

Calculation agent:

Citigroup Global Markets Europe AG, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main, Federal Republic of Germany

**Offer method**

The Warrants are being offered over-the-counter on a continuous basis in one series.

The offer of the Warrants in Finland begins on 30 September 2021.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 13 January 2022, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 12 January 2021. Furthermore, the Issuer may terminate the offer of the Warrants early by notice on the Issuer's website www.citifirst.com.

**Listing and trading**

Application has been made to include the Warrants to trading on Nordic MTF, which is not a regulated market within the meaning of Directive 2004/39/EC starting from 30 September 2021.

It cannot be guaranteed that the listing will be permanently maintained even after the Warrants are listed. It is also possible that the listing on the stock exchange, on which the Warrants were initially listed, will be discontinued and a listing is requested on another stock exchange or in another segment. Such an amendment would be published on the website of the Issuer.

**Consent to the use of the Prospectus**

The Issuer consents to the use of the Prospectus by all financial intermediaries (general consent). The general consent to the subsequent resale and final placement of the securities by the financial intermediaries is given with respect to Finland.

The subsequent resale and final placement of the securities by financial intermediaries may take place during the period of validity of the Base Prospectus - subject to an early termination of the offer of the Warrants by the Issuer. An early termination of the offer shall, where appropriate, be effected by notice on the Issuer's website.

**Issue price, price calculation and costs and taxes on purchase**

The initial issue price is specified in Table 1 of the Annex to the Issue Specific Conditions.

No costs or taxes of any kind for the Security Holders will be deducted by the Issuer whether the Warrants are purchased off-market (in countries where this is permitted by law) or via a stock exchange. Such costs or taxes should be distinguished from the fees and costs charged to the

purchaser of the Warrants by his bank for executing the securities order, which are generally shown separately on the statement for the purchase transaction in addition to the price of the Warrants. The latter costs depend solely on the particular terms of business of the Warrant purchaser's bank. In the case of a purchase via a stock exchange, additional fees and expenses are also incurred. Furthermore, Security Holders are generally charged an individual fee in each case by their bank for managing the securities account. Notwithstanding the foregoing, profits arising from the Warrants or capital represented by the Warrants may be subject to taxation.

The initial issue price includes EUR 0.20 costs incurred by the Issuer.

**Information on the underlying**

The Underlying is a benchmark within the meaning of the Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 (the "**Benchmark Regulation**") and is provided by Deutsche Börse AG ("**Administrator**"). As of the date of these Final Terms, the Administrator is listed in the register of administrators and benchmarks prepared and administered by the European Securities and Markets Authority in accordance with Article 36 of the Benchmark Regulation.

**Description of indices not composed by the Issuer**

All relevant information, especially the concept, type, method of calculation, weightings of constituents and rules of regularly or extraordinarily exchanging the constituents in the index are explained for the indexes underlying certain securities referred to in this document on the web pages specified below. Such web pages do also give up to date information of the current weightings of constituents.

DAX®: http://www.deutsche-boerse.com or https://www.dax-indices.com/indizes

**Disclaimer of the index calculators**

The licensee, but not the licensor, is responsible for the fulfilment of the legal requirements for the accuracy and completeness of a securities prospectus for the financial instruments issued by the licensee, including the fulfilment of the requirements pursuant to Article 13 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 in connection with Delegated Regulation (EU) 2019/980 of the Commission of 14 March 2019.

**DAX® Index**

*Qontigo Index GmbH, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to Citigroup Global Markets Europe AG (the "**Licensee**"), other than the licensing of the DAX® (the "**Index**") and the related trademarks for use in connection with the Securities.*

***Qontigo Index GmbH, Deutsche Börse Group and their licensors, research partners or data providers do <u>not</u>:***

- *sponsor, endorse, sell or promote the Securities;*
- *recommend that any person invest in the Securities or any other securities;*
- *have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities;*

- *have any responsibility or liability for the administration, management or marketing of the Securities;*
- *consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the Index or have any obligation to do so.*

***Qontigo Index GmbH, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Securities or their performance.***

*Qontigo Index GmbH does not assume any contractual relationship with the purchasers of the Securities or any other third parties.*

***Specifically,***

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

*The licensing Agreement between the Licensee and Qontigo Index GmbH is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.*

**Publication of additional information**

The Issuer does not intend to provide any additional information about the underlying.

The Issuer will publish additional notices described in detail in the Terms and Conditions. Examples of such notices are adjustments of the features of the Warrants as a result of adjustments relating to the underlying which may, for example, affect the conditions for calculating the cash amount or a replacement of the underlying. A further example is the early redemption of the Warrants if an adjustment cannot be made.

Notices under these Terms and Conditions are generally published on the Issuer's website. If and to the extent that mandatory provisions of the applicable laws or exchange regulations require

notices to be published elsewhere, they will also be published, where necessary, in the place prescribed in each case.

# ISSUE SPECIFIC SUMMARY

## SECTION A – INTRODUCTION CONTAINING WARNINGS

**Security:** Open End Turbo Bear Warrants, ISIN: DE000KE294J3 (the "**Securities**" or the "**Warrants**")

**Issuer:** Citigroup Global Markets Europe AG - Optionsscheine & Zertifikate, Reuterweg 16, 60323 Frankfurt, Germany; Telefon: +49 69 1366 1540; Email: zertifikate@citi.com, Website: www.citifirst.de; LEI: 6TJCK1B7E7UTXP528Y04

**Competent authority approving the prospectus:** Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany; Telephone: +49 228 4108 0; Email: poststelle@bafin.de; Website: www.bafin.de

**Date of approval of the prospectus:** The base prospectus has been approved by BaFin on 13 January 2021.

**Warnings**

The summary should be read as an introduction to the prospectus.

Any decision to invest in the Securities should be based on a consideration of the prospectus as a whole by the investor.

Investors could lose all or part of the invested capital (plus transaction costs).

Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated.

Citigroup Global Markets Europe AG (the "**Issuer**"), who has tabled the summary including any translation thereof as the Issuer of the Securities, may be held liable under civil law only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or where it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.

**You are about to purchase a product that is not simple and may be difficult to understand.**

## SECTION B – KEY INFORMATION ON THE ISSUER

***Who is the Issuer of the Securities?***

**Domicile and legal form**

The Issuer, Citigroup Global Markets Europe AG, is a public limited company (*Aktiengesellschaft*) under German Law with domcile in Frankfurt am Main, Germany. The Legal Entity Identifier (LEI) is 6TJCK1B7E7UTXP528Y04. The Issuer was founded in Germany and is entered in the commercial register of the Local Court of Frankfurt/Main under registration number HRB 88301.

**Principle activities**

The Issuer is a securities trading bank, offering EEA domiciled clients including large international corporates, financial institutions, institutional investors (such as asset managers and insurance companies) and government and public sector entities (including local public authorities, municipalities and retails intermediaries) the whole range of products offered by Citi's Institutional Clients Group (ICG) in the areas of Markets & Securities Services ("MSS"), Banking, Capital Markets & Advisory ("BCMA") and Independent Research. Under its MSS product offering, the Issuer is also a major issuer of leveraged products and investment products, the final acquirers of which are mainly private investors. In addition, the Issuer also employs one individual in Citi Private Bank – Family Office Coverage Germany targeting prospecting of high net worth individuals.

**Major shareholders**

The Issuer is 100% owned by Citigroup Global Markets Limited with registered offices in London which in turn is an indirect wholly owned subsidiary of Citigroup Inc. (USA).

**Identity of the executive board**

The executive board of the Issuer consists of Kristine Braden (Chief Executive Officer (CEO)), Stefan Hafke, Andreas Hamm, Dr. Jasmin Kölbl-Vogt, Oliver Russmann and Amela Sapcanin.

**Identity of the statutory auditors**

Statutory auditor of the Issuer is KPMG AG, Wirtschaftsprüfungsgesellschaft, The Squaire, Am Flughafen, 60549 Frankfurt am Main, Germany.

***What is the key financial information regarding the Issuer?***

**Income Statement**

| | **01/01/2020 - 31/12/2020** in million euro (audited) | **01/01/2019 - 31/12/2019** in million euro (audited) |
|---|---|---|
| Interest income from loans and money market transactions | 8.9 | 18.9 |
| Commission income | 265.0 | 211.8 |
| Net impairment loss on financial assets* | 0.0 | 0.0 |
| Net income from financial trading operations | 69.9 | 29.0 |
| Results from ordinary operations | 38.5 | -40.2 |
| Annual net profit / Annual net loss | 16.9 | -45.7 |

* Includes the positions "Write-downs of, provisions for, receivables and certain securities and additions to loan reserves" and "Write-downs on equity investments, interests in affiliated enterprises and long-term securities" of the Income Statement in the audited financial information.

**Balance Sheet**

| | **31/12/2020** in million euro (audited) | **31/12/2019** in million euro (audited) |
|---|---|---|
| Total assets | 70,298.0 | 16,317.9 |
| Senior debt | 0.0 | 0.0 |
| Subordinated debt | 0.0 | 0.0 |
| Receivables from clients | 13,783.7 | 5,406.7 |
| Liabilities owed to clients | 12,628.5 | 4,293.1 |
| Equity capital | 1,821.5 | 1,252.8 |

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

**Insolvency and solvency risk**

The insolvency and solvency risk arises from, among other things, the risk that the Issuer will not be able to efficiently meet both expected and unexpected current and future cash flow and collateral requirements, as well as the risk that the company is unable to obtain sufficient liquidity. The insolvency and solvency risk may also materialize if third parties which owe the Issuer money, securities or other assets will not perform their obligations. In addition, risk of losses may arise as a result of changes in foreign exchange rates, interest rates, equity and commodities prices as well as price fluctuations of goods and derivatives. In particular, the aforementioned risks may result in the Issuer being unable to meet its obligations arising from the securities, or being unable able to meet them in a timely manner or in full. If insolvency proceedings are opened against the Issuer, investors may even suffer a **total loss**.

**Trading risks related to derivative securities issued by the Issuer**

Based on risk models used by the Issuer, the Issuer enters into hedging transactions to hedge open positions from issued securities. Particularly noteworthy in this context are risk positions arising from changes in the volatility of the underlying and so-called "gap risks" as a result of unexpected jumps in the price of the underlying. At best, the Issuer can to a large extent close out such risk positions, but it will be unable to close them out completely or enter into matching positions for all open positions. If a counterparty of the Issuer defaults, then there is a risk that hedging transactions cannot be closed or have to be closed and need to be unwinded afterwards because of the counterparty's default. The risks arising in connection with trading

in derivative securities issued by the Issuer may have a material adverse effect on the Issuer's liquidity and financial position. This may have a significant impact on the value of the securities issued by the Issuer and may lead to a **total loss**.

## SECTION C – KEY INFORMATION ON THE SECURITIES

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

**Type, class and ISIN**

The Securities are issued as bonds within the meaning of § 793 German Civil Code (*Bürgerliches Gesetzbuch*, "BGB"). The Securities will be issued in dematerialized form, represented by book entries in the book-entry system of the depository agent.

ISIN: DE000KE294J3; local trading code: T SHRTDAX 521 CG

**Currency, the number of Securities issued and the term of the Securities and other important details**

Currency of the Securities: Euro (EUR)

Number of the Securities: 1,000,000

Issue date: 30/09/2021

Exercise dates: The last banking day of each month on which the exercise prerequisites are met.

Observation period: Period from the Issue Date (inclusive) until the Valuation Date (inclusive).

Observation price: ongoing price

Valuation date: The exercise date or in case of a termination the day on which the termination becomes effective.

Maturity date: The tenth common banking day following the exercise date or the termination date at the registered office of the Issuer and the place of the depository agent.

Multiplier: 0.01

Strike on the issue date: EUR 15,550.00

Knock-out barrier on the issue date: EUR 15,550.00

Underlying: DAX®

ISIN of the underlying: DE0008469008

Currency of the underlying: Euro (EUR)

Reference price: Closing price

**Rights attached to the Securities**

Open End Turbo Bear Warrants with knock-out enable investors to positively participate on a disproportionate (leveraged) basis in the negative performance of the underlying.

In return, however, they also adversely participate on a leveraged basis in any positive performance of the underlying and in addition bear the risk that the Open End Turbo Bear Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or exceeds the knock-out barrier at any time during the observation period within the observation hours.

In the event of exercise by the investor or following termination by the Issuer, in each case on a valuation date, the cash or termination amount received by the investors on the maturity date is the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike.

If the observation price of the underlying reaches or exceeds the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bear Warrant with knock-out expires either worthless or, if so provided in the Final Terms, almost worthless with a low knock-out cash amount.

**Ranking of the Securities**

The Securities create direct, unsecured and unsubordinated obligations of the Issuer that rank pari passu in relation to one another and in relation to all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of obligations that have priority due to mandatory statutory provisions.

**Restrictions on the free transferability of the Securities**

The Securities are transferable, subject to selling restrictions, in accordance with the laws applying in each case and, where relevant, the respective applicable regulations and procedures of the depository agent in whose records the transfer is registered.

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

Application has been made to include the Securities to trading on Nordic MTF, which is not a regulated market within the meaning of Directive 2004/39/EC starting from 30/09/2021.

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

**Risks associated with the purchase of Open End Turbo Bear Warrants**

If exercised by the investor or terminated by the Issuer, investors receive on the maturity date as cash or termination amount the difference, multiplied by the multiplier, by which the reference price of the underlying determined on the valuation date is lower than the respective strike. If the reference price is equal to or higher than the strike, the Open End Turbo Bear Warrant expires worthless.

The term of the Warrants ends prematurely at the knock-out time and the option rights expire worthless if a knock-out event occurs. A knock-out event occurs if the relevant price of the underlying is equal to or rises above the knock-out barrier during the relevant barrier observation time.

If the price of the underlying is close to the knock-out barrier and if the expected price fluctuation margin of the underlying, which is calculated on the basis of current market prices, (the so-called "implied volatility") increases, the probability of a knock-out event occurring increases.

There is a risk that the unwinding of the Issuer's hedging positions could have a negative impact on the price of the underlying, thereby triggering a knock-out event.

The strike and the knock-out barrier of the Warrants are subject to ongoing adjustment. As a result of a daily adjustment of the strike and the knock-out barrier, the risk of a knock-out event occurring can increase significantly. Investors should be aware that a knock-out event can also occur solely as a result of an adjustment of the knock-out barrier.

The Security Holder therefore bears the risk that a knock-out event occurs or that the reference price of the underlying on the relevant valuation date is at or above the strike of the Warrant. In both cases, the Warrant expires worthless and the Security Holder suffers a **total loss**.

**Price risk associated with increasing implied volatility**

If the price of the underlying is close to the knock-out barrier and the implied volatility rises - while all other factors affecting the value of the Warrants remain unchanged - then the price of the Warrant will fall, because there is an increased likelihood that the Warrant knocks out and expires worthless prematurely.

**Specific price risk in connection with jumps in the price of the underlying**

The risk of jumps in the price of the underlying, for example between the close of trading on the previous day and the start of trading on the following trading day, is known as gap risk. If the gap risk materializes and a knock-out event is triggered as a result, this leads to substantial price risks for the Issuer when adjusting its hedging transactions. The Issuer can usually hedge its exposure only for price movements of the underlying up to the respective knock-out barrier. If a jump in price goes beyond that point, the resulting loss is borne by the Issuer. The gap risks are usually estimated by the Issuer in advance and passed on to the purchasers of the Warrants through the price settings in the secondary market. Therefore, the Security Holders bear the gap risk indirectly.

**Risk in connection with tradability**

The risk exists that a knock-out event may also occur at times when the Warrants are not normally traded.

**Risk due to extraordinary termination of the Securities**

In the case of an extraordinary termination by the Issuer, the Security Holders are not entitled to payment of any amount to be calculated in accordance with the Terms and Conditions for the scheduled maturity on the basis of a redemption formula. In this case, the Issuer will determine the termination amount, if any, to be paid to the Security Holders at its reasonable discretion.

**Risk of restrictions of the ability to sell the Securities due to market disruption events**

Market disruption events may temporarily or permanently restrict the ability to sell the Securities, increase the cost of selling or introduce an additional price risk.

**Market price risk**

In particular, the following circumstances may affect the market price of the Securities. Individual market factors may also occur simultaneously and may be mutually reinforcing: changes in the value of the underlying (including changes in the implied volatility of the underlying), changes in the creditworthiness or credit assessment of the Issuer, or changes in the market interest rate.

**Liquidity Risks**

Security Holders bear the risk that there is no liquid market for trading the Securities on a stock exchange. This means that they cannot sell the Securities at a time desired by them.

The secondary market for the Securities may be limited or the Securities may have no liquidity which may adversely impact the value of the Securities or the ability of the investor to dispose of them.

**Risk in connection with indices as the underlying**

The performance of the index depends mainly on the individual index constituents included in the respective index. During the term of the Securities, however, their market value may also diverge from the performance of the index or of the index constituents.

## SECTION D – 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 this Security?***

The Securities are being offered over-the-counter on a continuous basis in one series.

The offer of the Securities in Finland begins on 30/09/2021.

The Securities may be offered or sold only if all applicable securities laws and regulations in force in the jurisdiction in which a purchase, offer, sale or delivery of Securities is made or in which this document is circulated or kept for inspection have been complied with, and if all consents or authorizations required for the purchase, offer, sale or delivery of the Securities in accordance with the legal norms in force in that jurisdiction have been obtained.

In particular, the Securities may not be purchased or held by or transferred to a Benefit Plan Investor or plan subject to Similar Law unless its purchase or holding of the Securities will not (i), in the case of a Benefit Plan Investor, give rise to a nonexempt prohibited transaction under Section 406 of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**") or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") because such acquisition and holding satisfies the conditions for relief under an applicable prohibited transaction exemption or (ii), in the case of a plan subject to Similar Law, result in a violation of Similar Law. For the purposes hereof, "**Benefit Plan Investor**" shall mean (a) an employee benefit plan (as defined in Section 3(3) of ERISA), subject to Title I of ERISA, (b) a plan described in and subject to Section 4975 of the Code, (c) any entity deemed to hold plan assets of such employee benefit plan or plan and "**Similar Law**" shall mean a law that is similar to the fiduciary responsibility or prohibited transaction provisions of ERISA or Section 4975 of the Code or (d) an employee benefit plan or plan subject to Similar Law. The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, the Issuer has not been registered and will not be registered as an "investment company" under the U.S. Investment Company Act of 1940, as amended, in reliance on Section 3(c)(7) thereof and no person has registered nor will register as a commodity pool operator of the Issuer under the U.S.

Commodity Exchange Act, as amended (the "**CEA**") and the rules of the U.S. Commodity Futures Trading Commission thereunder (the "**CFTC Rules**"). Accordingly, the Securities may not be offered, sold, pledged, resold, delivered or otherwise transferred at any time except (a) in an "offshore transaction" (as such term is defined under Regulation S under the Securities Act ("**Regulation S**")) and (b) to persons that are both (1) "Non-United States persons" (as such term is defined under CFTC Rule 4.7(a)(1)(iv), under the Commission regulation 23.160 and the CFTC's Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, 78 Fed. Reg. 45292 (26 July 2013), and (2) not "U.S. Persons" (as such terms is defined under rule 902(k)(l) of Regulation S (any such person both (1) and (2) immediately above, a "**Permitted Purchaser**")). If a Permitted Purchaser acquiring the Securities is doing so for the account or benefit of another person, such other person must also be a Permitted Purchaser. 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 CEA, and trading in the Securities has not been approved by the U.S. Commodity Futures Trading Commission under the CEA.

The initial issue price is EUR 1.62. This includes EUR 0.20 costs incurred by the Issuer. The purchase of the Securities entails no further costs or taxes that are incurred by the Issuer specifically for purchasers or subscribers. If the investor purchases the Securities from a distributor, the purchase price to be paid by the investor may include sales commissions that have to be disclosed by the distributor.

***Why is this prospectus being produced?***

**Use of the proceeds**

The use of the proceeds serves solely the purpose of making profits and/or hedging certain risks of the Issuer. The net proceeds from the issuance of Securities will be used by the Issuer for its general business purposes.

**Underwriting**

The offer is not subject to a takeover agreement with a fixed takeover obligation.

**Most material conflicts of interest pertaining to the offer or the admission to trading**

The Issuer belonging to the Citigroup Inc. Group (Citigroup Inc. together with its subsidiaries the "**Citigroup Group**" or the "**Citigroup**") and the companies of the Citigroup Group operate daily on the international and German securities, foreign exchange, credit derivatives and commodity markets. They may therefore enter into transactions or business relations that may impact the price of the underlying or the constituents of the underlying and thus also the price of the Securities.

The Issuer and companies of the Citigroup Group may receive non-public information relating to the underlying or the constituents of the underlying, but are under no obligation to pass on such information to the security holders.

Within the context of market making, the Issuer as market maker determines the price of the Securities to a decisive extent. The prices set by the market maker will not always correspond to the prices that would have been formed in liquid stock exchange trading. This activity can lead to conflicts of interest since the responsibilities of the calculation agent include making certain determinations and decisions which could have a negative effect on the price of the Securities or the level of the cash amount.

## Liikkeeseenlaskukohtainen tiivistelmä

## JAKSO A – JOHDANTO JA VAROITUKSET

**Arvopaperi:** Open End Turbo Bear-warrantit, ISIN: DE000KE294J3 ("**Arvopaperit**" tai "**Warrantit**")

**Liikkeeseenlaskija:** Citigroup Global Markets Europe AG - Optionsscheine & Zertifikate, Reuterweg 16, 60323 Frankfurt am Main, Saksa; Puhelin: +49 69 1366 1540; Sähköposti: zertifikate@citi.com, Verkkosivusto: www.citifirst.de; LEI: 6TJCK1B7E7UTXP528Y04

**Esitteen hyväksyvä toimivaltainen viranomainen:** Saksan finanssivalvontaviranomainen (*Bundesanstalt für Finanzdienstleistungsaufsich*t, BaFin), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Saksa; Puhelin: +49 228 4108 0; Sähköposti: poststelle@bafin.de; Verkkosivusto: www.bafin.de

**Esitteen hyväksymispäivä:** BaFin on hyväksynyt perusesitteen 13 tammikuuta 2021.

**Varoitukset**

Tätä tiivistelmää tulee pitää esitteen johdantona.

Sijoittajan tulisi tehdä Arvopapereita koskevat sijoituspäätöksensä koko esitteen perusteella.

Sijoittaja voi menettää sijoittamansa pääoman kokonaan tai osittain (lisäksi myös transaktiokustannukset).

Jos tuomioistuimessa pannaan vireille esitteeseen sisältyviä tietoja koskeva kanne, kantajana toimiva sijoittaja saattaa kansallisen lain mukaan joutua ennen oikeudenkäynnin vireillepanoa vastaamaan esitteen käännöskustannuksista.

Citigroup Global Markets Europe AG ("**Liikkeeseenlaskija**"), joka on Arvopapereiden Liikkeeseenlaskijana toimittanut tämän tiivistelmän, mukaan luettuna sen käännökset, voidaan asettaa siviilioikeudelliseen vastuuseen vain, jos yhteenveto on harhaanjohtava, epätarkka tai epäjohdonmukainen yhdessä esitteen muiden osien kanssa luettaessa tai silloin, kun se ei yhdessä esitteen muiden osien kanssa luettuna tarjoa päätöksenteon kannalta tärkeitä avaintietoja kyseisiin arvopapereihin sijoittamista harkitsevalle sijoittajalle.

**Olette ostamassa tuotetta, joka ei ole yksinkertainen ja joka saattaa olla vaikea ymmärtää.**

## JAKSO B – KESKEISET TIEDOT LIIKKEESEENLASKIJASTA

***Kuka on arvopapereiden liikkeeseenlaskija?***

**Kotipaikka ja oikeudellinen muoto**

Liikkeeseenlaskija, Citigroup Global Markets Europe AG, on Saksan lakien mukaisesti perustettu julkinen osakeyhtiö (*Aktiengesellschaft*), jonka kotipaikka on Frankfurt am Main, Saksa. Oikeushenkilötunnus (LEI) on 6TJCK1B7E7UTXP528Y04. Liikkeeseenlaskija on perustettu Saksassa ja rekisteröity Frankfurt am Mainin paikallisen tuomioistuimen ylläpitämään kaupparekisteriin numerolla HRB 88301.

**Päätoimialat**

Liikkeeseenlaskija on arvopaperikauppaa käyvä luottolaitos, joka tarjoaa ETA-alueella sijaitseville asiakkaille, kuten suurille kansainvälisille yrityksille, rahoituslaitoksille ja institutionaalisille sijoittajille (kuten varainhoitajille ja vakuutusyhtiöille) sekä valtionyhtiöille ja julkisyhteisöille (paikalliset julkisviranomaiset, kunnat ja paikallisviranomaiset mukaan lukien) Citin Institutionaaliset Asiakkaat ryhmän (ICG, Institutional Clients Group) tuotteita. Kattavaan palveluvalikoimaan kuuluu Markets ja arvopaperipalvelut ("MSS", Markets & Securities Services), Banking, Capital Markets & Advisory (BCMA) -palvelut sekä palvelut riippumattoman tutkimuksen alalta. MSS-tuotetarjonnan osalta Liikkeeseenlaskija on myös merkittävä sellaisten viputuotteiden ja sijoitustuotteiden liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityissijoittajat. Lisäksi yksi henkilö toimii Liikkeeseenlaskijan palveluksessa, Citi Private Bank, Family Office Coverage Germany -yksikössä, jonka tavoitteena on löytää asiakkaiksi varakkaita yksityishenkilöitä.

**Suurimmat osakkeenomistajat**

Liikkeeseenlaskijan omistaa 100-prosenttisesti Citigroup Global Markets Limited, jolla on rekisteröity toimipaikka Lontoossa ja joka taas vuorostaan on Citigroup Inc:n (USA) epäsuorasti kokonaan omistama tytäryhtiö.

**Johtokunnan jäsenet**

Liikkeeseenlaskijan johtokuntaan kuuluvat Kristine Braden (toimitusjohtaja), Stefan Hafke, Andreas Hamm, Dr. Jasmin Kölbl-Vogt, Oliver Russmann ja Amela Sapcanin.

**Lakisääteiset tilintarkastajat**

Liikkeeseenlaskijan lakisääteinen tilintarkastaja on KPMG AG, Wirtschaftsprüfungsgesellschaft, The Squaire, Am Flughafen, 60549 Frankfurt am Main, Saksa.

***Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?***

**Tuloslaskelma**

| | **1.1.2020 - 31.12.2020** | **1.1.2019 - 31.12.2019** |
|---|---|---|

| | miljoonaa euroa (tarkastettu) | miljoonaa euroa (tarkastettu) |
|---|---|---|
| Korkotuotto lainoista ja rahamarkkinatoimista | 8,9 | 18,9 |
| Palkkiotuotto | 265,0 | 211,8 |
| Nettomääräiset rahoitusvarojen arvonalentumistappiot* | 0,0 | 0,0 |
| Nettotuotot kaupankäyntitoiminnasta | 69,9 | 29,0 |
| Varsinaisen toiminnan tulos | 38,5 | -40,2 |
| Vuotuinen nettoitto / Vuotuinen nettotappio | 16,9 | -45,7 |

* Sisältää seuraavat positiot tarkastettujen taloudellisten tietojen mukaisessa tuloslaskelmassa: "Arvonalennukset, varaukset, saamiset ja tietyt arvopaperit ja lisäykset luottotappiovarauksiin" ja "Pääomasijoitusten, sidosyhtiöiden omistusosuuksien ja pitkäaikaisten arvopaperien arvonalentumiset".

**Tase**

| | **31.12.2020** miljoonaa euroa (tarkastettu) | **31.12.2019** miljoonaa euroa (tarkastettu) |
|---|---|---|
| Varat yhteensä | 70 298,0 | 16 317,9 |
| Etuoikeutetut velat | 0,0 | 0,0 |
| Etuoikeudeltaan huonommat velat | 0,0 | 0,0 |
| Saatavat asiakkailta | 13 783,7 | 5 406,7 |
| Vastattavat asiakkaille | 12 628,5 | 4 293,1 |
| Oma pääoma | 1 821,5 | 1 252,8 |

***Mitkä ovat liikkeeseenlaskijaan liittyvät olennaiset riskit?***

**Maksukyvyttömyys- ja vakavaraisuusriski**

Maksukyvyttömyys- ja vakavaraisuusriski tarkoittaa muun muassa riskiä siitä, ettei Liikkeeseenlaskija kykene tehokkaasti vastaamaan sekä odotettuihin että odottamattomiin nykyisiin ja tuleviin kassavirtatarpeisiin ja vakuustarpeisiin sekä riskiä siitä, ettei yritys pysty järjestämään riittävästi likviditeettiä. Maksukyvyttömyys- ja vakavaraisuusriski voi myös toteutua, jos kolmannet osapuolet, jotka ovat Liikkeeseenlaskijalle velkaa rahaa, arvopapereita tai muuta omaisuutta, eivät täytä velvollisuuksiaan.. Tappioriski voi myös aiheutua muutoksista valuuttakursseissa, koroissa, osakkeiden ja hyödykkeiden hinnoissa sekä tavaroiden ja johdannaisten hintavaihteluista. Edellä mainitut riskit voivat erityisesti johtaa siihen, että Liikkeeseenlaskija ei pysty suoriutumaan arvopapereihin liittyvistä velvoitteistaan tai se ei pysty suoriutumaan niistä oikea-aikaisesti tai kokonaan. Jos Liikkeeseenlaskijaa vastaan aloitetaan maksukyvyttömyysmenettely, sijoittaja voi jopa **menettää koko pääomansa**.

**Liikkeeseenlaskijan liikkeeseen laskemien johdannaissopimusten myyntiriskit**

Liikkeeseenlaskijan käyttämien riskimallien mukaisesti Liikkeeseenlaskija suorittaa suojaustoimia liikkeeseen laskettuihin arvopapereihin liittyvien avointen positioiden suojaamiseksi.Tässä yhteydessä on huomioitava erityisesti riskipositiot, jotka johtuvat kohde-etuuden epävakauden muutoksista ja ns. "gap-riskeistä" kohde-etuuden odottamattomien hinnanmuutosten seurauksena. Liikkeeseenlaskija voi parhaimmillaan pääosin sulkea kyseiset riskipositiot, mutta se ei voi sulkea niitä kokonaan tai sopia vastaavista positioista kaikille avoimille positioille. Jos Liikkeeseenlaskijan vastapuoli menettää maksukykynsä, on olemassa riski, että Liikkeeseenlaskijan suojaustoimia ei voida sulkea tai ne täytyy sulkea ja purkaa jälkikäteen, koska vastapuoli on menettänyt maksukykynsä. Liikkeeseenlaskijan liikkeelle laskemilla johdannaisarvopapereilla käytyyn kauppaan liittyvät riskit voivat oleellisesti heikentää Liikkeeseenlaskijan likviditeettiä ja taloudellista asemaa. Tällä voi olla merkittävä vaikutus Liikkeeseenlaskijan liikkeelle laskemien arvopapereiden arvoon, ja se voi johtaa **koko pääoman menettämiseen**.

## JAKSO C – KESKEISET TIEDOT ARVOPAPEREISTA

***Mitkä ovat arvopapereiden keskeiset ominaisuudet?***

**Tyyppi, laji ja ISIN-koodi**

Arvopaperit lasketaan liikkeeseen Saksan siviililain (*Bürgerliches Gesetzbuch*, "BGB") 793 §:n mukaisina joukkovelkakirjoina. Arvopaperit lasketaan liikkeeseen aineettomassa muodossa, ja niitä edustavat arvo-osuudet säilytysasiamiehen arvo-osuusjärjestelmässä.

ISIN: DE000KE294J3; paikallinen kaupankäyntitunnus: T SHRTDAX 521 CG

**Valuutta, liikkeeseen laskettavien Arvopapereiden lukumäärä ja Arvopapereiden voimassaoloaika ja muut tärkeät tiedot**

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 1 000 000

Liikkeeseenlaskupäivä: 30.09.2021

Toteutuspäivät: Kunkin kuukauden viimeinen pankkipäivä, jona toteutuksen edellytykset täyttyvät.

Tarkastelujakso: Jakso liikkeeseenlaskupäivästä (mukaan lukien) arvostuspäivään (mukaan lukien) saakka.

Tarkasteluhinta: juokseva hinta

Arvostuspäivä: Toteutuspäivä tai irtisanomisen tapauksessa, päivä, jolloin irtisanominen astuu voimaan.

Erääntymispäivä: Viimeistään kymmenes toteutus- tai purkupäivän jälkeinen pankkipäivä Liikkeeseenlaskijan rekisteröidyssä toimipaikassa ja arvopaperisäilytyskeskuksen sijaintipaikassa.

Kerroin: 0,01

Toteutushinta: liikkeeseenlaskupäivänä: EUR 15 550,00

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 15 550,00

Kohde-etuus: DAX®

Kohde-etuuden ISIN: DE0008469008

Kohde-etuuden valuutta: Euro (EUR)

Viitehinta: Päätöskurssi

**Arvopapereihin liittyvät oikeudet**

Open End Turbo Bear-warrantit, joihin liittyy knock-out-ominaisuus, antavat sijoittajalle mahdollisuuden saavuttaa (vivutetusti) epäsuhtaisen suurta positiivista hyötyä kohde-etuuden negatiivisen arvonkehityksen johdosta.

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden positiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bear-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai ylittää sen milloin tahansa tarkastelukauden tarkastelutuntien kuluessa.

Jos jonakin arvostuspäivänä sijoittaja toteuttaa Warrantin tai Liikkeeseenlaskija päättää sen voimassaolon, sijoittajalle maksetaan erääntymispäivänä käteissuoritus tai purkamisen yhteydessä maksettava summa, joka vastaa sitä erotusta, soveltuvalla kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehinta on vastaavaa toteutushintaa alhaisempi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai ylittää knock-out-tason milloin tahansa tarkastelukauden aikana tarkasteluajankohdan kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bear-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdoissa niin määrätään, jolloin siitä maksetaan alhainen knock-out-käteissuoritus.

**Arvopapereiden etuoikeusjärjestys**

Liikkeeseenlaskijalle Arvopapereista syntyvät velvoitteet ovat välittömiä, vakuudettomia ja ei-alisteisia, ja ne ovat maksunsaantijärjestyksessä samalla sijalla (pari passu) kuin kaikki muut Liikkeeseenlaskijan nykyiset ja tulevat vakuudettomat ja ei-alisteiset velvoitteet lukuun ottamatta velvoitteita, jotka ovat maksunsaantijärjestyksessä etusijaisia pakottavan lainsäädännön nojalla.

**Arvopapereiden vapaata luovutettavuutta koskevat rajoitukset**

Arvopaperit ovat siirrettävissä siihen sovellettavan myyntirajoitusten ja jokaiseen tapaukseen sovellettavan lain mukaisesti sekä soveltuvin osin sen säilytysasiamiehen säännösten ja menettelytapojen mukaisesti, jonka rekisteriin siirto merkitään.

***Missä arvopapereilla tullaan käymään kauppaa?***

Arvopapereita on haettu kaupankäynnin kohteeksi Nordic MTF arvopaperipörssiin, joka ei ole direktiivissä 2004/39/EY tarkoitettu säännelty markkina 30.09.2021 alkaen.

***Mitkä ovat arvopapereihin liittyvät keskeiset riskit?***

**Open End Turbo Bear-warranttien ostamiseen liittyvät riskit**

Jos sijoittaja toteuttaa Warrantin tai Liikkeeseenlaskija purkaa Warrantin, sijoittaja saa erääntymispäivänä käteissuorituksena tai purkamisen yhteydessä maksettavana summana sen erotuksen, soveltuvalla kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehinta on vastaavaa toteutushintaa alhaisempi. Jos viitehinta on yhtä suuri tai korkeampi kuin toteutushinta, Open End Turbo Bear-warrantti erääntyy arvottomana.

Warranttien toteutusaika erääntyy ennenaikaisesti knock-out-ajankohtana, ja optio-oikeudet erääntyvät arvottomina, jos knock-out-tapahtuma toteutuu. Knock-out-tapahtuma toteutuu, jos kohde-etuuden vastaava hinta on sama tai korkeampi kuin knock-out-taso vastaavan tason tarkasteluajankohtana.

Jos kohde-etuuden hinta on lähellä knock-out-tasoa, ja jos kohde-etuuden odotettu hintavaihtelumarginaali, joka lasketaan senhetkisten markkinahintojen perusteella, (ns. "implisiittinen epävakaus") kasvaa, myös knock-out-tapahtuman todennäköisyys kasvaa.

On mahdollista, että Liikkeeseenlaskijan toimenpiteet suojaavien positioiden purkamiseksi saattavat vaikuttaa negatiivisesti kohde-etuuden hintaan ja käynnistää siten myös knock-out tapahtuman.

Warranttien toteutushintaa ja knock-out-tasoa voidaan säätää jatkuvasti. Knock-out-tapahtuman toteutumisen riski voi kasvaa merkittävästi toteutushinnan ja knock-out-tason päivittäisen säätämisen seurauksena. Sijoittajien tulisi huomioida, että knock-out-tapahtuma voi toteutua myös ainoastaan knock-out-tason säätämisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehinta on yhtä suuri tai korkeampi kuin Warrantin toteutushinta. Molemmissa tapauksissa Warrantti erääntyy arvottomana, ja Arvopaperin Haltija **menettää koko pääoman**.

**Kasvaneeseen implisiittiseen epävakauteen liittyvä hintariski**

Jos kohde-etuuden hinta on lähellä knock-out-tasoa ja implisiittinen epävakaus kasvaa - muiden Warranttien arvoon vaikuttavien tekijöiden pysyessä muuttumattomina - Warrantin hinta laskee, koska todennäköisyys Warrantin knock-out-tapahtuman toteutumisesta kasvaa ja Warrantti erääntyy ennenaikaisesti arvottomana.

**Erityinen riski kohde-etuuden äkillisestä arvonmuutoksesta**

Riski sellaisista kohde-etuuden äkillisistä arvonmuutoksista (esimerkiksi edellisen kaupankäyntipäivän päätöksen ja seuraavan kaupankäyntipäivän alkamisen välillä) tunnetaan gap-riskinä. Jos gap-riski toteutuu, ja knock-out-tapahtuma käynnistyy sen seurauksena, Liikkeeseenlaskijalle aiheutuu merkittäviä hintariskejä suojaustoimia säädettäessä. Liikkeeseenlaskija voi yleensä suojata vain kohde-etuuden hintaliikkeille altistumisen enintään vastaavaan knock-out-tasoon saakka. Jos äkilliset arvonmuutokset ylittävät tämän tason, tästä aiheutuva tappio kuuluu Liikkeeseenlaskijalle. Liikkeeseenlaskija arvioi gap-riskit yleensä etukäteen ja siirtää ne Warranttien ostajille jälkimarkkinoiden hinnoittelujen kautta. Siksi myös gap-riski kuuluu välillisesti Arvopaperin Haltijoille.

**Vaihdettavuusriski**

On olemassa riski siitä, että knock-out-tapahtuma ilmenee Warranttien tavanomaisten kaupankäyntiaikojen ulkopuolella.

**Riski Arvopapereiden poikkeuksellisesta irtisanomisesta**

Jos Liikkeeseenlaskija turvautuu poikkeukselliseen irtisanomiseen, Arvopaperin Haltijoilla ei ole oikeutta saada mitään erääntymistä koskevien Ehtojen mukaan laskettavia ja lunastuskaavaan perustuvia suorituksia. Tässä tapauksessa Liikkeeseenlaskija määrittää mahdollisen purkamisen yhteydessä maksettavan summan, joka maksetaan Arvopaperin Haltijoille Liikkeeseenlaskijan kohtuullisen harkinnan perusteella.

**Riski markkinahäiriöiden aiheuttamasta Arvopapereiden myyntimahdollisuuksien rajoittumisesta**

Markkinahäiriöt voivat väliaikaisesti tai pysyvästi rajoittaa Arvopapereiden myyntimahdollisuuksia, lisätä myyntikustannuksia tai aiheuttaa ylimääräisen hintariskin.

**Markkinahintariski**

Erityisesti seuraavat olosuhteet voivat vaikuttaa Arvopapereiden markkinahintaan. Yksittäiset markkinatekijät voivat myös ilmetä samanaikaisesti sekä vahvistaa toisiaan: kohde-etuuden arvonmuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliteetin muutokset), liikkeeseenlaskijan luottokelpoisuuden tai luottoluokituksen muutokset tai markkinoiden korkotasojen muutokset.

**Likviditeettiriskit**

Arvopapereiden Haltijat kantavat riskin siitä, että Arvopapereille ei ole pörssissä likvidejä vaihtomarkkinoita. Tämä tarkoittaa, että Arvopapereita ei voi myydä sijoittajan toivomana ajankohtana.

Arvopapereiden jälkimarkkinat voivat olla rajalliset tai Arvopaperit eivät ehkä ole likvidejä, mikä voi vaikuttaa haitallisesti Arvopapereiden arvoon tai sijoittajan mahdollisuuteen luopua niistä.

**Riski indekseistä kohde-etuutena**

Indeksin arvonkehitys riippuu pääasiallisesti vastaavan indeksin yksittäisistä osista. Arvopapereiden voimassaoloaikana niiden markkina-arvo voi kuitenkin poiketa indeksin tai sen osien arvonkehityksestä

## JAKSO D – KESKEISET TIEDOT ARVOPAPEREIDEN YLEISÖLLE TARJOAMISESTA JA/TAI KAUPANKÄYNNIN KOHTEEKSI SÄÄNNELLYLLÄ MARKKINALLA OTTAMISESTA

***Mitkä ovat arvopaperiin sijoittamisen edellytykset ja aikataulu?***

Arvopapereita tarjotaan markkinapaikkojen ulkopuolella (over-the-counter) jatkuvasti yhdessä sarjassa.

Arvopapereiden tarjoaminen Suomessa alkaa 30.09.2021.

Arvopapereita saa tarjota ja/tai myydä ainoastaan, mikäli kaikkia Arvopapereiden osto-, tarjonta-, myynti- ja/tai toimitusvaltioissa ja/tai valtioissa, joissa tätä asiakirjaa jaellaan tai säilytetään tarkastusta varten, soveltuvia lakeja ja säännöksiä noudatetaan. Arvopapereiden tarjonta ja/tai myynti edellyttävät lisäksi, että kaikki Arvopapereiden ostoon, tarjoamiseen, myyntiin tai toimittamiseen vaadittavat luvat on saatu asianomaisen valtion oikeussääntöjen mukaisesti.

Erityisesti Arvopapereita ei saa hankkia tai pitää hallussaan tai siirtää Etuusjärjestelyn Sijoittajalle tai vastaavan lain alaiseen järjestelyyn, paitsi jos sen hankinta tai Arvopapereiden hallussapito ei aiheuta (i) , Etuusjärjestelyn Sijoittajan tapauksessa, vuoden 1974 Yhdysvaltojen eläketulon turvaamista koskevan lain (U.S. Employee Retirement Income Security Act) korjatun painoksen ("**ERISA**") kohdan 406 tai vuoden 1986 Yhdysvaltain verolain (U.S. Internal Revenue Code) kohdan 4975 mukaisesti, muutoksineen, poikkeuksetta kiellettyä tapahtumaa, koska tällainen hankinta ja hallussapito täyttää vapautuksen ehdot sovellettavalle kielletyn tapahtuman poikkeukselle tai (ii), vastaavan lain alaisen järjestelyn tapauksessa johda vastaavan lain rikkomukseen. "**Etuusjärjestelyn Sijoittajalla**" tarkoitetaan tässä yhteydessä (a) ERISA:n osaston I alaista työntekijöiden etuusjärjestelyä (kuten määritelty ERISA:n kohdassa 3(3)), (b) Yhdysvaltojen verolain (Internal Revenue Code) kohdan 4975 mukaista ja kuvaamaa järjestelyä tai (c) mitä tahansa yksikköä, jonka katsotaan omistavan tällaisen työntekijöiden etuusjärjestelyn tai järjestelyn järjestelyvaroja ja "**Vastaava Laki**" tarkoittaa lakia, joka on samankaltainen ERISA:n tai Yhdysvaltain verolain kohdan 4975 varainhoitovastuun tai kiellettyjen tapahtumien säännösten kanssa tai (d) vastaavan lain alaista työntekijöiden etuusjärjestelyä tai järjestelyä. Arvopapereita ei ole rekisteröity eikä tulla rekisteröimään Yhdysvaltain vuoden 1933 arvopaperilain (”**Securities Act**”) alaisuudessa, muutoksineen, tai millään arvopapereiden sääntelyviranomaisella missään osavaltiossa tai muulla Yhdysvaltojen oikeudenkäyttöalueella. Liikkeeseenlaskijaa ei ole rekisteröity eikä tulla

rekisteröimään "sijoitusyhtiönä" Yhdysvaltain vuoden 1940 sijoitusyhtiölain (US Investment Company Act) alaisuudessa, muutoksineen, perustuen sen kohtaan 3(c)(7), eikä kukaan henkilö ole rekisteröinyt eikä rekisteröidy Liikkeeseenlaskijan hyödykepoolin hoitajana Yhdysvaltain Commodity Exchange Act –lain ("**CEA**") alaisuudessa, muutoksineen, ja sen alaisten U.S. Commodity Futures Trading -komission sääntöjen nojalla ("**CFTC-säännöt**"). Niinpä Arvopapereita ei saa tarjota, myydä, pantata, myydä edelleen, toimittaa tai muuten siirtää missään vaiheessa paitsi (a) "offshore-transaktiona" (siten, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) ”Ei-Yhdysvaltain henkilöitä” (siten, kuten termi määritellään CFTC-säännössä 4.7(a)(1)(iv), komission asetuksessa 23.160 ja CFTC:n tulkintaohjeissa ja tiettyjen vaihtosopimussäännösten vastaavuutta koskevassa lausumassa (Interpretive Guidance und Policy Statement Regarding Compliance with Certain Swap Regulations), 78 Fed. Reg. 45292 (26. heinäkuuta 2013) ja (2) eivätkä ole ”Yhdysvaltain henkilöitä” (kuten kyseiset termit on määritelty asetuksen S säännössä 902(k)(l), (kukin tällainen henkilö sekä (1) ja (2) mainittuna edellä, "**Sallittu Ostaja**")). Jos Arvopaperit hankkiva Sallittu Ostaja ostaa ne toisen henkilön puolesta tai eduksi, toisen henkilön on myös oltava Sallittu Ostaja. Arvopaperit eivät ole tulevaisuudessa toimitettavan hyödykkeen myyntisopimuksia (contracts of sale of a commodity for future delivery), (tai sellaisen optioita), eikä niitä ole markkinoitu sellaisina, joihin sovelletaan CEA:ta. Arvopapereiden kaupankäyntiä ei myöskään ole hyväksytty CEA:n alaisen U.S. Commodity Futures Trading -komission alaisuudessa.

Alkuperäinen liikkeeseenlaskuhinta on EUR 1,62. Tämä sisältää EUR 0,20 Liikkeeseenlaskijan veloittamia kustannuksia. Arvopapereiden ostamiseen ei liity sellaisia Liikkeeseenlaskijan ylimääräisiä kustannuksia tai veroja, jotka perittäisiin ostajilta ja merkitsijöiltä. Jos sijoittaja ostaa Arvopapereita jakelijalta, sijoittajan maksama ostohinta saattaa sisältää palkkioita, jotka jakelijan tulee ilmoittaa.

***Miksi tämä esite on laadittu?***

**Tuoton käyttäminen**

Tuotto käytetään yksinomaan voiton tekemiseen ja/tai Liikkeeseenlaskijan riskeiltä suojautumiseen. Liikkeeseenlaskija käyttää Arvopapereiden liikkeeseenlaskusta saadun nettotuoton yleisiin liiketoimintaansa liittyviin tarkoituksiin.

**Merkintätakaus**

Liikkeeseenlaskun ei sovelleta kiinteän ostotarjousvelvoitteen sisältävää julkista ostotarjousta.

**Tarjoamiseen tai kaupankäynnin kohteeksi ottamiseen liittyvät olennaisimmat eturistiriidat**

Citigroup Inc. Group -konserniin kuuluva Liikkeeseenlaskija (Citigroup Inc. yhdessä konserniyhtiöineen "**Citigroup Group**" tai "**Citigroup**") ja Citigroup Group -konserniin kuuluvat yhtiöt toimivat päivittäin kansainvälisten ja saksalaisten arvopapereiden, valuuttakaupan, luottojohdannaisten ja hyödykemarkkinoiden parissa. Siksi ne voivat tehdä sellaisia liiketoimia ja harjoittaa sellaista liiketoimintaa, jotka voivat vaikuttaa kohde-etuuden tai kohde-etuuden osatekijöiden hintaan ja siten myös Arvopapereiden hintaan.

Liikkeeseenlaskija ja Citigroup Group -konsernin yhtiöt voivat saada kohde-etuuteen tai sen osatekijöihin liittyvää ei-julkista tietoa, mutta niillä ei ole velvollisuutta välittää tällaista tietoa Arvopaperin Haltijoille.

Liikkeeseenlaskija markkinatakaajana määrittää ratkaisevissa määrin Arvopapereiden hinnan markkinatakaustoiminnan osalta. Markkinatakaajan määrittämät hinnat eivät aina vastaa hintoja, jotka olisi voitu saavuttaa likvideillä pörssimarkkinoilla. Tämä toiminta saattaa johtaa eturistiriitatilanteisiin, sillä laskenta-asiamiehen tehtäviin kuuluu joidenkin sellaisten määritysten ja päätösten tekeminen, joilla voi olla negatiivinen vaikutus Arvopapereiden arvoon tai käteissuorituksen määrään.

## Emissionsspecifik sammanfattning

### SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

**Värdepapper:** Open End Turbo Bear Warranter, ISIN: DE000KE294J3 ("**Värdepappren**" eller "**Warranter**")

**Emittenten:** Citigroup Global Markets Europe AG - Optionsscheine & Zertifikate, Reuterweg 16, 60323 Frankfurt am Main, Germany; Telefon: +49 69 1366 1540; E-post: zertifikate@citi.com, Webbplats: www.citifirst.de; LEI: 6TJCK1B7E7UTXP528Y04

**Behörig myndighet som godkänner prospektet:** Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany; Telefon: +49 228 4108 0; E-post: poststelle@bafin.de; Webbplats: www.bafin.de

**Datum för godkännandet av prospektet:** Grundprospektet har godkänts av BaFin den 13 januari 2021.

**Varningar**

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

Investerare bör grunda alla beslut om att investera i Värdepapprena på prospektet i sin helhet.

Investerare kan förlora hela eller delar av det investerade kapitalet (plus transaktionskostnader).

Om yrkande avseende uppgifterna i grundprospektet anförs vid domstol, kan den investerare som är kärande i enlighet med nationell lagstiftning bli tvungen att svara för kostnaderna för översättning av grundprospektet innan de rättsliga förfarandena inleds.

Citigroup Global Markets Europe AG ("**Emittenten**"), som har lagt fram sammanfattningen, inklusive varje översättning därav som Emittent av Värdepappren, kan komma att hållas civilrättsligt ansvarig endast om sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av prospektet eller om den inte, tillsammans med andra delar av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i sådana värdepapper.

**Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.**

## SEKTION B – NYCKELINFORMATION OM EMITTENTEN

***Vem är emittent av värdepapperen?***

**Emittentens hemvist och juridiska form**

Emittenten, Citigroup Global Markets Europe AG, är ett publikt aktiebolag (*Aktiengesellschaft*) enligt tysk lag med domicil i Frankfurt am Main, Tyskland. Identifieringskoden för juridiska personer (LEI) är 6TJCK1B7E7UTXP528Y04. Emittenten grundades i Tyskland och är registrerad i bolagsregistret hos den lokala domstolen Frankfurt/Main med beteckningen HRB 88301.

**Huvudverksamhet**

Emittenten är en värdepappershandelsbank som erbjuder kunder med hemvist i EES, inklusive stora internationella företag, finansinstitut, institutionella investerare (t.ex. kapitalförvaltare och försäkringsbolag) och myndigheter inom offentlig sektor (t.ex. lokala myndigheter, kommuner och detaljhandelsmäklare) hela det produktsortiment som Citis Institutional Clients Group (ICG) erbjuder inom områdena Markets & Securities Services ("MSS") (marknader och värdepapperstjänster), Banking, Capital Markets & Advisory ("BCMA") (banktjänster, kapitalmarknader och rådgivning) och Independent Research (oberoende forskning). Inom MSS-produktutbudet är emittenten också en stor emittent av hävstångsprodukter och investeringsprodukter, vars slutliga förvärvare huvudsakligen är privata investerare. Dessutom har emittenten en anställd på Citi Private Bank – Family Office Coverage Germany, inriktad på prospektering av personer med stor nettoförmögenhet.

**Emittentens större aktieägare**

Emittenten är 100 % ägd av Citigroup Global Markets Limited med säte i London, vilket i sin tur är ett indirekt helägt dotterbolag till Citigroup Inc. (USA).

**Identiteten för den verkställande styrelsen**

Emittentens verkställande styrelse består av Kristine Braden (Chief Executive Officer (CEO)), Stefan Hafke, Andreas Hamm, Dr. Jasmin Kölbl-Vogt, Oliver Russmann och Amela Sapcanin.

**Identiteten för Emittentens lagstadgade revisorer**

Emittentens lagstadgade revisor är KPMG AG, Wirtschaftsprüfungsgesellschaft, The Squaire, Am Flughafen, 60549 Frankfurt am Main, Germany.

***Finansiell nyckelinformation för Emittenten***

**Resultaträkningen**

| | **1.1.2020 - 31.12.2020**<br>i miljoner euro (reviderade) | **1.1.2019 - 31.12.2019**<br>i miljoner euro (reviderade) |
|---|---|---|
| Ränteinkomst från lån och transaktioner på finansmarknaden | 8,9 | 18,9 |
| Provisionsintäkt | 265,0 | 211,8 |
| Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar* | 0,0 | 0,0 |
| Nettointäkt från finansiella handelsverksamheter | 69,9 | 29,0 |
| Resultat från ordinarie verksamhet | 38,5 | -40,2 |
| Årlig nettoresultat / Årlig nettoförlust | 16,9 | -45,7 |

* Innehåller resultaträkningens följande positioner i reviderad finansiell info rmation: "nedskrivningar av, reserver, fordringar samt vissa värdepapper och tillägg till kreditförluster" och "nedskrivningar av kapitalinvesteringar, ägarandel i närstående bolag och långfristiga värdepapper".

**Balansräkningen**

| | **31.12.2020**<br>i miljoner euro (reviderade) | **31.12.2019**<br>i miljoner euro (reviderade) |
|---|---|---|
| Totala tillgångar | 70 298,0 | 16 317,9 |
| Prioriterade skulder | 0,0 | 0,0 |
| Efterställda skulder | 0,0 | 0,0 |
| Kundfordringar | 13 783,7 | 5 406,7 |
| Skulder till kund | 12 628,5 | 4 293,1 |
| Eget kapital | 1 821,5 | 1 252,8 |

***Specifika nyckelrisker för emittenten***

**Insolvens- och solvensrisk**

Insolvens- och solvensrisken uppstår bl.a. utav risken att företaget inte kommer att effektivt kunna uppfylla både förväntade och oväntade nuvarande och framtida krav på kassaflöde och säkerheter, samt risken att företaget inte kan erhålla tillräcklig likviditet. Insolvens- och solvensrisken kan också uppstå om tredje parter som är skyldiga Emittenten pengar, värdepapper eller andra tillgångar inte fullgör sina skyldigheter. Dessutom kan risken för förluster uppstå till följd av förändringar i valutakurser, räntesatser, aktie- och råvarupriser samt prisfluktuationer på varor och derivat. I synnerhet kan de ovannämnda riskerna leda till att Emittenten inte kan uppfylla sina skyldigheter som härrör från värdepapper eller inte kan uppfylla dem i tid eller i sin helhet. Om insolvensförfaranden inleds mot Emittenten, kan investerare till och med drabbas av en **total förlust**.

**Handelsrisker relaterade till värdepappersderivat som emitterats av Emittenten**

På grundval av de riskmodeller som Emittenten använder, ingår Emittenten säkringstransaktioner för att säkra öppna positioner från emitterade värdepapper. Särskilt anmärkningsvärt i detta sammanhang är riskpositioner till följd av förändringar i volatiliteten hos de underliggande tillgångarna och så kallade "gap-riskerna" till följd av oväntade uppgångar i priset på de underliggande tillgångarna. I bästa fall kan Emittenten till stor del stänga sådana riskpositioner, men Emittenten kommer inte att kunna stänga dem helt eller ingå matchande positioner för alla öppna positioner. Om Emittentens motpart inte fullgör sina skyldigheter, finns det en risk att säkringstransaktioner inte kan stängas eller måste stängas och avvecklas efteråt på grund av motpartens underlåtelse att fullgöra sina skyldigheter. De risker som uppkommer i samband med handel med derivatinstrument som emitterats av Emittenten kan ha en väsentlig negativ inverkan på Emittentens likviditet och finansiella ställning. Detta kan ha en betydande inverkan på värdet på de värdepapper som emitterats av Emittenten och kan leda till en **total förlust**.

## SEKTION C – NYCKELINFORMATION OM VÄRDEPAPPEREN

***Värdepapperens viktigaste egenskaper***

**Typ, kategori och ISIN**

Värdepapperen emitteras som obligationer i den mening som avses i § 793 tyska civillagen (Bürgerliches Gesetzbuch, "BGB"). Värdepapperna kommer att utfärdas i dematerialiserad form, representerat av bokförda poster i bokföringssystemet av depåombudet.

ISIN: DE000KE294J3; lokal handelskod: T SHRTDAX 521 CG

**Värdepapperens valuta, antal emitterade Värdepapper och löptid och andra viktiga detaljer**

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 1 000 000

Emissionsdag: 30.09.2021

Inlösendagar: Den sista bankdagen i varje månad då förutsättningarna för inlösen är uppfyllda.

Mätperiod: Period från emissionsdagen (inklusive) till värderingsdagen (inklusive).

Mätpris: löpande pris

Värderingsdag: Lösendagen eller vid en uppsägning den dag då uppsägningen träder i kraft.

Förfallodag: Senast den tionde bankdagen efter lösendagen eller värderingsdagen, enligt orten för emittentens registrerade säte och orten för den centralavärdepappersförvararen.

Multiplikator: 0,01

Lösenpris på emissionsdagen: EUR 15 550,00

Knockout-Barriär på emissionsdagen: EUR 15 550,00

Underliggande tillgång: DAX®

ISIN avseende den Underliggande tillgången: DE0008469008

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

**Rättigheter som sammanhänger med värdepapperen**

Open End Turbo Bear Warranter med knock-out ger investerare möjlighet att positivt delta i en negativ utveckling på den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

I gengäld innebär hävstångseffekten att de också negativt deltar i en positiv utveckling på den underliggande tillgången på hävstångsbasis och de bär dessutom risken för att Open End Turbo Bear Warranter med knockout omedelbart kan förfalla utan värde eller nästan utan värde (knockout-händelse) om mätpriset för den underliggande tillgången når eller överstiger knockout-barriären vid någon tid under mätperioden inom mättimmarna.

Vid inlösen av investeraren eller efter Emittentens uppsägning, i båda fallen på en värderingsdag, är det kontantbelopp eller uppsägningsbelopp som investeraren erhåller på förfallodagen, skillnaden, multiplicerad med multiplikatorn, med vilken referenspriset på den underliggande tillgången fastställt på värderingsdagen understiger respektive lösenpris.

Om mätpriset för den underliggande tillgången når eller överstiger knockout-barriären vid någon tid under mätperioden inom mättimmarna (knockout-tidpunkt), förfaller Open End Turbo Bear Warranten med knockout antingen utan värde eller, om så föreskrivs i Slutliga Villkoren, nästan utan värde med ett lågt knockout kontantbelopp.

**Rangordning av Värdepappren**

Värdepappren skapar direkta, icke säkerställda och icke efterställda skyldigheter för Emittenten som rankas pari passu sinsemellan och gentemot samtliga övriga nuvarande och framtida icke säkerställda och icke efterställda skyldigheter för Emittenten, med undantag för skyldigheter som har prioritet på grund av tvingande lagstiftning.

**Inskränkningar i rätten att fritt överlåta Värdepapperen**

Värdepappren är överlåtbara, med förbehåll för försäljningsbegränsningar i enlighet med de lagar som gäller i varje enskilt fall och, där det är aktuellt, i enlighet med tillämpliga regler och rutiner hos depåombudet i vars register överlåtelsen är registrerad.

***Var kommer Värdepapperen att handlas?***

Ansökan har lämnats in för inkluderande av Värdepappren till handel på Nordic MTF, vilken inte är en reglerad marknad i enlighet med definitionen i direktiv 2004/39/EG med start från och med 30.09.2021.

***Vilka huvudsakliga risker är specifika för Värdepapperen?***

**Risker förknippade med förvärv av Open End Turbo Bear Warranter**

Vid inlösen av investeraren eller efter Emittentens uppsägning erhåller investerare på förfallodagen ett kontantbelopp eller uppsägningsbelopp skillnaden, multiplicerad med multiplikatorn, med vilken referenspriset på den underliggande tillgången fastställt på värderingsdagen understiger respektive lösenpris. Om referenspriset motsvarar eller överstiger lösenpriset, förfaller Open End Turbo Bear Warranterna utan värde.

Löptiden för Warranterna upphör i förtid vid knockout-tidpunkten ifall en knockout-händelse inträffar. En knockout-händelse inträffar då det relevanta priset på den underliggande tillgången motsvarar eller överstiger knockout-barriären under den relevanta barriärobservationstiden.

Om priset för den underliggande tillgången är nära knockout-barriären och den förväntade prisförändringsmarginalen av den underliggande tillgången, vilket beräknas på basis av nuvarande marknadspriser, ökar (den så kallade "implicita volatiliteten"), ökar sannolikheten för att en knockout-händelse ska inträffa.

Det finns en risk att avvecklingen av Emittentens hedgingpositioner kan ha en negativ inverkan på priset på den underliggande tillgången, varigenom en knockout-händelse utlöses.

Warranternas lösenpris och knockout-barriär är föremål för löpande justeringar. Som ett resultat av denna dagliga justering av lösenpriset och knockout-barriären, kan risken för att en knockout-händelse inträffar öka markant. Investerare bör vara medvetna om att en knockout-händelse också kan inträffa enbart som ett resultat av en justering av knockout-barriären. Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller överstiger lösenpriset. I båda fallen förfaller Warranterna utan värde och Värdepappersinnehavaren lider en **totalförlust**.

**Prisrisk förknippad med ökad implicit volatilitet**

Om priset på den underliggande tillgången är nära knockout-barriären och den implicita volatiliteten stiger – samtidigt som alla andra faktorer som påverkar värdet på Warranterna förblir oförändrade – kommer priset på Warranten att sjunka eftersom det är en ökad sannolikhet att Warranten slås ut och förfaller utan värde i förtid.

**Särskild prisrisk i samband med prisuppgång i den underliggande tillgången**

Risken för prisuppgång i den underliggande tillgången, till exempel mellan tidpunkten då handeln föregående dag stängt och tidpunkten då handeln följande handelsdag påbörjas, är en så kallad gap-risk. Ifall gap-risken materialiseras och en knockout-händelse inträffar som ett resultat därav, resulterar det i betydande prisrisker för Emittenten när denna justerar sina hedgingtransaktioner. Emittenten kan i regel bara justera sin riskexponering för pris som rör den underliggande tillgången upp till respektive knockout-barriär. Om en prisuppgång sträcker sig längre, bärs förlusten som är resultatet därav av Emittenten. Gap-riskerna beräknas vanligen av Emittenten i förväg och förpassas vidare till köpare av Warranter genom prissättningen på andrahandsmarknaden. Därför är det Värdepappersinnehavare som indirekt bär gap-risken.

**Risk i samband med överlåtbarhet**

Det finns en risk att en knockout händelse kan inträffa vid tidpunkter då Warranter vanligen inte handlas.

**Risk med anledning av extraordinär uppsägning av Värdepapperen**

Om extraordinär uppsägning tillämpas av Emittenten, har Värdepappersinnehavarna ingen rätt till ersättning till något belopp beräknat enligt villkoren för den planerade förfallodagen på basen av en inlösen-formel. I detta fall kommer Emittenten att fastställa uppsägningsbeloppet, om det finns något, som ska betalas till Värdepappersinnehavarna enligt dennes skäliga bedömning.

**Risk för begränsningar av möjligheten att sälja Värdepapperen på grund av händelser som påverkar marknadens funktionssätt**

Händelser som påverkar marknadens funktionssätt kan tillfälligt eller tills vidare begränsa möjligheten att sälja Värdepapperen, öka kostnaden för att sälja eller införa en ytterligare prisrisk.

**Marknadsprisrisk**

I synnerhet kan följande faktorer påverka marknadspriset för Värdepapperen. Enskilda marknadsfaktorer kan även uppstå samtidigt och kan förstärka varandra: Förändringar i värdet på den underliggande tillgången (inklusive ändringar i den underförstådda volatiliteten hos den underliggande tillgången), förändringar i Emittentens kreditvärdighet eller kreditbedömning, eller förändringar i marknadsräntor.

**Likviditetrisk**

Värdepappersinnehavare bär risken för att det inte finns någon likvid marknad på börsen för att handla Värdepapperen. Detta innebär att de inte kan sälja sina Värdepapper vid den tidpunkt de önskar.

Andrahandsmarknaden för Värdepapperen kan vara begränsad och Värdepapperen kan sakna likviditet vilket kan påverka Värdepapperens värde negativt och investerarens möjligheter att avyttra dem.

**Risk i *samband* med index som underliggande tillgång**

Indexets resultat beror huvudsakligen på de enskilda indexbeståndsdelar som ingår i respektive index. Under Värdepapperens löptid kan dock deras marknadsvärde också avvika från indexets resultat eller beståndsdelar.

## AVSNITT D - NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD

***På vilka villkor och enligt vilken tidsplan kan jag investera i detta Värdepapper?***

Värdepapperen erbjuds löpande over-the-counter i en serier.

Erbjudande om Värdepapperen i Finland börjar den 30.09.2021.

Värdepapperen får erbjudas eller säljas endast om alla tillämpliga värdepapperslagar och regler gällande i den jurisdiktion där ett köp, erbjudande, försäljning eller leverans av Värdepapperen sker eller där detta dokument cirkuleras eller hålls för inspektion har följts, och om alla tillstånd eller godkännanden som krävs för köp, erbjudande, försäljning eller leverans av Värdepapperen i enlighet med de rättsliga normer som gäller i den jurisdiktionen har erhållits.

I synnerhet kan Värdepapperen inte köpas eller innehas av eller överföras till en Investerare med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerare med en förmånsplan, ger upphov till en icke-undantagen förbjuden transaktion enligt Section 406 i den amerikanska lagen om inkomstförsäkring för anställda U.S. Employee Retirement Income Security Act of 1974 med ändringar ("**ERISA**") eller Section 4975 i den amerikanska skattelagen U.S. Internal Revenue Code of 1986 ("**Code**"), eftersom sådant köp eller innehav uppfyller kriterierna för befrielse under ett tillämpligt undantag för förbjuden transaktion eller, i fallet med en plan som lyder under liknande lag, resulterar i ett brott mot liknande lagstiftning. Med en "**Investerare med en förmånsplan**" avses (a) en anställningsförmånsplan såsom definierad i ERISA § 3(3), som är föremål för Title I i ERISA, (b) en plan beskriven under § 4975 i Code, (c) varje bolag som anses inneha plantillgångar i form av sådan anställningsförmånsplan eller plan och "**liknande lag**" avser en lag som liknar bestämmelserna om förvaltaransvar eller förbjudna transaktioner i ERISA eller Section 4975 i Code eller (d) en anställningsförmånsplan eller plan som omfattas av liknande lag. Värdepapperen har inte varit och kommer inte heller att bli registrerade enligt den amerikanska värdepapperslagen United States Securities Act 1933 med ändringar ("**Värdepapperslagen**") eller hos någon annan värdepappersmyndighet i någon delstat eller annan jurisdiktion i USA, Emittenten har inte registrerats och kommer inte heller att bli registrerad som "investment company" enligt den amerikanska lagen om investeringsbolag U.S. Investment Company Act från 1940 med ändringar med tillämpning av § 3(c)(7) och ingen person har registrerats eller kommer att bli registrerad som Emittentens "commodity pool operator" under den amerikanska lagen om varubörser U.S. Commodity Exchange Act med ändringar ("**CEA**") och anknutna föreskrifter från Commodity Futures Trading Commission ("**CFTC-föreskrifter**"). Värdepapperen kan därmed aldrig erbjudas, säljas, pantsättas, återförsäljas, levereras eller på något annat sätt överföras med undantag för om detta sker genom (a) "offshore transactions"

(såsom definierade under Regulation S av Värdepapperslagen ("**Regulation S**") och (b) till personer som är både "Non-United States persons" (såsom enligt definitionen i CFTC-föreskrift 4.7(a)(1)(iv), kommissionens förordning 23.160 (Commission regulation 23.160) och CFTC:s Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, 78 Fed. Reg. 45292 (26 juli 2013), och (2) som inte är "U.S. Persons" (som dessa definieras enligt regel 902(k)(l) i Regulation S (personer som anses vara både (1) och (2) i det omedelbart föregående benämns nedan "**Tillåten Köpare**")). Om en Tillåten Köpare förvärvar Värdepapperen för annan persons räkning, denna person måste också vara en Tillåten Köpare. Värdepapperen utgör inte och har inte marknadsförts som försäljningskontrakt för råvara för framtida leverans (eller option för densamma) under CEA, och handel med Värdepapperen har inte godkänts av U.S. Commodity Futures Trading Commission enligt CEA.

Det initiala emissionspriset är EUR 1,62. Detta inkluderar EUR 0,20 kostnader som uppstått för Emittenten. Förvärvet av Värdepapperen medför inga ytterligare kostnader eller skatter som uppstått för Emittenten hänförliga till förvärvare eller tecknare. Om investeraren förvärvar Värdepapperen från en återförsäljare kan det förvärvspris som ska betalas av investeraren inkludera säljprovisioner vilket återförsäljaren måste lämna information om.

***Varför upprättas detta prospekt?***

**Användning av intäkterna**

Användningen av de medel som emissionen tillför syftar enbart till att göra vinst och/eller eller skydd mot vissa risker för Emittenten. Nettointäkterna från emissionen av Värdepapperen kommer att användas av Emittenten i dess allmänna affärsändamål.

**Försäkring**

Erbjudandet omfattas inte av en takeover-avtal med en fast takeover-skyldighet.

**Mest väsentliga intressekonflikterna rörande erbjudandet eller upptagandet till handel**

Emittenten, vilken tillhör Citigroup Inc. Group (Citigroup Inc. tillsammans med närstående bolag "**Citigroup-gruppen**" eller "**Citi-gruppen**") och andra bolag i Citigroup-gruppen är dagligen verksamma på internationella och tyska marknader för värdepapper, valutahandel, kreditderivat och råvaror. De kan därför komma att genomföra transaktioner eller ingå affärsrelationer som påverkar priset på den underliggande tillgången eller beståndsdelar av den underliggande tillgången som därigenom också priset på Värdepapperen.

Emittenten och bolagen i Citigroup-gruppen kan ta emot information som inte är offentliggjord som hänför sig till den underliggande tillgången eller beståndsdelarna av den underliggande tillgången, men det finns ingen skyldighet att vidarebefordra denna information till värdepappersinnehavare.

I det marknadsskapande sammanhanget, är det Emittenten i sin roll som marknadskapare som bedömer priset på Värdepapperen i viss utsträckning. Priserna satta av marknadsskaparen kommer inte alltid att överensstämma med priserna som skulle funnits på en likvid börshandel. Denna aktivitet kan leda till intressekonflikter eftersom beräkningsombudets ansvar inkluderar att fatta särskilda bedömningar och beslut vilka kan ha en negativ inverkan på priset på Värdepapperen eller omfattningen av kontanta medel.