

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

EURO STOXX 50

ISIN: DE000KB1W0A4

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Date": 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": BULL

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0A4 / T LONGESTX A5 CG	EURO STOXX 50	BULL	No	EUR 1.30	Euro (EUR)	EUR 3,400.00 / EUR 3,400.00	0.01	3.45 %	500,000	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)
DE000KB1W0A4 / T LONGESTX A5 CG	EURO STOXX 50	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")
EURO STOXX 50 / price index	EU0009658145	STOXX Limited, Zürich / 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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 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 STOXX Limited, Zürich ("**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 warrants 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.

EURO STOXX 50®, EURO STOXX® Banks, EURO STOXX® Utilities, STOXX® Europe 600 Oil & Gas, STOXX® Europe 600 Automobiles & Parts, STOXX® Europe 600 Basic Resources, STOXX® Europe 600 Health Care, STOXX® Europe 600 ESG-X: www.stoxx.com

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.

EURO STOXX 50® Index, EURO STOXX® Banks Index, EURO STOXX® Utilities Index, STOXX® Europe 600 Oil & Gas Index, STOXX® Europe 600 Automobiles & Parts Index, STOXX® Europe 600 Basic Resources Index, STOXX® Europe 600 Health Care Index, STOXX® Europe 600 ESG-X Index

STOXX and its licensors (the "**Licensors**") have no relationship to the Licensee, other than the licensing of the EURO STOXX 50®, the EURO STOXX® Banks, the EURO STOXX® Utilities, the STOXX® Europe 600 Oil & Gas, the STOXX® Europe 600 Automobiles & Parts, the STOXX® Europe 600 Basic Resources, the STOXX® Europe 600 Health Care respectively the STOXX® Europe 600 ESG-X and the related trademarks for use in connection with the Securities.

STOXX and its Licensors do not:

- 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 EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Securities. Specifically,

• STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty 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 EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X and the data included in the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X;

• The accuracy or completeness of the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X and its data;

• The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X and its data;

• STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X or its data;

• Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between the issuer and STOXX 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 Bull Warrants, ISIN: DE000KB1W0A4 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0A4; local trading code: T LONGESTX A5 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: 500,000

Issue date: 30/11/2020

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 3,400.00

Knock-out barrier on the issue date: EUR 3,400.00

Underlying: EURO STOXX 50

ISIN of the underlying: EU0009658145

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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 30/11/2020.

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)(1) 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 1.30. This includes EUR 0.10 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 Bull-warrantit, ISIN: DE000KB1W0A4 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epäjohtonmukainen 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 arvopaperikauppanpankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0

Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1W0A4; paikallinen kaupankäyntitunnus: T LONGESTX A5 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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 3 400,00

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 3 400,00

Kohde-etuus: EURO STOXX 50

Kohde-etuuden ISIN: EU0009658145

Kohde-etuuden valuutta: Euro (EUR)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä on vastaavaa toteutushintaa korkeampi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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 epävakausta") 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.

Jos kohde-etuus koostuu osakkeista tai hintaindeksistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi 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 epävakausta 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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 arvonekehitys riippuu pääasiallisesti vastaavan indeksin yksittäisistä osista. Arvopapereiden voimassaoloaikana niiden markkina-arvo voi kuitenkin poiketa indeksin tai sen osien arvonekehityksestä

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 30.11.2020.

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 oston, tarjoamisen, 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-transaktion" (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)(1), (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 1,30. Tämä sisältää EUR 0,10 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 jakelija 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 ostotarjousveloitteen 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.

Emissionsspezifik sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1W0A4 ("**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 29 september 2020.

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 anförts 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8

Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0A4; lokal handelskod: T LONGESTX A5 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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.

Förfalldag: 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 3 400,00

Knockout-Barriär på emissionsdagen: EUR 3 400,00

Underliggande tillgång: EURO STOXX 50

ISIN avseende den Underliggande tillgången: EU0009658145

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 varubörs 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)(1)

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 1,30. Detta inkluderar EUR 0,10 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 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 marknadsskapare som bedömer priset på Värdepapperen i viss utsträckning. Priserna satta av marknadsskaparen kommer inte alltid att överensstämja 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

S & P 500

ISIN: DE000KB1W0B2

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0B2 / T SHORTSPX D6 CG	S & P 500	BEAR	No	EUR 4.04	Euro (EUR)	USD 4,100.00 / USD 4,100.00	0.01	-3.85 %	500,000	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)
DE000KB1W0B2 / T SHORTSPX D6 CG	S & P 500	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")
S & P 500 / price index	US78378X1072	S&P Dow Jones Indices LLC / n/a	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.09 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 S&P Dow Jones Indices LLC ("**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 warrants 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.

S & P 500®: www.spindices.com

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.

S & P 500® Index

The S&P 500 Index is a product of S&P Dow Jones Indices LLC ("**SPDJI**"), and has been licensed for use by Citigroup Global Markets Europe AG. Standard & Poor's®, S&P® and S&P 500® are registered trademarks of Standard & Poor's Financial Services LLC ("**S&P**"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("**Dow Jones**"); and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by Citigroup Global Markets Europe AG. The Securities are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "**S&P Dow Jones Indices**"). S&P Dow Jones Indices makes no representation or warranty, express or implied, to the owners of the Securities or any member of the public regarding the advisability of

investing in securities generally or in Securities particularly or the ability of the S&P 500 Index to track general market performance. S&P Dow Jones Indices' only relationship to Citigroup Global Markets Europe AG with respect to the S&P 500 Index is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices or its licensors. The S&P 500 Index is determined, composed and calculated by S&P Dow Jones Indices without regard to Citigroup Global Markets Europe AG or the Securities. S&P Dow Jones Indices have no obligation to take the needs of Citigroup Global Markets Europe AG or the owners of Securities into consideration in determining, composing or calculating the S&P 500 Index. S&P Dow Jones Indices is not responsible for and has not participated in the determination of the prices, and amount of Securities or the timing of the issuance or sale of Securities or in the determination or calculation of the equation by which Securities is to be converted into cash, surrendered or redeemed, as the case may be. S&P Dow Jones Indices has no obligation or liability in connection with the administration, marketing or trading of Securities. There is no assurance that investment products based on the S&P 500 Index will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment advisor. Inclusion of a security within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, nor is it considered to be investment advice. Notwithstanding the foregoing, CME Group Inc. and its affiliates may independently issue and/or sponsor financial products unrelated to Securities currently being issued by Citigroup Global Markets Europe AG, but which may be similar to and competitive with Securities. In addition, CME Group Inc. and its affiliates may trade financial products which are linked to the performance of the S&P 500 Index.

S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P 500 INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY CITIGROUP GLOBAL MARKETS EUROPE AG OWNERS OF THE SECURITIES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500 INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND CITIGROUP GLOBAL MARKETS EUROPE AG, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

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: DE000KB1W0B2 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0B2; local trading code: T SHORTSPX D6 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: 500,000

Issue date: 30/11/2020

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: USD 4,100.00

Knock-out barrier on the issue date: USD 4,100.00

Underlying: S & P 500

ISIN of the underlying: US78378X1072

Currency of the underlying: US Dollar (USD)

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 and converted into the settlement currency.

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 30/11/2020.

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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant

currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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 30/11/2020.

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)(1) 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 4.04. This includes EUR 0.09 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: DE000KB1W0B2 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 -	28.4.2018 -	1.1.2018 -

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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-riskistä" 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: DE000KB1W0B2; paikallinen kaupankäyntitunnus: T SHORTSPX D6 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 4 100,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 4 100,00

Kohde-etuus: S & P 500

Kohde-etuuden ISIN: US78378X1072

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehintaa: Päätoskurssi

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 arvonekehityksen johdosta.

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden positiiviseen arvonekehitykseen 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 viitehintaa on vastaavaa toteutushintaa alhaisempi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai ylittää knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelujankohdan 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 soveltuvien 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 30.11.2020 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehintaa on vastaavaa toteutushintaa alhaisempi. Jos viitehintaa on yhtä suuri tai korkeampi kuin toteutushintaa, Open End Turbo Bear-warrantti erääntyy arvottomana.

Warranttien toteutusaika erääntyy ennaikaisesti 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 viitehintaa on yhtä suuri tai korkeampi kuin Warrantin toteutushintaa. 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 ennaikaisesti arvottomana.

Erityinen riski kohde-etuuden äkillisestä arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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.

Myös kohde-etuuden valuutan arvonkehitys vaikuttaa sijoittajien tappioriskiä

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 30.11.2020.

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)(1), (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 4,04. Tämä sisältää EUR 0,09 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 ostotarjousveloitteen 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: DE000KB1W0B2 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anföras 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

Emittentens lagstadgade revisor är KPMG AG, Wirtschaftsprüfungsgesellschaft, The Squire, Am Flughafen, 60549 Frankfurt

am Main, Germany.

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0B2; lokal handelskod: T SHORTSPX D6 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 4 100,00

Knockout-Barriär på emissionsdagen: USD 4 100,00

Underliggande tillgång: S & P 500

ISIN avseende den Underliggande tillgången: US78378X1072

Underliggande tillgångens valuta: Amerikanska dollar (USD)

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 omräknat till avvecklingsvalutan.

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 inkludering 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 30.11.2020.

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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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 skäligen 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.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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)(1) 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 4,04. Detta inkluderar EUR 0,09 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Nasdaq-100

ISIN: DE000KB1W0C0

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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": BULL

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0C0 / T LONGNDX E4 CG	Nasdaq-100	BULL	No	EUR 2.22	Euro (EUR)	USD 11,900.00 / USD 11,900.00	0.01	4.15 %	500,000	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)
DE000KB1W0C0 / T LONGNDX E4 CG	Nasdaq-100	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")
Nasdaq-100 / price index	US6311011026	NASDAQ Stock Market, Inc. / n/a	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 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 NASDAQ Stock Market, Inc. ("**Administrator**"). As of the date of these Final Terms, the Administrator is not 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 warrants 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.

Nasdaq-100®: <http://www.nasdaq.com>

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.

NASDAQ-100® Index

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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 Bull Warrants, ISIN: DE000KB1W0C0 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0C0; local trading code: T LONGNDX E4 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: 500,000

Issue date: 30/11/2020

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: USD 11,900.00

Knock-out barrier on the issue date: USD 11,900.00

Underlying: Nasdaq-100

ISIN of the underlying: US6311011026

Currency of the underlying: US Dollar (USD)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike and converted into the settlement currency.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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 30/11/2020.

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)(1) 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 2.22. This includes EUR 0.10 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 Bull-warrantit, ISIN: DE000KB1W0C0 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1W0C0; paikallinen kaupankäyntitunnus: T LONGNDX E4 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 11 900,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 11 900,00

Kohde-etuus: Nasdaq-100

Kohde-etuuden ISIN: US6311011026

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehinta: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintaa on vastaavaa toteutushintaa korkeampi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 soveltuvien 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi kuin Warrantin toteutushinta. Molemmista tapauksista 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 arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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.

Myös kohde-etuuden valuutan arvonkehitys vaikuttaa sijoittajien tappioriskiä

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 30.11.2020.

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 oston, tarjoamisen, 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-transaktion" (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)(1), (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 2,22. Tämä sisältää EUR 0,10 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1W0C0 ("**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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârânde 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 värdepapparen?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0C0; lokal handelskod: T LONGNDX E4 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 11 900,00

Knockout-Barriär på emissionsdagen: USD 11 900,00

Underliggande tillgång: Nasdaq-100

ISIN avseende den Underliggande tillgången: US6311011026

Underliggande tillgångens valuta: Amerikanska dollar (USD)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

I gengäld innebär hävstångseffekten att de också deltar i en negativ utveckling på den underliggande tillgången på en hävstångsbasis och de bär dessutom risken för att Open End Turbo Bull Warranten med knockout omedelbart kan förfalla utan värde eller nästan utan värde (knockout-händelse) om mätpriset för den underliggande tillgången når eller understiger 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 överstiger respektive lösenpris omräknat till avvecklingsvalutan.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom mättimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 Värdepappren

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 Värdepappren att handlas?

Ansökan har lämnats in för inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepappren?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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 prISRISKE 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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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 prISRISKE.

MarknadsprISRISKE

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 2,22. Detta inkluderar EUR 0,10 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Nasdaq-100

ISIN: DE000KB1W0D8

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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": BULL

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0D8 / T LONGNDX E5 CG	Nasdaq-100	BULL	No	EUR 1.38	Euro (EUR)	USD 12,000.00 / USD 12,000.00	0.01	4.15 %	500,000	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)
DE000KB1W0D8 / T LONGNDX E5 CG	Nasdaq-100	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")
Nasdaq-100 / price index	US6311011026	NASDAQ Stock Market, Inc. / n/a	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 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 NASDAQ Stock Market, Inc. ("**Administrator**"). As of the date of these Final Terms, the Administrator is not 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 warrants 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.

Nasdaq-100®: <http://www.nasdaq.com>

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.

NASDAQ-100® Index

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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 Bull Warrants, ISIN: DE000KB1W0D8 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0D8; local trading code: T LONGNDX E5 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: 500,000

Issue date: 30/11/2020

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: USD 12,000.00

Knock-out barrier on the issue date: USD 12,000.00

Underlying: Nasdaq-100

ISIN of the underlying: US6311011026

Currency of the underlying: US Dollar (USD)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike and converted into the settlement currency.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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 30/11/2020.

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)(1) 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 1.38. This includes EUR 0.10 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 Bull-warrantit, ISIN: DE000KB1W0D8 (**"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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1W0D8; paikallinen kaupankäyntitunnus: T LONGNDX E5 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 12 000,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 12 000,00

Kohde-etuus: Nasdaq-100

Kohde-etuuden ISIN: US6311011026

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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 viitehintä on vastaavaa toteutushintaa korkeampi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 soveltuvien 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi 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 arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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.

Myös kohde-etuuden valuutan arvонkehitys vaikuttaa sijoittajien tappioriskiä

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 arvonehityksestä

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 30.11.2020.

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 oston, tarjoamisen, 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-transaktion" (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)(1), (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 1,38. Tämä sisältää EUR 0,10 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1W0D8 ("**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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârânde 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 värdepapparen?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0D8; lokal handelskod: T LONGNDX E5 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 12 000,00

Knockout-Barriär på emissionsdagen: USD 12 000,00

Underliggande tillgång: Nasdaq-100

ISIN avseende den Underliggande tillgången: US6311011026

Underliggande tillgångens valuta: Amerikanska dollar (USD)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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 överstiger respektive lösenpris omräknat till avvecklingsvalutan.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom mättimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 Värdepappren

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 Värdepappren att handlas?

Ansökan har lämnats in för inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepappren?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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 skäligen 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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 1,38. Detta inkluderar EUR 0,10 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Gold

ISIN: DE000KB1W0E6

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a commodity, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": not applicable

"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 are 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which is a Banking Day at the Auxiliary Location and a Trading Day.

"Modified Exercise Date": The Exercise Date provided that such day is a Banking Day at the Auxiliary Location and a Trading Day, otherwise the first day following the Exercise Date on which the aforementioned prerequisites are met.

"Modified Valuation Date + 1": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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 commodity 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 Reference Price of the Underlying specified in Table 1 of the Annex to the Issue Specific Conditions, as determined on the Reference Market specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Reference Market**") and displayed on the Screen Page of the specified financial information service for the Reference Price specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Screen Page**") or a substitute page. If the Screen Page is not available on the date specified or if the Reference Price is not displayed, the Reference Price shall be the reference price displayed on the corresponding page of another financial information service. If the Reference Price is no longer displayed in one of the ways described above, the Issuer shall have the right to specify as the Reference Price a reference price calculated in its reasonable discretion on the basis of the market practices applying at that time and taking into account the prevailing market conditions. The "**Observation Price**" of the Underlying shall correspond to the bid prices in case of Call, Bull and Long Warrants or ask prices in case of Put, Bear and Short Warrants for the Underlying as determined by the

Issuer in its reasonable discretion, continuously displayed on the screen page specified for the Observation Price in Table 2 of the Annex to the Issue Specific Conditions (the "**Screen Page for the Observation Price**") or a substitute page. If the Screen Page for the Observation Price is not available on the date specified or if the bid or ask price is not displayed, the Observation Price shall be the bid or ask price displayed on the corresponding page of another financial information service. "**Observation Hours**" shall be the period during which bid and ask prices for the Underlying are normally published continuously on the Screen Page for the Observation Price. "**Trading Days**" shall be days on which prices are normally calculated for the Underlying on the Reference Market and published on the relevant Screen Page for the Reference Market. "**Trading Hours**" shall be hours during which prices are normally calculated for the Underlying on the Reference Market and published on the relevant Screen Page for the Reference Market.

No. 6

Adjustments

- (1) If the Underlying has been modified due to conditions imposed by the Reference Market or a third party or due to circumstances set out in the following paragraph, the Issuer shall have the right to adjust the features of the Warrants (referred to in the following as "**Adjustments**").
- (2) 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, shall entitle the Issuer to adjust the features of the Warrants 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.
- (3) 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 on the Reference Market, but by another person, company or institution which the Issuer considers suitable in its reasonable discretion (the "**New Reference Market**"), then the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Reference Market. In addition, all references in these Terms and Conditions to the Reference Market shall then be deemed, insofar as the context allows, to be references to the New Reference Market.
- (4) 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.

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 in or price-setting for the Underlying on the Reference Market, or
- (ii) the suspension or restriction of trading in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the "**Futures Exchange**").

A restriction of the trading period or Trading Days on the Reference Market shall not constitute a Market Disruption Event if it is based on a previously announced change.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0E6 / T SHRTKULT A9 CG	Gold	BEAR	No	EUR 3.65	Euro (EUR)	USD 1,850.00 / USD 1,850.00	0.1	-3.85 %	500,000	LBMA Gold Price PM

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)
DE000KB1W0E6 / T SHRTKULT A9 CG	Gold	No	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Unit of weight or other unit of measurement)	ISIN or Reuters Code of the Underlying	Reference Market (Screen Page) / Screen Page for the Observation Price	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Gold (1 Troy Ounce, minimum fineness of 995)	XC0009655157	LBMA (XAUFIX=) / XAU=	Modified Exercise Date / Modified Valuation Date	US Dollar (USD)

The following specific meanings shall apply in this context:

LBMA Gold Price AM	: The official Gold fixing from LBMA at 10:30 (London local time)
LBMA Gold Price PM	: The official Gold fixing from LBMA at 15:00 (London local time)
LBMA Silver Price	: The official Silver fixing from LBMA at 12:00 (London local time)
LBMA Platinum Price AM	: The official Platinum fixing from LBMA at 09:45 (London local time)
LBMA Platinum Price PM	: The official Platinum fixing from LBMA at 14:00 (London local time)
LBMA Palladium Price AM	: The official Palladium fixing from LBMA at 09:45 (London local time)
LBMA Palladium Price PM	: The official Palladium fixing from LBMA at 14:00 (London local time)
LBMA	: London Bullion Market Association, London (www.lbma.org.uk)
LDNXAG=, XAG=, XAU=, XAUFIX=, XPD=, XPDFIX=, XPT=, XPTFIX=	: The relevant screen of the Reuters Monitor Service

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 costs incurred by the Issuer.

Information on the underlying

Website: www.lbma.org.uk

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 ICE Benchmark Administration Limited ("**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.

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: DE000KB1W0E6 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0E6; local trading code: T SHRTKULT A9 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: 500,000

Issue date: 30/11/2020

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 ask 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: 0.1

Strike on the issue date: USD 1,850.00

Knock-out barrier on the issue date: USD 1,850.00

Underlying: Gold (1 Troy Ounce, minimum fineness of 995)

ISIN of the underlying: XC0009655157

Currency of the underlying: US Dollar (USD)

Reference price: LBMA Gold Price PM

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 and converted into the settlement currency.

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 30/11/2020.

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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant

currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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 commodities as the underlying

The factors affecting the prices of raw materials are numerous and complicated. Factors reflected in prices of raw materials are, among other things, supply and demand, direct investment costs, warehousing costs, liquidity, weather and natural disasters, political risks as well as taxation.

Special pricing risks in connection with the pricing of commodities

Perceived price indications for commodities in the international spot market are used for the determination of Knock-Out Events. As a rule, price indications are neither binding nor actually traded prices of the contributors and are not subject to supervisory control. The price indications may lead to less favourable prices for commodities than would actually be expected on the basis of the market situation and other factors. An unfavorable performance of a commodity may have a negative impact on the cash amount and can also lead to the occurrence of a Knock-Out Event, which results in a total economic loss.

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 30/11/2020.

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)(1) 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 3.65. This includes EUR 0.10 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: DE000KB1W0E6 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppanpankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

Liikkeeseenlaskijan lakisääteinen tilintarkastaja on KPMG AG, Wirtschaftsprüfungsgesellschaft, The Squire, Am Flughafen,

60549 Frankfurt am Main, Saksa.

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0E6; paikallinen kaupankäyntitunnus: T SHRTKULT A9 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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

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

Tarkasteluhinta: juokseva myyntihinta

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: 0,1

Toteutushinta: liikkeeseenlaskupäivänä: USD 1 850,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 1 850,00

Kohde-etuus: Kulta (1 Troy-unssi, minimipitoisuus 995)

Kohde-etuuden ISIN: XC0009655157

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehinta: LBMA Gold Price PM

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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehinta on vastaavaa toteutushintaa alhaisempi ja muunnettuna selvitysvaluutaksi.

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 30.11.2020 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehintaa on vastaavaa toteutushintaa alhaisempi. Jos viitehintaa on yhtä suuri tai korkeampi kuin toteutushintaa, 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 viitehintaa on yhtä suuri tai korkeampi kuin Warrantin toteutushintaa. Molemmassa tapauksissa Warrantti erääntyy arvottomana, ja Arvopaperin Haltija **menettää koko pääoman**.

Kasvaneeseen implisiittiseen epävakautteen 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.

Myös kohde-etuuden valuutan arvonkehitys vaikuttaa sijoittajien tappioriskiin

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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.

Raaka-aineisiin liittyvä riski kohde-etuutena

Raaka-aineiden hintoihin vaikuttavat tekijät ovat lukuisia ja monimutkaisia. Raaka-aineiden hintoihin vaikuttavia tekijöitä ovat muun muassa kysyntä ja tarjonta, suorat investointikustannukset, varastointikustannukset, maksuvalmius, sää- ja luonnonkatastrofit, poliittiset riskit sekä verotus.

Raaka-aineiden hinnoitteluun liittyvät erityiset hinnoitteluriskit

Kansainvälisten käteismarkkinoiden raaka-aineiden havaittuja hintaindikaatioita käytetään Knock-Out -tapahtumien määrittämiseen. Pääsääntöisesti hintaindikaatiot eivät ole sitovia eivätkä osallistujien todellisia kauppahintoja eikä niitä myöskään valvota. Hintaindikaatiot voivat johtaa raaka-aineiden suhteen alhaisempaan hintaan kuin mitä tosiasiallisesti odotettaisiin markkinatilanteen ja muiden tekijöiden perusteella. Raaka-aineen epäsuotuisalla kehityksellä voi olla negatiivinen vaikutus käteissummaan ja se voi myös johtaa Knock-Out -tapahtumaan, mikä johtaa totaaliseen taloudelliseen tappioon.

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 30.11.2020.

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" (sitien, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitien, 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)(1), (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 3,65. Tämä sisältää EUR 0,10 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 ostotarjousveloitteen 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bear Warranter, ISIN: DE000KB1W0E6 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anförs vid domstol, kan den investorare som är kärke 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 investorare 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 värdepappren?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investorare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder.

Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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 underlåtenhet 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: DE000KB1W0E6; lokal handelskod: T SHRTKULT A9 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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

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

Mätpris: löpande säljpris

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: 0,1

Lösenpris på emissionsdagen: USD 1 850,00

Knockout-Barriär på emissionsdagen: USD 1 850,00

Underliggande tillgång: Gold (1 Troy Ounce, minsta finhet av 995)

ISIN avseende den Underliggande tillgången: XC0009655157

Underliggande tillgångens valuta: Amerikanska dollar (USD)

Referenspris: LBMA Gold Price PM

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 omräknat till avvecklingsvalutan.

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 Värdepappren

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 Värdepappren att handlas?

Ansökan har lämnats in för inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepappren?

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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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.

Likviditetsrisk

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 råvaror som underliggande tillgång

De faktorer som påverkar råvarupriserna är många och komplicerade. Faktorer som återspeglas i råvarupriserna är bland annat tillgångs- och efterfrågekostnader, direkta investeringskostnader, lagerkostnader, likviditet, väder och naturkatastrofer, politiska risker samt beskattning

Risk i samband med prissättning av råvaror

Uppskattade prisindikationer för råvaror på den internationella spotmarknaden används för att fastställa Knock-Out händelser. I regel är prisindikationer varken bindande eller faktiskt omsatta priser för de medverkande och omfattas inte av tillsynskontroll. Prisindikationerna kan leda till mindre förmånliga priser för råvaror än på grundval av marknadssituationen och andra faktorer. Ogynnsamma resultat för råvaror kan ha en negativ inverkan på kontantbeloppet och kan också leda till en Knock-Out Händelse, som leder till en total ekonomisk förlust.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 3,65. Detta inkluderar EUR 0,10 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Tesla

ISIN: DE000KB1W0F3

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a share or a security representing shares, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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": BULL

"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 share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (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 on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Exchange**"). The "**Observation**

Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. **"Observation Hours"** shall be the Trading Hours. **"Trading Days"** shall be days on which the Underlying is normally traded on the Relevant Exchange. **"Trading Hours"** shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6

Adjustments

- (1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the calculated value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants (referred to in the following as **"Adjustments"**), which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Knock-Out Barrier, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

In the event of an extraordinary dividend on the shares of an entity formed or incorporated in the United States as specified in paragraph (2)(e) of this No. 6, any adjustment in respect of the extraordinary dividend will be calculated by the Issuer net of any withholding tax required to be withheld under Section 871(m) of the U.S. Internal Revenue Code.

- (2) An **"Adjustment Event"** shall be:
 - (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
 - (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
 - (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);

- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
 - (e) the distribution of an extraordinary dividend;
 - (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
 - (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
 - (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) 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, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The same applies in the case of securities representing shares as the Underlying in particular in the case of the amendment or addition of the terms of the securities representing shares by its issuer. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (4) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "**New Relevant Exchange**"), then, subject to extraordinary termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (5) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions. The same applies in the case of securities representing shares as the Underlying in particular in the case of insolvency of the custodian bank of the securities representing shares or at the end of the term of the securities representing shares due to a termination by the issuer of the securities representing shares.

- (6) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (7) 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.

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 in the Underlying on the Relevant Exchange, or
 - (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the "**Futures Exchange**");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded 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 Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0F3 / T LONGTSLA B8 CG	Tesla	BULL	No	EUR 0.86	Euro (EUR)	USD 475.00 / USD 475.00	0.01	6.15 %	500,000	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)
DE000KB1W0F3 / T LONGTSLA B8 CG	Tesla	Yes	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share Type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Tesla, Inc. / Common Shares	US88160R1014	NASDAQ / OCC	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse	:	Deutsche Börse AG, Frankfurt, Germany (XETRA®)
EUREX	:	EUREX, Frankfurt, Germany
STOXX Limited, Zurich	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.	:	NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.
NASDAQ	:	NASDAQ (NASDAQ Global Select Consolidated, which also takes into account the prices at regional stock exchanges)
Nikkei Inc.	:	Nikkei Inc., Tokyo, Japan
Standard & Poor's Corp.	:	Standard & Poor's Corp., New York, N.Y., U.S.A.
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 Stock Exchange	:	Nasdaq Helsinki Ltd., Helsinki, Finland
HSIL	:	Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
Madrid stock exchange	:	Bolsa de Madrid, Madrid, Spain
MEFF	:	Mercado de Futuros 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
The Stock Exchange of Hong Kong Ltd.	:	The Stock Exchange of Hong Kong Ltd., Hong Kong, China
Hong Kong Futures Exchange Ltd.	:	Hong Kong Futures Exchange Ltd., Hong Kong, China
TSE	:	Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange	:	SIX Swiss Exchange, Switzerland

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.09 costs incurred by the Issuer.

Information on the underlying

Website: www.tesla.com

Disclaimers in relation to Share Prices used as Underlyings

As far as shares are used as underlyings for Securities of Citigroup Global Markets Europe AG (the "**Issuer**"), as described in these Final Terms, the Final Terms do not constitute a recommendation of shares of the respective stock corporation the Securities are relating to, nor should the Final Terms be understood as a recommendation to buy or sell the Securities of the Issuer.

The respective stock corporation assumes no liability for the Securities of the Issuer. The Securities are the sole liabilities of the Issuer and not of the respective stock corporation, nor do these Final Terms constitute an offer or a recommendation to buy or sell shares of the respective stock corporation. The respective stock corporation is not involved in any way in the issue, the timing of the issue, the preparation of these Final Terms or the constitution of any rights under the Securities of the Issuer. A Security holder of the Securities of the Issuer does not have any rights against the respective stock corporation for information, voting rights or dividend payments.

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 Bull Warrants, ISIN: DE000KB1W0F3 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0F3; local trading code: T LONGTSLA B8 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: 500,000

Issue date: 30/11/2020

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: USD 475.00

Knock-out barrier on the issue date: USD 475.00

Underlying: Tesla, Inc.

ISIN of the underlying: US88160R1014

Currency of the underlying: US Dollar (USD)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike and converted into the settlement currency.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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.

Risk of extraordinary termination due to a withholding or reporting obligation under Section 871(m)

There is a risk of an extraordinary termination of the Securities if at any time after the issuance of the Securities circumstances occur in which the Issuer becomes or is reasonably likely to become subject to any withholding or reporting obligations pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended and the Treasury regulations thereunder with respect to the Securities.

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.

Risks in connection with shares as the underlying

The development of the share price cannot be predicted and is determined by macroeconomic factors, e.g. the interest rate and price level on capital markets, currency developments, political circumstances, as well as company-specific factors. Significant corporate policy decisions may also have a significant negative impact on the share price. In particular, the issuer of a share could get into payment difficulties and insolvency or comparable proceedings could be opened against its assets. Shares of companies with a low to medium market capitalisation may be subject to higher risks than shares of larger companies. Additional risks exist in the case of shares in companies with a registered office or business activity in countries with little legal certainty.

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 30/11/2020.

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)(1) 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 0.86. This includes EUR 0.09 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 Bull-warrantit, ISIN: DE000KB1W0F3 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

* 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

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1W0F3; paikallinen kaupankäyntitunnus: T LONGTSLA B8 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 475,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 475,00

Kohde-etuus: Tesla, Inc.

Kohde-etuuden ISIN: US88160R1014

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintaa on vastaavaa toteutushintaa korkeampi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-warranttien ostamiseen liittyvät riskit

Jos sijoittaja toteuttaa Warrantin tai liikkeeseenlaskija purkaa Warrantin, sijoittaja saa erääntymispäivänä käteissuorituksena tai purkamisen yhteydessä maksettavana summana sen erotuksen, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushintaa, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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 huomioda, että knock-out-tapahtuma voi toteutua myös ainoastaan knock-out-tason säätämisen seurauksena.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi kuin Warrantin toteutushintaa. Molemmassa 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.

Myös kohde-etuuden valuutan arvonkehitys vaikuttaa sijoittajien tappioriskiin

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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.

Riski kohdan 871 (m) mukaisesta pidätys- tai raportointivelvollisuuden aiheuttamasta poikkeuksellisesta irtisanomisesta

On olemassa riski liittyen Arvopapereiden poikkeukselliseen irtisanomisoikeuteen, mikäli milloin tahansa Arvopapereiden liikkeellelaskun jälkeen esiintyy olosuhteita, joissa Liikkeeseenlaskijaan kohdistuu tai kohtuullisen todennäköisesti kohdistuu pidätys- tai raportointivelvollisuuksia vuoden 1986 Yhdysvaltain verolain (U.S. Internal Revenue Code) kohdan 871(m) ja sen muutosten ja Yhdysvaltain valtiovarainministeriön (Treasury) säännösten mukaisesti.

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 volatiliiteetin 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.

Riskit osakkeista kohde-etuutena

Osakekurssin kehitystä ei voida ennustaa, ja sen määrittävät makrotaloudelliset tekijät, kuten esim. pääomamarkkinoiden

korko- ja hintataso, valuuttakehitys, poliittiset olosuhteet sekä yrityskohtaiset tekijät. Tärkeät yrityspoliittiset päätökset voivat myös vaikuttaa erittäin negatiivisesti osakekurssiin. Erityisesti osakkeen liikkeellelaskija voi joutua maksuvaikeuksiin ja sen omaisuutta vastaan voidaan käynnistää maksukyvyttömyysmenettely tai vastaava. Alhaisen tai keski-suuren markkina-arvon omaavien yritysten osakkeisiin voi kohdistua suurempia riskejä kuin suurempien yritysten osakkeisiin. Lisäriskejä on sellaisten yritysten osakkeilla, joiden rekisteröity toimipaikka tai liiketoiminta on maissa, joiden oikeusvarmuus on alhainen.

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 30.11.2020.

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" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 0,86. Tämä sisältää EUR 0,09 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1W0F3 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anförs vid domstol, kan den investorare som är känd 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 investorare 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4

Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0F3; lokal handelskod: T LONGTSLA B8 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 475,00

Knockout-Barriär på emissionsdagen: USD 475,00

Underliggande tillgång: Tesla, Inc.

ISIN avseende den Underliggande tillgången: US88160R1014

Underliggande tillgångens valuta: Amerikanska dollar (USD)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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 överstiger respektive lösenpris omräknat till avvecklingsvalutan.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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 priskrisker 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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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 skälige 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 priskrisk.

Risk för extraordinär uppsägning med anledning av källskatt- eller redovisningsskyldighet avsnitt Section 871(m)

Det finns risk för extraordinär uppsägning av Värdepapperen om det vid någon tidpunkt efter emissionen av Värdepapperen uppstår omständigheter där Emittenten blir eller med stor sannolikhet kommer att bli skyldig att betala någon form av källskatt eller göra någon form av redovisning enligt avsnitt 871(m) i den amerikanska skattelagen U.S. Internal Revenue Code of 1986 eller tillhörande Treasury-föreskrifter vad gäller de aktuella Värdepapperen.

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 aktier som underliggande tillgång

Aktieprisets utveckling kan inte förutses och bestäms av makroekonomiska faktorer, till exempel räntesatsen och prisnivån på kapitalmarknaderna, valutans utveckling, politiska omständigheter samt företagsspecifika faktorer. Betydande företagspolitiska beslut kan också ha en betydande inverkan på aktiepriset. Emittenten av en aktie kan komma i betalningssvårigheter och insolvens eller liknande förfaranden kan inledas mot dess tillgångar. Aktier i företag med lågt till medelhögt börsvärde kan utsättas för högre risker än aktier i större företag. Ytterligare risker föreligger när det gäller aktier i bolag med säte eller verksamhet i länder med liten rättssäkerhet.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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 varubörs 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)(1) 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 0,86. Detta inkluderar EUR 0,09 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Tesla

ISIN: DE000KB1W0G1

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a share or a security representing shares, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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": BULL

"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 share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (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 on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Exchange**"). The "**Observation**

Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. **"Observation Hours"** shall be the Trading Hours. **"Trading Days"** shall be days on which the Underlying is normally traded on the Relevant Exchange. **"Trading Hours"** shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6

Adjustments

- (1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the calculated value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants (referred to in the following as **"Adjustments"**), which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Knock-Out Barrier, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

In the event of an extraordinary dividend on the shares of an entity formed or incorporated in the United States as specified in paragraph (2)(e) of this No. 6, any adjustment in respect of the extraordinary dividend will be calculated by the Issuer net of any withholding tax required to be withheld under Section 871(m) of the U.S. Internal Revenue Code.

- (2) An **"Adjustment Event"** shall be:
 - (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
 - (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
 - (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);

- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
 - (e) the distribution of an extraordinary dividend;
 - (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
 - (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
 - (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) 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, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The same applies in the case of securities representing shares as the Underlying in particular in the case of the amendment or addition of the terms of the securities representing shares by its issuer. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (4) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "**New Relevant Exchange**"), then, subject to extraordinary termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (5) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions. The same applies in the case of securities representing shares as the Underlying in particular in the case of insolvency of the custodian bank of the securities representing shares or at the end of the term of the securities representing shares due to a termination by the issuer of the securities representing shares.

- (6) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (7) 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.

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 in the Underlying on the Relevant Exchange, or
 - (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the "**Futures Exchange**");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded 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 Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0G1 / T LONGTSLA B9 CG	Tesla	BULL	No	EUR 0.65	Euro (EUR)	USD 500.00 / USD 500.00	0.01	6.15 %	500,000	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)
DE000KB1W0G1 / T LONGTSLA B9 CG	Tesla	Yes	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share Type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Tesla, Inc. / Common Shares	US88160R1014	NASDAQ / OCC	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse	:	Deutsche Börse AG, Frankfurt, Germany (XETRA®)
EUREX	:	EUREX, Frankfurt, Germany
STOXX Limited, Zurich	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.	:	NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.
NASDAQ	:	NASDAQ (NASDAQ Global Select Consolidated, which also takes into account the prices at regional stock exchanges)
Nikkei Inc.	:	Nikkei Inc., Tokyo, Japan
Standard & Poor's Corp.	:	Standard & Poor's Corp., New York, N.Y., U.S.A.
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 Stock Exchange	:	Nasdaq Helsinki Ltd., Helsinki, Finland
HSIL	:	Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
Madrid stock exchange	:	Bolsa de Madrid, Madrid, Spain
MEFF	:	Mercado de Futuros 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
The Stock Exchange of Hong Kong Ltd.	:	The Stock Exchange of Hong Kong Ltd., Hong Kong, China
Hong Kong Futures Exchange Ltd.	:	Hong Kong Futures Exchange Ltd., Hong Kong, China
TSE	:	Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange	:	SIX Swiss Exchange, Switzerland

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.09 costs incurred by the Issuer.

Information on the underlying

Website: www.tesla.com

Disclaimers in relation to Share Prices used as Underlyings

As far as shares are used as underlyings for Securities of Citigroup Global Markets Europe AG (the "**Issuer**"), as described in these Final Terms, the Final Terms do not constitute a recommendation of shares of the respective stock corporation the Securities are relating to, nor should the Final Terms be understood as a recommendation to buy or sell the Securities of the Issuer.

The respective stock corporation assumes no liability for the Securities of the Issuer. The Securities are the sole liabilities of the Issuer and not of the respective stock corporation, nor do these Final Terms constitute an offer or a recommendation to buy or sell shares of the respective stock corporation. The respective stock corporation is not involved in any way in the issue, the timing of the issue, the preparation of these Final Terms or the constitution of any rights under the Securities of the Issuer. A Security holder of the Securities of the Issuer does not have any rights against the respective stock corporation for information, voting rights or dividend payments.

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 Bull Warrants, ISIN: DE000KB1W0G1 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0G1; local trading code: T LONGTSLA B9 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: 500,000

Issue date: 30/11/2020

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: USD 500.00

Knock-out barrier on the issue date: USD 500.00

Underlying: Tesla, Inc.

ISIN of the underlying: US88160R1014

Currency of the underlying: US Dollar (USD)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike and converted into the settlement currency.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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.

Risk of extraordinary termination due to a withholding or reporting obligation under Section 871(m)

There is a risk of an extraordinary termination of the Securities if at any time after the issuance of the Securities circumstances occur in which the Issuer becomes or is reasonably likely to become subject to any withholding or reporting obligations pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended and the Treasury regulations thereunder with respect to the Securities.

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.

Risks in connection with shares as the underlying

The development of the share price cannot be predicted and is determined by macroeconomic factors, e.g. the interest rate and price level on capital markets, currency developments, political circumstances, as well as company-specific factors. Significant corporate policy decisions may also have a significant negative impact on the share price. In particular, the issuer of a share could get into payment difficulties and insolvency or comparable proceedings could be opened against its assets. Shares of companies with a low to medium market capitalisation may be subject to higher risks than shares of larger companies. Additional risks exist in the case of shares in companies with a registered office or business activity in countries with little legal certainty.

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 30/11/2020.

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)(1) 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 0.65. This includes EUR 0.09 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 Bull-warrantit, ISIN: DE000KB1W0G1 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

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

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1W0G1; paikallinen kaupankäyntitunnus: T LONGTSLA B9 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 500,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 500,00

Kohde-etuus: Tesla, Inc.

Kohde-etuuden ISIN: US88160R1014

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintaa on vastaavaa toteutushintaa korkeampi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-warranttien ostamiseen liittyvät riskit

Jos sijoittaja toteuttaa Warrantin tai liikkeeseenlaskija purkaa Warrantin, sijoittaja saa erääntymispäivänä käteissuorituksena tai purkamisen yhteydessä maksettavana summana sen erotuksen, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushintaa, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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 huomioda, että knock-out-tapahtuma voi toteutua myös ainoastaan knock-out-tason säätämisen seurauksena.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi kuin Warrantin toteutushintaa. Molemmassa 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.

Myös kohde-etuuden valuutan arvonkehitys vaikuttaa sijoittajien tappioriskiä

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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.

Riski kohdan 871 (m) mukaisesta pidätys- tai raportointivelvollisuuden aiheuttamasta poikkeuksellisesta irtisanomisesta

On olemassa riski liittyen Arvopapereiden poikkeukselliseen irtisanomisoikeuteen, mikäli milloin tahansa Arvopapereiden liikkeellelaskun jälkeen esiintyy olosuhteita, joissa Liikkeeseenlaskijaan kohdistuu tai kohtuullisen todennäköisesti kohdistuu pidätys- tai raportointivelvollisuuksia vuoden 1986 Yhdysvaltain verolain (U.S. Internal Revenue Code) kohdan 871(m) ja sen muutosten ja Yhdysvaltain valtiovarainministeriön (Treasury) säännösten mukaisesti.

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 volatiliiteetin 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.

Riskit osakkeista kohde-etuutena

Osakekurssin kehitystä ei voida ennustaa, ja sen määrittävät makrotaloudelliset tekijät, kuten esim. pääomamarkkinoiden

korko- ja hintataso, valuuttakehitys, poliittiset olosuhteet sekä yrityskohtaiset tekijät. Tärkeät yrityspoliittiset päätökset voivat myös vaikuttaa erittäin negatiivisesti osakekurssiin. Erityisesti osakkeen liikkeellelaskija voi joutua maksuvaikeuksiin ja sen omaisuutta vastaan voidaan käynnistää maksukyvyttömyysmenettely tai vastaava. Alhaisen tai keski-suuren markkina-arvon omaavien yritysten osakkeisiin voi kohdistua suurempia riskejä kuin suurempien yritysten osakkeisiin. Lisäriskejä on sellaisten yritysten osakkeilla, joiden rekisteröity toimipaikka tai liiketoiminta on maissa, joiden oikeusvarmuus on alhainen.

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 30.11.2020.

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" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 0,65. Tämä sisältää EUR 0,09 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1W0G1 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anförs vid domstol, kan den investorare som är känd 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 investorare 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4

Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0G1; lokal handelskod: T LONGTSLA B9 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 500,00

Knockout-Barriär på emissionsdagen: USD 500,00

Underliggande tillgång: Tesla, Inc.

ISIN avseende den Underliggande tillgången: US88160R1014

Underliggande tillgångens valuta: Amerikanska dollar (USD)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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 överstiger respektive lösenpris omräknat till avvecklingsvalutan.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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 skäligen 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.

Risk för extraordinär uppsägning med anledning av källskatt- eller redovisningsskyldighet avsnitt Section 871(m)

Det finns risk för extraordinär uppsägning av Värdepapperen om det vid någon tidpunkt efter emissionen av Värdepapperen uppstår omständigheter där Emittenten blir eller med stor sannolikhet kommer att bli skyldig att betala någon form av källskatt eller göra någon form av redovisning enligt avsnitt 871(m) i den amerikanska skattelagen U.S. Internal Revenue Code of 1986 eller tillhörande Treasury-föreskrifter vad gäller de aktuella Värdepapperen.

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 aktier som underliggande tillgång

Aktieprisets utveckling kan inte förutses och bestäms av makroekonomiska faktorer, till exempel räntesatsen och prisnivån på kapitalmarknaderna, valutans utveckling, politiska omständigheter samt företagsspecifika faktorer. Betydande företagspolitiska beslut kan också ha en betydande inverkan på aktiepriset. Emittenten av en aktie kan komma i betalningssvårigheter och insolvens eller liknande förfaranden kan inledas mot dess tillgångar. Aktier i företag med lågt till medelhögt börsvärde kan utsättas för högre risker än aktier i större företag. Ytterligare risker föreligger när det gäller aktier i bolag med säte eller verksamhet i länder med liten rättssäkerhet.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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 varubörs 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)(1) 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 0,65. Detta inkluderar EUR 0,09 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Tesla

ISIN: DE000KB1W0H9

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a share or a security representing shares, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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 share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (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 on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Exchange**"). The "**Observation**

Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. **"Observation Hours"** shall be the Trading Hours. **"Trading Days"** shall be days on which the Underlying is normally traded on the Relevant Exchange. **"Trading Hours"** shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6

Adjustments

- (1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the calculated value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants (referred to in the following as **"Adjustments"**), which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Knock-Out Barrier, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

In the event of an extraordinary dividend on the shares of an entity formed or incorporated in the United States as specified in paragraph (2)(e) of this No. 6, any adjustment in respect of the extraordinary dividend will be calculated by the Issuer net of any withholding tax required to be withheld under Section 871(m) of the U.S. Internal Revenue Code.

- (2) An **"Adjustment Event"** shall be:
 - (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
 - (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
 - (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);

- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
 - (e) the distribution of an extraordinary dividend;
 - (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
 - (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
 - (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) 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, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The same applies in the case of securities representing shares as the Underlying in particular in the case of the amendment or addition of the terms of the securities representing shares by its issuer. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (4) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "**New Relevant Exchange**"), then, subject to extraordinary termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (5) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions. The same applies in the case of securities representing shares as the Underlying in particular in the case of insolvency of the custodian bank of the securities representing shares or at the end of the term of the securities representing shares due to a termination by the issuer of the securities representing shares.

- (6) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (7) 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.

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 in the Underlying on the Relevant Exchange, or
 - (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the "**Futures Exchange**");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded 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 Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0H9 / T SHRTTSLA B7 CG	Tesla	BEAR	No	EUR 0.59	Euro (EUR)	USD 625.00 / USD 625.00	0.01	-7.35 %	500,000	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)
DE000KB1W0H9 / T SHRTTSLA B7 CG	Tesla	No	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share Type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Tesla, Inc. / Common Shares	US88160R1014	NASDAQ / OCC	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse	:	Deutsche Börse AG, Frankfurt, Germany (XETRA®)
EUREX	:	EUREX, Frankfurt, Germany
STOXX Limited, Zurich	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.	:	NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.
NASDAQ	:	NASDAQ (NASDAQ Global Select Consolidated, which also takes into account the prices at regional stock exchanges)
Nikkei Inc.	:	Nikkei Inc., Tokyo, Japan
Standard & Poor's Corp.	:	Standard & Poor's Corp., New York, N.Y., U.S.A.
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 Stock Exchange	:	Nasdaq Helsinki Ltd., Helsinki, Finland
HSIL	:	Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
Madrid stock exchange	:	Bolsa de Madrid, Madrid, Spain
MEFF	:	Mercado de Futuros 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
The Stock Exchange of Hong Kong Ltd.	:	The Stock Exchange of Hong Kong Ltd., Hong Kong, China
Hong Kong Futures Exchange Ltd.	:	Hong Kong Futures Exchange Ltd., Hong Kong, China
TSE	:	Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange	:	SIX Swiss Exchange, Switzerland

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 costs incurred by the Issuer.

Information on the underlying

Website: www.tesla.com

Disclaimers in relation to Share Prices used as Underlyings

As far as shares are used as underlyings for Securities of Citigroup Global Markets Europe AG (the "**Issuer**"), as described in these Final Terms, the Final Terms do not constitute a recommendation of shares of the respective stock corporation the Securities are relating to, nor should the Final Terms be understood as a recommendation to buy or sell the Securities of the Issuer.

The respective stock corporation assumes no liability for the Securities of the Issuer. The Securities are the sole liabilities of the Issuer and not of the respective stock corporation, nor do these Final Terms constitute an offer or a recommendation to buy or sell shares of the respective stock corporation. The respective stock corporation is not involved in any way in the issue, the timing of the issue, the preparation of these Final Terms or the constitution of any rights under the Securities of the Issuer. A Security holder of the Securities of the Issuer does not have any rights against the respective stock corporation for information, voting rights or dividend payments.

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: DE000KB1W0H9 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0H9; local trading code: T SHRTTSLA B7 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: 500,000

Issue date: 30/11/2020

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: USD 625.00

Knock-out barrier on the issue date: USD 625.00

Underlying: Tesla, Inc.

ISIN of the underlying: US88160R1014

Currency of the underlying: US Dollar (USD)

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 and converted into the settlement currency.

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 30/11/2020.

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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant

currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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.

Risks in connection with shares as the underlying

The development of the share price cannot be predicted and is determined by macroeconomic factors, e.g. the interest rate and price level on capital markets, currency developments, political circumstances, as well as company-specific factors. Significant corporate policy decisions may also have a significant negative impact on the share price. In particular, the issuer of a share could get into payment difficulties and insolvency or comparable proceedings could be opened against its assets. Shares of companies with a low to medium market capitalisation may be subject to higher risks than shares of larger companies. Additional risks exist in the case of shares in companies with a registered office or business activity in countries with little legal certainty.

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 30/11/2020.

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)(1) 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 0.59. This includes EUR 0.10 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: DE000KB1W0H9 (**"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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0H9; paikallinen kaupankäyntitunnus: T SHRTTSLA B7 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 625,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 625,00

Kohde-etuus: Tesla, Inc.

Kohde-etuuden ISIN: US88160R1014

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehintä: Päätoskurssi

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, soveltuvalle kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä on vastaavaa toteutushintaa alhaisempi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai ylittää knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelujakson 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 soveltuvien 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 30.11.2020 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 viitehintaa on vastaavaa toteutushintaa alhaisempi. Jos viitehintaa 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 viitehintaa on yhtä suuri tai korkeampi kuin Warrantin toteutushinta. Molemmissa tapauksissa Warrantti erääntyy arvottomana, ja Arvopaperin Haltija **menettää koko pääoman**.

Kasvaneeseen implisiittiseen epävakautteen 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 arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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.

Myös kohde-etuuden valuutan arvонkehitys vaikuttaa sijoittajien tappioriski

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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.

Riskit osakkeista kohde-etuutena

Osakekurssin kehitystä ei voida ennustaa, ja sen määrittävät makrotaloudelliset tekijät, kuten esim. pääomamarkkinoiden korko- ja hintataso, valuuttakehitys, poliittiset olosuhteet sekä yrityskohtaiset tekijät. Tärkeät yrityspoliittiset päätökset voivat myös vaikuttaa erittäin negatiivisesti osakekurssiin. Erityisesti osakkeen liikkeellelaskija voi joutua maksuvaikeuksiin ja sen omaisuutta vastaan voidaan käynnistää maksukyvyttömyysmenettely tai vastaava. Alhaisen tai keski-suuren markkina-arvon omaavien yritysten osakkeisiin voi kohdistua suurempia riskejä kuin suurempien yritysten osakkeisiin. Lisäriskejä on sellaisten yritysten osakkeilla, joiden rekisteröity toimipaikka tai liiketoiminta on maissa, joiden oikeusvarmuus on alhainen.

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 30.11.2020.

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, kuten termi määritellään CFTC-säännössä 4.7(a)(1)(iv), komission asetuksessa 23.160 ja CFTC:n tulkintaohjeissa ja tietyjen 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)(1), (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 0,59. Tämä sisältää EUR 0,10 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bear Warranter, ISIN: DE000KB1W0H9 ("**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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârânde 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 värdepapparen?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0H9; lokal handelskod: T SHRTTSLA B7 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 625,00

Knockout-Barriär på emissionsdagen: USD 625,00

Underliggande tillgång: Tesla, Inc.

ISIN avseende den Underliggande tillgången: US88160R1014

Underliggande tillgångens valuta: Amerikanska dollar (USD)

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 måttimmarna.

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 omräknat till avvecklingsvalutan.

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 inkludering 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 30.11.2020.

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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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.

Marknadspriserisk

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 aktier som underliggande tillgång

Aktieprisets utveckling kan inte förutses och bestäms av makroekonomiska faktorer, till exempel räntesatsen och prisnivån på kapitalmarknaderna, valutans utveckling, politiska omständigheter samt företagsspecifika faktorer. Betydande företagspolitiska beslut kan också ha en betydande inverkan på aktiepriset. Emittenten av en aktie kan komma i betalningssvårigheter och insolvens eller liknande förfaranden kan inledas mot dess tillgångar. Aktier i företag med lågt till medelhögt börsvärde kan utsättas för högre risker än aktier i större företag. Ytterligare risker föreligger när det gäller aktier i bolag med säte eller verksamhet i länder med liten rättssäkerhet.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 0,59. Detta inkluderar EUR 0,10 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Tesla

ISIN: DE000KB1W0J5

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a share or a security representing shares, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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 share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (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 on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Exchange**"). The "**Observation**

Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. **"Observation Hours"** shall be the Trading Hours. **"Trading Days"** shall be days on which the Underlying is normally traded on the Relevant Exchange. **"Trading Hours"** shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6

Adjustments

- (1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the calculated value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants (referred to in the following as **"Adjustments"**), which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Knock-Out Barrier, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

In the event of an extraordinary dividend on the shares of an entity formed or incorporated in the United States as specified in paragraph (2)(e) of this No. 6, any adjustment in respect of the extraordinary dividend will be calculated by the Issuer net of any withholding tax required to be withheld under Section 871(m) of the U.S. Internal Revenue Code.

- (2) An **"Adjustment Event"** shall be:
 - (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
 - (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
 - (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);

- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
 - (e) the distribution of an extraordinary dividend;
 - (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
 - (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
 - (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) 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, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The same applies in the case of securities representing shares as the Underlying in particular in the case of the amendment or addition of the terms of the securities representing shares by its issuer. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (4) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "**New Relevant Exchange**"), then, subject to extraordinary termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (5) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions. The same applies in the case of securities representing shares as the Underlying in particular in the case of insolvency of the custodian bank of the securities representing shares or at the end of the term of the securities representing shares due to a termination by the issuer of the securities representing shares.

- (6) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (7) 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.

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 in the Underlying on the Relevant Exchange, or
 - (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the "**Futures Exchange**");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded 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 Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0J5 / T SHRTTSLA B8 CG	Tesla	BEAR	No	EUR 1.01	Euro (EUR)	USD 675.00 / USD 675.00	0.01	-7.35 %	500,000	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)
DE000KB1W0J5 / T SHRTTSLA B8 CG	Tesla	No	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share Type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Tesla, Inc. / Common Shares	US88160R1014	NASDAQ / OCC	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse	:	Deutsche Börse AG, Frankfurt, Germany (XETRA®)
EUREX	:	EUREX, Frankfurt, Germany
STOXX Limited, Zurich	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.	:	NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.
NASDAQ	:	NASDAQ (NASDAQ Global Select Consolidated, which also takes into account the prices at regional stock exchanges)
Nikkei Inc.	:	Nikkei Inc., Tokyo, Japan
Standard & Poor's Corp.	:	Standard & Poor's Corp., New York, N.Y., U.S.A.
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 Stock Exchange	:	Nasdaq Helsinki Ltd., Helsinki, Finland
HSIL	:	Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
Madrid stock exchange	:	Bolsa de Madrid, Madrid, Spain
MEFF	:	Mercado de Futuros 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
The Stock Exchange of Hong Kong Ltd.	:	The Stock Exchange of Hong Kong Ltd., Hong Kong, China
Hong Kong Futures Exchange Ltd.	:	Hong Kong Futures Exchange Ltd., Hong Kong, China
TSE	:	Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange	:	SIX Swiss Exchange, Switzerland

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 costs incurred by the Issuer.

Information on the underlying

Website: www.tesla.com

Disclaimers in relation to Share Prices used as Underlyings

As far as shares are used as underlyings for Securities of Citigroup Global Markets Europe AG (the "**Issuer**"), as described in these Final Terms, the Final Terms do not constitute a recommendation of shares of the respective stock corporation the Securities are relating to, nor should the Final Terms be understood as a recommendation to buy or sell the Securities of the Issuer.

The respective stock corporation assumes no liability for the Securities of the Issuer. The Securities are the sole liabilities of the Issuer and not of the respective stock corporation, nor do these Final Terms constitute an offer or a recommendation to buy or sell shares of the respective stock corporation. The respective stock corporation is not involved in any way in the issue, the timing of the issue, the preparation of these Final Terms or the constitution of any rights under the Securities of the Issuer. A Security holder of the Securities of the Issuer does not have any rights against the respective stock corporation for information, voting rights or dividend payments.

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: DE000KB1W0J5 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0J5; local trading code: T SHRTTSLA B8 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: 500,000

Issue date: 30/11/2020

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: USD 675.00

Knock-out barrier on the issue date: USD 675.00

Underlying: Tesla, Inc.

ISIN of the underlying: US88160R1014

Currency of the underlying: US Dollar (USD)

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 and converted into the settlement currency.

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 30/11/2020.

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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant

currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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.

Risks in connection with shares as the underlying

The development of the share price cannot be predicted and is determined by macroeconomic factors, e.g. the interest rate and price level on capital markets, currency developments, political circumstances, as well as company-specific factors. Significant corporate policy decisions may also have a significant negative impact on the share price. In particular, the issuer of a share could get into payment difficulties and insolvency or comparable proceedings could be opened against its assets. Shares of companies with a low to medium market capitalisation may be subject to higher risks than shares of larger companies. Additional risks exist in the case of shares in companies with a registered office or business activity in countries with little legal certainty.

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 30/11/2020.

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)(1) 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 1.01. This includes EUR 0.10 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: DE000KB1W0J5 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0J5; paikallinen kaupankäyntitunnus: T SHRTTSLA B8 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 675,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 675,00

Kohde-etuus: Tesla, Inc.

Kohde-etuuden ISIN: US88160R1014

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehintä: Päätoskurssi

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, soveltuvalle kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä on vastaavaa toteutushintaa alhaisempi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai ylittää knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelujakson 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 soveltuvien 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 30.11.2020 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, soveltuvalle kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehintaa on vastaavaa toteutushintaa alhaisempi. Jos viitehintaa on yhtä suuri tai korkeampi kuin toteutushintaa, 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 viitehintaa on yhtä suuri tai korkeampi kuin Warrantin toteutushintaa. Molemmista tapauksista Warrantti erääntyy arvottomana, ja Arvopaperin Haltija **menettää koko pääoman**.

Kasvaneeseen implisiittiseen epävakautteen 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 arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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.

Myös kohde-etuuden valuutan arvонkehitys vaikuttaa sijoittajien tappioriski

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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.

Riskit osakkeista kohde-etuutena

Osakekurssin kehitystä ei voida ennustaa, ja sen määrittävät makrotaloudelliset tekijät, kuten esim. pääomamarkkinoiden korko- ja hintataso, valuuttakehitys, poliittiset olosuhteet sekä yrityskohtaiset tekijät. Tärkeät yrityspoliittiset päätökset voivat myös vaikuttaa erittäin negatiivisesti osakekurssiin. Erityisesti osakkeen liikkeellelaskija voi joutua maksuvaikeuksiin ja sen omaisuutta vastaan voidaan käynnistää maksukyvyttömyysmenettely tai vastaava. Alhaisen tai keski-suuren markkina-arvon omaavien yritysten osakkeisiin voi kohdistua suurempia riskejä kuin suurempien yritysten osakkeisiin. Lisäriskejä on sellaisten yritysten osakkeilla, joiden rekisteröity toimipaikka tai liiketoiminta on maissa, joiden oikeusvarmuus on alhainen.

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 30.11.2020.

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 oston,

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 1,01. Tämä sisältää EUR 0,10 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bear Warranter, ISIN: DE000KB1W0J5 ("**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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârânde 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 värdepapparen?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0J5; lokal handelskod: T SHRTTSLA B8 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 675,00

Knockout-Barriär på emissionsdagen: USD 675,00

Underliggande tillgång: Tesla, Inc.

ISIN avseende den Underliggande tillgången: US88160R1014

Underliggande tillgångs valuta: Amerikanska dollar (USD)

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 måttimmarna.

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 omräknat till avvecklingsvalutan.

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 Värdepappren

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 Värdepappren att handlas?

Ansökan har lämnats in för inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepappren?

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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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.

Marknadspriserisk

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 aktier som underliggande tillgång

Aktieprisets utveckling kan inte förutses och bestäms av makroekonomiska faktorer, till exempel räntesatsen och prisnivån på kapitalmarknaderna, valutans utveckling, politiska omständigheter samt företagsspecifika faktorer. Betydande företagspolitiska beslut kan också ha en betydande inverkan på aktiepriset. Emittenten av en aktie kan komma i betalningssvårigheter och insolvens eller liknande förfaranden kan inledas mot dess tillgångar. Aktier i företag med lågt till medelhögt börsvärde kan utsättas för högre risker än aktier i större företag. Ytterligare risker föreligger när det gäller aktier i bolag med säte eller verksamhet i länder med liten rättssäkerhet.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 1,01. Detta inkluderar EUR 0,10 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Tesla

ISIN: DE000KB1W0K3

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a share or a security representing shares, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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": Bloomberg L.P.

"Exercise Date": 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": The first day following the Exercise Date which 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.

"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": The first day following the Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"Modified Valuation Date": The first Valuation Date on which the Reference Rate for Currency Conversion is determined and published by the Exchange Rate Reference Agent.

"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": The conversion of the Reference Currency into the Settlement Currency will be effected at the price, expressed in indirect quotation, calculated in each case at approximately 2:00 p.m. Frankfurt am Main local time and published for the relevant exchange rate (Settlement Currency – Reference Currency) by the Exchange Rate Reference Agent on the website www.bloomberg.com/markets/currencies/fx-fixings on the Currency Conversion Date.

If the method of calculating the Reference Rate for Currency Conversion by the Exchange Rate Reference Agent changes materially or if the Reference Rate is discontinued entirely or the time of the regular publication by the Exchange Rate Reference Agent is changed by more than 30 minutes, the Issuer is entitled to name a suitable replacement at its reasonable discretion.

"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 share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (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 on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Exchange**"). The "**Observation**

Price" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. **"Observation Hours"** shall be the Trading Hours. **"Trading Days"** shall be days on which the Underlying is normally traded on the Relevant Exchange. **"Trading Hours"** shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6

Adjustments

- (1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the calculated value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants (referred to in the following as **"Adjustments"**), which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Knock-Out Barrier, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

In the event of an extraordinary dividend on the shares of an entity formed or incorporated in the United States as specified in paragraph (2)(e) of this No. 6, any adjustment in respect of the extraordinary dividend will be calculated by the Issuer net of any withholding tax required to be withheld under Section 871(m) of the U.S. Internal Revenue Code.

- (2) An **"Adjustment Event"** shall be:
 - (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
 - (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
 - (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);

- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
 - (e) the distribution of an extraordinary dividend;
 - (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
 - (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
 - (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.
- (3) 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, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The same applies in the case of securities representing shares as the Underlying in particular in the case of the amendment or addition of the terms of the securities representing shares by its issuer. The Issuer shall determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.
- (4) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "**New Relevant Exchange**"), then, subject to extraordinary termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (5) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions. The same applies in the case of securities representing shares as the Underlying in particular in the case of insolvency of the custodian bank of the securities representing shares or at the end of the term of the securities representing shares due to a termination by the issuer of the securities representing shares.

- (6) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (7) 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.

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 in the Underlying on the Relevant Exchange, or
 - (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the **"Futures Exchange"**);

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded 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 Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0K3 / T SHRTTSLA B9 CG	Tesla	BEAR	No	EUR 1.22	Euro (EUR)	USD 700.00 / USD 700.00	0.01	-7.35 %	500,000	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)
DE000KB1W0K3 / T SHRTTSLA B9 CG	Tesla	No	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share Type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Tesla, Inc. / Common Shares	US88160R1014	NASDAQ / OCC	Modified Exercise Date / Modified Valuation Date + 1	US Dollar (USD)

The following specific meanings shall apply in this context:

Deutsche Börse	:	Deutsche Börse AG, Frankfurt, Germany (XETRA®)
EUREX	:	EUREX, Frankfurt, Germany
STOXX Limited, Zurich	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.	:	NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.
NASDAQ	:	NASDAQ (NASDAQ Global Select Consolidated, which also takes into account the prices at regional stock exchanges)
Nikkei Inc.	:	Nikkei Inc., Tokyo, Japan
Standard & Poor's Corp.	:	Standard & Poor's Corp., New York, N.Y., U.S.A.
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 Stock Exchange	:	Nasdaq Helsinki Ltd., Helsinki, Finland
HSIL	:	Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
Madrid stock exchange	:	Bolsa de Madrid, Madrid, Spain
MEFF	:	Mercado de Futuros 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
The Stock Exchange of Hong Kong Ltd.	:	The Stock Exchange of Hong Kong Ltd., Hong Kong, China
Hong Kong Futures Exchange Ltd.	:	Hong Kong Futures Exchange Ltd., Hong Kong, China
TSE	:	Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange	:	SIX Swiss Exchange, Switzerland

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 costs incurred by the Issuer.

Information on the underlying

Website: www.tesla.com

Disclaimers in relation to Share Prices used as Underlyings

As far as shares are used as underlyings for Securities of Citigroup Global Markets Europe AG (the "**Issuer**"), as described in these Final Terms, the Final Terms do not constitute a recommendation of shares of the respective stock corporation the Securities are relating to, nor should the Final Terms be understood as a recommendation to buy or sell the Securities of the Issuer.

The respective stock corporation assumes no liability for the Securities of the Issuer. The Securities are the sole liabilities of the Issuer and not of the respective stock corporation, nor do these Final Terms constitute an offer or a recommendation to buy or sell shares of the respective stock corporation. The respective stock corporation is not involved in any way in the issue, the timing of the issue, the preparation of these Final Terms or the constitution of any rights under the Securities of the Issuer. A Security holder of the Securities of the Issuer does not have any rights against the respective stock corporation for information, voting rights or dividend payments.

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: DE000KB1W0K3 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0K3; local trading code: T SHRTTSLA B9 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: 500,000

Issue date: 30/11/2020

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: USD 700.00

Knock-out barrier on the issue date: USD 700.00

Underlying: Tesla, Inc.

ISIN of the underlying: US88160R1014

Currency of the underlying: US Dollar (USD)

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 and converted into the settlement currency.

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 30/11/2020.

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.

Investors' risk of loss also depends on the performance of the currency of the underlying

The risk of loss should the Warrants be exercised or expire or should the Warrants be sold during their term thus not only depends on the performance of the price of the underlying, but also to a large extent on the developments in the relevant

currency markets. Negative developments in the relevant currency markets, i.e. an increase in the value of the settlement currency compared to the currency in which the underlying is expressed (reference currency), increase the risk of loss by reducing the value of the Warrants during their term or the level of any cash amount to be received upon exercise or expiration accordingly.

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.

Risks in connection with shares as the underlying

The development of the share price cannot be predicted and is determined by macroeconomic factors, e.g. the interest rate and price level on capital markets, currency developments, political circumstances, as well as company-specific factors. Significant corporate policy decisions may also have a significant negative impact on the share price. In particular, the issuer of a share could get into payment difficulties and insolvency or comparable proceedings could be opened against its assets. Shares of companies with a low to medium market capitalisation may be subject to higher risks than shares of larger companies. Additional risks exist in the case of shares in companies with a registered office or business activity in countries with little legal certainty.

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 30/11/2020.

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)(1) 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 1.22. This includes EUR 0.10 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: DE000KB1W0K3 (**"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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0K3; paikallinen kaupankäyntitunnus: T SHRTTSLA B9 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: USD 700,00

Knock-Out –taso liikkeeseenlaskupäivänä: USD 700,00

Kohde-etuus: Tesla, Inc.

Kohde-etuuden ISIN: US88160R1014

Kohde-etuuden valuutta: Yhdysvaltain dollari (USD)

Viitehinta: Päätoskurssi

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, soveltuvalle kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintaa on vastaavaa toteutushintaa alhaisempi ja muunnettuna selvitysvaluutaksi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai ylittää knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelujakson 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 soveltuvien 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 30.11.2020 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivänä määritetty viitehintaa on vastaavaa toteutushintaa alhaisempi. Jos viitehintaa on yhtä suuri tai korkeampi kuin toteutushintaa, 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 viitehintaa on yhtä suuri tai korkeampi kuin Warrantin toteutushintaa. Molemmista tapauksista Warrantti erääntyy arvottomana, ja Arvopaperin Haltija **menettää koko pääoman**.

Kasvaneeseen implisiittiseen epävakautteen 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 arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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.

Myös kohde-etuuden valuutan arvонkehitys vaikuttaa sijoittajien tappioriski

Warranttien toteuttamiseen tai erääntymiseen tai voimassaoloajan aikana tapahtuvaan myyntiin liittyvä tappioriski ei riipu ainoastaan kohde-etuuden hintakehityksestä, vaan siihen vaikuttaa olennaisesti myös asiaankuuluvien valuuttamarkkinoiden kehitys. Asiaankuuluvien valuuttamarkkinoiden negatiivinen kehitys, eli selvitysvaluutan arvonnousu verrattuna kohde-etuuden valuuttaan (viitevaluutta), lisää tappioriskiä, koska Warranttien arvo voimassaoloaikana tai toteuttamisen tai erääntymisen yhteydessä saatavan käteissuorituksen arvo vähenee vastaavasti.

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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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.

Riskit osakkeista kohde-etuutena

Osakekurssin kehitystä ei voida ennustaa, ja sen määrittävät makrotaloudelliset tekijät, kuten esim. pääomamarkkinoiden korko- ja hintataso, valuuttakehitys, poliittiset olosuhteet sekä yrityskohtaiset tekijät. Tärkeät yrityspoliittiset päätökset voivat myös vaikuttaa erittäin negatiivisesti osakekurssiin. Erityisesti osakkeen liikkeellelaskija voi joutua maksuvaikeuksiin ja sen omaisuutta vastaan voidaan käynnistää maksukyvyttömyysmenettely tai vastaava. Alhaisen tai keski-suuren markkina-arvon omaavien yritysten osakkeisiin voi kohdistua suurempia riskejä kuin suurempien yritysten osakkeisiin. Lisäriskejä on sellaisten yritysten osakkeilla, joiden rekisteröity toimipaikka tai liiketoiminta on maissa, joiden oikeusvarmuus on alhainen.

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 30.11.2020.

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 1,22. Tämä sisältää EUR 0,10 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 ostotarjousveloitteen 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bear Warranter, ISIN: DE000KB1W0K3 ("**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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârânde 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 värdepapparen?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0K3; lokal handelskod: T SHRTTSLA B9 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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: USD 700,00

Knockout-Barriär på emissionsdagen: USD 700,00

Underliggande tillgång: Tesla, Inc.

ISIN avseende den Underliggande tillgången: US88160R1014

Underliggande tillgångens valuta: Amerikanska dollar (USD)

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 måttimmarna.

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 omräknat till avvecklingsvalutan.

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 Värdepappren

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 Värdepappren att handlas?

Ansökan har lämnats in för inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepappren?

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.

Investerares förlustrisk beror även på värdeutvecklingen för valutan för den underliggande tillgången

Förlustrisken om Warranterna skulle utnyttjas eller förfalla eller om Warranterna skulle säljas under deras löptid beror inte bara på prisutvecklingen för den underliggande tillgången utan också i stor utsträckning på utvecklingen på relevanta valutamarknader. Negativ utveckling på de relevanta valutamarknaderna, dvs. en värdeökning för avvecklingsvalutan i jämförelse med valutan i vilken den underliggande tillgången har (referensvaluta), ökar förlustrisken genom att minska värdet på Warranterna under deras löptid eller nivån på kontantbelopp som mottas i enlighet med utnyttjande eller utgång.

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.

Marknadspriserisk

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 aktier som underliggande tillgång

Aktieprisets utveckling kan inte förutses och bestäms av makroekonomiska faktorer, till exempel räntesatsen och prisnivån på kapitalmarknaderna, valutans utveckling, politiska omständigheter samt företagsspecifika faktorer. Betydande företagspolitiska beslut kan också ha en betydande inverkan på aktiepriset. Emittenten av en aktie kan komma i betalningssvårigheter och insolvens eller liknande förfaranden kan inledas mot dess tillgångar. Aktier i företag med lågt till medelhögt börsvärde kan utsättas för högre risker än aktier i större företag. Ytterligare risker föreligger när det gäller aktier i bolag med säte eller verksamhet i länder med liten rättssäkerhet.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 1,22. Detta inkluderar EUR 0,10 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Securities dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

FACTOR SECURITIES (*BULL & BEAR ARVOPAPERIT*)

relating to the following underlying

LevDAX x5

ISIN: DE000KB1W0L1

The Base Prospectus for Securities dated 29 September 2020 which serves as basis for the issuance of the Securities described in these Final Terms becomes invalid on 29 September 2021. 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 the Securities (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 Securities 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 Securities.

The subject of the Final Terms are Factor (*Bull & Bear*) Securities (Product No. 12) (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Securities, the Issue Specific Conditions applicable to the Factor (Bull & Bear) Securities, 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 Securities (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

Security Right

Citigroup Global Markets Europe AG, Frankfurt am Main (the "**Issuer**") hereby grants the holder (the "**Security Holder**") of Factor (Bull & Bear) Securities (the "**Securities**"), relating to the Underlying, the right (the "**Security Right**"), in accordance with these Terms and Conditions and as specified in detail in each case in **Table 1** and **Table 2** of the Annex to the Issue Specific Conditions, to require the Issuer to pay upon exercise the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Extraordinary Termination Amount (No. 2 of the General Conditions).

No. 2

Cash Amount; Definitions

- (1) The "**Cash Amount**" for each Security upon exercise according to No. 3 (1) of the Issue Specific Conditions or termination of the Securities by the Issuer No. 4 of the Issue Specific Conditions shall be equal to the Final Reference Price multiplied by the Multiplier taking into account the Total Commission.
- (2) All amounts payable under these Issue Specific Conditions shall be rounded to two decimal places in accordance with standard commercial practice.
- (3) The following definitions shall apply in these Terms and Conditions:

"**Additional Depository Agent(s)**": not applicable

"**Adjustment Date**": not applicable

"**Adjustment Period**": not applicable

"**Adjustment Rate**": The applicable Adjustment Rate on a Multiplier Adjustment Date_(t) shall be equal to the difference between (i) 100 % and (ii) the Total Commission on the Multiplier Adjustment Date_(t), taking into account the actual/360 day count convention.

"**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 Central Securities Depository settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

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

"Clearing Territory of the Depository Agent": Finland

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

"Exchange Rate Reference Agent": not applicable

"Exercise Dates": 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).

"Final Reference Price": The Final Reference Price shall be the Reference Price (No. 5 (2) of the Issue Specific Conditions) on the Valuation Date

"Form of the Securities": The Securities 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 Securities.

"Gap Commission": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Gap Commission will be adjusted by the Issuer on a monthly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Gap Commission (the **"Maximum Gap Commission"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Gap Commission will be published on the Issuer's Website.

"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)

"Management Fee_(t)": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Issuer may adjust the Management Fee on a yearly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Management Fee (the **"Maximum Management Fee"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Management Fee will be published on the Issuer's Website.

"Minimum Redemption Volume": 1 Security per ISIN or an integral multiple thereof

"Multiplier": The Multiplier applicable on the Issue Date shall be equal to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Multiplier shall be adjusted on each Multiplier Adjustment Date_(t) and shall be equal to product of (i) the Multiplier applicable on the previous Multiplier Adjustment Date_(t-1) and

(ii) the applicable Adjustment Rate on the Multiplier Adjustment Date_(t). The resulting Multiplier for each Multiplier Adjustment Date_(t) shall be rounded to eight decimal places in accordance with standard commercial practice, but the calculation of the next following Multiplier shall in each case be based on the unrounded Multiplier for the preceding Multiplier Adjustment Date_(t-1). The calculations for the first Multiplier Adjustment Date_(t) shall be based on the Multiplier on the Issue Date. The relevant Multiplier for each Multiplier Adjustment Date_(t) shall be published on the Issuer's Website.

"Multiplier Adjustment Date_(t)": each calendar day

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

"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 Central Securities Depository.

"Reference Currency": As specified in Table 2 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.

"Total Commission": Management Fee on the Multiplier Adjustment Date_(t) + Gap Commission on the Multiplier Adjustment Date_(t)

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

"Valuation Date": The Valuation Date shall be (i) with respect to Securities that have not been exercised pursuant to No. 3 of the Issue Specific Conditions, the Termination Date (No. 4 (1) of the Issue Specific Conditions), and (ii) with respect to Securities that have been effectively exercised pursuant to No. 3 of the Issue Specific Conditions, the relevant Exercise Date, if the Final Reference Price of the Underlying is normally determined after 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day (No. 5 (2) of the Issue Specific Conditions). If the Final Reference Price of the Underlying is normally determined prior to 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day, the Valuation Date shall be the Trading Day immediately following the relevant Exercise Date. If the Valuation Date is not a Trading Day, then, subject to the occurrence of a Market Disruption Event, the relevant Valuation Date shall be the next day that is a Trading Day.

No. 3

Exercise of the Security Right

- (1) The Securities may be exercised by the Security Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions (the **"Exercise Right"**). For the exercise of the Securities to be effective, the holder of the respective Security 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 or, if the Reference Price of the Underlying is normally determined prior to 11.00 a.m. (local time at the location of the relevant Exercise Agent), at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day before the last Exercise Date. The provisions of paragraphs (2) to (7) of this No. 3 are also applicable. In the event of termination pursuant to No. 4 of the Issue Specific Conditions, the Exercise Right may only be exercised at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Exercise Date prior to the Termination Date in accordance with No. 4 (1) of the Issue Specific Conditions.

If the Security Rights are exercised via the Exercise Agent in **Finland**, the Security 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 Securities 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 Security series and the number of Securities intended to be exercised and
- the account of the Security Holder with a bank in the Finland into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside the Finland, a check for the Cash Amount will be sent to the Security Holder at his risk by normal post to the address given in the Exercise Notice within ten (10) Banking Days in Frankfurt am Main and Helsinki following the Valuation Date.
- Confirmation must also be given that (1) the Security 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 in accordance with No. 2 (3) of the Issue Specific Conditions on which all of the preconditions referred to in paragraph (1) of this No. 3 have been complied with at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) (the "**Redemption Date**"). If the preconditions are complied with on a day that is not an Exercise Date or not until after 10.00 a.m. (local time at the location of the relevant Exercise Agent) on an Exercise Date, the next Exercise Date shall be deemed to be the Redemption Date, provided that day falls before the Termination Date in accordance with No. 1 (1) 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.
- (3) Exercise Rights may only be exercised in respect of a Number of Securities corresponding to the Minimum Redemption Volume or an integral multiple thereof. A redemption of fewer than the Number of Securities corresponding to the Minimum Redemption Volume shall be invalid and shall not become effective. A redemption of more than the Number of Securities corresponding to the Minimum Redemption Volume whose Number is not completely divisible by one shall be deemed to be a redemption of the next smallest Number of Securities that is completely divisible by one. Upon the redemption of the Securities on the respective Redemption Date, all rights attaching to the Securities exercised shall expire.
- (4) If the Number of Securities for which exercise is requested specified in the Exercise Notice differs from the Number of Securities transferred to the Issuer, the Exercise Notice shall be deemed to have been submitted only in respect of the Number of Securities corresponding to the lower of the two numbers. Any surplus Securities will be returned to the Security Holder at the holder's risk and expense.
- (5) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence. The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (6) The Securities do not bear currency risk. A currency conversion does not take place.
- (7) The Issuer will transfer any Cash Amount to the Depository Agent on the Payment Date upon Exercise for the credit of the Security Holders registered with the Depository Agent at the close of business on the preceding Banking Day at the registered office 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 Securities of a series during their term with a notice period of four (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 three (3) months after the Issue Date. Each termination notice issued pursuant to this No. 4 shall be irrevocable and must specify the Termination Date. The Termination shall become effective on the Termination Date specified in the announcement of the notice.
- (2) In the case of termination by the Issuer, No. 3 of the Issue Specific Conditions does not apply. In this case the Exercise Date in terms of No. 2 (3) of the Issue Specific Conditions is the Termination Date. The Payment Date is the payment date on termination pursuant to (3) of this No. 4.
- (3) In this event, the Issuer will transfer the Cash Amount for all of the Securities 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 Security Holders registered with the Depository Agent on the second 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 Security 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 Security Holders against the Issuer shall expire.

- (4) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence.

The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.

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 of the Underlying specified as the Reference Price 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**"). "**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 features of the Securities 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 Security 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 relevant 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 Security Right may also be adjusted in the event that the Underlying is discontinued and/or replaced by another Index. The Issuer shall adjust the Security Right in its reasonable discretion based on the most recently calculated price with the objective of preserving the financial value of the Securities, and shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 Security Right (the "**Successor Index**"), where necessary adjusting the Security 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 Security Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 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 Security 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 Securities 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 with respect to the Underlying 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 Security 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 relevant Valuation Date with respect to the Underlying and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing with respect to the Underlying 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 Securities. 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 relevant exchange or relevant market 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: 30/11/2020

Initial value date in Finland: 02/12/2020

ISIN / Local Trading Code	Underlying	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Multiplier	Management Fee / Maximum Management Fee Gap Commission / Maximum Gap Commission	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0L1 / BULL DAX X5 CG1	LevDAX x5	No	EUR 25.80	Euro (EUR)	0.02	0.40 % p.a. / 3.00 % p.a. 2.00 % p.a. / 3.00 % p.a.	75,000	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)
DE000KB1W0L1 / BULL DAX X5 CG1	LevDAX x5	No	No

Table 2 - supplementary to Part B. Underlying Specific Conditions

Underlying / Index type	ISIN or Reuters Code of the Underlying	Relevant Index Calculator	Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
LevDAX® x5 (TR) EUR / performance index	DE000A1EXY10	Deutsche Börse AG	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 subsidiary 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 Futuros 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 Securities are being offered over-the-counter on a continuous basis in one series.

The offer of the Securities in Finland begins on 30 November 2020.

The offer of the Securities ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. Furthermore, the Issuer may terminate the offer of the Securities early by notice on the Issuer's website www.citifirst.com.

Listing and trading

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 November 2020.

It cannot be guaranteed that the listing will be permanently maintained even after the Securities are listed. It is also possible that the listing on the stock exchange, on which the Securities 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 Securities 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 Securities 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 Securities 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 Securities. The latter costs depend solely on the particular terms of business of the certificate 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 Securities or capital represented by the Securities may be subject to taxation.

The initial issue price includes EUR 0.38 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 warrants 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® Leveraged and Short Indices: www.deutsche-boerse.com

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® Leveraged and Short Indices

"DAX® Leveraged and Short Indices" are registered trademarks of Deutsche Börse AG (the "Licensor"). This financial instrument is neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse AG. The Licensor does not give any explicit or implicit warranty or representation, neither regarding the results deriving from the use of the Index and/or the Index Trademark nor regarding the Index value at a certain point in time or on a certain date nor in any other respect. The Index is calculated and published by the Licensor. Nevertheless, as far as admissible under statutory law the Licensor will not be liable vis-à-vis third parties for potential errors in the Index. Moreover, there is no obligation for the Licensor vis-à-vis third parties, including investors, to point out potential errors in the Index.

Neither the publication of the Index by the Licensor nor the granting of a license regarding the Index as well as the Index Trademark for the utilization in connection with the financial instrument or other securities or financial products, which derived from the Index, represents a recommendation by the Licensor for a capital investment or contains in any manner a warranty or opinion by the Licensor with respect to the attractiveness on an investment in this product.

In its capacity as sole owner of all rights to the Index and the Index Trademark the Licensor has solely licensed to the issuer of the financial instrument the utilization of the Index and the Index Trademark as well as any reference to the Index and the Index Trademark in connection with the financial instrument.

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 Securities 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 Securities 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: Factor (*Bull & Bear*) Securities, ISIN: DE000KB1W0L1 (the "**Securities**")

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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0L1; local trading code: BULL DAX X5 CG1

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: 75,000

Issue date: 30/11/2020

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

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 on the issue date: 0.02

Management fee on the issue date: 0.40 % p.a.

Gap commission on the issue date: 2.00 % p.a.

Underlying: LevDAX® x5 (TR) EUR

ISIN of the underlying: DE000A1EXY10

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

In the case of Factor (*Bull & Bear*) Securities, investors receive a cash amount, normally within ten (10) banking days after the respective redemption date or the termination date, the level of which depends on the performance of the price of the underlying.

The cash amount is equal to the reference price on the valuation date multiplied by the multiplier. The Issuer may charge a management fee and gap commission during the term of the Security by adjusting the multiplier daily.

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents such as, e.g. shares, but which can also replicate single index constituents such as, e.g. single futures prices, single share prices or single commodity prices. Different from other Open End Certificates those indices are leveraged.

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 30/11/2020.

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

Risks associated with the purchase of Factor (*Bull & Bear*) Securities

The Security Holder bears the risk that the underlying of the Factor (*Bull & Bear*) Securities may decline in value - in some cases even significantly. This usually leads to a decrease in the value of the Factor (*Bull & Bear*) Securities.

Payment of the cash amount is subject either to effective exercise of the Securities by the Security Holder or termination by the Issuer.

If the cash amount is lower than the purchase price paid, the Security Holder will incur a loss.

There can even be a **total loss**. This is the case if the price of the underlying falls so sharply that the underlying is worthless on the relevant valuation date.

Risk of investments in leveraged underlyings

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents. The performance of the index constituents is leveraged by the applicable leverage factor, i.e. positive and negative movements of the index constituent(s) have a disproportionate effect on the index. It should be noted that over a period of several days the performance of leveraged indices can be different from the performance of the index constituent(s) multiplied by the leverage factor. Due to the leverage factor fluctuations in capital markets have a material impact on the performance of the Securities. As a consequence, Factor (*Bull & Bear*) Securities may not be suited for long-term investments and are not a suitable alternative for direct investments.

The choice of the leverage factor also determines the degree of risk.

Risk of the term ending as a result of exercise by the Security Holder or termination by the Issuer

There is a risk that the term may end unexpectedly. The term of the Factor (*Bull & Bear*) Securities ends either with the effective exercise of the Securities or with a termination of all of the Securities by the Issuer. The Securities may be exercised by the Security Holders with effect as of particular exercise dates. The Security Holders' exercise right is subject to certain conditions of exercise defined in detail in the Terms and Conditions.

The consequence of exercise by the Security Holder or termination by the Issuer is that the Security Holder only participates in the performance of the underlying up to the redemption or termination date.

Risk due to a management fee and/or other commission

The Issuer charges a management fee and a commission during the term of the Factor (*Bull & Bear*) Security. Any such fee and commission may have a significant impact on the performance of the Factor (*Bull & Bear*) Securities. The Issuer may be entitled to adjust the level of the management fee and commission during the term of Factor (*Bull & Bear*) Securities.

Risk of the unpredictability of the cash amount on exercise

In the event that the Security Rights are exercised, the proceeds of the exercise cannot be predicted exactly, since the reference price of the underlying, which forms the basis for the calculation of the cash amount, is only determined when all the preconditions for exercise have been met.

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.

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 30/11/2020.

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 term is defined under rule 902(k)(1) 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 25.80. This includes EUR 0.38 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: Factor (*Bull & Bear*)-arvopaperit, ISIN: DE000KB1W0L1 ("**Arvopaperit**")

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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5

Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0L1; paikallinen kaupankäyntitunnus: BULL DAX X5 CG1

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 75 000

Liikkeeseenlaskupäivä: 30.11.2020

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

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 liikkeeseenlaskupäivänä: 0,02

Hallinnointipalkkio liikkeeseenlaskupäivänä: 0,40 % p.a.

Gap-komissio liikkeeseenlaskupäivänä: 2,00 % p.a.

Kohde-etuus: LevDAX® x5 (TR) EUR

Kohde-etuuden ISIN: DE000A1EXY10

Kohde-etuuden valuutta: Euro (EUR)

Viitehinta: Päätoskurssi

Arvopapereihin liittyvät oikeudet

Sijoittajat saavat käteissuorituksen, joka maksetaan tavallisesti kymmenen (10) pankkipäivän kuluessa asianomaisesta lunastuspäivästä tai purkamispäivästä, ja jonka suuruus riippuu kohde-etuuden arvonkehityksestä.

Käteissuorituksen määrä on viitehinta arvostuspäivänä kerrottuna soveltuvalla kertoimella. Liikkeeseenlaskija voi Arvopaperin juoksuaikana veloittaa hallinnointipalkkion ja gap-komission säätämällä kerrointa päivittäin.

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä, kuten esimerkiksi osakkeista, mutta jotka voivat myös toistaa yksittäisiä indeksin osatekijöitä, kuten esimerkiksi yksittäisten futuurien hintoja, yksittäisten osakkeiden hintoja tai yksittäisten hyödykkeiden hintoja. Toisin kuin muissa Open End-sertifikaateissa, näihin indekseihin kohdistuu vipuvaikutus.

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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Factor (*Bull & Bear*)-arvopapereiden ostamiseen liittyvät riskit

Arvopaperin Haltija kantaa Factor (*Bull & Bear*)-arvopapereiden kohde-etuuden arvonmenetykseen liittyvän riskin, joka voi joissakin tapauksissa olla merkittävä. Tämä johtaa yleensä Factor (*Bull & Bear*)-arvopapereiden arvon laskemiseen.

Käteissuorituksen maksaminen perustuu joko Arvopapereiden Haltijan Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan purkamiseen.

Jos käteissuoritus on alhaisempi kuin maksettu ostohinta, Arvopaperin Haltijalle aiheutuu tappiota.

Pääoma voidaan menettää kokonaan. Näin tapahtuu, jos kohde-etuuden hinta laskee niin jyrkästi, että kohde-etuus on arvoton asianmukaisena arvostuspäivänä.

Vivutettuihin kohde-etuuksiin sijoittamiseen liittyvä riski

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä. Indeksien osatekijöiden arvonkehitystä vivutetaan sovellettavalla vipuvaikutuskertoimella, eli indeksin osatekijän (osatekijöiden) positiivisilla ja negatiivisilla liikkeillä on epäsuhtainen vaikutus indeksiin. On syytä huomata, että usean päivän jaksolla verrattuna vivutettujen indeksien arvonkehitys voi erota indeksin osatekijän(/-tekijöiden) arvonkehityksestä vipukertoimella kerrottuna. Vipuvaikutuskertoimen vaihtelulla pääomamarkkinoilla on olennainen vaikutus Arvopapereiden kehitykseen. Tämän seurauksena Factor (*Bull & Bear*)-arvopaperit eivät välttämättä sovellu pitkäaikaiseksi sijoituskohteeksi, eivätkä ne ole sovelias vaihtoehto suorasijoituksille.

Vipuvaikutuskertoimen valinta määrittää myös riskin tason.

Riski juoksuajan päättymisestä joko siten, että Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen

Juoksuaika voi myös päättyä odottamattomasti. Factor (*Bull & Bear*)-arvopapereiden juoksuaika päättyy joko Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan kaikkien Arvopapereiden purkamiseen. Arvopaperin Haltijat voivat toteuttaa Arvopaperit asianmukaisina toteutuspäivinä. Arvopaperin Haltijan toteutusoikeuteen sovelletaan tiettyjä määräyksiä, jotka sisältyvät ehtoihin.

Jos Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen, kohde-etuuden arvonkehitys koituu Arvopaperin Haltijan hyväksi ainoastaan lunastus- tai purkupäivään saakka.

Hallinnointipalkkioon ja/tai muuhun komissioon liittyvä riski

Liikkeeseenlaskija veloittaa hallinnointipalkkion ja komission Factor (*Bull & Bear*)-arvopaperin juoksuaikana. Mikä tahansa tällainen palkkio ja komissio voi vaikuttaa merkittävästi Factor (*Bull & Bear*)-arvopapereiden arvonkehitykseen. Liikkeeseenlaskijalla saattaa olla oikeus tarkistaa hallinnointipalkkion ja komission taso Factor (*Bull & Bear*)-arvopapereiden juoksuaikana.

Toteutuksen yhteydessä maksettavan käteissuorituksen määrän ennakoimattomuuteen liittyvä riski

Arvopapereihin liittyvien oikeuksien toteuttamisen yhteydessä maksettavan suorituksen määrää ei voida ennustaa tarkasti, koska käteissuorituksen laskuperusteena olevan kohde-etuuden viitehintaa määritetään vasta, kun kaikki soveltuvat ennakkoehdot ovat täyttyneet.

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.

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 volatiliiteetin 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 30.11.2020.

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 oston,

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 25,80. Tämä sisältää EUR 0,38 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Factor (*Bull & Bear*) Värdepapper, ISIN: DE000KB1W0L1 ("**Värdepappren**")

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 29 september 2020.

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 anföras 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 värdepapparen?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0L1; lokal handelskod: BULL DAX X5 CG1

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 75 000

Emissionsdag: 30.11.2020

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

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

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

Multiplikator på emissionsdagen: 0,02

Förvaltningsavgift på emissionsdagen: 0,40 % p.a.

Gap-avgift på emissionsdagen: 2,00 % p.a.

Underliggande tillgång: LevDAX® x5 (TR) EUR

ISIN avseende den Underliggande tillgången: DE000A1EXY10

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Investorare erhåller ett kontantbelopp vars storlek beror på prisutvecklingen på den underliggande tillgången normalt inom tio (10) bankdagar efter respektive inlösentidpunkt eller uppsägningsdagen.

Kontantbeloppet motsvarar referenspriset på värderingsdagen multiplicerat med multiplikatorn . Emittenten kan ta ut en förvaltningsavgift och en gap-avgift under Värdepapprets löptid genom justering av multiplikatorn dagligen.

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter såsom t.ex. aktier, men som också kan kopiera enstaka indexkomponenter såsom enstaka terminspriser, enstaka aktiepriser eller enstaka råvarupriser. Till skillnad från andra Open End Certifikat, är sådana index förenade med hävstång.

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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Factor (*Bull & Bear*) Värdepapper

Värdepappersinnehavaren bär risken för att den underliggande tillgången för Factor (*Bull & Bear*) Värdepappren kan minska i värde – i vissa fall till och med betydligt. Detta leder vanligen till att värdet på Factor (*Bull & Bear*) Värdepappren sjunker.

Betalning av kontantbeloppet är beroende av Värdepappersinnehavarens lösen av Värdepappren eller Emittentens uppsägning.

Om kontantbeloppet är lägre än köpeskillingen som betalades, kommer Värdepappersinnehavaren att lida en förlust.

Det kan till och med bli en **totalförlust**. Detta är fallet om priset på den underliggande tillgången faller så kraftigt att den underliggande tillgången är värdelös på den relevanta värderingsdagen.

Risk för investering i underliggande tillgångar med hävstång

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter. Indexkomponenternas utveckling består av en hävstång på tillämpliga hävstångsfaktorer, dvs. positiva och negativa svängningar på indexkomponenten (en eller flera) har en oproportionell effekt på indexet. Det bör noteras att under en period på flera dagar kan ett hävstångsindex utveckling skilja sig från utvecklingen av indexkomponenten (en eller flera) multiplicerad med hävstångsfaktorn. På grund av hävstångsfaktorn kan fluktuationer i kapitalmarknader ha betydande påverkan på priset av Värdepappren. Till följd av detta kan Factor (*Bull & Bear*) Värdepapper vara dåligt anpassade för långsiktiga investeringar och är olämpliga som alternativ för direktinvesteringar.

Även valet av hävstångsfaktor avgör risknivån.

Risk att löptiden avslutas som ett resultat av lösen av värdepappersinnehavaren eller Emittentens uppsägning

Det finns en risk att löptiden oväntat avslutas. Löptiden på Factor (*Bull & Bear*) Värdepappren avslutas antingen genom effektiv lösen av Värdepappren eller genom Emittentens uppsägning av alla Värdepappren. Värdepappren kan lösas av Värdepappersinnehavaren med effekt på särskilda lösendagar. Värdepappersinnehavarnas rätt till lösen är föremål för vissa villkor för lösen som definieras i detalj i villkoren.

Konsekvensen av Värdepappersinnehavarens lösen eller Emittentens uppsägning är att värdepappersinnehavaren enbart deltar i utvecklingen på den underliggande tillgången fram till inlösen- eller uppsägningsdagen.

Risk med anledning av att förvaltningsavgift och/eller andra liknande avgifter tas ut

Emittenten tar ut en förvaltningsavgift och en provision under Factor (*Bull & Bear*) Värdepapprets löptid. En sådan avgift och provision kan ha en betydande inverkan på Factor (*Bull & Bear*) Värdepapprens utveckling. Emittenten kan ha rätt att justera nivån på förvaltningsavgiften och provisionen under Factor (*Bull & Bear*) Värdepapprens löptid.

Risk för oförutsägbarhet av kontantbeloppet vid lösen

För det fall att rättigheter kopplade till värdepappren löses in, kan intäkterna från lösen inte exakt förutsägas då referenspriset på den underliggande tillgången som utgör basen för uträkningen av kontantbeloppet bestäms först när alla villkor för lösen har uppfyllts.

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 skäligen bedömning.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 25,80. Detta inkluderar EUR 0,38 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Securities dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

FACTOR SECURITIES (*BULL & BEAR ARVOPAPERIT*)

relating to the following underlying

ShortDAX x5

ISIN: DE000KB1W0M9

The Base Prospectus for Securities dated 29 September 2020 which serves as basis for the issuance of the Securities described in these Final Terms becomes invalid on 29 September 2021. 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 the Securities (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 Securities 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 Securities.

The subject of the Final Terms are Factor (*Bull & Bear*) Securities (Product No. 12) (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Securities, the Issue Specific Conditions applicable to the Factor (Bull & Bear) Securities, 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 Securities (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

Security Right

Citigroup Global Markets Europe AG, Frankfurt am Main (the "**Issuer**") hereby grants the holder (the "**Security Holder**") of Factor (Bull & Bear) Securities (the "**Securities**"), relating to the Underlying, the right (the "**Security Right**"), in accordance with these Terms and Conditions and as specified in detail in each case in **Table 1** and **Table 2** of the Annex to the Issue Specific Conditions, to require the Issuer to pay upon exercise the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Extraordinary Termination Amount (No. 2 of the General Conditions).

No. 2

Cash Amount; Definitions

- (1) The "**Cash Amount**" for each Security upon exercise according to No. 3 (1) of the Issue Specific Conditions or termination of the Securities by the Issuer No. 4 of the Issue Specific Conditions shall be equal to the Final Reference Price multiplied by the Multiplier taking into account the Total Commission.
- (2) All amounts payable under these Issue Specific Conditions shall be rounded to two decimal places in accordance with standard commercial practice.
- (3) The following definitions shall apply in these Terms and Conditions:

"**Additional Depository Agent(s)**": not applicable

"**Adjustment Date**": not applicable

"**Adjustment Period**": not applicable

"**Adjustment Rate**": The applicable Adjustment Rate on a Multiplier Adjustment Date_(t) shall be equal to the difference between (i) 100 % and (ii) the Total Commission on the Multiplier Adjustment Date_(t), taking into account the actual/360 day count convention.

"**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 Central Securities Depository settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

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

"Clearing Territory of the Depository Agent": Finland

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

"Exchange Rate Reference Agent": not applicable

"Exercise Dates": 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).

"Final Reference Price": The Final Reference Price shall be the Reference Price (No. 5 (2) of the Issue Specific Conditions) on the Valuation Date

"Form of the Securities": The Securities 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 Securities.

"Gap Commission": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Gap Commission will be adjusted by the Issuer on a monthly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Gap Commission (the **"Maximum Gap Commission"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Gap Commission will be published on the Issuer's Website.

"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)

"Management Fee_(t)": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Issuer may adjust the Management Fee on a yearly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Management Fee (the **"Maximum Management Fee"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Management Fee will be published on the Issuer's Website.

"Minimum Redemption Volume": 1 Security per ISIN or an integral multiple thereof

"Multiplier": The Multiplier applicable on the Issue Date shall be equal to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Multiplier shall be adjusted on each Multiplier Adjustment Date_(t) and shall be equal to product of (i) the Multiplier applicable on the previous Multiplier Adjustment Date_(t-1) and

(ii) the applicable Adjustment Rate on the Multiplier Adjustment Date_(t). The resulting Multiplier for each Multiplier Adjustment Date_(t) shall be rounded to eight decimal places in accordance with standard commercial practice, but the calculation of the next following Multiplier shall in each case be based on the unrounded Multiplier for the preceding Multiplier Adjustment Date_(t-1). The calculations for the first Multiplier Adjustment Date_(t) shall be based on the Multiplier on the Issue Date. The relevant Multiplier for each Multiplier Adjustment Date_(t) shall be published on the Issuer's Website.

"Multiplier Adjustment Date_(t)": each calendar day

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

"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 Central Securities Depository.

"Reference Currency": As specified in Table 2 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.

"Total Commission": Management Fee on the Multiplier Adjustment Date_(t) + Gap Commission on the Multiplier Adjustment Date_(t)

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

"Valuation Date": The Valuation Date shall be (i) with respect to Securities that have not been exercised pursuant to No. 3 of the Issue Specific Conditions, the Termination Date (No. 4 (1) of the Issue Specific Conditions), and (ii) with respect to Securities that have been effectively exercised pursuant to No. 3 of the Issue Specific Conditions, the relevant Exercise Date, if the Final Reference Price of the Underlying is normally determined after 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day (No. 5 (2) of the Issue Specific Conditions). If the Final Reference Price of the Underlying is normally determined prior to 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day, the Valuation Date shall be the Trading Day immediately following the relevant Exercise Date. If the Valuation Date is not a Trading Day, then, subject to the occurrence of a Market Disruption Event, the relevant Valuation Date shall be the next day that is a Trading Day.

No. 3

Exercise of the Security Right

- (1) The Securities may be exercised by the Security Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions (the **"Exercise Right"**). For the exercise of the Securities to be effective, the holder of the respective Security 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 or, if the Reference Price of the Underlying is normally determined prior to 11.00 a.m. (local time at the location of the relevant Exercise Agent), at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day before the last Exercise Date. The provisions of paragraphs (2) to (7) of this No. 3 are also applicable. In the event of termination pursuant to No. 4 of the Issue Specific Conditions, the Exercise Right may only be exercised at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Exercise Date prior to the Termination Date in accordance with No. 4 (1) of the Issue Specific Conditions.

If the Security Rights are exercised via the Exercise Agent in **Finland**, the Security 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 Securities 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 Security series and the number of Securities intended to be exercised and
- the account of the Security Holder with a bank in the Finland into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside the Finland, a check for the Cash Amount will be sent to the Security Holder at his risk by normal post to the address given in the Exercise Notice within ten (10) Banking Days in Frankfurt am Main and Helsinki following the Valuation Date.
- Confirmation must also be given that (1) the Security 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 in accordance with No. 2 (3) of the Issue Specific Conditions on which all of the preconditions referred to in paragraph (1) of this No. 3 have been complied with at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) (the "**Redemption Date**"). If the preconditions are complied with on a day that is not an Exercise Date or not until after 10.00 a.m. (local time at the location of the relevant Exercise Agent) on an Exercise Date, the next Exercise Date shall be deemed to be the Redemption Date, provided that day falls before the Termination Date in accordance with No. 1 (1) 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.
- (3) Exercise Rights may only be exercised in respect of a Number of Securities corresponding to the Minimum Redemption Volume or an integral multiple thereof. A redemption of fewer than the Number of Securities corresponding to the Minimum Redemption Volume shall be invalid and shall not become effective. A redemption of more than the Number of Securities corresponding to the Minimum Redemption Volume whose Number is not completely divisible by one shall be deemed to be a redemption of the next smallest Number of Securities that is completely divisible by one. Upon the redemption of the Securities on the respective Redemption Date, all rights attaching to the Securities exercised shall expire.
- (4) If the Number of Securities for which exercise is requested specified in the Exercise Notice differs from the Number of Securities transferred to the Issuer, the Exercise Notice shall be deemed to have been submitted only in respect of the Number of Securities corresponding to the lower of the two numbers. Any surplus Securities will be returned to the Security Holder at the holder's risk and expense.
- (5) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence. The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (6) The Securities do not bear currency risk. A currency conversion does not take place.
- (7) The Issuer will transfer any Cash Amount to the Depository Agent on the Payment Date upon Exercise for the credit of the Security Holders registered with the Depository Agent at the close of business on the preceding Banking Day at the registered office 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 Securities of a series during their term with a notice period of four (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 three (3) months after the Issue Date. Each termination notice issued pursuant to this No. 4 shall be irrevocable and must specify the Termination Date. The Termination shall become effective on the Termination Date specified in the announcement of the notice.
- (2) In the case of termination by the Issuer, No. 3 of the Issue Specific Conditions does not apply. In this case the Exercise Date in terms of No. 2 (3) of the Issue Specific Conditions is the Termination Date. The Payment Date is the payment date on termination pursuant to (3) of this No. 4.
- (3) In this event, the Issuer will transfer the Cash Amount for all of the Securities 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 Security Holders registered with the Depository Agent on the second 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 Security 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 Security Holders against the Issuer shall expire.

- (4) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence.

The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.

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 of the Underlying specified as the Reference Price 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**"). "**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 features of the Securities 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 Security 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 relevant 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 Security Right may also be adjusted in the event that the Underlying is discontinued and/or replaced by another Index. The Issuer shall adjust the Security Right in its reasonable discretion based on the most recently calculated price with the objective of preserving the financial value of the Securities, and shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 Security Right (the "**Successor Index**"), where necessary adjusting the Security 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 Security Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 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 Security 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 Securities 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 with respect to the Underlying 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 Security 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 relevant Valuation Date with respect to the Underlying and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing with respect to the Underlying 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 Securities. 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 relevant exchange or relevant market 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: 30/11/2020

Initial value date in Finland: 02/12/2020

ISIN / Local Trading Code	Underlying	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Multiplier	Management Fee / Maximum Management Fee Gap Commission / Maximum Gap Commission	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0M9 / BEAR DAX X5 CG1	ShortDAX x5	No	EUR 20.32	Euro (EUR)	0.025	0.40 % p.a. / 3.00 % p.a. 2.00 % p.a. / 3.00 % p.a.	75,000	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)
DE000KB1W0M9 / BEAR DAX X5 CG1	ShortDAX x5	No	No

Table 2 - supplementary to Part B. Underlying Specific Conditions

Underlying / Index type	ISIN or Reuters Code of the Underlying	Relevant Index Calculator	Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
ShortDAX® x5 (TR) EUR / performance index	DE000A1EXZB5	Deutsche Börse AG	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 subsidiary 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 Futuros 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 Securities are being offered over-the-counter on a continuous basis in one series.

The offer of the Securities in Finland begins on 30 November 2020.

The offer of the Securities ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. Furthermore, the Issuer may terminate the offer of the Securities early by notice on the Issuer's website www.citifirst.com.

Listing and trading

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 November 2020.

It cannot be guaranteed that the listing will be permanently maintained even after the Securities are listed. It is also possible that the listing on the stock exchange, on which the Securities 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 Securities 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 Securities 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 Securities 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 Securities. The latter costs depend solely on the particular terms of business of the certificate 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 Securities or capital represented by the Securities may be subject to taxation.

The initial issue price includes EUR 0.30 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 warrants 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® Leveraged and Short Indices: www.deutsche-boerse.com

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® Leveraged and Short Indices

"DAX® Leveraged and Short Indices" are registered trademarks of Deutsche Börse AG (the "Licensor"). This financial instrument is neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse AG. The Licensor does not give any explicit or implicit warranty or representation, neither regarding the results deriving from the use of the Index and/or the Index Trademark nor regarding the Index value at a certain point in time or on a certain date nor in any other respect. The Index is calculated and published by the Licensor. Nevertheless, as far as admissible under statutory law the Licensor will not be liable vis-à-vis third parties for potential errors in the Index. Moreover, there is no obligation for the Licensor vis-à-vis third parties, including investors, to point out potential errors in the Index.

Neither the publication of the Index by the Licensor nor the granting of a license regarding the Index as well as the Index Trademark for the utilization in connection with the financial instrument or other securities or financial products, which derived from the Index, represents a recommendation by the Licensor for a capital investment or contains in any manner a warranty or opinion by the Licensor with respect to the attractiveness on an investment in this product.

In its capacity as sole owner of all rights to the Index and the Index Trademark the Licensor has solely licensed to the issuer of the financial instrument the utilization of the Index and the Index Trademark as well as any reference to the Index and the Index Trademark in connection with the financial instrument.

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 Securities 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 Securities 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: Factor (*Bull & Bear*) Securities, ISIN: DE000KB1W0M9 (the "**Securities**")

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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0M9; local trading code: BEAR DAX X5 CG1

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: 75,000

Issue date: 30/11/2020

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

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 on the issue date: 0.025

Management fee on the issue date: 0.40 % p.a.

Gap commission on the issue date: 2.00 % p.a.

Underlying: ShortDAX® x5 (TR) EUR

ISIN of the underlying: DE000A1EXZB5

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

In the case of Factor (*Bull & Bear*) Securities, investors receive a cash amount, normally within ten (10) banking days after the respective redemption date or the termination date, the level of which depends on the performance of the price of the underlying.

The cash amount is equal to the reference price on the valuation date multiplied by the multiplier. The Issuer may charge a management fee and gap commission during the term of the Security by adjusting the multiplier daily.

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents such as, e.g. shares, but which can also replicate single index constituents such as, e.g. single futures prices, single share prices or single commodity prices. Different from other Open End Certificates those indices are leveraged.

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 30/11/2020.

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

Risks associated with the purchase of Factor (*Bull & Bear*) Securities

The Security Holder bears the risk that the underlying of the Factor (*Bull & Bear*) Securities may decline in value - in some cases even significantly. This usually leads to a decrease in the value of the Factor (*Bull & Bear*) Securities.

Payment of the cash amount is subject either to effective exercise of the Securities by the Security Holder or termination by the Issuer.

If the cash amount is lower than the purchase price paid, the Security Holder will incur a loss.

There can even be a **total loss**. This is the case if the price of the underlying falls so sharply that the underlying is worthless on the relevant valuation date.

Risk of investments in leveraged underlyings

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents. The performance of the index constituents is leveraged by the applicable leverage factor, i.e. positive and negative movements of the index constituent(s) have a disproportionate effect on the index. It should be noted that over a period of several days the performance of leveraged indices can be different from the performance of the index constituent(s) multiplied by the leverage factor. Due to the leverage factor fluctuations in capital markets have a material impact on the performance of the Securities. As a consequence, Factor (*Bull & Bear*) Securities may not be suited for long-term investments and are not a suitable alternative for direct investments.

The choice of the leverage factor also determines the degree of risk.

Risk of the term ending as a result of exercise by the Security Holder or termination by the Issuer

There is a risk that the term may end unexpectedly. The term of the Factor (*Bull & Bear*) Securities ends either with the effective exercise of the Securities or with a termination of all of the Securities by the Issuer. The Securities may be exercised by the Security Holders with effect as of particular exercise dates. The Security Holders' exercise right is subject to certain conditions of exercise defined in detail in the Terms and Conditions.

The consequence of exercise by the Security Holder or termination by the Issuer is that the Security Holder only participates in the performance of the underlying up to the redemption or termination date.

Risk due to a management fee and/or other commission

The Issuer charges a management fee and a commission during the term of the Factor (*Bull & Bear*) Security. Any such fee and commission may have a significant impact on the performance of the Factor (*Bull & Bear*) Securities. The Issuer may be entitled to adjust the level of the management fee and commission during the term of Factor (*Bull & Bear*) Securities.

Risk of the unpredictability of the cash amount on exercise

In the event that the Security Rights are exercised, the proceeds of the exercise cannot be predicted exactly, since the reference price of the underlying, which forms the basis for the calculation of the cash amount, is only determined when all the preconditions for exercise have been met.

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.

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 30/11/2020.

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 term is defined under rule 902(k)(1) 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 20.32. This includes EUR 0.30 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: Factor (*Bull & Bear*)-arvopaperit, ISIN: DE000KB1W0M9 ("**Arvopaperit**")

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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5

Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0M9; paikallinen kaupankäyntitunnus: BEAR DAX X5 CG1

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 75 000

Liikkeeseenlaskupäivä: 30.11.2020

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

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 liikkeeseenlaskupäivänä: 0,025

Hallinnointipalkkio liikkeeseenlaskupäivänä: 0,40 % p.a.

Gap-komissio liikkeeseenlaskupäivänä: 2,00 % p.a.

Kohde-etuus: ShortDAX® x5 (TR) EUR

Kohde-etuuden ISIN: DE000A1EXZB5

Kohde-etuuden valuutta: Euro (EUR)

Viitehinta: Päätoskurssi

Arvopapereihin liittyvät oikeudet

Sijoittajat saavat käteissuorituksen, joka maksetaan tavallisesti kymmenen (10) pankkipäivän kuluessa asianomaisesta lunastuspäivästä tai purkamispäivästä, ja jonka suuruus riippuu kohde-etuuden arvonkehityksestä.

Käteissuorituksen määrä on viitehinta arvostuspäivänä kerrottuna soveltuvalla kertoimella. Liikkeeseenlaskija voi Arvopaperin juoksuaikana veloittaa hallinnointipalkkion ja gap-komission säätämällä kerrointa päivittäin.

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä, kuten esimerkiksi osakkeista, mutta jotka voivat myös toistaa yksittäisiä indeksin osatekijöitä, kuten esimerkiksi yksittäisten futuurien hintoja, yksittäisten osakkeiden hintoja tai yksittäisten hyödykkeiden hintoja. Toisin kuin muissa Open End-sertifikaateissa, näihin indekseihin kohdistuu vipuvaikutus.

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 soveltuvien osien 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Factor (*Bull & Bear*)-arvopapereiden ostamiseen liittyvät riskit

Arvopaperin Haltija kantaa Factor (*Bull & Bear*)-arvopapereiden kohde-etuuden arvonmenetykseen liittyvän riskin, joka voi joissakin tapauksissa olla merkittävä. Tämä johtaa yleensä Factor (*Bull & Bear*)-arvopapereiden arvon laskemiseen.

Käteissuorituksen maksaminen perustuu joko Arvopapereiden Haltijan Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan purkamiseen.

Jos käteissuoritus on alhaisempi kuin maksettu ostohinta, Arvopaperin Haltijalle aiheutuu tappiota.

Pääoma voidaan menettää kokonaan. Näin tapahtuu, jos kohde-etuuden hinta laskee niin jyrkästi, että kohde-etuus on arvoton asianmukaisena arvostuspäivänä.

Vivutettuihin kohde-etuuksiin sijoittamiseen liittyvä riski

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä. Indeksien osatekijöiden arvonkehitystä vivutetaan sovellettavalla vipuvaikutuskertoimella, eli indeksin osatekijän (osatekijöiden) positiivisilla ja negatiivisilla liikkeillä on epäsuhtainen vaikutus indeksiin. On syytä huomata, että usean päivän jaksolla verrattuna vivutettujen indeksien arvonkehitys voi erota indeksin osatekijän(/-tekijöiden) arvonkehityksestä vipukertoimella kerrottuna. Vipuvaikutuskertoimen vaihtelulla pääomamarkkinoilla on olennainen vaikutus Arvopapereiden kehitykseen. Tämän seurauksena Factor (*Bull & Bear*)-arvopaperit eivät välttämättä sovellu pitkäaikaiseksi sijoituskohteeksi, eivätkä ne ole sovelias vaihtoehto suorasijoituksille.

Vipuvaikutuskertoimen valinta määrittää myös riskin tason.

Riski juoksuajan päättymisestä joko siten, että Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen

Juoksuaika voi myös päättyä odottamattomasti. Factor (*Bull & Bear*)-arvopapereiden juoksuaika päättyy joko Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan kaikkien Arvopapereiden purkamiseen. Arvopaperin Haltijat voivat toteuttaa Arvopaperit asianmukaisina toteutuspäivinä. Arvopaperin Haltijan toteutusoikeuteen sovelletaan tiettyjä määräyksiä, jotka sisältyvät ehtoihin.

Jos Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen, kohde-etuuden arvonkehitys koituu Arvopaperin Haltijan hyväksi ainoastaan lunastus- tai purkupäivään saakka.

Hallinnointipalkkioon ja/tai muuhun komissioon liittyvä riski

Liikkeeseenlaskija veloittaa hallinnointipalkkion ja komission Factor (*Bull & Bear*)-arvopaperin juoksuaikana. Mikä tahansa tällainen palkkio ja komissio voi vaikuttaa merkittävästi Factor (*Bull & Bear*)-arvopapereiden arvonkehitykseen. Liikkeeseenlaskijalla saattaa olla oikeus tarkistaa hallinnointipalkkion ja komission taso Factor (*Bull & Bear*)-arvopapereiden juoksuaikana.

Toteutuksen yhteydessä maksettavan käteissuorituksen määrän ennakoimattomuuteen liittyvä riski

Arvopapereihin liittyvien oikeuksien toteuttamisen yhteydessä maksettavan suorituksen määrää ei voida ennustaa tarkasti, koska käteissuorituksen laskuperusteena olevan kohde-etuuden viitehintaa määritetään vasta, kun kaikki soveltuvat ennakkoehdot ovat täyttyneet.

Riski Arvopapereiden poikkeuksellisesta irtisanomisesta

Jos Liikkeeseenlaskija turvautuu poikkeukselliseen irtisanomiseen, Arvopaperin Haltijoilla ei ole oikeutta saada mitään eräntymistä 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.

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 volatiliiteetin 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 30.11.2020.

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 oston,

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 20,32. Tämä sisältää EUR 0,30 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Factor (*Bull & Bear*) Värdepapper, ISIN: DE000KB1W0M9 ("**Värdepappren**")

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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anföras 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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 underlåtenhet 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: DE000KB1W0M9; lokal handelskod: BEAR DAX X5 CG1

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 75 000

Emissionsdag: 30.11.2020

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

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

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

Multiplikator på emissionsdagen: 0,025

Förvaltningsavgift på emissionsdagen: 0,40 % p.a.

Gap-avgift på emissionsdagen: 2,00 % p.a.

Underliggande tillgång: ShortDAX® x5 (TR) EUR

ISIN avseende den Underliggande tillgången: DE000A1EXZB5

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Investorerna erhåller ett kontantbelopp vars storlek beror på prisutvecklingen på den underliggande tillgången normalt inom tio (10) bankdagar efter respektive inlösentidpunkt eller uppsägningsdagen.

Kontantbeloppet motsvarar referenspriset på värderingsdagen multiplicerat med multiplikatorn. Emittenten kan ta ut en förvaltningsavgift och en gap-avgift under Värdepapprets löptid genom justering av multiplikatorn dagligen.

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter såsom t.ex. aktier, men som också kan kopiera enstaka indexkomponenter såsom enstaka terminspriser, enstaka aktiepriser eller enstaka råvarupriser. Till skillnad från andra Open End Certifikat, är sådana index förenade med hävstång.

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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Factor (*Bull & Bear*) Värdepapper

Värdepappersinnehavaren bär risken för att den underliggande tillgången för Factor (*Bull & Bear*) Värdepappren kan minska i värde – i vissa fall till och med betydligt. Detta leder vanligen till att värdet på Factor (*Bull & Bear*) Värdepappren sjunker.

Betalning av kontantbeloppet är beroende av Värdepappersinnehavarens lösen av Värdepappren eller Emittentens uppsägning.

Om kontantbeloppet är lägre än köpeskillingen som betalades, kommer Värdepappersinnehavaren att lida en förlust.

Det kan till och med bli en **totalförlust**. Detta är fallet om priset på den underliggande tillgången faller så kraftigt att den underliggande tillgången är värdelös på den relevanta värderingsdagen.

Risk för investering i underliggande tillgångar med hävstång

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter. Indexkomponenternas utveckling består av en hävstång på tillämpliga hävstångsfaktorer, dvs. positiva och negativa svängningar på indexkomponenten (en eller flera) har en oproportionell effekt på indexet. Det bör noteras att under en period på flera dagar kan ett hävstångsindex utveckling skilja sig från utvecklingen av indexkomponenten (en eller flera) multiplicerad med hävstångsfaktorn. På grund av hävstångsfaktorn kan fluktuationer i kapitalmarknader ha betydande påverkan på priset av Värdepappren. Till följd av detta kan Factor (*Bull & Bear*) Värdepapper vara dåligt anpassade för långsiktiga investeringar och är olämpliga som alternativ för direktinvesteringar.

Även valet av hävstångsfaktor avgör risknivån.

Risk att löptiden avslutas som ett resultat av lösen av värdepappersinnehavaren eller Emittentens uppsägning

Det finns en risk att löptiden oväntat avslutas. Löptiden på Factor (*Bull & Bear*) Värdepappren avslutas antingen genom effektiv lösen av Värdepappren eller genom Emittentens uppsägning av alla Värdepappren. Värdepappren kan lösas av Värdepappersinnehavaren med effekt på särskilda lösendagar. Värdepappersinnehavarnas rätt till lösen är föremål för vissa villkor för lösen som definieras i detalj i villkoren.

Konsekvensen av Värdepappersinnehavarens lösen eller Emittentens uppsägning är att värdepappersinnehavaren enbart deltar i utvecklingen på den underliggande tillgången fram till inlösen- eller uppsägningsdagen.

Risk med anledning av att förvaltningsavgift och/eller andra liknande avgifter tas ut

Emittenten tar ut en förvaltningsavgift och en provision under Factor (*Bull & Bear*) Värdepapprets löptid. En sådan avgift och provision kan ha en betydande inverkan på Factor (*Bull & Bear*) Värdepapprens utveckling. Emittenten kan ha rätt att justera nivån på förvaltningsavgiften och provisionen under Factor (*Bull & Bear*) Värdepapprens löptid.

Risk för oförutsägbarhet av kontantbeloppet vid lösen

För det fall att rättigheter kopplade till värdepappren löses in, kan intäkterna från lösen inte exakt förutsägas då referenspriset på den underliggande tillgången som utgör basen för uträkningen av kontantbeloppet bestäms först när alla villkor för lösen har uppfyllts.

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 skäligen bedömning.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 20,32. Detta inkluderar EUR 0,30 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Securities dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

FACTOR SECURITIES (*BULL & BEAR ARVOPAPERIT*)

relating to the following underlying

CAC 40 x15 Leverage

ISIN: DE000KB1W0N7

The Base Prospectus for Securities dated 29 September 2020 which serves as basis for the issuance of the Securities described in these Final Terms becomes invalid on 29 September 2021. 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 the Securities (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 Securities 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 Securities.

The subject of the Final Terms are Factor (*Bull & Bear*) Securities (Product No. 12) (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Securities, the Issue Specific Conditions applicable to the Factor (Bull & Bear) Securities, 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 Securities (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

Security Right

Citigroup Global Markets Europe AG, Frankfurt am Main (the "**Issuer**") hereby grants the holder (the "**Security Holder**") of Factor (Bull & Bear) Securities (the "**Securities**"), relating to the Underlying, the right (the "**Security Right**"), in accordance with these Terms and Conditions and as specified in detail in each case in **Table 1** and **Table 2** of the Annex to the Issue Specific Conditions, to require the Issuer to pay upon exercise the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Extraordinary Termination Amount (No. 2 of the General Conditions).

No. 2

Cash Amount; Definitions

- (1) The "**Cash Amount**" for each Security upon exercise according to No. 3 (1) of the Issue Specific Conditions or termination of the Securities by the Issuer No. 4 of the Issue Specific Conditions shall be equal to the Final Reference Price multiplied by the Multiplier taking into account the Total Commission.
- (2) All amounts payable under these Issue Specific Conditions shall be rounded to two decimal places in accordance with standard commercial practice.
- (3) The following definitions shall apply in these Terms and Conditions:

"**Additional Depository Agent(s)**": not applicable

"**Adjustment Date**": not applicable

"**Adjustment Period**": not applicable

"**Adjustment Rate**": The applicable Adjustment Rate on a Multiplier Adjustment Date_(t) shall be equal to the difference between (i) 100 % and (ii) the Total Commission on the Multiplier Adjustment Date_(t), taking into account the actual/360 day count convention.

"**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 Central Securities Depository settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

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

"Clearing Territory of the Depository Agent": Finland

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

"Exchange Rate Reference Agent": not applicable

"Exercise Dates": 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).

"Final Reference Price": The Final Reference Price shall be the Reference Price (No. 5 (2) of the Issue Specific Conditions) on the Valuation Date

"Form of the Securities": The Securities 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 Securities.

"Gap Commission": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Gap Commission will be adjusted by the Issuer on a monthly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Gap Commission (the **"Maximum Gap Commission"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Gap Commission will be published on the Issuer's Website.

"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)

"Management Fee_(t)": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Issuer may adjust the Management Fee on a yearly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Management Fee (the **"Maximum Management Fee"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Management Fee will be published on the Issuer's Website.

"Minimum Redemption Volume": 1 Security per ISIN or an integral multiple thereof

"Multiplier": The Multiplier applicable on the Issue Date shall be equal to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Multiplier shall be adjusted on each Multiplier Adjustment Date_(t) and shall be equal to product of (i) the Multiplier applicable on the previous Multiplier Adjustment Date_(t-1) and

(ii) the applicable Adjustment Rate on the Multiplier Adjustment Date_(t). The resulting Multiplier for each Multiplier Adjustment Date_(t) shall be rounded to eight decimal places in accordance with standard commercial practice, but the calculation of the next following Multiplier shall in each case be based on the unrounded Multiplier for the preceding Multiplier Adjustment Date_(t-1). The calculations for the first Multiplier Adjustment Date_(t) shall be based on the Multiplier on the Issue Date. The relevant Multiplier for each Multiplier Adjustment Date_(t) shall be published on the Issuer's Website.

"Multiplier Adjustment Date_(t)": each calendar day

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

"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 Central Securities Depository.

"Reference Currency": As specified in Table 2 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.

"Total Commission": Management Fee on the Multiplier Adjustment Date_(t) + Gap Commission on the Multiplier Adjustment Date_(t)

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

"Valuation Date": The Valuation Date shall be (i) with respect to Securities that have not been exercised pursuant to No. 3 of the Issue Specific Conditions, the Termination Date (No. 4 (1) of the Issue Specific Conditions), and (ii) with respect to Securities that have been effectively exercised pursuant to No. 3 of the Issue Specific Conditions, the relevant Exercise Date, if the Final Reference Price of the Underlying is normally determined after 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day (No. 5 (2) of the Issue Specific Conditions). If the Final Reference Price of the Underlying is normally determined prior to 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day, the Valuation Date shall be the Trading Day immediately following the relevant Exercise Date. If the Valuation Date is not a Trading Day, then, subject to the occurrence of a Market Disruption Event, the relevant Valuation Date shall be the next day that is a Trading Day.

No. 3

Exercise of the Security Right

- (1) The Securities may be exercised by the Security Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions (the **"Exercise Right"**). For the exercise of the Securities to be effective, the holder of the respective Security 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 or, if the Reference Price of the Underlying is normally determined prior to 11.00 a.m. (local time at the location of the relevant Exercise Agent), at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day before the last Exercise Date. The provisions of paragraphs (2) to (7) of this No. 3 are also applicable. In the event of termination pursuant to No. 4 of the Issue Specific Conditions, the Exercise Right may only be exercised at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Exercise Date prior to the Termination Date in accordance with No. 4 (1) of the Issue Specific Conditions.

If the Security Rights are exercised via the Exercise Agent in **Finland**, the Security 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 Securities 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 Security series and the number of Securities intended to be exercised and
- the account of the Security Holder with a bank in the Finland into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside the Finland, a check for the Cash Amount will be sent to the Security Holder at his risk by normal post to the address given in the Exercise Notice within ten (10) Banking Days in Frankfurt am Main and Helsinki following the Valuation Date.
- Confirmation must also be given that (1) the Security 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 in accordance with No. 2 (3) of the Issue Specific Conditions on which all of the preconditions referred to in paragraph (1) of this No. 3 have been complied with at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) (the "**Redemption Date**"). If the preconditions are complied with on a day that is not an Exercise Date or not until after 10.00 a.m. (local time at the location of the relevant Exercise Agent) on an Exercise Date, the next Exercise Date shall be deemed to be the Redemption Date, provided that day falls before the Termination Date in accordance with No. 1 (1) 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.
- (3) Exercise Rights may only be exercised in respect of a Number of Securities corresponding to the Minimum Redemption Volume or an integral multiple thereof. A redemption of fewer than the Number of Securities corresponding to the Minimum Redemption Volume shall be invalid and shall not become effective. A redemption of more than the Number of Securities corresponding to the Minimum Redemption Volume whose Number is not completely divisible by one shall be deemed to be a redemption of the next smallest Number of Securities that is completely divisible by one. Upon the redemption of the Securities on the respective Redemption Date, all rights attaching to the Securities exercised shall expire.
- (4) If the Number of Securities for which exercise is requested specified in the Exercise Notice differs from the Number of Securities transferred to the Issuer, the Exercise Notice shall be deemed to have been submitted only in respect of the Number of Securities corresponding to the lower of the two numbers. Any surplus Securities will be returned to the Security Holder at the holder's risk and expense.
- (5) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence. The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (6) The Securities do not bear currency risk. A currency conversion does not take place.
- (7) The Issuer will transfer any Cash Amount to the Depository Agent on the Payment Date upon Exercise for the credit of the Security Holders registered with the Depository Agent at the close of business on the preceding Banking Day at the registered office 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 Securities of a series during their term with a notice period of four (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 three (3) months after the Issue Date. Each termination notice issued pursuant to this No. 4 shall be irrevocable and must specify the Termination Date. The Termination shall become effective on the Termination Date specified in the announcement of the notice.
- (2) In the case of termination by the Issuer, No. 3 of the Issue Specific Conditions does not apply. In this case the Exercise Date in terms of No. 2 (3) of the Issue Specific Conditions is the Termination Date. The Payment Date is the payment date on termination pursuant to (3) of this No. 4.
- (3) In this event, the Issuer will transfer the Cash Amount for all of the Securities 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 Security Holders registered with the Depository Agent on the second 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 Security 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 Security Holders against the Issuer shall expire.

- (4) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence.

The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.

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 of the Underlying specified as the Reference Price 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**"). "**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 features of the Securities 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 Security 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 relevant 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 Security Right may also be adjusted in the event that the Underlying is discontinued and/or replaced by another Index. The Issuer shall adjust the Security Right in its reasonable discretion based on the most recently calculated price with the objective of preserving the financial value of the Securities, and shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 Security Right (the "**Successor Index**"), where necessary adjusting the Security 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 Security Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 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 Security 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 Securities 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 with respect to the Underlying 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 Security 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 relevant Valuation Date with respect to the Underlying and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing with respect to the Underlying 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 Securities. 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 relevant exchange or relevant market 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: 30/11/2020

Initial value date in Finland: 02/12/2020

ISIN / Local Trading Code	Underlying	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Multiplier	Management Fee / Maximum Management Fee Gap Commission / Maximum Gap Commission	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0N7 / BULL CAC X15 CG1	CAC 40 x15 Leverage	No	EUR 21.28	Euro (EUR)	0.01	0.40 % p.a. / 3.00 % p.a. 6.00 % p.a. / 9.00 % p.a.	75,000	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)
DE000KB1W0N7 / BULL CAC X15 CG1	CAC 40 x15 Leverage	No	No

Table 2 - supplementary to Part B. Underlying Specific Conditions

Underlying / Index type	ISIN or Reuters Code of the Underlying	Relevant Index Calculator	Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
CAC 40® X15 Leverage NR / Net Return Index	FR0013504735	Euronext Paris	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 subsidiary 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 Futuros 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 Securities are being offered over-the-counter on a continuous basis in one series.

The offer of the Securities in Finland begins on 30 November 2020.

The offer of the Securities ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. Furthermore, the Issuer may terminate the offer of the Securities early by notice on the Issuer's website www.citifirst.com.

Listing and trading

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 November 2020.

It cannot be guaranteed that the listing will be permanently maintained even after the Securities are listed. It is also possible that the listing on the stock exchange, on which the Securities 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 Securities 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 Securities 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 Securities 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 Securities. The latter costs depend solely on the particular terms of business of the certificate 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 Securities or capital represented by the Securities may be subject to taxation.

The initial issue price includes EUR 0.31 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 Euronext Paris ("**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 warrants 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.

CAC 40® Leverage and Short Indices: indices.nyx.com

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.

CAC 40® Leverage and Short Indices

"**CAC 40® Leverage and Short Indices**" are registered trademarks of Euronext N.V. subsidiary: Euronext Paris S.A. Euronext Paris S.A. has all proprietary rights with respect to the Index. In no way Euronext Paris S.A. and any direct or indirect affiliates sponsor, endorse or are otherwise involved in the issue and offering of the product. Euronext Paris S.A. and any direct or indirect affiliates disclaim any liability to any party for any inaccuracy in the data on which the Index is based, for any mistakes, errors, or omissions in the calculation and/or dissemination of the Index, or for the manner in which it is applied in connection with the issue and offering thereof.

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 Securities 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 Securities 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: Factor (*Bull & Bear*) Securities, ISIN: DE000KB1W0N7 (the "**Securities**")

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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0N7; local trading code: BULL CAC X15 CG1

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: 75,000

Issue date: 30/11/2020

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

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 on the issue date: 0.01

Management fee on the issue date: 0.40 % p.a.

Gap commission on the issue date: 6.00 % p.a.

Underlying: CAC 40® X15 Leverage NR

ISIN of the underlying: FR0013504735

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

In the case of Factor (*Bull & Bear*) Securities, investors receive a cash amount, normally within ten (10) banking days after the respective redemption date or the termination date, the level of which depends on the performance of the price of the underlying.

The cash amount is equal to the reference price on the valuation date multiplied by the multiplier. The Issuer may charge a management fee and gap commission during the term of the Security by adjusting the multiplier daily.

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents such as, e.g. shares, but which can also replicate single index constituents such as, e.g. single futures prices, single share prices or single commodity prices. Different from other Open End Certificates those indices are leveraged.

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 30/11/2020.

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

Risks associated with the purchase of Factor (*Bull & Bear*) Securities

The Security Holder bears the risk that the underlying of the Factor (*Bull & Bear*) Securities may decline in value - in some cases even significantly. This usually leads to a decrease in the value of the Factor (*Bull & Bear*) Securities.

Payment of the cash amount is subject either to effective exercise of the Securities by the Security Holder or termination by the Issuer.

If the cash amount is lower than the purchase price paid, the Security Holder will incur a loss.

There can even be a **total loss**. This is the case if the price of the underlying falls so sharply that the underlying is worthless on the relevant valuation date.

Risk of investments in leveraged underlyings

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents. The performance of the index constituents is leveraged by the applicable leverage factor, i.e. positive and negative movements of the index constituent(s) have a disproportionate effect on the index. It should be noted that over a period of several days the performance of leveraged indices can be different from the performance of the index constituent(s) multiplied by the leverage factor. Due to the leverage factor fluctuations in capital markets have a material impact on the performance of the Securities. As a consequence, Factor (*Bull & Bear*) Securities may not be suited for long-term investments and are not a suitable alternative for direct investments.

The choice of the leverage factor also determines the degree of risk.

Risk of the term ending as a result of exercise by the Security Holder or termination by the Issuer

There is a risk that the term may end unexpectedly. The term of the Factor (*Bull & Bear*) Securities ends either with the effective exercise of the Securities or with a termination of all of the Securities by the Issuer. The Securities may be exercised by the Security Holders with effect as of particular exercise dates. The Security Holders' exercise right is subject to certain conditions of exercise defined in detail in the Terms and Conditions.

The consequence of exercise by the Security Holder or termination by the Issuer is that the Security Holder only participates in the performance of the underlying up to the redemption or termination date.

Risk due to a management fee and/or other commission

The Issuer charges a management fee and a commission during the term of the Factor (*Bull & Bear*) Security. Any such fee and commission may have a significant impact on the performance of the Factor (*Bull & Bear*) Securities. The Issuer may be entitled to adjust the level of the management fee and commission during the term of Factor (*Bull & Bear*) Securities.

Risk of the unpredictability of the cash amount on exercise

In the event that the Security Rights are exercised, the proceeds of the exercise cannot be predicted exactly, since the reference price of the underlying, which forms the basis for the calculation of the cash amount, is only determined when all the preconditions for exercise have been met.

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.

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 30/11/2020.

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 term is defined under rule 902(k)(1) 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 21.28. This includes EUR 0.31 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: Factor (*Bull & Bear*)-arvopaperit, ISIN: DE000KB1W0N7 ("**Arvopaperit**")

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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5

Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0N7; paikallinen kaupankäyntitunnus: BULL CAC X15 CG1

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 75 000

Liikkeeseenlaskupäivä: 30.11.2020

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

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

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

Kerroyt liikkeeseenlaskupäivänä: 0,01

Hallinnointipalkkio liikkeeseenlaskupäivänä: 0,40 % p.a.

Gap-komissio liikkeeseenlaskupäivänä: 6,00 % p.a.

Kohde-etuus: CAC 40® X15 Leverage NR

Kohde-etuuden ISIN: FR0013504735

Kohde-etuuden valuutta: Euro (EUR)

Viitehinta: Päätoskurssi

Arvopapereihin liittyvät oikeudet

Sijoittajat saavat käteissuorituksen, joka maksetaan tavallisesti kymmenen (10) pankkipäivän kuluessa asianomaisesta lunastuspäivästä tai purkamispäivästä, ja jonka suuruus riippuu kohde-etuuden arvonkehityksestä.

Käteissuorituksen määrä on viitehinta arvostuspäivänä kerrottuna soveltuvalla kertoimella. Liikkeeseenlaskija voi Arvopaperin juoksuaikana veloittaa hallinnointipalkkion ja gap-komission säätämällä kerrointa päivittäin.

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä, kuten esimerkiksi osakkeista, mutta jotka voivat myös toistaa yksittäisiä indeksin osatekijöitä, kuten esimerkiksi yksittäisten futuurien hintoja, yksittäisten osakkeiden hintoja tai yksittäisten hyödykkeiden hintoja. Toisin kuin muissa Open End-sertifikaateissa, näihin indekseihin kohdistuu vipuvaikutus.

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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Factor (*Bull & Bear*)-arvopapereiden ostamiseen liittyvät riskit

Arvopaperin Haltija kantaa Factor (*Bull & Bear*)-arvopapereiden kohde-etuuden arvonmenetykseen liittyvän riskin, joka voi joissakin tapauksissa olla merkittävä. Tämä johtaa yleensä Factor (*Bull & Bear*)-arvopapereiden arvon laskemiseen.

Käteissuorituksen maksaminen perustuu joko Arvopapereiden Haltijan Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan purkamiseen.

Jos käteissuoritus on alhaisempi kuin maksettu ostohinta, Arvopaperin Haltijalle aiheutuu tappiota.

Pääoma voidaan menettää kokonaan. Näin tapahtuu, jos kohde-etuuden hinta laskee niin jyrkästi, että kohde-etuus on arvoton asianmukaisena arvostuspäivänä.

Vivutettuihin kohde-etuuksiin sijoittamiseen liittyvä riski

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä. Indeksien osatekijöiden arvonkehitystä vivutetaan sovellettavalla vipuvaikutuskertoimella, eli indeksin osatekijän (osatekijöiden) positiivisilla ja negatiivisilla liikkeillä on epäsuhtainen vaikutus indeksiin. On syytä huomata, että usean päivän jaksolla verrattuna vivutettujen indeksien arvonkehitys voi erota indeksin osatekijän(/-tekijöiden) arvonkehityksestä vipukertoimella kerrottuna. Vipuvaikutuskertoimen vaihtelulla pääomamarkkinoilla on olennainen vaikutus Arvopapereiden kehitykseen. Tämän seurauksena Factor (*Bull & Bear*)-arvopaperit eivät välttämättä sovellu pitkäaikaiseksi sijoituskohteeksi, eivätkä ne ole sovelias vaihtoehto suorasijoituksille.

Vipuvaikutuskertoimen valinta määrittää myös riskin tason.

Riski juoksuajan päättymisestä joko siten, että Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen

Juoksuaika voi myös päättyä odottamattomasti. Factor (*Bull & Bear*)-arvopapereiden juoksuaika päättyy joko Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan kaikkien Arvopapereiden purkamiseen. Arvopaperin Haltijat voivat toteuttaa Arvopaperit asianmukaisina toteutuspäivinä. Arvopaperin Haltijan toteutusoikeuteen sovelletaan tiettyjä määräyksiä, jotka sisältyvät ehtoihin.

Jos Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen, kohde-etuuden arvonkehitys koituu Arvopaperin Haltijan hyväksi ainoastaan lunastus- tai purkupäivään saakka.

Hallinnointipalkkioon ja/tai muuhun komissioon liittyvä riski

Liikkeeseenlaskija veloittaa hallinnointipalkkion ja komission Factor (*Bull & Bear*)-arvopaperin juoksuaikana. Mikä tahansa tällainen palkkio ja komissio voi vaikuttaa merkittävästi Factor (*Bull & Bear*)-arvopapereiden arvonkehitykseen. Liikkeeseenlaskijalla saattaa olla oikeus tarkistaa hallinnointipalkkion ja komission taso Factor (*Bull & Bear*)-arvopapereiden juoksuaikana.

Toteutuksen yhteydessä maksettavan käteissuorituksen määrän ennakoimattomuuteen liittyvä riski

Arvopapereihin liittyvien oikeuksien toteuttamisen yhteydessä maksettavan suorituksen määrää ei voida ennustaa tarkasti, koska käteissuorituksen laskuperusteena olevan kohde-etuuden viitehintaa määritetään vasta, kun kaikki soveltuvat ennakkoehdot ovat täyttyneet.

Riski Arvopapereiden poikkeuksellisesta irtisanomisesta

Jos Liikkeeseenlaskija turvautuu poikkeukselliseen irtisanomiseen, Arvopaperin Haltijoilla ei ole oikeutta saada mitään eräntymistä 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.

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 volatiliiteetin 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 30.11.2020.

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, kuten termi määritellään CFTC-säännössä 4.7(a)(1)(iv), komission asetuksessa 23.160 ja CFTC:n tulkintaohjeissa ja tietyjen 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)(1), (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 21,28. Tämä sisältää EUR 0,31 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Factor (*Bull & Bear*) Värdepapper, ISIN: DE000KB1W0N7 ("**Värdepappren**")

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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârändande 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0N7; lokal handelskod: BULL CAC X15 CG1

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 75 000

Emissionsdag: 30.11.2020

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

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

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

Multiplikator på emissionsdagen: 0,01

Förvaltningsavgift på emissionsdagen: 0,40 % p.a.

Gap-avgift på emissionsdagen: 6,00 % p.a.

Underliggande tillgång: CAC 40® X15 Leverage NR

ISIN avseende den Underliggande tillgången: FR0013504735

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Investorare erhåller ett kontantbelopp vars storlek beror på prisutvecklingen på den underliggande tillgången normalt inom tio (10) bankdagar efter respektive inlösentidpunkt eller uppsägningsdagen.

Kontantbeloppet motsvarar referenspriset på värderingsdagen multiplicerat med multiplikatorn . Emittenten kan ta ut en förvaltningsavgift och en gap-avgift under Värdepapprets löptid genom justering av multiplikatorn dagligen.

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter såsom t.ex. aktier, men som också kan kopiera enstaka indexkomponenter såsom enstaka terminspriser, enstaka aktiepriser eller enstaka råvarupriser. Till skillnad från andra Open End Certifikat, är sådana index förenade med hävstång.

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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Factor (*Bull & Bear*) Värdepapper

Värdepappersinnehavaren bär risken för att den underliggande tillgången för Factor (*Bull & Bear*) Värdepappren kan minska i värde – i vissa fall till och med betydligt. Detta leder vanligen till att värdet på Factor (*Bull & Bear*) Värdepappren sjunker.

Betalning av kontantbeloppet är beroende av Värdepappersinnehavarens lösen av Värdepappren eller Emittentens uppsägning.

Om kontantbeloppet är lägre än köpeskillingen som betalades, kommer Värdepappersinnehavaren att lida en förlust.

Det kan till och med bli en **totalförlust**. Detta är fallet om priset på den underliggande tillgången faller så kraftigt att den underliggande tillgången är värdelös på den relevanta värderingsdagen.

Risk för investering i underliggande tillgångar med hävstång

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter. Indexkomponenternas utveckling består av en hävstång på tillämpliga hävstångsfaktorer, dvs. positiva och negativa svängningar på indexkomponenten (en eller flera) har en oproportionell effekt på indexet. Det bör noteras att under en period på flera dagar kan ett hävstångsindex utveckling skilja sig från utvecklingen av indexkomponenten (en eller flera) multiplicerad med hävstångsfaktorn. På grund av hävstångsfaktorn kan fluktuationer i kapitalmarknader ha betydande påverkan på priset av Värdepappren. Till följd av detta kan Factor (*Bull & Bear*) Värdepapper vara dåligt anpassade för långsiktiga investeringar och är olämpliga som alternativ för direktinvesteringar.

Även valet av hävstångsfaktor avgör risknivån.

Risk att löptiden avslutas som ett resultat av lösen av värdepappersinnehavaren eller Emittentens uppsägning

Det finns en risk att löptiden oväntat avslutas. Löptiden på Factor (*Bull & Bear*) Värdepappren avslutas antingen genom effektiv lösen av Värdepappren eller genom Emittentens uppsägning av alla Värdepappren. Värdepappren kan lösas av Värdepappersinnehavaren med effekt på särskilda lösendagar. Värdepappersinnehavarnas rätt till lösen är föremål för vissa villkor för lösen som definieras i detalj i villkoren.

Konsekvensen av Värdepappersinnehavarens lösen eller Emittentens uppsägning är att värdepappersinnehavaren enbart deltar i utvecklingen på den underliggande tillgången fram till inlösen- eller uppsägningsdagen.

Risk med anledning av att förvaltningsavgift och/eller andra liknande avgifter tas ut

Emittenten tar ut en förvaltningsavgift och en provision under Factor (*Bull & Bear*) Värdepapprets löptid. En sådan avgift och provision kan ha en betydande inverkan på Factor (*Bull & Bear*) Värdepapprens utveckling. Emittenten kan ha rätt att justera nivån på förvaltningsavgiften och provisionen under Factor (*Bull & Bear*) Värdepapprens löptid.

Risk för oförutsägbarhet av kontantbeloppet vid lösen

För det fall att rättigheter kopplade till värdepappren löses in, kan intäkterna från lösen inte exakt förutsägas då referenspriset på den underliggande tillgången som utgör basen för uträkningen av kontantbeloppet bestäms först när alla villkor för lösen har uppfyllts.

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 skäligen bedömning.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 21,28. Detta inkluderar EUR 0,31 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Securities dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

FACTOR SECURITIES (*BULL & BEAR ARVOPAPERIT*)

relating to the following underlying

CAC 40 x10 Short

ISIN: DE000KB1W0P2

The Base Prospectus for Securities dated 29 September 2020 which serves as basis for the issuance of the Securities described in these Final Terms becomes invalid on 29 September 2021. 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 the Securities (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 Securities 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 Securities.

The subject of the Final Terms are Factor (*Bull & Bear*) Securities (Product No. 12) (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Securities, the Issue Specific Conditions applicable to the Factor (Bull & Bear) Securities, 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 Securities (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

Security Right

Citigroup Global Markets Europe AG, Frankfurt am Main (the "**Issuer**") hereby grants the holder (the "**Security Holder**") of Factor (Bull & Bear) Securities (the "**Securities**"), relating to the Underlying, the right (the "**Security Right**"), in accordance with these Terms and Conditions and as specified in detail in each case in **Table 1** and **Table 2** of the Annex to the Issue Specific Conditions, to require the Issuer to pay upon exercise the Cash Amount (No. 2 (1) of the Issue Specific Conditions) or the Extraordinary Termination Amount (No. 2 of the General Conditions).

No. 2

Cash Amount; Definitions

- (1) The "**Cash Amount**" for each Security upon exercise according to No. 3 (1) of the Issue Specific Conditions or termination of the Securities by the Issuer No. 4 of the Issue Specific Conditions shall be equal to the Final Reference Price multiplied by the Multiplier taking into account the Total Commission.
- (2) All amounts payable under these Issue Specific Conditions shall be rounded to two decimal places in accordance with standard commercial practice.
- (3) The following definitions shall apply in these Terms and Conditions:

"**Additional Depository Agent(s)**": not applicable

"**Adjustment Date**": not applicable

"**Adjustment Period**": not applicable

"**Adjustment Rate**": The applicable Adjustment Rate on a Multiplier Adjustment Date_(t) shall be equal to the difference between (i) 100 % and (ii) the Total Commission on the Multiplier Adjustment Date_(t), taking into account the actual/360 day count convention.

"**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 Central Securities Depository settles payments. "TARGET2-System" shall mean the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) payment system or any successor system.

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

"Clearing Territory of the Depository Agent": Finland

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

"Exchange Rate Reference Agent": not applicable

"Exercise Dates": 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).

"Final Reference Price": The Final Reference Price shall be the Reference Price (No. 5 (2) of the Issue Specific Conditions) on the Valuation Date

"Form of the Securities": The Securities 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 Securities.

"Gap Commission": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Gap Commission will be adjusted by the Issuer on a monthly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Gap Commission (the **"Maximum Gap Commission"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Gap Commission will be published on the Issuer's Website.

"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)

"Management Fee_(t)": As of the Issue Date as specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Issuer may adjust the Management Fee on a yearly basis in its reasonable discretion taking into account the prevailing market circumstances and subject to a maximum Management Fee (the **"Maximum Management Fee"**) as specified in Table 1 of the Annex to the Issue Specific Conditions. The applicable Management Fee will be published on the Issuer's Website.

"Minimum Redemption Volume": 1 Security per ISIN or an integral multiple thereof

"Multiplier": The Multiplier applicable on the Issue Date shall be equal to the value specified in Table 1 of the Annex to the Issue Specific Conditions. Subsequently, the Multiplier shall be adjusted on each Multiplier Adjustment Date_(t) and shall be equal to product of (i) the Multiplier applicable on the previous Multiplier Adjustment Date_(t-1) and

(ii) the applicable Adjustment Rate on the Multiplier Adjustment Date_(t). The resulting Multiplier for each Multiplier Adjustment Date_(t) shall be rounded to eight decimal places in accordance with standard commercial practice, but the calculation of the next following Multiplier shall in each case be based on the unrounded Multiplier for the preceding Multiplier Adjustment Date_(t-1). The calculations for the first Multiplier Adjustment Date_(t) shall be based on the Multiplier on the Issue Date. The relevant Multiplier for each Multiplier Adjustment Date_(t) shall be published on the Issuer's Website.

"Multiplier Adjustment Date_(t)": each calendar day

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

"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 Central Securities Depository.

"Reference Currency": As specified in Table 2 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.

"Total Commission": Management Fee on the Multiplier Adjustment Date_(t) + Gap Commission on the Multiplier Adjustment Date_(t)

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

"Valuation Date": The Valuation Date shall be (i) with respect to Securities that have not been exercised pursuant to No. 3 of the Issue Specific Conditions, the Termination Date (No. 4 (1) of the Issue Specific Conditions), and (ii) with respect to Securities that have been effectively exercised pursuant to No. 3 of the Issue Specific Conditions, the relevant Exercise Date, if the Final Reference Price of the Underlying is normally determined after 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day (No. 5 (2) of the Issue Specific Conditions). If the Final Reference Price of the Underlying is normally determined prior to 10.00 a.m. (local time in Frankfurt am Main) on a Trading Day, the Valuation Date shall be the Trading Day immediately following the relevant Exercise Date. If the Valuation Date is not a Trading Day, then, subject to the occurrence of a Market Disruption Event, the relevant Valuation Date shall be the next day that is a Trading Day.

No. 3

Exercise of the Security Right

- (1) The Securities may be exercised by the Security Holder only with effect as of an Exercise Date in accordance with No. 2 (3) of the Issue Specific Conditions (the **"Exercise Right"**). For the exercise of the Securities to be effective, the holder of the respective Security 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 or, if the Reference Price of the Underlying is normally determined prior to 11.00 a.m. (local time at the location of the relevant Exercise Agent), at 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Trading Day before the last Exercise Date. The provisions of paragraphs (2) to (7) of this No. 3 are also applicable. In the event of termination pursuant to No. 4 of the Issue Specific Conditions, the Exercise Right may only be exercised at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) on the last Exercise Date prior to the Termination Date in accordance with No. 4 (1) of the Issue Specific Conditions.

If the Security Rights are exercised via the Exercise Agent in **Finland**, the Security 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 Securities 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 Security series and the number of Securities intended to be exercised and
- the account of the Security Holder with a bank in the Finland into which the Cash Amount is to be paid. If the Exercise Notice does not specify an account or specifies an account outside the Finland, a check for the Cash Amount will be sent to the Security Holder at his risk by normal post to the address given in the Exercise Notice within ten (10) Banking Days in Frankfurt am Main and Helsinki following the Valuation Date.
- Confirmation must also be given that (1) the Security 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 in accordance with No. 2 (3) of the Issue Specific Conditions on which all of the preconditions referred to in paragraph (1) of this No. 3 have been complied with at the latest by 10.00 a.m. (local time at the location of the relevant Exercise Agent) (the "**Redemption Date**"). If the preconditions are complied with on a day that is not an Exercise Date or not until after 10.00 a.m. (local time at the location of the relevant Exercise Agent) on an Exercise Date, the next Exercise Date shall be deemed to be the Redemption Date, provided that day falls before the Termination Date in accordance with No. 1 (1) 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.
- (3) Exercise Rights may only be exercised in respect of a Number of Securities corresponding to the Minimum Redemption Volume or an integral multiple thereof. A redemption of fewer than the Number of Securities corresponding to the Minimum Redemption Volume shall be invalid and shall not become effective. A redemption of more than the Number of Securities corresponding to the Minimum Redemption Volume whose Number is not completely divisible by one shall be deemed to be a redemption of the next smallest Number of Securities that is completely divisible by one. Upon the redemption of the Securities on the respective Redemption Date, all rights attaching to the Securities exercised shall expire.
- (4) If the Number of Securities for which exercise is requested specified in the Exercise Notice differs from the Number of Securities transferred to the Issuer, the Exercise Notice shall be deemed to have been submitted only in respect of the Number of Securities corresponding to the lower of the two numbers. Any surplus Securities will be returned to the Security Holder at the holder's risk and expense.
- (5) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence. The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.
- (6) The Securities do not bear currency risk. A currency conversion does not take place.
- (7) The Issuer will transfer any Cash Amount to the Depository Agent on the Payment Date upon Exercise for the credit of the Security Holders registered with the Depository Agent at the close of business on the preceding Banking Day at the registered office 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 Securities of a series during their term with a notice period of four (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 three (3) months after the Issue Date. Each termination notice issued pursuant to this No. 4 shall be irrevocable and must specify the Termination Date. The Termination shall become effective on the Termination Date specified in the announcement of the notice.
- (2) In the case of termination by the Issuer, No. 3 of the Issue Specific Conditions does not apply. In this case the Exercise Date in terms of No. 2 (3) of the Issue Specific Conditions is the Termination Date. The Payment Date is the payment date on termination pursuant to (3) of this No. 4.
- (3) In this event, the Issuer will transfer the Cash Amount for all of the Securities 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 Security Holders registered with the Depository Agent on the second 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 Security 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 Security Holders against the Issuer shall expire.

- (4) All taxes or other levies that may be incurred in connection with the exercise of the Securities shall be borne and be paid by the Security Holder. 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 Security Holder in accordance with the preceding sentence.

The Cash Amount shall be paid in the Settlement Currency without a requirement for the Issuer or the Exercise Agent to give notice of any kind.

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 of the Underlying specified as the Reference Price 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**"). "**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 features of the Securities 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 Security 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 relevant 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 Security Right may also be adjusted in the event that the Underlying is discontinued and/or replaced by another Index. The Issuer shall adjust the Security Right in its reasonable discretion based on the most recently calculated price with the objective of preserving the financial value of the Securities, and shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 Security Right (the "**Successor Index**"), where necessary adjusting the Security 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 Security Right accordingly in its reasonable discretion. The Issuer shall determine the date on which the adjusted Security Right shall first apply, taking account of the date of the change. Notice shall be given of the adjusted Security 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 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 Security 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 Securities 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 with respect to the Underlying 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 Security 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 relevant Valuation Date with respect to the Underlying and the Issuer shall determine the Cash Amount in its reasonable discretion taking account of the market conditions prevailing with respect to the Underlying 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 Securities. 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 relevant exchange or relevant market 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: 30/11/2020

Initial value date in Finland: 02/12/2020

ISIN / Local Trading Code	Underlying	Quanto	Initial Issue Price	Settlement Currency (also "Currency of the Issue")	Multiplier	Management Fee / Maximum Management Fee Gap Commission / Maximum Gap Commission	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1W0P2 / BEAR CAC X10 CG	CAC 40 x10 Short	No	EUR 22.98	Euro (EUR)	0.05	0.40 % p.a. / 3.00 % p.a. 4.00 % p.a. / 6.00 % p.a.	75,000	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)
DE000KB1W0P2 / BEAR CAC X10 CG	CAC 40 x10 Short	No	No

Table 2 - supplementary to Part B. Underlying Specific Conditions

Underlying / Index type	ISIN or Reuters Code of the Underlying	Relevant Index Calculator	Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
CAC 40® X10 Short GR / Gross Return Index	FR0013361573	Euronext Paris	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 subsidiary 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 Futuros 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 Securities are being offered over-the-counter on a continuous basis in one series.

The offer of the Securities in Finland begins on 30 November 2020.

The offer of the Securities ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. Furthermore, the Issuer may terminate the offer of the Securities early by notice on the Issuer's website www.citifirst.com.

Listing and trading

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 November 2020.

It cannot be guaranteed that the listing will be permanently maintained even after the Securities are listed. It is also possible that the listing on the stock exchange, on which the Securities 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 Securities 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 Securities 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 Securities 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 Securities. The latter costs depend solely on the particular terms of business of the certificate 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 Securities or capital represented by the Securities may be subject to taxation.

The initial issue price includes EUR 0.33 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 Euronext Paris ("**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 warrants 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.

CAC 40® Leverage and Short Indices: indices.nyx.com

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.

CAC 40® Leverage and Short Indices

"**CAC 40® Leverage and Short Indices**" are registered trademarks of Euronext N.V. subsidiary: Euronext Paris S.A. Euronext Paris S.A. has all proprietary rights with respect to the Index. In no way Euronext Paris S.A. and any direct or indirect affiliates sponsor, endorse or are otherwise involved in the issue and offering of the product. Euronext Paris S.A. and any direct or indirect affiliates disclaim any liability to any party for any inaccuracy in the data on which the Index is based, for any mistakes, errors, or omissions in the calculation and/or dissemination of the Index, or for the manner in which it is applied in connection with the issue and offering thereof.

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 Securities 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 Securities 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: Factor (*Bull & Bear*) Securities, ISIN: DE000KB1W0P2 (the "**Securities**")

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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1W0P2; local trading code: BEAR CAC X10 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: 75,000

Issue date: 30/11/2020

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

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 on the issue date: 0.05

Management fee on the issue date: 0.40 % p.a.

Gap commission on the issue date: 4.00 % p.a.

Underlying: CAC 40® X10 Short GR

ISIN of the underlying: FR0013361573

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

In the case of Factor (*Bull & Bear*) Securities, investors receive a cash amount, normally within ten (10) banking days after the respective redemption date or the termination date, the level of which depends on the performance of the price of the underlying.

The cash amount is equal to the reference price on the valuation date multiplied by the multiplier. The Issuer may charge a management fee and gap commission during the term of the Security by adjusting the multiplier daily.

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents such as, e.g. shares, but which can also replicate single index constituents such as, e.g. single futures prices, single share prices or single commodity prices. Different from other Open End Certificates those indices are leveraged.

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 30/11/2020.

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

Risks associated with the purchase of Factor (*Bull & Bear*) Securities

The Security Holder bears the risk that the underlying of the Factor (*Bull & Bear*) Securities may decline in value - in some cases even significantly. This usually leads to a decrease in the value of the Factor (*Bull & Bear*) Securities.

Payment of the cash amount is subject either to effective exercise of the Securities by the Security Holder or termination by the Issuer.

If the cash amount is lower than the purchase price paid, the Security Holder will incur a loss.

There can even be a **total loss**. This is the case if the price of the underlying falls so sharply that the underlying is worthless on the relevant valuation date.

Risk of investments in leveraged underlyings

Factor (*Bull & Bear*) Securities are exclusively relating to indices which can consist of multiple index constituents. The performance of the index constituents is leveraged by the applicable leverage factor, i.e. positive and negative movements of the index constituent(s) have a disproportionate effect on the index. It should be noted that over a period of several days the performance of leveraged indices can be different from the performance of the index constituent(s) multiplied by the leverage factor. Due to the leverage factor fluctuations in capital markets have a material impact on the performance of the Securities. As a consequence, Factor (*Bull & Bear*) Securities may not be suited for long-term investments and are not a suitable alternative for direct investments.

The choice of the leverage factor also determines the degree of risk.

Risk of the term ending as a result of exercise by the Security Holder or termination by the Issuer

There is a risk that the term may end unexpectedly. The term of the Factor (*Bull & Bear*) Securities ends either with the effective exercise of the Securities or with a termination of all of the Securities by the Issuer. The Securities may be exercised by the Security Holders with effect as of particular exercise dates. The Security Holders' exercise right is subject to certain conditions of exercise defined in detail in the Terms and Conditions.

The consequence of exercise by the Security Holder or termination by the Issuer is that the Security Holder only participates in the performance of the underlying up to the redemption or termination date.

Risk due to a management fee and/or other commission

The Issuer charges a management fee and a commission during the term of the Factor (*Bull & Bear*) Security. Any such fee and commission may have a significant impact on the performance of the Factor (*Bull & Bear*) Securities. The Issuer may be entitled to adjust the level of the management fee and commission during the term of Factor (*Bull & Bear*) Securities.

Risk of the unpredictability of the cash amount on exercise

In the event that the Security Rights are exercised, the proceeds of the exercise cannot be predicted exactly, since the reference price of the underlying, which forms the basis for the calculation of the cash amount, is only determined when all the preconditions for exercise have been met.

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.

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 30/11/2020.

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 term is defined under rule 902(k)(1) 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 22.98. This includes EUR 0.33 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: Factor (*Bull & Bear*)-arvopaperit, ISIN: DE000KB1W0P2 ("**Arvopaperit**")

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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5

Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden 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: DE000KB1W0P2; paikallinen kaupankäyntitunnus: BEAR CAC X10 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 75 000

Liikkeeseenlaskupäivä: 30.11.2020

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

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

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

Kerroyn liikkeeseenlaskupäivänä: 0,05

Hallinnointipalkkio liikkeeseenlaskupäivänä: 0,40 % p.a.

Gap-komissio liikkeeseenlaskupäivänä: 4,00 % p.a.

Kohde-etuus: CAC 40® X10 Short GR

Kohde-etuuden ISIN: FR0013361573

Kohde-etuuden valuutta: Euro (EUR)

Viitehinta: Päätoskurssi

Arvopapereihin liittyvät oikeudet

Sijoittajat saavat käteissuorituksen, joka maksetaan tavallisesti kymmenen (10) pankkipäivän kuluessa asianomaisesta lunastuspäivästä tai purkamispäivästä, ja jonka suuruus riippuu kohde-etuuden arvonkehityksestä.

Käteissuorituksen määrä on viitehinta arvostuspäivänä kerrottuna soveltuvalla kertoimella. Liikkeeseenlaskija voi Arvopaperin juoksuaikana veloittaa hallinnointipalkkion ja gap-komission säätämällä kerrointa päivittäin.

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä, kuten esimerkiksi osakkeista, mutta jotka voivat myös toistaa yksittäisiä indeksin osatekijöitä, kuten esimerkiksi yksittäisten futuurien hintoja, yksittäisten osakkeiden hintoja tai yksittäisten hyödykkeiden hintoja. Toisin kuin muissa Open End-sertifikaateissa, näihin indekseihin kohdistuu vipuvaikutus.

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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Factor (*Bull & Bear*)-arvopapereiden ostamiseen liittyvät riskit

Arvopaperin Haltija kantaa Factor (*Bull & Bear*)-arvopapereiden kohde-etuuden arvonmenetykseen liittyvän riskin, joka voi joissakin tapauksissa olla merkittävä. Tämä johtaa yleensä Factor (*Bull & Bear*)-arvopapereiden arvon laskemiseen.

Käteissuorituksen maksaminen perustuu joko Arvopapereiden Haltijan Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan purkamiseen.

Jos käteissuoritus on alhaisempi kuin maksettu ostohinta, Arvopaperin Haltijalle aiheutuu tappiota.

Pääoma voidaan menettää kokonaan. Näin tapahtuu, jos kohde-etuuden hinta laskee niin jyrkästi, että kohde-etuus on arvoton asianmukaisena arvostuspäivänä.

Vivutettuihin kohde-etuuksiin sijoittamiseen liittyvä riski

Factor (*Bull & Bear*)-arvopaperit liittyvät yksinomaan indekseihin, jotka voivat koostua useammista indeksin osatekijöistä. Indeksien osatekijöiden arvonkehitystä vivutetaan sovellettavalla vipuvaikutuskertoimella, eli indeksin osatekijän (osatekijöiden) positiivisilla ja negatiivisilla liikkeillä on epäsuhtainen vaikutus indeksiin. On syytä huomata, että usean päivän jaksolla verrattuna vivutettujen indeksien arvonkehitys voi erota indeksin osatekijän(/-tekijöiden) arvonkehityksestä vipukertoimella kerrottuna. Vipuvaikutuskertoimen vaihtelulla pääomamarkkinoilla on olennainen vaikutus Arvopapereiden kehitykseen. Tämän seurauksena Factor (*Bull & Bear*)-arvopaperit eivät välttämättä sovellu pitkäaikaiseksi sijoituskohteeksi, eivätkä ne ole sovelias vaihtoehto suorasijoituksille.

Vipuvaikutuskertoimen valinta määrittää myös riskin tason.

Riski juoksuajan päättymisestä joko siten, että Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen

Juoksuaika voi myös päättyä odottamattomasti. Factor (*Bull & Bear*)-arvopapereiden juoksuaika päättyy joko Arvopapereiden ehtojen mukaiseen toteuttamiseen tai Liikkeeseenlaskijan suorittamaan kaikkien Arvopapereiden purkamiseen. Arvopaperin Haltijat voivat toteuttaa Arvopaperit asianmukaisina toteutuspäivinä. Arvopaperin Haltijan toteutusoikeuteen sovelletaan tiettyjä määräyksiä, jotka sisältyvät ehtoihin.

Jos Arvopaperin Haltija toteuttaa arvopaperin tai Liikkeeseenlaskija purkaa sen, kohde-etuuden arvonkehitys koituu Arvopaperin Haltijan hyväksi ainoastaan lunastus- tai purkupäivään saakka.

Hallinnointipalkkioon ja/tai muuhun komissioon liittyvä riski

Liikkeeseenlaskija veloittaa hallinnointipalkkion ja komission Factor (*Bull & Bear*)-arvopaperin juoksuaikana. Mikä tahansa tällainen palkkio ja komissio voi vaikuttaa merkittävästi Factor (*Bull & Bear*)-arvopapereiden arvonkehitykseen. Liikkeeseenlaskijalla saattaa olla oikeus tarkistaa hallinnointipalkkion ja komission taso Factor (*Bull & Bear*)-arvopapereiden juoksuaikana.

Toteutuksen yhteydessä maksettavan käteissuorituksen määrän ennakoimattomuuteen liittyvä riski

Arvopapereihin liittyvien oikeuksien toteuttamisen yhteydessä maksettavan suorituksen määrää ei voida ennustaa tarkasti, koska käteissuorituksen laskuperusteena olevan kohde-etuuden viitehintaa määritetään vasta, kun kaikki soveltuvat ennakkoehdot ovat täyttyneet.

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.

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 volatiliiteetin 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 30.11.2020.

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-transaktion" (sitä, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitä, 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)(1), (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 22,98. Tämä sisältää EUR 0,33 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Factor (*Bull & Bear*) Värdepapper, ISIN: DE000KB1W0P2 ("**Värdepappren**")

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 29 september 2020.

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 anföras vid domstol, kan den investerare som är kârändande 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1W0P2; lokal handelskod: BEAR CAC X10 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 75 000

Emissionsdag: 30.11.2020

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

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

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

Multiplikator på emissionsdagen: 0,05

Förvaltningsavgift på emissionsdagen: 0,40 % p.a.

Gap-avgift på emissionsdagen: 4,00 % p.a.

Underliggande tillgång: CAC 40® X10 Short GR

ISIN avseende den Underliggande tillgången: FR0013361573

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Investorerna erhåller ett kontantbelopp vars storlek beror på prisutvecklingen på den underliggande tillgången normalt inom tio (10) bankdagar efter respektive inlösentidpunkt eller uppsägningsdagen.

Kontantbeloppet motsvarar referenspriset på värderingsdagen multiplicerat med multiplikatorn. Emittenten kan ta ut en förvaltningsavgift och en gap-avgift under Värdepapprets löptid genom justering av multiplikatorn dagligen.

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter såsom t.ex. aktier, men som också kan kopiera enstaka indexkomponenter såsom enstaka terminspriser, enstaka aktiepriser eller enstaka råvarupriser. Till skillnad från andra Open End Certifikat, är sådana index förenade med hävstång.

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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Factor (*Bull & Bear*) Värdepapper

Värdepappersinnehavaren bär risken för att den underliggande tillgången för Factor (*Bull & Bear*) Värdepappren kan minska i värde – i vissa fall till och med betydligt. Detta leder vanligen till att värdet på Factor (*Bull & Bear*) Värdepappren sjunker.

Betalning av kontantbeloppet är beroende av Värdepappersinnehavarens lösen av Värdepappren eller Emittentens uppsägning.

Om kontantbeloppet är lägre än köpeskillingen som betalades, kommer Värdepappersinnehavaren att lida en förlust.

Det kan till och med bli en **totalförlust**. Detta är fallet om priset på den underliggande tillgången faller så kraftigt att den underliggande tillgången är värdelös på den relevanta värderingsdagen.

Risk för investering i underliggande tillgångar med hävstång

Factor (*Bull & Bear*) Värdepapper är enbart kopplade till index som kan bestå av flera indexkomponenter. Indexkomponenternas utveckling består av en hävstång på tillämpliga hävstångsfaktorer, dvs. positiva och negativa svängningar på indexkomponenten (en eller flera) har en oproportionell effekt på indexet. Det bör noteras att under en period på flera dagar kan ett hävstångsindex utveckling skilja sig från utvecklingen av indexkomponenten (en eller flera) multiplicerad med hävstångsfaktorn. På grund av hävstångsfaktorn kan fluktuationer i kapitalmarknader ha betydande påverkan på priset av Värdepappren. Till följd av detta kan Factor (*Bull & Bear*) Värdepapper vara dåligt anpassade för långsiktiga investeringar och är olämpliga som alternativ för direktinvesteringar.

Även valet av hävstångsfaktor avgör risknivån.

Risk att löptiden avslutas som ett resultat av lösen av värdepappersinnehavaren eller Emittentens uppsägning

Det finns en risk att löptiden oväntat avslutas. Löptiden på Factor (*Bull & Bear*) Värdepappren avslutas antingen genom effektiv lösen av Värdepappren eller genom Emittentens uppsägning av alla Värdepappren. Värdepappren kan lösas av Värdepappersinnehavaren med effekt på särskilda lösendagar. Värdepappersinnehavarnas rätt till lösen är föremål för vissa villkor för lösen som definieras i detalj i villkoren.

Konsekvensen av Värdepappersinnehavarens lösen eller Emittentens uppsägning är att värdepappersinnehavaren enbart deltar i utvecklingen på den underliggande tillgången fram till inlösen- eller uppsägningsdagen.

Risk med anledning av att förvaltningsavgift och/eller andra liknande avgifter tas ut

Emittenten tar ut en förvaltningsavgift och en provision under Factor (*Bull & Bear*) Värdepapprets löptid. En sådan avgift och provision kan ha en betydande inverkan på Factor (*Bull & Bear*) Värdepapprens utveckling. Emittenten kan ha rätt att justera nivån på förvaltningsavgiften och provisionen under Factor (*Bull & Bear*) Värdepapprens löptid.

Risk för oförutsägbarhet av kontantbeloppet vid lösen

För det fall att rättigheter kopplade till värdepappren löses in, kan intäkterna från lösen inte exakt förutsägas då referenspriset på den underliggande tillgången som utgör basen för uträkningen av kontantbeloppet bestäms först när alla villkor för lösen har uppfyllts.

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 skäligen bedömning.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 22,98. Detta inkluderar EUR 0,33 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 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

Nokia

ISIN: DE000KB1WZ53

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 a share or a security representing shares, 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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Date": 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": BULL

"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 share or security representing shares specified as the Underlying in Table 2 of the Annex to the Issue Specific Conditions of the Company specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Company**").
- (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 on the Relevant Exchange specified in Table 2 of the Annex to the Issue Specific Conditions (the "**Relevant Exchange**"). The "**Observation Price**" of the Underlying shall correspond to the prices for the Underlying calculated and published on an ongoing basis on the Relevant Exchange on Trading Days. "**Observation Hours**" shall be the Trading Hours. "**Trading Days**" shall be days on which the Underlying is normally traded on the Relevant Exchange. "**Trading Hours**" shall be hours during which the Underlying is normally traded on the Relevant Exchange on Trading Days.

No. 6

Adjustments

- (1) If an Adjustment Event pursuant to paragraph (2) of this No. 6 occurs, the Issuer shall determine whether the relevant Adjustment Event has a diluting, concentrative or other effect on the calculated value of the Underlying and, if such is the case, shall if necessary make a corresponding Adjustment to the affected features of the Warrants (referred to in the following as "**Adjustments**"), which in its reasonable discretion is appropriate in order to take account of the diluting, concentrative or other effect and to leave the Warrant Holders as far as possible in the same position in financial terms as they were in before the Adjustment Event took effect. The Adjustments may relate, *inter alia*, to the Strike, the Knock-Out

Barrier, the Multiplier and other relevant features, as well as to the replacement of the Underlying by a basket of shares or other assets or, in the event of a merger, by an adjusted number of shares of the absorbing or newly formed company and, where relevant, the specification of a different exchange as the Relevant Exchange and/or a different currency as the Reference Currency. The Issuer may (but is not obliged to) base the determination of this appropriate Adjustment on the adjustment made in response to the relevant Adjustment Event by a futures exchange, on which options or futures contracts on the Underlying are traded at the time of the Adjustment Event, in respect of options or futures contracts on the relevant share traded on that futures exchange.

In the event of an extraordinary dividend on the shares of an entity formed or incorporated in the United States as specified in paragraph (2)(e) of this No. 6, any adjustment in respect of the extraordinary dividend will be calculated by the Issuer net of any withholding tax required to be withheld under Section 871(m) of the U.S. Internal Revenue Code.

(2) An "**Adjustment Event**" shall be:

- (a) the subdivision (stock split), combination (reverse stock split) or reclassification of the respective shares or the distribution of dividends in the form of bonus shares or stock dividends or a comparable issue;
- (b) the increase in the capital of the Company by means of the issue of new shares in return for capital contributions, with the grant of a direct or indirect subscription right to its shareholders (capital increase for capital contributions);
- (c) the increase of the capital of the Company from its own financial resources (capital increase from corporate funds);
- (d) the grant by the Company to its shareholders of the right to subscribe for bonds or other securities with option or conversion rights (issue of securities with option or conversion rights);
- (e) the distribution of an extraordinary dividend;
- (f) the spin-off of a division of the Company in such a way that a new, independent company is formed or the division is absorbed by a third company, with the grant to the shareholders of the Company of shares in either the new company or the absorbing company for no consideration;
- (g) the permanent delisting of the Underlying on the Relevant Exchange as a result of a merger by absorption or new company formation or for another reason;
- (h) other comparable events that could have a diluting, concentrative or other effect on the calculated value of the Underlying.

(3) 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, shall entitle the Issuer to adjust the Option Right accordingly in its reasonable discretion. The same applies in the case of securities representing shares as the Underlying in particular in the case of the amendment or addition of the terms of the securities representing shares by its issuer. The Issuer shall

determine the date on which the adjusted Option Right shall first apply, taking account of the date of the change.

- (4) In the event that the Underlying is permanently delisted on the Relevant Exchange but continues to be listed on another exchange or another market which the Issuer in its reasonable discretion considers to be suitable (the "**New Relevant Exchange**"), then, subject to extraordinary termination of the Warrants by the Issuer pursuant to No. 2 of the General Conditions, the Cash Amount shall be calculated on the basis of the corresponding prices for the Underlying calculated and published on the New Relevant Exchange. In addition, all references in these Terms and Conditions to the Relevant Exchange shall then be deemed, insofar as the context allows, to be references to the New Relevant Exchange.
- (5) In the event that a voluntary or compulsory liquidation, bankruptcy, insolvency, winding up, dissolution or comparable procedure affecting the Company is initiated, or in the event of a process as a result of which all of the shares in the Company or all or substantially all of the assets of the Company are nationalized or expropriated or required to be transferred in some other way to government bodies, authorities or institutions, or if following the occurrence of an event of another kind the Issuer reaches the conclusion that it is not possible to make an Adjustment that would reflect the changes that have occurred appropriately from a financial point of view, then the Issuer will terminate the Warrants pursuant to No. 2 of the General Conditions. The same applies in the case of securities representing shares as the Underlying in particular in the case of insolvency of the custodian bank of the securities representing shares or at the end of the term of the securities representing shares due to a termination by the issuer of the securities representing shares.
- (6) The rules described in the preceding paragraphs shall apply analogously to securities representing shares as the Underlying (such as ADRs, ADSs or GDRs).
- (7) 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.

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 in the Underlying on the Relevant Exchange, or
- (ii) the suspension or restriction of trading (including the lending market) in a futures or options contract relating to the Underlying on a Futures Exchange on which futures or options contracts relating to the Underlying are traded (the "**Futures Exchange**");

if that suspension or restriction occurs or exists in the last half-hour before the calculation of the closing price of the Underlying that would normally take place and is material as determined by the Issuer in its reasonable discretion. A change in the Trading Days or Trading Hours on or during which the Underlying is traded 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 Relevant Exchange.

ANNEX TO THE ISSUE SPECIFIC CONDITIONS

Table 1 – supplementary to Part A. Product Specific Conditions

Issue Date: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1WZ53 / T LONGNOK GJ CG	Nokia	BULL	No	EUR 0.25	Euro (EUR)	EUR 3.20 / EUR 3.20	1	3.95 %	1,500,000	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)
DE000KB1WZ53 / T LONGNOK GJ CG	Nokia	No	No

Table 2 – supplementary to Part B. Underlying Specific Conditions

Underlying (Company) / Share Type	ISIN or Reuters Code of the Underlying	Relevant Stock Exchange / Relevant Adjustment Exchange for the Underlying ("Adjustment Exchange")	Valuation Date / Currency Conversion Date	Currency in which the Reference Price is expressed ("Reference Currency")
Nokia Corp. / Common Shares	FI0009000681	Helsinki Stock Exchange / EUREX	Modified Exercise Date / not applicable	Euro (EUR)

The following specific meanings shall apply in this context:

Deutsche Börse	:	Deutsche Börse AG, Frankfurt, Germany (XETRA®)
EUREX	:	EUREX, Frankfurt, Germany
STOXX Limited, Zurich	:	STOXX Limited, Zurich, Switzerland
Dow Jones & Company, Inc.	:	Dow Jones & Company, Inc., New York, U.S.A.
NASDAQ Stock Market, Inc.	:	NASDAQ Stock Market, Inc., Washington, D.C., U.S.A.
NASDAQ	:	NASDAQ (NASDAQ Global Select Consolidated, which also takes into account the prices at regional stock exchanges)
Nikkei Inc.	:	Nikkei Inc., Tokyo, Japan
Standard & Poor's Corp.	:	Standard & Poor's Corp., New York, N.Y., U.S.A.
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 Stock Exchange	:	Nasdaq Helsinki Ltd., Helsinki, Finland
HSIL	:	Hang Seng Indexes Company Limited ("HSIL"), Hong Kong, China
Madrid stock exchange	:	Bolsa de Madrid, Madrid, Spain
MEFF	:	Mercado de Futuros 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
The Stock Exchange of Hong Kong Ltd.	:	The Stock Exchange of Hong Kong Ltd., Hong Kong, China
Hong Kong Futures Exchange Ltd.	:	Hong Kong Futures Exchange Ltd., Hong Kong, China
TSE	:	Tokyo Stock Exchange, Tokyo, Japan
SIX Swiss Exchange, Swiss Exchange	:	SIX Swiss Exchange, Switzerland

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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.04 costs incurred by the Issuer.

Information on the underlying

Website: www.nokia.com

Disclaimers in relation to Share Prices used as Underlyings

As far as shares are used as underlyings for Securities of Citigroup Global Markets Europe AG (the "**Issuer**"), as described in these Final Terms, the Final Terms do not constitute a recommendation of shares of the respective stock corporation the Securities are relating to, nor should the Final Terms be understood as a recommendation to buy or sell the Securities of the Issuer.

The respective stock corporation assumes no liability for the Securities of the Issuer. The Securities are the sole liabilities of the Issuer and not of the respective stock corporation, nor do these Final Terms constitute an offer or a recommendation to buy or sell shares of the respective stock corporation. The respective stock corporation is not involved in any way in the issue, the timing of the issue, the preparation of these Final Terms or the constitution of any rights under the Securities of the Issuer. A Security holder of the Securities of the Issuer does not have any rights against the respective stock corporation for information, voting rights or dividend payments.

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 Bull Warrants, ISIN: DE000KB1WZ53 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1WZ53; local trading code: T LONGNOK GJ 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: 1,500,000

Issue date: 30/11/2020

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: 1

Strike on the issue date: EUR 3.20

Knock-out barrier on the issue date: EUR 3.20

Underlying: Nokia Corp.

ISIN of the underlying: FI0009000681

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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.

Risks in connection with shares as the underlying

The development of the share price cannot be predicted and is determined by macroeconomic factors, e.g. the interest rate and price level on capital markets, currency developments, political circumstances, as well as company-specific factors. Significant corporate policy decisions may also have a significant negative impact on the share price. In particular, the issuer of a share could get into payment difficulties and insolvency or comparable proceedings could be opened against its assets. Shares of companies with a low to medium market capitalisation may be subject to higher risks than shares of larger companies. Additional risks exist in the case of shares in companies with a registered office or business activity in countries with little legal certainty.

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 30/11/2020.

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)(1) 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 0.25. This includes EUR 0.04 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 Bull-warrantit, ISIN: DE000KB1WZ53 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppanpankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019	28.4.2018 - 31.12.2018	1.1.2018 - 27.4.2018
	miljoonaa euroa	miljoonaa euroa	miljoonaa euroa

Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positoiden suojaamiseksi. Tässä yhteydessä on huomioitava erityisesti riskipositiot, jotka johtuvat kohde-etuuden epävakauden muutoksista ja ns. "gap-riskistä" 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: DE000KB1WZ53; paikallinen kaupankäyntitunnus: T LONGNOK GJ CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 1 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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: 1

Toteutushinta: liikkeeseenlaskupäivänä: EUR 3,20

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 3,20

Kohde-etuus: Nokia Corp.

Kohde-etuuden ISIN: FI0009000681

Kohde-etuuden valuutta: Euro (EUR)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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 viitehintä on vastaavaa toteutushintaa korkeampi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi 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 arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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.

Riskit osakkeista kohde-etuutena

Osakekurssin kehitystä ei voida ennustaa, ja sen määrittävät makrotaloudelliset tekijät, kuten esim. pääomamarkkinoiden korko- ja hintataso, valuuttakehitys, poliittiset olosuhteet sekä yrityskohtaiset tekijät. Tärkeät yrityspoliittiset päätökset voivat myös vaikuttaa erittäin negatiivisesti osakekurssiin. Erityisesti osakkeen liikkeellelaskija voi joutua maksuvaikeuksiin ja sen omaisuutta vastaan voidaan käynnistää maksukyvyttömyysmenettely tai vastaava. Alhaisen tai keskisuuren markkina-arvon omaavien yritysten osakkeisiin voi kohdistua suurempia riskejä kuin suurempien yritysten osakkeisiin. Lisäriskejä on sellaisten yritysten osakkeilla, joiden rekisteröity toimipaikka tai liiketoiminta on maissa, joiden oikeusvarmuus on alhainen.

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 30.11.2020.

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-transaktion" (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)(1), (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 0,25. Tämä sisältää EUR 0,04 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 Bull Warranter, ISIN: DE000KB1WZ53 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anförs vid domstol, kan den investorare som är kalande 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 investorare 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 värdepappren?

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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investorare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1WZ53; lokal handelskod: T LONGNOK GJ CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 1 500 000

Emissionsdag: 30.11.2020

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: 1

Lösenpris på emissionsdagen: EUR 3,20

Knockout-Barriär på emissionsdagen: EUR 3,20

Underliggande tillgång: Nokia Corp.

ISIN avseende den Underliggande tillgången: FI0009000681

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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 överstiger respektive lösenpris.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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 skäligen 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.

Marknadspriserisk

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 aktier som underliggande tillgång

Aktieprisets utveckling kan inte förutses och bestäms av makroekonomiska faktorer, till exempel räntesatsen och prisnivån på kapitalmarknaderna, valutans utveckling, politiska omständigheter samt företagsspecifika faktorer. Betydande företagspolitiska beslut kan också ha en betydande inverkan på aktiepriset. Emittenten av en aktie kan komma i betalningssvårigheter och insolvens eller liknande förfaranden kan inledas mot dess tillgångar. Aktier i företag med lågt till medelhögt börsvärde kan utsättas för högre risker än aktier i större företag. Ytterligare risker föreligger när det gäller aktier i bolag med säte eller verksamhet i länder med liten rättssäkerhet.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 innehålla 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)(1) 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 0,25. Detta inkluderar EUR 0,04 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 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 marknadsskapare som bedömer priset på Värdepapperen i viss utsträckning. Priserna satta av marknadsskaparen kommer inte alltid att överensstämja 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
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: DE000KB1WZ61

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Date": 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": BULL

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1WZ61 / T LONGDAX 586 CG	DAX	BULL	No	EUR 1.27	Euro (EUR)	EUR 13,200.00 / EUR 13,200.00	0.01	3.45 %	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)
DE000KB1WZ61 / T LONGDAX 586 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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 warrants 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[®], DivDAX[®], MDAX[®], TecDAX[®], X-DAX[®]: <http://www.deutsche-boerse.com>

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[®], DivDAX[®], MDAX[®], TecDAX[®], X-DAX[®] Indices

"DAX[®]", "DivDAX[®]", "MDAX[®]", "TecDAX[®]", "X-DAX[®]" are trademarks of Deutsche Börse AG (the "**Licensor**"). This financial instrument is neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse AG. The Licensor does not give any explicit or implicit warranty or representation, neither regarding the results deriving from the use of the Index and/or the Index Trademark nor regarding the Index value at a certain point in time or on a certain date nor in any other respect. The Index is calculated and published by the Licensor. Nevertheless, as far as admissible under statutory law the Licensor will not be liable vis-à-vis third parties for potential errors in the Index. Moreover, there is no obligation for the Licensor vis-à-vis third parties, including investors, to point out potential errors in the Index.

Neither the publication of the Index by the Licensors nor the granting of a license regarding the Index as well as the Index Trademark for the utilization in connection with the financial instrument or other securities or financial products, which derived from the Index, represents a recommendation by the Licensors for a capital investment or contains in any manner a warranty or opinion by the Licensors with respect to the attractiveness on an investment in this product.

In its capacity as sole owner of all rights to the Index and the Index Trademark the Licensors has solely licensed to the issuer of the financial instrument the utilization of the Index and the Index Trademark as well as any reference to the Index and the Index Trademark in connection with the financial instrument.

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 Bull Warrants, ISIN: DE000KB1WZ61 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1WZ61; local trading code: T LONGDAX 586 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: 30/11/2020

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 13,200.00

Knock-out barrier on the issue date: EUR 13,200.00

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 Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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 30/11/2020.

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)(1) 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 1.27. 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 Bull-warrantit, ISIN: DE000KB1WZ61 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppanpankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0

Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1WZ61; paikallinen kaupankäyntitunnus: T LONGDAX 586 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 1 000 000

Liikkeeseenlaskupäivä: 30.11.2020

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 13 200,00

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 13 200,00

Kohde-etuus: DAX

Kohde-etuuden ISIN: DE0008469008

Kohde-etuuden valuutta: Euro (EUR)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä on vastaavaa toteutushintaa korkeampi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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 epävakaushinta") 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.

Jos kohde-etuus koostuu osakkeista tai hintaindeksistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi 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 epävakaushinta 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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 arvonekehitys riippuu pääasiallisesti vastaavan indeksin yksittäisistä osista. Arvopapereiden voimassaoloaikana niiden markkina-arvo voi kuitenkin poiketa indeksin tai sen osien arvonekehityksestä

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 30.11.2020.

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 oston, tarjoamisen, 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-transaktion" (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)(1), (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 1,27. 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 jakelija 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.

Emissionsspezifik sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1WZ61 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anföras vid domstol, kan den investorare 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 investorare 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investorare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8

Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1WZ61; lokal handelskod: T LONGDAX 586 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 1 000 000

Emissionsdag: 30.11.2020

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 13 200,00

Knockout-Barriär på emissionsdagen: EUR 13 200,00

Underliggande tillgång: DAX

ISIN avseende den Underliggande tillgången: DE0008469008

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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 överstiger respektive lösenpris.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 varubörs 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)(1)

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 1,27. 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
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: DE000KB1WZ79

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Date": 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": BULL

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1WZ79 / T LONGDAX 587 CG	DAX	BULL	No	EUR 0.77	Euro (EUR)	EUR 13,250.00 / EUR 13,250.00	0.01	3.45 %	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)
DE000KB1WZ79 / T LONGDAX 587 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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 warrants 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[®], DivDAX[®], MDAX[®], TecDAX[®], X-DAX[®]: <http://www.deutsche-boerse.com>

Disclaimer of the index calculators

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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 Bull Warrants, ISIN: DE000KB1WZ79 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1WZ79; local trading code: T LONGDAX 587 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: 30/11/2020

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 13,250.00

Knock-out barrier on the issue date: EUR 13,250.00

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 Bull Warrants with knock-out enable investors to participate on a disproportionate (leveraged) basis in the positive performance of the underlying.

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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 30/11/2020.

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)(1) 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 0.77. 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 Bull-warrantit, ISIN: DE000KB1WZ79 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppanpankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0

Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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: DE000KB1WZ79; paikallinen kaupankäyntitunnus: T LONGDAX 587 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 1 000 000

Liikkeeseenlaskupäivä: 30.11.2020

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 13 250,00

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 13 250,00

Kohde-etuus: DAX

Kohde-etuuden ISIN: DE0008469008

Kohde-etuuden valuutta: Euro (EUR)

Viitehintä: Päätoskurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä on vastaavaa toteutushintaa korkeampi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi 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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 arvonekehitys riippuu pääasiallisesti vastaavan indeksin yksittäisistä osista. Arvopapereiden voimassaoloaikana niiden markkina-arvo voi kuitenkin poiketa indeksin tai sen osien arvonekehityksestä

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 30.11.2020.

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 oston, tarjoamisen, 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-transaktion" (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)(1), (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 0,77. 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 jakelija 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.

Emissionsspezifik sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1WZ79 ("**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

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

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

Om yrkande avseende uppgifterna i grundprospektet anförs vid domstol, kan den investorare 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 investorare 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investorare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8

Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1WZ79; lokal handelskod: T LONGDAX 587 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 1 000 000

Emissionsdag: 30.11.2020

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.

Förfalldag: 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 13 250,00

Knockout-Barriär på emissionsdagen: EUR 13 250,00

Underliggande tillgång: DAX

ISIN avseende den Underliggande tillgången: DE0008469008

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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)(1)

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 0,77. 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 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 marknadsskapare som bedömer priset på Värdepapperen i viss utsträckning. Priserna satta av marknadsskaparen kommer inte alltid att överensstämja 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
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: DE000KB1WZ87

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Date": 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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1WZ87 / T SHRTDAX 368 CG	DAX	BEAR	No	EUR 0.63	Euro (EUR)	EUR 13,350.00 / EUR 13,350.00	0.01	-4.55 %	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)
DE000KB1WZ87 / T SHRTDAX 368 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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 warrants 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[®], DivDAX[®], MDAX[®], TecDAX[®], X-DAX[®]: <http://www.deutsche-boerse.com>

Disclaimer of the index calculators

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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: DE000KB1WZ87 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1WZ87; local trading code: T SHRTDAX 368 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: 30/11/2020

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 13,350.00

Knock-out barrier on the issue date: EUR 13,350.00

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 30/11/2020.

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 30/11/2020.

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)(1) 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 0.63. 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: DE000KB1WZ87 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epä johdonmukainen 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 arvopaperikauppankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0
Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6

Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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-riskistä" 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: DE000KB1WZ87; paikallinen kaupankäyntitunnus: T SHRTDAX 368 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 1 000 000

Liikkeeseenlaskupäivä: 30.11.2020

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 13 350,00

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 13 350,00

Kohde-etuus: DAX

Kohde-etuuden ISIN: DE0008469008

Kohde-etuuden valuutta: Euro (EUR)

Viitehintä: Päätoskurssi

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, soveltuvalta kertoimella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä 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 Ehdossa 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 30.11.2020 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 viitehintaa on vastaavaa toteutushintaa alhaisempi. Jos viitehintaa on yhtä suuri tai korkeampi kuin toteutushinta, Open End Turbo Bear-warrantti erääntyy arvottomana.

Warranttien toteutusaika erääntyy ennaikaisesti 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 epävakausta") 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 viitehintaa on yhtä suuri tai korkeampi kuin Warrantin toteutushinta. Molemmassa 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 epävakausta kasvaa - muiden Warranttien arvoon vaikuttavien tekijöiden pysyessä muuttumattomina - Warrantin hinta laskee, koska todennäköisyys Warrantin knock-out-tapahtuman toteutumisesta kasvaa ja Warrantti erääntyy ennaikaisesti arvottomana.

Erityinen riski kohde-etuuden äkillisestä arvomuutoksesta

Riski sellaisista kohde-etuuden äkillisistä arvomuutoksista (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 arvomuutokset 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 volatiliiteetin 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 30.11.2020.

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-transaktion" (sitien, kuten käsite määritellään arvopaperilain asetuksen S ("**Regulation S**") mukaisesti) ja (b) henkilöille, jotka ovat sekä (1) "Ei-Yhdysvaltain henkilöitä" (sitien, 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)(1), (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 0,63. 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.

Emissionsspezifisk sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bear Warranter, ISIN: DE000KB1WZ87 (”**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 29 september 2020.

Varningar

Sammanfattningen bör läsas som en introduktion till Grundprospektet.

Investorerna 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 anförts 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

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

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8
Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1WZ87; lokal handelskod: T SHRTDAX 368 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 1 000 000

Emissionsdag: 30.11.2020

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 13 350,00

Knockout-Barriär på emissionsdagen: EUR 13 350,00

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 måttimmarna.

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 måttimmarna (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 inkludering 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 30.11.2020.

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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 Investerares med en förmånsplan eller en plan som omfattas av liknande lag såvida köpet eller innehavet av Värdepapperen inte, för en Investerares 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 "**Investerares 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 innehålla 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)(1) 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 0,63. 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 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 marknadsskapare 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.

Citigroup Global Markets Europe AG

Frankfurt am Main

(Issuer)

Final Terms dated

27 November 2020

to the

Base Prospectus for Warrants dated 29 September 2020
as amended from time to time
(the "**Base Prospectus**")

OPEN END TURBO BULL OR BEAR WARRANTS WITH KNOCK-OUT

relating to the following underlying

EURO STOXX 50

ISIN: DE000KB1WZ95

The Base Prospectus for Warrants dated 29 September 2020 which serves as basis for the issuance of the Warrants described in these Final Terms becomes invalid on 29 September 2021. 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 the Warrants (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 Council 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 information the Final Terms must be read in conjunction with the Base Prospectus dated 29 September 2020 as supplemented from time to time in accordance with Article 23 of the Prospectus Regulation.

The Base Prospectus and any supplements thereto are published in accordance 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 Date": 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": BULL

"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: 30/11/2020

Initial value date in Finland: 02/12/2020

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 1 st Financing Level Adjustment Period	Number of Securities	Reference Price of the Underlying ("Reference Price")
DE000KB1WZ95 / T LONGESTX A4 CG	EURO STOXX 50	BULL	No	EUR 3.30	Euro (EUR)	EUR 3,200.00 / EUR 3,200.00	0.01	3.45 %	500,000	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)
DE000KB1WZ95 / T LONGESTX A4 CG	EURO STOXX 50	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")
EURO STOXX 50 / price index	EU0009658145	STOXX Limited, Zürich / 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 subsidiary 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 Futuros 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 November 2020.

The offer of the Warrants ends with expiration of the validity of the Base Prospectus on 29 September 2021, subject to an extension beyond this date by publication of a base prospectus which succeeds the Base Prospectus dated 29 September 2020. 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 November 2020.

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 0.10 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 STOXX Limited, Zürich ("**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 warrants 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.

EURO STOXX 50®, EURO STOXX® Banks, EURO STOXX® Utilities, STOXX® Europe 600 Oil & Gas, STOXX® Europe 600 Automobiles & Parts, STOXX® Europe 600 Basic Resources, STOXX® Europe 600 Health Care, STOXX® Europe 600 ESG-X: www.stoxx.com

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.

EURO STOXX 50® Index, EURO STOXX® Banks Index, EURO STOXX® Utilities Index, STOXX® Europe 600 Oil & Gas Index, STOXX® Europe 600 Automobiles & Parts Index, STOXX® Europe 600 Basic Resources Index, STOXX® Europe 600 Health Care Index, STOXX® Europe 600 ESG-X Index

STOXX and its licensors (the "**Licensors**") have no relationship to the Licensee, other than the licensing of the EURO STOXX 50®, the EURO STOXX® Banks, the EURO STOXX® Utilities, the STOXX® Europe 600 Oil & Gas, the STOXX® Europe 600 Automobiles & Parts, the STOXX® Europe 600 Basic Resources, the STOXX® Europe 600 Health Care respectively the STOXX® Europe 600 ESG-X and the related trademarks for use in connection with the Securities.

STOXX and its Licensors do not:

- 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 EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Securities. Specifically,

• STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty 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 EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X and the data included in the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X;

• The accuracy or completeness of the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X and its data;

• The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X and its data;

• STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX 50[®], the EURO STOXX[®] Banks, the EURO STOXX[®] Utilities, the STOXX[®] Europe 600 Oil & Gas, the STOXX[®] Europe 600 Automobiles & Parts, the STOXX[®] Europe 600 Basic Resources, the STOXX[®] Europe 600 Health Care respectively the STOXX[®] Europe 600 ESG-X or its data;

• Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between the issuer and STOXX 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 Bull Warrants, ISIN: DE000KB1WZ95 (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 29 September 2020.

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 domicile 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 companies, governments and institutional investors comprehensive financial strategies in investment banking, fixed income, foreign exchange and equities and derivatives. In addition, it is also a major issuer of warrants and certificates, the final acquirers of which are mainly private customers. Furthermore, the Issuer's business line has also included Citi Private Bank – Family Office Coverage Germany and Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identity of the statutory auditors

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

What is the key financial information regarding the Issuer?

Income Statement

	01/01/2019 - 31/12/2019 in million euro	28/04/2018 - 31/12/2018 in million euro	01/01/2018 - 27/04/2018 in million euro
Interest income from loans and money market transactions	18.9	3.1	0.2
Commission income	211.8	95.2	34.8
Net impairment loss on financial assets*	0.0	0.0	0.0
Net income from financial trading operations	29.0	25.0	24.9
Results from ordinary operations	-40.2	-10.0	26.6
Annual net loss	-45.8	-14.7	0.0

* 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

	31/12/2019 in million euro	31/12/2018 in million euro	27/04/2018 in million euro
Total assets	16,317.9	5,695.7	6,808.4
Senior debt	0.0	0.0	0.0
Subordinated debt	0.0	0.0	0.0
Receivables from clients	5,406.7	785.7	90.5
Liabilities owed to clients	4,293.1	330.1	54.5
Equity capital	1,252.8	575.7	590.5

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: DE000KB1WZ95; local trading code: T LONGESTX A4 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: 500,000

Issue date: 30/11/2020

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 3,200.00

Knock-out barrier on the issue date: EUR 3,200.00

Underlying: EURO STOXX 50

ISIN of the underlying: EU0009658145

Currency of the underlying: Euro (EUR)

Reference price: Closing price

Rights attached to the Securities

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

In return, however, they also participate on a leveraged basis in any negative performance of the underlying and in addition bear the risk that the Open End Turbo Bull Warrant with knock-out may expire worthless or almost worthless immediately (knock-out event) if the observation price of the underlying reaches or falls below 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 higher than the respective strike.

If the observation price of the underlying reaches or falls below the knock-out barrier at any time during the observation period within the observation hours (knock-out time), the Open End Turbo Bull 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 30/11/2020.

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

Risks associated with the purchase of Open End Turbo Bull 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 higher than the respective strike. If the reference price is equal to or lower than the strike, the Open End Turbo Bull 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 falls below 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.

If the underlying consists of shares or price indices, the Issuer will also calculate a dividend adjustment amount which is deducted from the strike and from the knock-out barrier on the dates on which dividends are paid. A knock-out event may occur solely as a result of a dividend adjustment made.

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 below 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 30/11/2020.

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)(1) 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 3.30. This includes EUR 0.10 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 Bull-warrantit, ISIN: DE000KB1WZ95 ("**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 Finanzdienstleistungsaufsicht*, 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 29 syyskuuta 2020.

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 epäjohtonmukainen 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 arvopaperikauppanpankki, joka tarjoaa yrityksille, valtioille ja institutionaalisille sijoittajille kattavia rahoitusratkaisuja, jotka voivat liittyä investointipankkitoimintaan, korkomarkkinoihin, valuuttoihin, osakkeisiin ja johdannaisiin. Lisäksi Liikkeeseenlaskija on myös merkittävä sellaisten Warranttien ja Sertifikaattien liikkeeseenlaskija, joiden lopullisia ostajia ovat pääasiassa yksityisasiakkaat. Lisäksi Liikkeeseenlaskijan liiketoiminta-alueeseen ovat kuuluneet myös Citi Private Bank – Saksan Family Office -toiminnot sekä vakuudellisten joukkovelkakirjalainojen tutkimus.

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, Ingo Martin Mandt, Oliver Russmann ja Christian Spieler.

Lakisääteiset tilintarkastajat

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

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Tuloslaskelma

	1.1.2019 - 31.12.2019 miljoonaa euroa	28.4.2018 - 31.12.2018 miljoonaa euroa	1.1.2018 - 27.4.2018 miljoonaa euroa
Korkotuotto lainoista ja rahamarkkinatoimista	18,9	3,1	0,2
Palkkiotuotto	211,8	95,2	34,8
Nettomääräiset rahoitusvarojen arvonalentumistappiot*	0,0	0,0	0,0

Nettotuotot kaupankäyntitoiminnasta	29,0	25,0	24,9
Varsinaisen toiminnan tulos	-40,2	-10,0	26,6
Vuotuinen nettotappio	-45,8	-14,7	0,0

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

Tase

	31.12.2019 miljoonaa euroa	31.12.2018 miljoonaa euroa	27.4.2018 miljoonaa euroa
Varat yhteensä	16 317,9	5 695,7	6 808,4
Etuoikeutetut velat	0,0	0,0	0,0
Etuoikeudeltaan huonommat velat	0,0	0,0	0,0
Saatavat asiakkailta	5 406,7	785,7	90,5
Vastattavat asiakkaille	4 293,1	330,1	54,5
Oma pääoma	1 252,8	575,7	590,5

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 positioden 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: DE000KB1WZ95; paikallinen kaupankäyntitunnus: T LONGESTX A4 CG

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

Arvopapereiden valuutta: Euro (EUR)

Arvopapereiden lukumäärä: 500 000

Liikkeeseenlaskupäivä: 30.11.2020

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 3 200,00

Knock-Out –taso liikkeeseenlaskupäivänä: EUR 3 200,00

Kohde-etuus: EURO STOXX 50

Kohde-etuuden ISIN: EU0009658145

Kohde-etuuden valuutta: Euro (EUR)

Viitehintä: Päästökurssi

Arvopapereihin liittyvät oikeudet

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

Vastaavasti sijoittajat kuitenkin osallistuvat vivutetusti myös kohde-etuuden negatiiviseen arvonkehitykseen sekä kantavat lisäksi riskin siitä, että knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti voi erääntyä arvottomana tai lähes arvottomana välittömästi (ns. knock-out-tapahtuma), jos kohde-etuuden tarkasteluhinta saavuttaa knock-out-tason tai laskee sen alapuolelle milloin tahansa tarkastelukauden aikana 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, soveltuvalle kertomella kerrottuna, jonka verran kohde-etuuden arvostuspäivän viitehintä on vastaavaa toteutushintaa korkeampi.

Jos kohde-etuuden tarkasteluhinta saavuttaa tai alittaa knock-out-tason milloin tahansa tarkastelukauden aikana tarkastelutuntien kuluessa (knock-out-ajankohta), knock-out-ominaisuuden sisältävä Open End Turbo Bull-warrantti erääntyy joko arvottomana tai lähes arvottomana, jos Lopullisissa Ehdossa 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 30.11.2020 alkaen.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Open End Turbo Bull-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 viitehintaa on vastaavaa toteutushintaa korkeampi. Jos viitehintaa on sama tai alhaisempi kuin toteutushinta, Open End Turbo Bull-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 yhtä suuri tai alhaisempi 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 epävakausta") 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.

Jos kohde-etuus koostuu osakkeista tai hintaindekseistä, Liikkeeseenlaskija laskee myös osinkojen oikaisuun liittyvän summan, joka vähennetään toteutushinnasta ja knock-out-tasosta osinkojen maksupäivinä. Knock-out-tapahtuma voi toteutua myös ainoastaan osinkojen oikaisemisen seurauksena.

Tästä syystä Arvopaperin Haltija kantaa knock-out-tapahtumaan toteutumiseen liittyvän riskin ja riskin siitä, että kohde-etuuden vastaavana arvostuspäivänä määritetty viitehintaa on yhtä suuri tai alhaisempi kuin Warrantin toteutushinta. Molemmista tapauksista 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 epävakausta 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 arvomuutokset (mukaan lukien kohde-etuuden implisiittisen volatiliiteetin 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 arvonekehitys riippuu pääasiallisesti vastaavan indeksin yksittäisistä osista. Arvopapereiden voimassaoloaikana niiden markkina-arvo voi kuitenkin poiketa indeksin tai sen osien arvonekehityksestä

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 30.11.2020.

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 oston, tarjoamisen, 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-transaktion" (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)(1), (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 3,30. Tämä sisältää EUR 0,10 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 jakelija 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.

Emissionsspezifik sammanfattning

SEKTION A – INLEDNING SOM INNEHÅLLER VARNINGAR

Värdepapper: Open End Turbo Bull Warranter, ISIN: DE000KB1WZ95 ("**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 29 september 2020.

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 anförts 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 handelsbank för värdepapper som erbjuder bolag, regeringar och institutionella investerare omfattande finansiella strategier inom investeringsbankverksamhet, obligationshandel, valutahandel och aktie- och derivathandel. Därutöver är Emittenten en stor utgivare av warranter och certifikat, av vilka de slutliga förvärvarna främst är privatkunder. Vidare har Emittentens affärsområde också inkluderat Citi Private Bank – Family Office Coverage Germany och Covered Bond Research.

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, Ingo Martin Mandt, Oliver Russmann and Christian Spieler.

Identiteten för Emittentens lagstadgade revisorer

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

Finansiell nyckelinformation för Emittenten

Resultaträkningen

	1.1.2019 - 31.12.2019 i miljoner euro	28.4.2018 - 31.12.2018 i miljoner euro	1.1.2018 - 27.4.2018 i miljoner euro
Ränteinkomst från lån och transaktioner på finansmarknaden	18,9	3,1	0,2
Provisionsintäkt	211,8	95,2	34,8

Avskrivning, amortering och nedskrivning av materiella och immateriella tillgångar	0,0	0,0	0,0
Nettointäkt från finansiella handelsverksamheter	29,0	25,0	24,9
Resultat från ordinarie verksamhet	-40,2	-10,0	26,6
Årlig nettoförlust	-45,8	-14,7	0,0

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

Balansräkningen

	31.12.2019 i miljoner euro	31.12.2018 i miljoner euro	27.4.2018 i miljoner euro
Totala tillgångar	16 317,9	5 695,7	6 808,4
Prioriterade skulder	0,0	0,0	0,0
Efterställda skulder	0,0	0,0	0,0
Kundfordringar	5 406,7	785,7	90,5
Skulder till kund	4 293,1	330,1	54,5
Eget kapital	1 252,8	575,7	590,5

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: DE000KB1WZ95; lokal handelskod: T LONGESTX A4 CG

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

Värdepapperens valuta: Euro (EUR)

Antal Värdepapper: 500 000

Emissionsdag: 30.11.2020

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 3 200,00

Knockout-Barriär på emissionsdagen: EUR 3 200,00

Underliggande tillgång: EURO STOXX 50

ISIN avseende den Underliggande tillgången: EU0009658145

Underliggande tillgångens valuta: Euro (EUR)

Referenspris: Slutkurs

Rättigheter som sammanhänger med värdepapperen

Open End Turbo Bull Warranter med knockout ger investerare möjlighet att delta i en positiv utveckling av den underliggande tillgången på en oproportionerlig basis (hävstångseffekt).

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

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 överstiger respektive lösenpris.

Om mätpriset för den underliggande tillgången når eller understiger knockout-barriären vid någon tid under mätperioden inom måttimmarna (knockout-tidpunkt), förfaller Open End Turbo Bull 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 inkludering 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 30.11.2020.

Vilka huvudsakliga risker är specifika för Värdepapperen?

Risker förknippade med förvärv av Open End Turbo Bull Warranter

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

Om den underliggande tillgången består av aktier eller prisindex ska Emittenten också beräkna utdelning justerat med belopp som är avdraget från lösenpriset och från knockout-barriären på de datum som utdelningen utbetalas. En knockout-händelse kan ske enbart som ett resultat av en justering av utdelningen.

Värdepappersinnehavaren bär därför risken att en knockout-händelse inträffar eller att referenspriset för den underliggande tillgången vid värderingstidpunkten motsvarar eller understiger 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.

Marknadspriserisk

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 serie.

Erbjudande om Värdepapperen i Finland börjar den 30.11.2020.

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)(1)

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 3,30. Detta inkluderar EUR 0,10 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 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 marknadsskapare 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.