PROHIBITION OF SALES TO UK RETAIL INVESTORS –The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any "retail investor" in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

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

(a) in those Public Offer Jurisdictions mentioned in item 9 of Part B below, provided such person is one of the persons mentioned in item 10 of Part B below and that such offer is made during the Offer Period specified for such purpose therein and that any conditions relevant to the use of the Base Prospectus are complied with; or

(b) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer.

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

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

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

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

A "**Permitted Non-U.S. Purchaser**" is a person that (i) is outside the United States at the time of any offer or sale of the Securities to it and is not a "U.S. person" as such term is defined under Rule 902(k)(1) of Regulation S or "in the United States" as such term is defined in Rule 202(a)(30)-1(c)(3)(i) under the U.S. Investment Advisers Act of 1940, as amended ("**Advisers Act**"); (ii) does not come within any definition of U.S. person for any purpose under the CEA or any rule, order, guidance or interpretation proposed or issued by the CFTC under the CEA (for the avoidance of doubt, a U.S. person shall include without limitation (a) any person who is either (x) not a "Non-United States person" as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for the purposes of subsection (D) thereof, the

exception for qualified eligible persons who are not "Non-United States persons" or (y) not a "foreign located person" as defined in CFTC Rule 3.10(c)(1)(ii) and (b) any person who is a "U.S. Person" or a "Significant Risk Subsidiary", or benefits from a "Guarantee", in each case as such terms are defined in CFTC Rule 23.23(a) under the CEA, as such rule may be amended, revised, supplemented or superseded); (iii) is not a "U.S. Person" as defined in Rule 3a71-3(a)(4) under the United States Securities Exchange Act of 1934, as amended; and (iv) is not, and whose purchase and holding of the Securities is not made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or an employee benefit plan or other plan or arrangement subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

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

Final Terms dated 20 November 2025

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of up to EUR 3,500,000 Snowballing Autocall Notes linked to the MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index, due December 2032

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

PART A – CONTRACTUAL TERMS

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

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

The Base Prospectus is available for viewing at the offices of the Paying Agents and on the website of the Luxembourg Stock Exchange (www.luxse.com). In addition, this Final Terms and the translation of the Summary into Finnish are available on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the website of the Authorised Offeror (https://www.alexandria.fi/).

For the purposes hereof, "**Base Prospectus**" means the CGMFL GMI Base Prospectus in relation to the Programme dated 17 November 2025.

1.	(i)	Issuer:	Citigroup Global Markets Funding Luxembourg S.C.A.
	(ii)	Guarantor:	Citigroup Global Markets Limited
2.	(i)	Type of Security:	Notes
	(ii)	Governing Law:	English Law
	(iii)	Series Number:	CGMFL140354
	(iv)	Tranche Number:	1

	(v)	Date on which the Securities will be consolidated and form a single Series:	Not Applicable
3.	Settlement Currency or Currencies:		Euro ("**EUR**")
4.	Aggregate Principal Amount:		
	(i)	Series:	Up to EUR 3,500,000. It is anticipated that the final Aggregate Principal Amount of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date
	(ii)	Tranche:	Up to EUR 3,500,000. It is anticipated that the final Aggregate Principal Amount of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date
5.	Issue Price:		100.00 per cent. of the Aggregate Principal Amount
6.	(i)	Specified Denominations:	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
7.	(i)	Trade Date:	9 December 2025
	(ii)	Issue Date:	23 December 2025
	(iii)	Interest Commencement Date:	Not Applicable
8.	Scheduled Maturity Date:		23 December 2032
9.	Type of Interest / Redemption and Minimum Return:		
	(i)	Type of Interest / Redemption:	The Securities do not bear or pay any interest Mandatory Early Redemption Provisions are applicable as specified in item 19 below The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 21 below The Securities are Cash Settled Securities
	(ii)	Minimum Return:	Not Applicable
10.	Changes in interest basis and/or Multiple Interest Basis:		Not Applicable
11.	Put/Call Options:		Not Applicable
12.	(i)	Status of the Securities:	Senior
	(ii)	Status of the CGMHI Deed of Guarantee:	Not Applicable

(iii)	Status of the CGMFL Deed of Guarantee:	Senior

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION

13. **Underlying Linked Securities Provisions and Early Termination:**

A.	Underlying Linked Securities Provisions:		Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
	(i)	Underlying:	Applicable
		(A) Description of Underlying(s):	The MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index (*RIC: .MQDVR28P*)
		(B) Classification:	Security Index
		(C) Electronic Page:	Bloomberg Page: MQDVR28P <*Index*>
	(ii)	Particulars in respect of each Underlying:	Applicable
		Security Index/Indices:	
		(A) Type of Index:	Single Exchange Index
		(B) Exchange(s):	Oslo Bors
		(C) Related Exchange(s):	All Exchanges
		(D) Single Valuation Time:	Applicable
		(E) Same Day Publication:	Applicable
	(iii)	Elections in respect of each type of Underlying:	Applicable
		Security Index/Indices:	
		(A) Additional Disruption Event(s):	Increased Cost of Stock Borrow Loss of Stock Borrow Security Index Restriction Event
		(B) Additional Adjustment Event(s):	Security Index Condition 4: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

			Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable
	(C)	Security Index Adjustment Event(s):	Security Index Condition 6(b)(i): Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable
	(D)	Additional Early Termination Event(s):	Security Index Condition 5: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable
	(E)	Security Index Substitution:	Applicable
B.	Fallback provisions for Underlying Linked Securities:		Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
	(i)	Change in Law:	Applicable Illegality: Applicable Material Increased Cost: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable

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

		Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable
(ii)	Early Termination for Illegality:	Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable
(iii)	Continuance of Securities Provision:	Not Applicable
(iv)	Early Termination for Obligor Regulatory Event:	Not Applicable
(v)	RMB Disruption Event:	Not Applicable
(vi)	Administrator/Benchmark Event:	Early Termination following Administrator/Benchmark Event: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Termination: Not Applicable
(vii)	Event of Default:	Early Termination Amount: Fair Market Value Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable
(viii)	Minimum Return Amount:	Not Applicable

PROVISIONS RELATING TO INTEREST

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

PROVISIONS RELATING TO SWITCHER OPTION

15.	**Switcher Option:**	Not Applicable

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

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

PROVISIONS RELATING TO ZERO COUPON SECURITIES

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

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

18. **Issuer Call and Investor Put:**

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

19.	**Mandatory Early Redemption Provisions:**	Applicable
(i)	Mandatory Early Redemption Event:	Not Applicable
(ii)	Mandatory Early Redemption Barrier Event:	Applicable
	General:	
	(A) Mandatory Early Redemption Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date, MER Coupon, MER Coupon Payment Date (as relevant):	See Table below
	(B) Specified Mandatory Early Redemption Strike Date:	For the purpose of determining whether a MER Barrier Event has occurred: 9 December 2025
	Underlying(s) relevant to Mandatory Early Redemption, Mandatory Early Redemption Performance Provisions and	

levels of the Mandatory Early Redemption Underlying(s)		
(A)	Mandatory Early Redemption Underlying:	The Underlying specified in item 13 above
(B)	Mandatory Early Redemption Barrier Underlying(s):	The Mandatory Early Redemption Underlying
Mandatory Early Redemption Performance Provisions:		Not Applicable
Provisions relating to levels of the Mandatory Early Redemption Underlying(s):		Applicable
(A)	Mandatory Early Redemption Initial Level:	For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Redemption Strike Date
(B)	Mandatory Early Redemption Reference Level:	Not Applicable
Provisions relating to a Mandatory Early Redemption Barrier Event:		Applicable
(A)	Mandatory Early Redemption Barrier Event:	Applicable – Mandatory Early Redemption Barrier Event European Observation
Provisions relating to a Mandatory Early Redemption Upper Barrier Event:		Not Applicable
Provisions relating to the Mandatory Early Redemption Amount		
(A)	Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Not Applicable:	See MER Amount in Table below
(B)	Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Applicable:	Not Applicable
(C)	Performance-Linked Mandatory Early Redemption Amount:	Not Applicable

(D)	Snowball Accrual Mandatory Early Redemption Amount:	Not Applicable
Mandatory Early Redemption Underlying Valuation Provisions:		Applicable
(A)	Averaging:	Not Applicable
(B)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days)*) apply.
(C)	Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) (*Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)*) apply.
(D)	Valuation Roll:	Eight

TABLE			
MER Barrier Level (%)	**Specified MER Barrier Observation Date**	**MER Amount[1]**	**MER Date**
	For the purpose of determining whether a MER Barrier Event has occurred:		
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 December 2026	not less than EUR 1,160, indicatively EUR 1,180	23 December 2026
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 March 2027	not less than EUR 1,200, indicatively EUR 1,225	23 March 2027
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 June 2027	not less than EUR 1,240, indicatively EUR 1,270	23 June 2027
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 September 2027	not less than EUR 1,280, indicatively EUR 1,315	23 September 2027
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 December 2027	not less than EUR 1,320, indicatively EUR 1,360	23 December 2027
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 March 2028	not less than EUR 1,360, indicatively EUR 1,405	23 March 2028
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 June 2028	not less than EUR 1,400, indicatively EUR 1,450	26 June 2028
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	11 September 2028	not less than EUR 1,440, indicatively EUR 1,495	25 September 2028
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	11 December 2028	not less than EUR 1,480, indicatively EUR 1,540	27 December 2028
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 March 2029	not less than EUR 1,520, indicatively EUR 1,585	23 March 2029
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	11 June 2029	not less than EUR 1,560, indicatively EUR 1,630	26 June 2029
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	10 September 2029	not less than EUR 1,600, indicatively EUR 1,675	24 September 2029
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	10 December 2029	not less than EUR 1,640, indicatively EUR 1,720	24 December 2029

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

greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	11 March 2030	not less than EUR 1,680, indicatively EUR 1,765	25 March 2030
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	11 June 2030	not less than EUR 1,720, indicatively EUR 1,810	26 June 2030
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 September 2030	not less than EUR 1,760, indicatively EUR 1,855	23 September 2030
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 December 2030	not less than EUR 1,800, indicatively EUR 1,900	23 December 2030
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	10 March 2031	not less than EUR 1,840, indicatively EUR 1,945	24 March 2031
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 June 2031	not less than EUR 1,880, indicatively EUR 1,990	24 June 2031
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 September 2031	not less than EUR 1,920, indicatively EUR 2,035	23 September 2031
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 December 2031	not less than EUR 1,960, indicatively EUR 2,080	23 December 2031
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 March 2032	not less than EUR 2,000, indicatively EUR 2,125	23 March 2032
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 June 2032	not less than EUR 2,040, indicatively EUR 2,170	23 June 2032
greater than (or equal to) 100.00% of the MER Initial Level of the MERBU	9 September 2032	not less than EUR 2,080, indicatively EUR 2,215	23 September 2032

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

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

(i) Underlying Linked Securities Redemption Provisions: Applicable

Dates

(A) Specified Redemption Barrier Observation Date: For the purpose of determining whether a Redemption Barrier Event has occurred: 9 December 2032

(B) Specified Final Valuation Date(s): 9 December 2032

(C) Specified Redemption Strike Date: 9 December 2025

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

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

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

Final Performance Provisions: Applicable

(A) Single Underlying Observation: Applicable for the purpose of determining the Performance-Linked Redemption Amount if a

		Redemption Barrier Event and a Redemption Lower Barrier Event have occurred
I.	Maximum Final Performance Percentage:	Not Applicable
II.	Minimum Final Performance Percentage:	Not Applicable
III.	Maximum Final Performance Percentage (Barrier Event):	Not Applicable
IV.	Minimum Final Performance Percentage (Barrier Event):	Not Applicable
V.	Maximum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VI.	Minimum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VII.	Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
VIII.	Minimum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
IX.	Final Performance	Not Applicable

	Adjustment Percentage:	
(B)	Weighted Basket Observation:	Not Applicable
(C)	Best of Basket Observation:	Not Applicable
(D)	Worst of Basket Observation:	Not Applicable
(E)	Outperformance Observation:	Not Applicable
(F)	Arithmetic Mean Underlying Return:	Not Applicable
(G)	Cliquet:	Not Applicable
(H)	Himalaya Final Performance – Asian Observation:	Not Applicable
(I)	Best of Profile Observation:	Not Applicable
Provisions relating to levels of the Redemption Underlying(s):		Applicable
(A)	Redemption Initial Level:	Closing Level on Redemption Strike Date
(B)	Final Reference Level:	Closing Level on Final Valuation Date
(C)	Redemption Strike Level:	For the purpose of determining the Performance-Linked Redemption Amount if a Redemption Barrier Event and a Redemption Lower Barrier Event have occurred and the Final Performance in respect thereof: Redemption Initial Level
Provisions relating to a Redemption Barrier Event:		Applicable
(A)	Redemption Barrier Event:	Applicable – Redemption Barrier Event European Observation
(B)	Final Barrier Level:	less than 100.00 per cent. of the Redemption Initial Level of the Redemption Barrier Underlying
Provisions relating to the redemption amount due or entitlement deliverable:		Applicable
Provisions applicable where Redemption Barrier Event is Not Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:		Not Applicable

Provisions applicable where Redemption Barrier Event is Applicable		
(A)	Provisions applicable to Physical Delivery:	Not Applicable
(B)	Redemption Upper Barrier Event:	Not Applicable
(C)	Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified:	Applicable – not less than EUR 2,120, indicatively EUR 2,260[2] per Security
(D)	Redemption Upper Barrier Percentage:	Not Applicable
	I. Upper Redemption Amount due where no Redemption Barrier Event has occurred:	Not Applicable
	II. Lower Redemption Amount due where no Redemption Barrier Event has occurred:	Not Applicable
(E)	Redemption Amount due where a Redemption Barrier Event has occurred and no Redemption Lower Barrier Event is specified:	Not Applicable
(F)	Redemption Lower Barrier Event:	Applicable Redemption Lower Barrier Event Underlying Closing Level less than The Specified Redemption Lower Barrier Event Valuation Date will be 9 December 2032

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

	Redemption Lower Barrier Underlying(s):	The Redemption Underlying
	Redemption Lower Barrier Percentage:	60.00 per cent. of the Redemption Initial Level for the Redemption Lower Barrier Underlying
(G)	Redemption Amount due where a Redemption Barrier Event has occurred and a Redemption Lower Barrier Event is specified:	Applicable
	I. Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred:	Applicable – the Performance-Linked Redemption Amount determined in accordance with Put Option Provisions
	II. Non Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred:	Applicable – not less than EUR 1,560, indicatively EUR 1,630[3] per Security
(H)	Redemption Lock-in Event:	Not Applicable
(I)	Redemption Lock-in Event Redemption Amount due where a Redemption Lock-in Event has occurred:	Not Applicable
Performance-Linked Redemption Amount		
Put Option:		Applicable if a Redemption Barrier Event and a Redemption Lower Barrier Event occur
I.	Relevant Percentage:	100.00 per cent.
II.	Maximum Redemption Amount:	Not Applicable
III.	Minimum Redemption Amount:	Not Applicable

[3] Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Non Lower Barrier Event Redemption Amount due where a Redemption Barrier Event has occurred will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date.

IV.	Maximum Redemption Amount (Barrier Event Satisfied):	Not Applicable
V.	Minimum Redemption Amount (Barrier Event Satisfied):	Not Applicable
VI.	Maximum Redemption Amount (Barrier Event Not Satisfied):	Not Applicable
VII.	Minimum Redemption Amount (Barrier Event Not Satisfied):	Not Applicable
VIII.	Final Participation Rate ("**FPR**"):	Not Applicable
IX.	Redemption Adjustment:	Not Applicable

Call Option:		Not Applicable
Call Spread - Put Spread Option:		Not Applicable
Twin Win Option:		Not Applicable
Market Timer:		Not Applicable
Put Call Sum:		Not Applicable
Lock-in Option:		Not Applicable
Swaption:		Not Applicable
Greater of Option:		Not Applicable
Provisions relating to Buy the Dip Securities:		Not Applicable
Redemption Underlying Valuation Provisions:		Applicable
(A)	Averaging:	Not Applicable
(B)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) (*Adjustments to Valuation Dates (Scheduled Trading Days)*) apply.
(C)	Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) (*Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)*) apply.
(D)	Valuation Roll:	Eight
Provisions relating to the Preference Share-Linked		Not Applicable

		Redemption Amount in respect of Preference Share Linked Securities	
		Split Payment Conditions:	Not Applicable
	(ii)	DIR Inflation Linked Securities:	Not Applicable
	(iii)	Inflation Linked Redemption Provisions:	Not Applicable
	(iv)	Lock-in Redemption Securities:	Not Applicable
	(v)	Rate Linked Redemption Securities:	Not Applicable
	(vi)	Interest Linked Redemption Securities:	Not Applicable
	(vii)	Redemption Reserve Securities:	Not Applicable
	(viii)	Redemption by Instalments:	Not Applicable
22.	**FX Provisions:**		Not Applicable
23.	**FX Performance:**		Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

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

PROVISIONS RELATING TO INDEX SKEW NOTES

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

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

26.	**Form of Securities:**	Registered Securities Regulation S Global Registered Note Security registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
27.	**New Safekeeping Structure:**	Not Applicable
28.	**Business Centre(s):**	New York City and T2 Business Day
29.	**Business Day Jurisdiction(s) or other special provisions relating to payment dates:**	New York City and T2 Business Day
30.	**Redenomination, renominalisation and reconventioning provisions:**	Applicable: The provisions of General Condition 18 (*Redenomination*) apply
31.	**Consolidation provisions:**	The provisions of General Condition 14 (*Further Issues*) apply

32.	**Substitution provisions in relation to CGMFL and the CGMFL Guarantor (General Condition 17(a)(ii)):**	Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
	(i) Additional Requirements:	Not Applicable
33.	**Additional substitution provisions in respect of French Law Securities:**	Not Applicable
34.	**Name and address of Calculation Agent:**	Citigroup Global Markets Limited (acting through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
35.	**Determination Agent:**	Calculation Agent
36.	**Determinations:**	
	(i) Standard:	Sole and Absolute Determination
	(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
37.	**Determinations and Exercise of Discretion (BEC):**	Not Applicable
38.	**Prohibition of sales to consumers in Belgium:**	Applicable
39.	**Additional provisions applicable to Securities traded on Borsa Italiana S.p.A. trading venues:**	Not Applicable
40.	**Other final terms:**	
	(i) Schedule D – Citigroup Inc. TLAC eligible Securities:	Not Applicable
	(ii) Indian Compliance Representations, Warranties and Undertakings:	Not Applicable
	(iii) China Compliance Representations, Warranties and Undertakings:	Not Applicable
	(iv) Taiwan Compliance Representations, Warranties and Undertakings:	Not Applicable

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PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING:**

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

2. **RATINGS**

Ratings:	The Securities are not rated.

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

Save for any fees payable to the Authorised Offeror, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the Offer.

4. **REASONS FOR THE OFFER/USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the Offer:	See "Use of Proceeds" in the section entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" in the Base Prospectus
(ii)	Estimated net proceeds:	An amount equal to 100.00 per cent. of the final Aggregate Principal Amount of the Securities issued on the Issue Date For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and/or the Initial Authorised Offeror(s)
(iii)	Estimated total expenses/ Estimate of total expenses related to admission to trading:	Approximately EUR 9,000 (listing fees and legal expenses)

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

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

6. **EU BENCHMARKS REGULATION**

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	The MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index is provided by MerQube, Inc. As at the date hereof, MerQube, Inc. does not appear in the register of administrators established and maintained by the European Securities and Markets Association ("**ESMA**") pursuant to Article 36 of the EU Benchmarks Regulation (the "**ESMA Register**"). As far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that MerQube, Inc. is not currently required to obtain recognition or endorsement or to benefit from an equivalence decision

7. **DISCLAIMER**

MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index

Neither MerQube, Inc. nor any of its affiliates (collectively, "**MerQube**") is the issuer or producer of the Securities and MerQube has no duties, responsibilities, or obligations to investors in the Securities. The index underlying the Securities is a product of MerQube and has been licensed for use by the Issuer and its affiliates (the "**Licensee**"). Such index is calculated using, among other things, market data or other information ("**Input Data**") from one or more sources (each such source, a "**Data Provider**"). MerQube® is a registered trademark of MerQube, Inc. These trademarks have been licensed for certain purposes by the Licensee in its capacity as the issuer of the Securities. The Securities are not sponsored, endorsed, sold or promoted by MerQube, any Data Provider, or any other third party, and none of such parties make any representation regarding the advisability of investing in securities generally or in Securities particularly, nor do they have any liability for any errors, omissions, or interruptions of the Input Data, MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index, or any associated data. Neither MerQube nor the Data Providers make any representation or warranty, express or implied, to the owners of the Securities or to any member of the public, of any kind, including regarding the ability of the MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index to track market performance or any asset class. The MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index is determined, composed, and calculated by MerQube without regard to the Licensee or the Securities. MerQube and Data Providers have no obligation to take the needs of the Licensee or the owners of the Securities into consideration in determining, composing, or calculating the MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index. Neither MerQube nor any Data Provider is responsible for and have not participated in the determination of the prices or amount of the Securities or the timing of the issuance or sale of the Securities or in the determination or calculation of the equation by which the Securities are to be converted into cash, surrendered, or redeemed, as the case may be. MerQube and Data Providers have no obligation or liability in connection with the administration, marketing, or trading of the Securities. There is no assurance that investment products based on the MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index will accurately track index performance or provide positive investment returns. MerQube is not an investment advisor. Inclusion of a security within an index is not a recommendation by MerQube to buy, sell, or hold such security, nor is it considered to be investment advice.

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publicly-available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Bloomberg® makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Securities. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Securities.

8. OPERATIONAL INFORMATION

ISIN Code:	XS3156032933
Common Code:	315603293
CUSIP:	5C59IM9F6
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTZNFR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	CITIGROUP GLOBA/ZERO CPNEMTN 203212, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

9. DISTRIBUTION

(i)	Method of distribution:	Non-syndicated
(ii)	If syndicated, names and addresses of the Lead Manager	Not Applicable

	and the other Managers and underwriting commitments:	
(iii)	Date of Subscription Agreement:	Not Applicable
(iv)	Stabilisation Manager(s) (if any):	Not Applicable
(v)	If non-syndicated, name and address of Dealer:	Citigroup Global Markets Europe AG at Boersenplatz 9, 60313 Frankfurt am Main, Germany
(vi)	Total commissions and concessions:	Up to 5.00 per cent. per Specified Denomination which comprises the distribution fee payable to the Authorised Offeror. Investors can obtain more information about this fee by contacting the relevant Authorised Offeror or the Dealer at the relevant address(es) set out herein. It is anticipated that the exact amount of the distribution fee will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date. The Issuer understands from the Initial Authorised Offeror(s) that the Initial Authorised Offeror(s) may charge the initial investor(s) a commission of up to 2.00 per cent. per Calculation Amount.
(vii)	Prohibition of Offer to Private Clients in Switzerland:	Not Applicable
(viii)	Non-exempt Offer:	An offer (the Finnish "**Offer**") of the Securities may be made by Alexandria Group Oyj (the Finnish "**Initial Authorised Offeror(s)**") other than pursuant to Article 1(4) and/or 3(2) of the EU Prospectus Regulation in Finland during the period from (and including) 21 November 2025 until (and including) 3 December 2025 (the Finnish "**Offer Period**"). Offers (if any) in any Member State other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus. "**Authorised Offeror(s)**" means the Initial Authorised Offeror(s). "**Public Offer Jurisdiction(s)**" means Finland See further paragraph 10 below.
(ix)	General Consent:	Not Applicable
(x)	Other conditions to consent:	Not Applicable
(xi)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(xii)	Prohibition of Sales to UK Retail Investors:	Applicable
(xiii)	Swiss Non-exempt Offer:	Not Applicable

(xiv)	Permitted Non-U.S. Purchaser (Regulation S Only):	Not Applicable

10. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Issue Price In addition, the Issuer understands from the Initial Authorised Offeror(s) that the Initial Authorised Offeror(s) may charge the initial investor(s) a commission of up to 2.00 per cent. per Calculation Amount.
Conditions to which the Offer is subject:	If the Issuer receives subscriptions for Securities with an Aggregate Principal Amount of EUR 3,500,000, the Issuer may end the Finnish Offer Period before 3 December 2025 In the event that the Finnish Offer Period is shortened as described above, the Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Finnish Initial Authorised Offeror (https://www.alexandria.fi/) The Issuer reserves the right, in its absolute discretion, to cancel the Finnish Offer and the issue of the Securities in Finland at any time prior to the Issue Date. In such an event all application monies relating to applications for Securities under the Finnish Offer will be returned (without any interest) to applicants at the applicant's risk by no later than 30 days after the date on which the Finnish Offer of the Securities is cancelled. Application monies will be returned by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate The Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication the website of the Finnish Initial Authorised Offeror (https://www.alexandria.fi/) in the event that the Finnish Offer is cancelled and the Securities are not issued in Finland pursuant to the above The offer of the Securities is conditional upon their issue.
Description of the application process:	Applications for the purchase of the Securities may be made by a prospective investor in Finland to the Finnish Initial Authorised Offeror Pursuant to anti-money laundering laws and regulations in force in Germany or other relevant jurisdictions, the Issuer, Citigroup Global Markets Europe AG or any of their authorised agents may require evidence in connection with any application for Securities, including further identification of the applicant(s), before any Securities are issued Each prospective investor in Finland should ascertain from the Finnish Initial Authorised Offeror when the Finnish Initial Authorised Offeror will require receipt of cleared funds from it in respect of its application for the

	purchase of any Securities and the manner in which payment should be made to the Finnish Initial Authorised Offeror
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	The Issuer may decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR 3,500,000, as further described below It may be necessary to scale back applications under the Finnish Offer In the event that subscriptions for Securities under the Finnish Offer are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis as determined by the Issuer, and subject to a minimum allotment per applicant of EUR 5,000 in principal amount of the Securities The Issuer also reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the Finnish Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied Excess application monies will be returned (without interest) by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate The Issuer also reserves the right to accept any subscriptions for Securities which would exceed the "up to" aggregate principal amount of the Securities of EUR 3,500,000 and the Issuer may increase the "up to" aggregate principal amount of the Securities
Details of the minimum and/or maximum amount of application:	The minimum amount of any subscription is EUR 5,000 in principal amount of the Securities
Details of the method and time limits for paying up and delivering the Securities:	Securities will be available on a delivery versus payment basis The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date
Manner in and date on which results of the offer are to be made public:	By means of a notice published by the Issuer on the website of the Finnish Initial Authorised Offeror (https://www.alexandria.fi/)
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Offers may be made by the Finnish Initial Authorised Offeror to any person in Finland

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants in Finland will be notified directly by the Finnish Initial Authorised Offeror of the success of their application Dealing in the Securities may commence on the Issue Date
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	See item 9(vi) (*Total commission and concession*) above
Name(s), address(es), legal entity identifier, domicile, legal form and law and country of incorporation to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	The Securities will be publicly offered in Finland through the Finnish Initial Authorised Offeror: Alexandria Group Oyj Eteläesplanadi 22 A 00130 Helsinki, Finland Its LEI is 7437002ONTEZT59NA993. The Finnish Initial Authorised Offeror is domiciled in Finland, with a registered address as provided herein and was incorporated in Finland as a corporation under the laws of Finland.

11. UNITED STATES TAX CONSIDERATIONS

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

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

ANNEX

SUMMARY OF THE SECURITIES

INTRODUCTION AND WARNINGS
The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities. ***You are about to purchase a product that is not simple and may be difficult to understand***.
The Securities: Issue of up to EUR 3,500,000 Snowballing Autocall Notes linked to the MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index, due December 2032 (ISIN: XS3156032933).
The Issuer: Citigroup Global Markets Funding Luxembourg S.C.A. Its registered office is at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and its telephone number is +352 45 14 14 447. Its Legal Entity Identifier ("**LEI**") is 549300EVRWDWFJUNNP53.
The Authorised Offeror(s): The Authorised Offeror is Alexandria Group Oyj, at Eteläesplanadi 22 A, 00130, Helsinki, Finland. Its LEI is 7437002ONTEZT59NA993.
Competent authority: The Base Prospectus was approved on 17 November 2025 by the *Commission de Surveillance du Secteur Financier* (CSSF) at 271, route d'Arlon, L-1150 Luxembourg (Telephone number: +352 26 25 1 - 1).
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Securities?
Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: The Issuer was incorporated as a corporate partnership limited by shares (*société en commandite par actions*) on 24 May 2012 under the laws of Luxembourg for an unlimited duration and is registered with the Register of Trade and Companies of Luxembourg (*Registre de commerce et des sociétés, Luxembourg*) under number B 169.199. Its LEI is 549300EVRWDWFJUNNP53.
Issuer's principal activities: The Issuer grants loans and other forms of funding to Citigroup Inc. and its subsidiaries (the "**Group**"), and therefore may compete in any market in which the Group has a presence, and may finance itself in whatever form, including through issuance of the Securities, and carry on incidental activities.
Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The shares of the Issuer are held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited ("**CGML**" or the "**Guarantor**"). All of the issued share capital of CGML is owned by Citigroup Global Markets Holdings Bahamas Limited, which is an indirect subsidiary of Citigroup Inc.
Key managing directors: The Issuer is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "**Corporate Manager**"). The members of the board of managers of the Corporate Manager are Mr. Eduardo Gramuglia Pallavicino, Ms. Silvia Carpitella, Mr. Martin Sonneck, Mr. Adriaan Goosen and Mr. Dimba Kier.
Statutory auditors: The Issuer's approved statutory auditor (*réviseur d'entreprises agréé*) is KPMG Audit S.à r.l. (formerly KPMG Luxembourg Société Coopérative) of 39, avenue J.F. Kennedy, L-1855, Luxembourg.
What is the key financial information regarding the Issuer?
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2024 and 2023, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2025.

Summary information – income statement

	Year ended 31 December 2024 (audited)	**Year ended 31 December 2023 (audited)**	**Six months ended 30 June 2025 (unaudited)**	**Six months ended 30 June 2024 (unaudited)**
Profit before income tax (*in thousands of U.S. dollars*)	205	227	166	87

Summary information – balance sheet

	As at 31 December 2024 (audited)	**As at 31 December 2023 (audited)**	**As at 30 June 2025 (unaudited)**
Net financial debt (long term debt plus short term debt minus cash) (*in thousands of U.S. dollars*)	24,185,735	24,823,075	29,105,238

Current ratio (current assets/current liabilities)	100%	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	15260%	17422%	17009%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable

Summary information – cash flow statement

	Year ended 31 December 2024 (audited)	**Year ended 31 December 2023 (audited)**	**Six months ended 30 June 2025 (unaudited)**	**Six months ended 30 June 2024 (unaudited)**
Net cash flows from operating activities (*in thousands of U.S. dollars*)	(130,622)	157,770	(14,505)	(137,980)
Net cash flows from financing activities (*in thousands of U.S. dollars*)	279,496	(2,899,312)	2,241,143	(406,528)
Net cash flows from investing activities (*in thousands of U.S. dollars*)	(279,500)	2,899,305	(2,241,133)	406,537

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

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

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

The Issuer is subject to the following key risks:

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

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities, including security identification numbers

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

The issue date of the Securities is 23 December 2025. The issue price of the Securities is 100.00 per cent. of the aggregate principal amount.

Series Number: CGMFL140354; ISIN: XS3156032933; Common Code: 315603293; CUSIP: 5C59IM9F6; CFI: DTZNFR; FISN: CITIGROUP GLOBA/ZERO CPNEMTN 203212.

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

The Securities are denominated in Euro ("**EUR**"). The Securities have a specified denomination of EUR 1,000 and the calculation amount is EUR 1,000. The aggregate principal amount of the Securities to be issued is up to EUR 3,500,000.

Maturity Date: 23 December 2032. This is the date on which the Securities are scheduled to redeem, subject to an early redemption of the Securities.

Rights attached to the Securities

The Securities do not pay any interest. The return on the Securities will derive from the potential payment of a Mandatory Early Redemption Amount following early redemption of the Securities due to the occurrence of a Mandatory Early Redemption Barrier Event, and, unless the Securities have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the Maturity Date of the Securities.

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

Where:

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

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

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

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

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

Mandatory Early Redemption Strike Date: 9 December 2025, subject to adjustment.

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

MER Barrier Level	MER Barrier Observation Date(s)	MER Amount[4]	MER Date(s)
100.00% of the MER Initial Level of the MERBU	9 December 2026	not less than EUR 1,160, indicatively EUR 1,180	23 December 2026
100.00% of the MER Initial Level of the MERBU	9 March 2027	not less than EUR 1,200, indicatively EUR 1,225	23 March 2027
100.00% of the MER Initial Level of the MERBU	9 June 2027	not less than EUR 1,240, indicatively EUR 1,270	23 June 2027
100.00% of the MER Initial Level of the MERBU	9 September 2027	not less than EUR 1,280, indicatively EUR 1,315	23 September 2027
100.00% of the MER Initial Level of the MERBU	9 December 2027	not less than EUR 1,320, indicatively EUR 1,360	23 December 2027
100.00% of the MER Initial Level of the MERBU	9 March 2028	not less than EUR 1,360, indicatively EUR 1,405	23 March 2028
100.00% of the MER Initial Level of the MERBU	9 June 2028	not less than EUR 1,400, indicatively EUR 1,450	26 June 2028
100.00% of the MER Initial Level of the MERBU	11 September 2028	not less than EUR 1,440, indicatively EUR 1,495	25 September 2028
100.00% of the MER Initial Level of the MERBU	11 December 2028	not less than EUR 1,480, indicatively EUR 1,540	27 December 2028
100.00% of the MER Initial Level of the MERBU	9 March 2029	not less than EUR 1,520, indicatively EUR 1,585	23 March 2029
100.00% of the MER Initial Level of the MERBU	11 June 2029	not less than EUR 1,560, indicatively EUR 1,630	26 June 2029
100.00% of the MER Initial Level of the MERBU	10 September 2029	not less than EUR 1,600, indicatively EUR 1,675	24 September 2029
100.00% of the MER Initial Level of the MERBU	10 December 2029	not less than EUR 1,640, indicatively EUR 1,720	24 December 2029
100.00% of the MER Initial Level of the MERBU	11 March 2030	not less than EUR 1,680, indicatively EUR 1,765	25 March 2030
100.00% of the MER Initial Level of the MERBU	11 June 2030	not less than EUR 1,720, indicatively EUR 1,810	26 June 2030
100.00% of the MER Initial Level of the MERBU	9 September 2030	not less than EUR 1,760, indicatively EUR 1,855	23 September 2030
100.00% of the MER Initial Level of the MERBU	9 December 2030	not less than EUR 1,800, indicatively EUR 1,900	23 December 2030

[4] Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Mandatory Early Redemption Amounts will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date.

100.00% of the MER Initial Level of the MERBU	10 March 2031	not less than EUR 1,840, indicatively EUR 1,945	24 March 2031
100.00% of the MER Initial Level of the MERBU	9 June 2031	not less than EUR 1,880, indicatively EUR 1,990	24 June 2031
100.00% of the MER Initial Level of the MERBU	9 September 2031	not less than EUR 1,920, indicatively EUR 2,035	23 September 2031
100.00% of the MER Initial Level of the MERBU	9 December 2031	not less than EUR 1,960, indicatively EUR 2,080	23 December 2031
100.00% of the MER Initial Level of the MERBU	9 March 2032	not less than EUR 2,000, indicatively EUR 2,125	23 March 2032
100.00% of the MER Initial Level of the MERBU	9 June 2032	not less than EUR 2,040, indicatively EUR 2,170	23 June 2032
100.00% of the MER Initial Level of the MERBU	9 September 2032	not less than EUR 2,080, indicatively EUR 2,215	23 September 2032

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

(a) a Redemption Barrier Event has not occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to indicatively EUR 2,260, not less than EUR 2,120[5];

(b) a Redemption Barrier Event has occurred, and:

(i) if a Redemption Lower Barrier Event has not occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to indicatively EUR 1,630, not less than EUR 1,560[6];

(ii) if a Redemption Lower Barrier Event has occurred, the Issuer shall redeem each Security on the Maturity Date at an amount equal to the *product* of (a) the Calculation Amount and (b) the *sum* of 100.00 per cent. and the Final Performance of the Redemption Underlying. Expressed as a formula:

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

Where:

Calculation Amount or **CA**: EUR 1,000.

Final Barrier Level: 100.00 per cent. of the Redemption Initial Level of the Redemption Underlying.

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

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

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

Final Valuation Date(s): 9 December 2032, subject to adjustment.

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

Redemption Barrier Observation Date: 9 December 2032, subject to adjustment.

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

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

Redemption Lower Barrier Event Valuation Date: 9 December 2032, subject to adjustment.

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

Redemption Strike Date: 9 December 2025, subject to adjustment.

Redemption Strike Level: in respect of the Redemption Underlying, the Redemption Initial Level of such Redemption Underlying.

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

The Underlying(s)			
Description	**Underlying for the purpose of the redemption provisions**	**Underlying for the purpose of the mandatory early redemption provisions**	**Electronic page**

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

[6] Such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Redemption Amount due where a Redemption Barrier Event has occurred and a Redemption Lower Barrier Event has not occurred will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date.

The MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index (*RIC: .MQDVR28P*)	Yes	Yes	Bloomberg Page: MQDVR28P *<Index>*

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

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

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

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

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

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

Description of restrictions on free transferability of the Securities

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

Where will the Securities be traded?

Application will be made for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.

Is there a guarantee attached to the Securities?

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

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

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

Summary information – income statement

	Year ended 31 December 2024 (audited)	**Year ended 31 December 2023 (audited)**	**Six months ended 30 June 2025 (unaudited)**	**Six months ended 30 June 2024 (unaudited)**
Profit after taxation (*in millions of U.S. dollars*)	677	190	530	91

Summary information – balance sheet

	As at 31 December 2024 (audited)	**As at 31 December 2023 (audited)**	**As at 30 June 2025 (unaudited)**
Net financial debt (long term debt plus short term debt minus cash) (*in millions of U.S. dollars*)	3,178	6,460	(940)
Debt to equity ratio (total liabilities/total shareholder equity)	13.2	16.2	16.8

Summary information – cash flow statement

	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Net cash flows from operating activities (*in millions of U.S. dollars*)	2,140	724	4,411	1,111
Net cash flows from financing activities (*in millions of U.S. dollars*)	(1,157)	653	(269)	(278)
Net cash flows from investing activities (*in millions of U.S. dollars*)	(75)	(1,095)	(24)	(53)

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

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

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

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

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. The value of Securities prior to their scheduled redemption may vary due to a number of interrelated factors, including the value, dividend yield and volatility of the Underlying(s) and any changes in interim interest rates if applicable, and a sale of Securities prior to their scheduled redemption may be at a substantial discount from the original purchase price and you may lose some or all of your investment. If, at maturity, a Redemption Barrier Event and a Redemption Lower Barrier Event have occurred, the Securities may be redeemed for less than your initial investment or even zero. Further, you will receive no interest during the term of the Securities.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.
- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a security index. Global economic, financial and political developments, among other things, may have a material effect on the value of the component securities of, and/or the performance of, the Underlying(s), and in recent years, currency exchange rates and prices for component securities have been highly volatile. This may in turn affect the value of and return on the Securities. Where the Underlying(s) has a decrement feature, the return on such Underlying(s) will be calculated by reinvesting net dividends or gross dividends (depending on the type and rules of such Underlying(s)) paid by its components and by subtracting on a daily basis a pre-defined amount, and this may result in a lower return than that of a traditional "price return" or "total return" index, or a direct investment in the components of the Underlying(s). As the deduction of such pre-defined amount is defined as a fixed number of index points rather than as a percentage of the index level of the Underlying(s), such fixed deduction will have a greater negative impact on the index level of the Underlying(s) in a falling equities market.
- The Securities do not create an actual interest in, or ownership of, an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying or other items which may comprise the Underlying(s) in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive

a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.

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

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

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

Terms and conditions of the offer

An offer of the Securities will be made in Finland during the period from (and including) 21 November 2025 until (and including) 3 December 2025. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the offer of the Securities.

The offer price is the issue price. In addition, the Issuer understands from the Authorised Offeror that the Authorised Offeror may charge the initial investor(s) a commission of up to 2.00 per cent. per calculation amount. The minimum subscription amount is EUR 5,000 in principal amount of the Securities. The Issuer may decline in whole or in part an application for the Securities and/or accept subscriptions which would exceed the aggregate principal amount of EUR 3,500,000. In the event that subscriptions for Securities are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, as determined by the Issuer, and subject to a minimum allotment per applicant of EUR 5,000 in principal amount of the Securities.

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

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

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

Estimated expenses or taxes charged to investor by issuer/offeror

Up to 5.00 per cent. per specified denomination which comprises the distribution fee payable to the Authorised Offeror. Investors can obtain more information about this fee by contacting the relevant Authorised Offeror or the dealer at the relevant address(es) set out herein. It is anticipated that the exact amount of the distribution fee will be published by the Issuer on the website of the Authorised Offeror (https://www.alexandria.fi/) on or around the Issue Date.

The Issuer understands from the Authorised Offeror that the Authorised Offeror may charge the initial investor(s) a commission of up to 2.00 per cent. per calculation amount.

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

Authorised Offeror: The Authorised Offeror is Alexandria Group Oyj, at Eteläesplanadi 22 A, 00130, Helsinki, Finland. Its LEI is 7437002ONTEZT59NA993. The Authorised Offeror is domiciled in Finland, with a registered address as provided herein and was incorporated in Finland as a corporation under the laws of Finland.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

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

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

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

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

LIITE

ARVOPAPEREIDEN TIIVISTELMÄ

JOHDANTO JA VAROITUKSET

Tämä tiivistelmä on luettava ohjelmaesitteen (Base Prospectus) johdantona. Sijoittajan on arvopapereihin liittyvää sijoituspäätöstä tehdessään otettava huomioon ohjelmaesite kokonaisuudessaan. Tietyissä tapauksissa sijoittaja saattaa menettää sijoittamansa pääoman kokonaan tai osittain. Jos tämän ohjelmaesitteen sisältämiin tietoihin liittyvä kanne tulee käsiteltäväksi tuomioistuimessa, kanteen nostanut sijoittaja saattaa kansallisen lainsäädännön mukaan olla velvollinen käännättämään ohjelmaesitteen omalla kustannuksellaan ennen tuomioistuinkäsittelyn alkua. Siviilioikeudellinen vastuu on yksinomaan henkilöillä, jotka ovat julkistaneet tiivistelmän (sen käännös mukaan luettuna), mutta vain siinä tapauksessa, että tiivistelmä on harhaanjohtava, epätarkka tai epäjohdonmukainen ohjelmaesitteen muihin osiin verrattuna tai että se ei yhdessä ohjelmaesitteen muiden osien kanssa anna keskeisiä tietoja, jotka auttavat arvopapereihin sijoittamista harkitsevia henkilöitä.

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

Arvopaperit: Liikkeeseenlaskuun sisältyy enintään EUR 3 500 000 suuruinen erä MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index -indeksiin sidottuja Snowballing Autocall Notes -velkakirjoja (Issue of up to EUR 3,500,000 Snowballing Autocall Notes linked to the MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index), jotka erääntyvät joulukuussa 2032 (ISIN: XS3156032933).

Liikkeeseenlaskija: Citigroup Global Markets Funding Luxembourg S.C.A. Liikkeeseenlaskijan rekisteröidyn toimipaikan osoite on 31, Z.A. Bourmicht, L-8070 Bertrange, Luxemburgin suurherttuakunta ja puhelinnumero +352 45 14 14 447. Liikkeeseenlaskijan oikeushenkilötunnus ("**LEI-tunnus**") on 549300EVRWDWFJUNNP53.

Valtuutettu (valtuutetut) tarjoaja(t): Valtuutettu tarjoaja on Alexandria Group Oyj, Eteläesplanadi 22 A, 4. krs, 00130, Helsinki, Suomi. Valtuutetun tarjoajan LEI-tunnus on 7437002ONTEZT59NA993.

Toimivaltainen viranomainen: Ohjelmaesitteen on hyväksynyt 17.11.2025 Luxemburgin *Commission de Surveillance du Secteur Financier* – valvontaviranomainen, jonka osoite on 271, route d'Arlon, L-1150 Luxembourg (puhelin: +352 26 25 1-1).

KESKEISET TIEDOT LIIKKEESEENLASKIJASTA

Kuka on arvopapereiden liikkeeseenlaskija?

Liikkeeseenlaskijan kotipaikka ja oikeudellinen muoto, LEI-tunnus, liikkeeseenlaskijaan sovellettava laki ja perustamismaa: Liikkeeseenlaskija on Luxemburgin lain mukaan 24.5.2012 määrittelemättömäksi ajaksi perustettu yhtiö, jonka oikeudellinen muoto on *société en commandite par actions*, ja joka on rekisteröity Luxemburgin kauppa- ja yhtiörekisteriin (*Registre de commerce et des sociétés, Luxembourg*) numerolla B 169.199. Sen LEI-tunnus on 549300EVRWDWFJUNNP53.

Liikkeeseenlaskijan pääasiallinen toiminta: Liikkeeseenlaskija myöntää lainoja ja muita rahoitusmuotoja Citigroup Inc:ille ja sen tytäryhtiöille ("**konserni**"), ja voi siksi kilpailla millä tahansa markkinalla, jolla konserni toimii, ja hankkia rahoitusta missä tahansa muodossa, kuten laskemalla liikkeeseen arvopapereita ja harjoittamalla oheistoimintaa.

Liikkeeseenlaskijan suurimmat osakkeenomistajat sekä tieto siitä, onko se suoraan tai välillisesti jonkun omistuksessa tai määräysvallassa ja jos on, kenen: Liikkeeseenlaskijan osakkeita hallinnoivat Citigroup Global Markets Funding Luxembourg GP S.à r.l. ja Citigroup Global Markets Limited ("**CGML**" tai "**takaaja**"). Citigroup Global Markets Holdings Bahamas Limited, joka on Citigroup Inc:in välillisesti omistama tytäryhtiö, omistaa koko liikkeeseenlasketun CGML:n osakepääoman.

Johtoon kuuluvat avainhenkilöt: Liikkeesenlaskijaa johtaa Citigroup Global Markets Funding Luxembourg GP S.à r.l. hallintayhtiönä ("**hallintayhtiö**"). Hallintayhtiön johtokunnan jäsenet ovat Eduardo Gramuglia Pallavicino, Silvia Carpitella, Martin Sonneck, Adriaan Goosen ja Dimba Kier.

Lakisääteiset tilintarkastajat: Liikkeeseenlaskijan lakisääteinen tilintarkastaja (*réviseur d'entreprises agréé*) on KPMG Audit S.à r.l. (aiemmin KPMG Luxembourg Société Coopérative), jonka osoite on 39, avenue J.F. Kennedy, L-1855, Luxemburg.

Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Seuraavat keskeiset taloudelliset tiedot on poimittu liikkeeseenlaskijan tilintarkastetuista konsolidoimattomista tilinpäätöksistä, jotka on laadittu 31.12.2024 ja 31.12.2023 päättyneiltä tilikausilta sekä liikkeeseenlaskijan tilintarkastamattomista konsolidoimattomista välitilinpäätöksistä, jotka on laadittu 30.6.2025 päättyneeltä jaksolta.

Tiivistelmä – tuloslaskelma				
	31.12.2024 päättynyt tilikausi (tilintarkastettu)	**31.12.2023 päättynyt tilikausi (tilintarkastettu)**	**Kuuden kuukauden jakso päättynyt 30.6.2025 (tilintarkastamaton)**	**Kuuden kuukauden jakso päättynyt 30.6.2024 (tilintarkastamaton)**
Tulos ennen tuloveroa (*tuhatta Yhdysvaltain dollaria*)	205	227	166	87

Tiivistelmä – tase			
	31.12.2024 (tilintarkastettu)	**31.12.2023 (tilintarkastettu)**	**30.6.2025 (tilintarkastamaton)**
Nettorahoitusvelat (pitkäaikaiset velat lisättynä lyhytaikaisilla veloilla ja vähennettynä käteisvaroilla) (*tuhatta Yhdysvaltain dollaria*)	24 185 735	24 823 075	29 105 238
Maksuvalmius (Current ratio) (lyhytaikaiset varat/lyhytaikaiset velat)	100 %	100 %	100 %

Velkaantumisaste (velat yhteensä/oma pääoma yhteensä)	15 260 %	17 422 %	17 009 %	
Korkokate (liiketoiminnan tuotto/korkokulut)*	Ei sovellu	Ei sovellu	Ei sovellu	

Tiivistelmä – rahavirtalaskelma				
	31.12.2024 päättynyt tilikausi (tilintarkastettu)	**31.12.2023 päättynyt tilikausi (tilintarkastettu)**	**Kuuden kuukauden jakso päättynyt 30.6.2025 (tilintarkastamaton)**	**Kuuden kuukauden jakso päättynyt 30.6.2024 (tilintarkastamaton)**
Liiketoiminnan nettorahavirta (*tuhatta Yhdysvaltain dollaria*)	(130 622)	157 770	(14 505)	(137 980)
Rahoitustoiminnan nettorahavirta (*tuhatta Yhdysvaltain dollaria*)	279 496	(2 899 312)	2 241 143	406 528
Sijoitustoiminnan nettorahavirta (*tuhatta Yhdysvaltain dollaria*)	(279 500)	2 899 305	(2 241 133)	406 537

*IFRS-tilinpäätösstandardien mukaisesti, liikkeeseenlaskija ei esitä korkokuluja.

Historiallisia taloudellisia tietoja koskevat varaumat tilintarkastuskertomuksessa: Liikkeeseenlaskijan historiallisia tilintarkastettuja taloudellisia tietoja koskevissa tilintarkastuskertomuksissa ei ollut varaumia.

Liikkeeseenlaskijaan liittyvät keskeiset riskit

Liikkeeseenlaskijaan kohdistuu seuraavat keskeiset riskit:

- Liikkeeseenlaskijaan kohdistuu konserninsisäinen luottoriski. Liikkeeseenlaskija solmii ajoittain johdannaistransaktioita CGML:n kanssa kuitatakseen tai suojatakseen velvoitteitaan liikkeeseenlaskemiensa arvopapereiden haltijoita kohtaan (mahdollisesti mukaan lukien nyt liikkeeseenlaskettavat arvopaperit). Tällaisten johdannaistransaktioiden osalta liikkeeseenlaskijaan kohdistuu CGML:n luottoriski vastapuoliriskin muodossa. Erityisesti liikkeeseenlaskijan kyky täyttää arvopapereihin perustuvat velvoitteensa riippuu ensisijaisesti siitä, täyttääkö CGML johdannaistransaktioista johtuvat vastapuolivelvoitteensa liikkeeseenlaskijaa kohtaan oikea-aikaisesti. Mikäli CGML epäonnistuu tässä, vaikuttaa se negatiivisesti liikkeeseenlaskijan kykyyn täyttää arvopapereihin perustuvat velvoitteensa. Arvopapereidenhaltijoilla ei ole oikeutta esittää mitään vaatimuksia CGML:ää kohtaan minkään tällaisten johdannaistransaktioiden perusteella.
- Liikkeeseenlaskija ei välttämättä kykene säilyttämään nykyisiä luottoluokituksiaan. Jos luottoluokituslaitos alentaa, keskeyttää tai peruuttaa liikkeeseenlaskijalle ja/tai mille tahansa sen konserniyhtiölle antamansa luottoluokituksen, se vaikuttaa todennäköisesti haitallisesti arvopapereiden likviditeettiin ja markkina-arvoon. Luottoluokitusten alentamisella voi myös olla kielteinen vaikutus muihin rahoituslähteisiin, kuten vakuudelliseen rahoitukseen ja muihin marginaalia koskeviin vaatimuksiin, joille ei ole nimenomaisia laukaisimia.
- Venäjän Ukrainassa toteuttamien sotilaallisten toimien seurauksena Yhdysvallat on määrännyt ja todennäköisesti määrää edelleen merkittäviä uusia, rahoituksellisia ja taloudellisia pakotteita ja vientirajoituksia tiettyjä venäläisiä organisaatioita ja/tai henkilöitä vastaan, yhdessä Euroopan unionin, Yhdistyneen kuningaskunnan ja muiden lainkäyttöalueiden toteuttamien ja/tai suunnittelemien vastaavien toimien kanssa. Konsernin kyky harjoittaa toimintaa tiettyjen kuluttaja- ja institutionaalisten yritysten kanssa Venäjällä ja Ukrainassa, tai toimintaa, johon liittyy tiettyjä venäläisiä tai ukrainalaisia yrityksiä ja asiakkaita, riippuu osaltaan siitä, onko tällaista toimintaa rajoitettu joidenkin nykyisten tai odotettavissa olevien Yhdysvaltojen, Euroopan unionin, Yhdistyneen kuningaskunnan tai muiden maiden pakotteiden tai lakien puitteissa, tai onko toiminta muutoin keskeytetty tämän kehityksen johdosta. Pakotteet ja vientirajoitukset sekä mahdolliset Venäjän toimet voivat vaikuttaa haitallisesti konsernin liiketoimintaan ja asiakkaisiin Venäjällä ja Ukrainassa sekä Venäjältä ja Ukrainasta tuleviin liiketoimiin ja asiakkaisiin. Venäjän Ukrainassa tapahtuvien toimien sekä niihin liittyvien pakotteiden, vientirajoitusten ja vastaavien toimien tai lakien kielteiset vaikutukset konserniin, mukaan lukien liikkeeseenlaskijaan, voivat haitata liikkeeseenlaskijan kykyä täyttää arvopapereihin perustuvat velvoitteensa. Tämä voi myös vaikuttaa haitallisesti arvopapereiden arvoon sekä niistä saatavaan tuottoon.

KESKEISET TIEDOT ARVOPAPEREISTA

Mitkä ovat arvopapereiden keskeiset ominaisuudet?

Arvopapereiden tyyppi ja laji, mukaan lukien tunnistenumerot

Arvopaperit ovat johdannaisarvopapereita, jotka ovat muodoltaan kohde-etuutena olevaan indeksiin sidottuja velkakirjoja. Arvopapereiden selvittäjänä ja toteuttajana toimii Euroclear Bank S.A./N.V. ja/tai Clearstream Banking, *société anonyme*.

Arvopapereiden liikkeeseenlaskupäivä on 23.12.2025. Arvopapereiden liikkeeseenlaskuhinta on 100 prosenttia (100 %) kokonaispääoman arvosta.

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Arvopapereiden valuutta, nimellisarvo, laskentamäärä, kokonaispääoma ja erääntymispäivä

Arvopaperit ovat euromääräisiä ("**EUR**"). Arvopapereiden nimellisarvo on EUR 1 000 ja niiden laskentamäärä on EUR 1 000. Liikkeeseenlaskettavien arvopapereiden kokonaispääoma on enintään EUR 3 500 000.

Erääntymispäivä: 23.12.2032. Erääntymispäivä on päivä, jolloin arvopaperit aikataulun mukaan lunastetaan, mikäli arvopapereita ei ole lunastettu ennenaikaisesti.

Arvopapereihin liittyvät oikeudet

Arvopapereille ei makseta korkoa. Arvopapereille maksettava tuotto perustuu ennenaikaisen lunastuksen johdosta mahdollisesti maksettavaan pakolliseen ennenaikaiseen lunastusmäärään (Mandatory Early Redemption Amount), joka on seurausta pakollisesta ennenaikaisesta lunastusrajatapahtumasta (Mandatory Early Redemption Barrier Event), ja jollei arvopapereita ole aiemmin lunastettu tai ostettu ja peruutettu, arvopapereiden erääntymispäivänä (Maturity Date) maksettavaan lunastusmäärään (Redemption Amount).

Pakollinen ennenaikainen lunastusmäärä (Mandatory Early Redemption Amount tai MER Amount): Jos pakollisena ennenaikaisena lunastuspäivänä (Mandatory Early Redemption Date) tapahtuu pakollinen ennenaikainen lunastusrajatapahtuma (Mandatory Early Redemption Barrier Event), arvopaperit lunastetaan asiaankuuluvana pakollisena ennenaikaisena lunastuspäivänä määrällä, joka vastaa pakollista ennenaikaista lunastusmäärää (Mandatory

Early Redemption Amount) asiaankuuluvana pakollisena ennenaikaisena lunastuspäivänä ja joka on määritelty alla olevassa taulukossa. Jos arvopaperit lunastetaan ennenaikaisesti, pakollisen ennenaikaisen lunastuspäivän jälkeen ei makseta muita määriä.

Jossa:

Pakollinen ennenaikainen lunastusrajatapahtuma (Mandatory Early Redemption Barrier Event or MER Barrier Event): pakollisen ennenaikaisen lunastuspäivän (Mandatory Early Redemption Date) osalta, jos kohde-etuuden päätöstaso on pakollisen ennenaikaisesti lunastettavan kohde-etuuden (Mandatory Early Redemption Underlying) (”Mandatory Early Redemption Barrier Underlying” tai ”MERBU”) osalta asiaankuuluvana pakollisen ennenaikaisen lunastusrajatapahtuman tarkastelupäivänä (Mandatory Early Redemption Barrier Observation Date) suurempi (tai yhtä suuri) kuin asiaankuuluva pakollisen ennenaikaisen lunastuksen rajataso (Mandatory Early Redemption Barrier Level).

Pakollisen ennenaikaisen lunastuksen rajataso (Mandatory Early Redemption Barrier Level tai MER Barrier Level): pakollisen ennenaikaisen lunastuspäivän (Mandatory Early Redemption Date) osalta se prosenttiluku, joka on määritelty kullekin pakolliselle ennenaikaiselle lunastuspäivälle (Mandatory Early Redemption Date) ja pakolliselle ennenaikaisesti lunastettavalle kohde-etuudelle (Mandatory Early Redemption Barrier Underlying) alla olevassa taulukossa.

Pakollisen ennenaikaisen lunastusrajatapahtuman tarkastelupäivä(t) (Mandatory Early Redemption Barrier Observation Date(s) tai MER Barrier Observation Date(s)): kunkin pakollisen ennenaikaisen lunastuspäivän (Mandatory Early Redemption Date) osalta se päivä, joka on määritelty kyseiselle pakolliselle ennenaikaiselle lunastuspäivälle alla olevassa taulukossa, ellei näitä muuteta.

Pakollinen ennenaikainen lunastuspäivä(t) (Mandatory Early Redemption Date(s) tai MER Date(s)): alla olevassa taulukossa määritellyt päivät.

Pakollisen ennenaikaisen lunastuksen alustava taso (Mandatory Early Redemption Initial Level tai MER Initial Level): kunkin pakollisen ennenaikaisesti lunastettavan kohde-etuuden (Mandatory Early Redemption Underlying) osalta tämän kohde-etuuden päätöstaso kyseisen pakollisen ennenaikaisen lunastettavan kohde-etuuden osalta pakollisen ennenaikaisen lunastuksen toteutuspäivänä (Mandatory Early Redemption Strike Date).

Pakollisen ennenaikaisen lunastuksen toteutuspäivä (Mandatory Early Redemption Strike Date): 9.12.2025, ellei tätä muuteta.

Pakollinen ennenaikaisesti lunastettava kohde-etuus (/kohde-etuudet) (Mandatory Early Redemption Underlying(s)): se kohde-etuus (Underlying), joka on määritelty kohde-etuutena alla olevassa taulukossa pakollisen ennenaikaisen lunastuksen ehtoja varten.

Pakollisen ennenaikaisen lunastuksen rajataso (MER Barrier Level)	**Pakollisen ennenaikaisen lunastusrajatapahtuman tarkastelupäivä (MER Barrier Observation Date(s))**	**Pakollinen ennenaikainen lunastusmäärä (MER Amount)**[1]	**Pakollinen ennenaikainen lunastuspäivä(t) (MER Date(s))**
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.12.2026	vähintään EUR 1 160, alustavasti EUR 1 180	23.12.2026
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.3.2027	vähintään EUR 1 200, alustavasti EUR 1 225	23.3.2027
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuudenpakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.6.2027	vähintään EUR 1 240, alustavasti EUR 1 270	23.6.2027
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.9.2027	vähintään EUR 1 280, alustavasti EUR 1 315	23.9.2027
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.12.2027	vähintään EUR 1 320, alustavasti EUR 1 360	23.12.2027
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.3.2028	vähintään EUR 1 360, alustavasti EUR 1 405	23.3.2028
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuudenpakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.6.2028	vähintään EUR 1 400, alustavasti EUR 1 450	26.6.2028
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	11.9.2028	vähintään EUR 1 440, alustavasti EUR 1 495	25.9.2028
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	11.12.2028	vähintään EUR 1 480, alustavasti EUR 1 540	27.12.2028
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.3.2029	vähintään EUR 1 520, alustavasti EUR 1 585	23.3.2029
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	11.6.2029	vähintään EUR 1 560, alustavasti EUR 1 630	26.6.2029
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	10.9.2029	vähintään EUR 1 600, alustavasti EUR 1 675	24.9.2029
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	10.12.2029	vähintään EUR 1 640, alustavasti EUR 1 720	24.12.2029

[1] Laskenta-asiamies määrittää kyseisen määrän kaupankäyntipäivänä (Trade Date) tai sen tienoilla markkinaolosuhteiden perusteella. Liikkeeseenlaskijan odotetaan julkaisevan pakolliset ennenaikaiset lunastusmäärät (Mandatory Early Redemption Amounts) valtuutetun tarjoajan verkkosivuilla (https://www.alexandria.fi/) liikkeeseenlaskupäivänä tai sen tienoilla.

100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	11.3.2030	vähintään EUR 1 680, alustavasti EUR 1 765	25.3.2030
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	11.6.2030	vähintään EUR 1 720, alustavasti EUR 1 810	26.6.2030
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.9.2030	vähintään EUR 1 760, alustavasti EUR 1 855	23.9.2030
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.12.2030	vähintään EUR 1 800, alustavasti EUR 1 900	23.12.2030
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	10.3.2031	vähintään EUR 1 840, alustavasti EUR 1 945	24.3.2031
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.6.2031	vähintään EUR 1 880, alustavasti EUR 1 990	24.6.2031
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.9.2031	vähintään EUR 1 920, alustavasti EUR 2 035	23.9.2031
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.12.2031	vähintään EUR 1 960, alustavasti EUR 2 080	23.12.2031
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.3.2032	vähintään EUR 2 000, alustavasti EUR 2 125	23.3.2032
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.6.2032	vähintään EUR 2 040, alustavasti EUR 2 170	23.6.2032
100,00 % pakollisesti ennenaikaisesti lunastettavan kohde-etuuden pakollisen ennenaikaisen lunastuksen alustavasta tasosta	9.9.2032	vähintään EUR 2 080, alustavasti EUR 2 215	23.9.2032

Lunastusmäärä (Redemption Amount): Jollei arvopapereita ole aiemmin lunastettu tai ostettu ja peruttu, jos:

(a) lunastusrajatapahtumaa (Redemption Barrier Event) ei ole tapahtunut, liikkeeseenlaskija lunastaa kunkin arvopaperin erääntymispäivänä määrällä, joka on alustavasti EUR 2 260, kuitenkin vähintään EUR 2 120[5]; tai

(b) lunastusrajatapahtuma on tapahtunut, ja:

(i) jos lunastuksen alarajatapahtumaa (Redemption Lower Barrier Event) ei ole tapahtunut, liikkeeseenlaskija lunastaa kunkin arvopaperin erääntymispäivänä määrällä, joka on alustavasti EUR 1 630, kuitenkin vähintään of EUR 1 560[6]; tai

(ii) jos lunastuksen alarajatapahtuma on tapahtunut, liikkeeseenlaskija lunastaa kunkin arvopaperin erääntymispäivänä määrällä, joka vastaa seuraavien tuloa: (a) laskentamäärä (Calculation Amount) ja (b) seuraavien summa: 100,00 prosenttia ja lunastettavan kohde-etuuden lopullinen kehitys (Final Performance). Kaavana ilmaistuna:

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

Jossa:

Laskentamäärä (Calculation Amount tai CA): EUR 1 000.

Lopullinen rajataso (Final Barrier Level): 100,00 prosenttia lunastettavan kohde-etuuden alustavasta lunastustasosta (Redemption Initial Level).

Lopullinen kehitys (Final Performance): lunastettavan kohde-etuuden osalta, prosentteina ilmoitettu määrä, joka vastaa kyseisen lunastettavan kohde-etuuden lopullista viitetasoa (Final Reference Level) vähennettynä sen toteutuneella lunastustasolla (Redemption Strike Level), molemmat jaettuna sen alustavalla lunastustasolla (Redemption Initial Level). Kaavana ilmaistuna:

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

Lopullinen viitetaso (Final Reference Level): lunastettavan kohde-etuuden osalta kohde-etuuden päätöstaso kyseisen lunastettavan kohde-etuuden lopullisena arvostuspäivä (Final Valuation Level).

Lopullinen arvostuspäivä(t) (Final Valuation Date(s)): 9.12.2032, ellei tätä muuteta.

Lunastusrajatapahtuma (Redemption Barrier Event): jos lunastusrajan tarkastelupäivänä (Redemption Barrier Observation Date), kohde-etuuden päätöstaso on lunastettavan kohde-etuuden osalta vähemmän kuin lopullinen rajataso (Final Barrier Level).

Lunastusrajan tarkastelupäivä (Redemption Barrier Observation Date): 9.12.2032, ellei tätä muuteta.

Alustava lunastustaso (Redemption Initial Level): lunastettavan kohde-etuuden osalta kohde-etuuden päätöstaso kyseisen lunastettavan kohde-etuuden lunastuksen toteutuspäivänä (Redemption Strike Date).

Lunastuksen alarajatapahtuma (Redemption Lower Barrier Event): jos kohde-etuuden päätöstaso on lunastettavan kohde-etuuden osalta vähemmän kuin lunastuksen alarajaprosentti (Redemption Lower Barrier Percentage) lunastuksen alarajatapahtuman arvostuspäivänä (Redemption Lower Barrier Event Valuation Date).

Lunastuksen alarajatapahtuman arvostuspäivä (Redemption Lower Barrier Event Valuation Date): 9.12.2032, ellei tätä muuteta.

Lunastuksen alarajaprosentti (Redemption Lower Barrier Percentage): 60,00 prosenttia lunastettavan kohde-etuuden alustavasta lunastustasosta (Redemption Initial Level).

Lunastuksen toteutuspäivä (Redemption Strike Date): 9.12.2025, ellei tätä muuteta.

Lunastuksen toteutustaso (Redemption Strike Level): lunastettavan kohde-etuuden osalta kyseisen lunastettavan kohde-etuuden alustava lunastustaso (Redemption Initial Level).

Lunastettava kohde-etuus (/kohde-etuudet) (Redemption Underlying(s)): kohde-etuus (Underlying), joka on määritelty kohde-etuutena alla olevan taulukon lunastusehtoja varten.

Kohde-etuus (kohde-etuudet)			
Kuvaus	**Kohde-etuus lunastusta koskevia ehtoja varten**	**Kohde-etuus pakollista ennenaikaista lunastusta koskevia ehtoja varten**	**Sähköinen sivu**
The MerQube Var Energi ASA 2.8 Point Decrement (NOK) Index (*RIC: . MQDVR28P*)	Kyllä	Kyllä	Bloomberg Page: MQDVR28P <*Index*>

Ennenaikainen lunastus: Arvopaperit voidaan lunastaa ennenaikaisesti tiettyjen ennalta määritettyjen tapahtumien tai olosuhteiden seurauksena (mukaan lukien esimerkiksi liikkeeseenlaskijan suojausjärjestelyihin vaikuttava tapahtuma, suoritushäiriö, verotukseen ja lainvastaisuuksiin liittyvät olosuhteet) määrällä, jonka laskenta-asiamies on määrittänyt arvopapereita koskevien ehtojen mukaisesti.

Muutokset: Arvopapereiden ehtoihin sisältyy ehtoja, mukaan lukien kohde-etuuksiin vaikuttavia tapahtumia tai arvopapereiden suojausjärjestelyjä koskevia ehtoja, säännöksiä markkinahäiriöistä sekä määräyksiä kohde-etuuden tason myöhemmistä korjauksista ja tarkempia tietoja tällaisten tapahtumien seurauksista. Tällaiset ehdot voivat soveltuvin osin sallia arvopapereiden ehtojen muuttamisen. Arvopapereiden ehdot sallivat myös maksupäivien muuttamisen ei-pankkipäivät huomioiden.

Kokoukset: Arvopapereiden ehtoihin sisältyy ehtoja arvopapereiden haltijoiden koolle kutsumiseksi heidän etujaan yleisesti koskevien asioiden käsittelyä varten. Nämä ehdot sallivat erikseen määriteltyjen enemmistöjen tehdä päätöksiä kaikkia arvopapereiden haltijoita sitovasti, mukaan lukien niitä arvopapereiden haltijoita, jotka eivät osallistuneet ja äänestäneet asianomaisessa kokouksessa tai jotka äänestivät enemmistöä vastaan.

Sovellettava laki: Näihin arvopapereihin sovelletaan Englannin lakia.

Bail-in: Minkä tahansa bail-in-vallan käyttäminen tai muut asiaankuuluvan kriisinratkaisuviranomaisen takaajaan (Guarantor) kohdistamat toimet voivat vaikuttaa olennaisen haitallisesti arvopapereiden arvoon ja niiden perusteella saatavaan tuottoon.

Arvopapereiden etuoikeusasema: Arvopaperit ovat liikkeeseenlaskijan suoria, ehdottomia, alistamattomia ja vakuudettomia velvoitteita, jotka ovat aina maksunsaantijärjestyksessä samassa asemassa ja yhtäläisesti maksettavissa suhteessa toisiinsa sekä vähintään samassa asemassa kaikkiin muihin liikkeeseenlaskijan kulloinkin erääntyneisiin alistamattomiin ja vakuudettomiin velvoitteisiin nähden, lukuun ottamatta niitä velvoitteita, joilla on pakottavaan ja yleisesti sovellettavaan lakiin perustuva etusija.

Arvopapereiden vapaan siirtokelpoisuuden rajoitukset

Arvopaperit ovat vapaasti vaihdettavissa, edellyttäen ettei niihin kohdistu minkään lainkäyttöalueen, jolla Arvopapereita tarjotaan tai myydään, lain mukaisia tarjous-, myynti- ja siirtorajoituksia.

Missä arvopapereilla tullaan käymään kauppaa?

Arvopapereiden ottamista kaupankäynnin kohteeksi aiotaan hakea Luxemburgin pörssin säännellyllä markkinalla.

Liittyykö arvopapereihin takaus?

Lyhyt kuvaus takaajasta: CGML on yksityinen osakeyhtiö, joka on perustettu Englannissa ja Walesissa 21.10.1983. CGML toimii Englannin ja Walesin lakien alla ja sen kotipaikka on Englannissa. Sen rekisteröity osoite on Citigroup Centre, Canada Square, Canary Wharf, Lontoo E14 5LB ja sen puhelinnumero on +44 (0)207 986 4000. CGML:n rekisterinumero on 01763297 Yhdistyneen kuningaskunnan Companies House ylläpitämässä kaupparekisterissä. Sen LEI-tunnus on XKZZ2JZF41MRHTR1V493. CGML on Citigroup Inc:n kokonaan välillisesti omistama tytäryhtiö, jolla on merkittävä kansainvälinen asema arvopaperinvälittäjänä, markkinatakaajana, liikkeeseenlaskujen järjestäjänä sekä neuvontapalveluiden tarjoajana laajalle kirjolle yritys-, institutionaalisia valtiollisia asiakkaita.

Takauksen luonne ja laajuus: CGML takaa liikkeeseenlasketut arvopaperit ehdoitta ja peruuttamattomasti deed of guarantee -sopimuksen alla. Nämä takaukset ovat CGML:n suoria, ehdottomia, alistamattomia ja vakuudettomia velvoitteita, jotka ovat vähintään samassa asemassa kaikkiin muihin CGML:n kulloinkin erääntyneisiin alistamattomiin ja vakuudettomiin velvoitteisiin nähden, lukuun ottamatta niitä velvoitteita, joilla on pakottavaan ja yleisesti sovellettavaan lakiin perustuva etusija.

Keskeiset taloudelliset tiedot takaajasta: Seuraavat keskeiset taloudelliset tiedot on poimittu takaajan tilintarkastetuista konsolidoimattomista tilinpäätöksistä, jotka on laadittu 31.12.2024 ja 31.12.2023 päättyneiltä tilikausilta sekä takaajan tilintarkastamattomista konsolidoimattomista välitilinpäätöksistä, jotka on laadittu 30.6.2025 päättyneeltä kuuden kuukauden jaksolta.

Tiivistelmä – tuloslaskelma				
	31.12.2024 päättynyt tilikausi (tilintarkastettu)	**31.12.2023 päättynyt tilikausi (tilintarkastettu)**	**Kuuden kuukauden jakso päättynyt 30.6.2025 (tilintarkastamaton)**	**Kuuden kuukauden jakso päättynyt 30.6.2024 (tilintarkastamaton)**
Tulos ennen tuloveroa (*miljoonaa Yhdysvaltain dollaria*)	677	190	530	91

Tiivistelmä – tase			
	31.12.2024 (tilintarkastettu)	**31.12.2023 (tilintarkastettu)**	**30.6.2025 (tilintarkastamaton)**
Nettorahoitusvelat (pitkäaikaiset velat lisättynä lyhytaikaisilla veloilla ja vähennettynä käteisvaroilla) (*miljoonaa Yhdysvaltain dollaria*)	3 178	6 460	(940)
Velkaantumisaste (velat yhteensä/oma pääoma yhteensä)	13,2	16,2	16,8

Tiivistelmä – rahavirtalaskelma				
	31.12.2024 päättynyt tilikausi (tilintarkastettu)	**31.12.2023 päättynyt tilikausi (tilintarkastettu)**	**Kuuden kuukauden jakso päättynyt 30.6.2025 (tilintarkastamaton)**	**Kuuden kuukauden jakso päättynyt 30.6.2024 (tilintarkastamaton)**
Liiketoiminnan nettorahavirta (*miljoonaa Yhdysvaltain dollaria*)	2 140	724	4 411	1 111
Rahoitustoiminnan nettorahavirta (*miljoonaa Yhdysvaltain dollaria*)	(1 157)	653	(269)	(278)
Sijoitustoiminnan nettorahavirta (*miljoonaa Yhdysvaltain dollaria*)	(75)	(1 095)	(24)	(53)

Historiallisia taloudellisia tietoja koskevat varaumat tilintarkastuskertomuksessa: Takaajan historiallisia tilintarkastettuja taloudellisia tietoja koskevissa tilintarkastuskertomuksissa ei ollut varaumia.

Takaajaan liittyvät keskeiset riskit: Takaajaan kohdistuu seuraavat keskeiset riskit:

- Takaaja altistuu riskikeskittymille, erityisesti luotto- ja markkinariskeille. Koska sääntely- tai markkinakehitys johtavat edelleen lisääntyneeseen kaupankäynnin keskittymiseen, takaajaan riskikeskittymät voivat lisääntyä, mikä voi rajoittaa suojausstrategioiden tehokkuutta ja aiheuttaa takaajalle merkittäviä tappioita. Takaajaan voivat vaikuttaa makrotaloudelliset, geopoliittiset ja muut haasteet, epävarmuustekijät ja epävakaus, mukaan lukien Venäjän sotilaalliset toimet Ukrainassa (ja niihin liittyvät pakotteet, vientirajoitukset ja muut vastaavat toimet tai lait), joilla voi olla haitallinen vaikutus takaajan liiketoimintaan ja kykyyn täyttää arvopapereiden mukaiset velvoitteensa sekä arvopapereiden arvoon ja niistä saatavaan tuottoon.
- Takaaja ei välttämättä kykene säilyttämään tämänhetkisiä luottoluokituksiaan. Jos luottoluokituslaitos alentaa, keskeyttää tai peruuttaa takaajalle ja/tai mille tahansa sen konserniyhtiölle antamansa luottoluokituksen, se vaikuttaa todennäköisesti haitallisesti arvopapereiden likviditeettiin ja markkina-arvoon. Luottoluokitusten alentamisella voi olla kielteinen vaikutus myös muihin rahoituslähteisiin, kuten vakuudelliseen rahoitukseen ja muihin marginaalia koskeviin vaatimuksiin, joille ei ole nimenomaisia laukaisimia.
- Jos asianomainen kriisinratkaisuviranomainen on vakuuttunut siitä, että takaaja on ajautumassa maksukyvyttömyyteen tai siitä todennäköisesti tulee maksukyvytön, kriisinratkaisuviranomainen voi tiettyjen muiden ehtojen täyttyessä kohdistaa takaajaan toimia, joihin lukeutuvat muun muassa takaajan vakuudettomien velkojien saamisten (kuten deed of guarantee -sopimukseen perustuvien saamisten) mahdollinen alaskirjaus ja vakuudettomien velkasaamisten (kuten deed of guarantee -sopimukseen perustuvien saamisten) muuntaminen muiksi instrumenteiksi (esim. osakkeiksi), takaajan koko liiketoiminnan tai sen osan siirto toiselle taholle sekä muut kriisinratkaisutoimenpiteet. Sijoittajat voivat minkä tahansa tällaisen toimenpiteen seurauksena menettää koko arvopapereihin tekemänsä sijoituksensa tai osan siitä.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

Arvopapereihin kohdistuvat seuraavat keskeiset riskit:

- Sijoittajan tulee varautua menettämään arvopapereiden ostohinta kokonaan tai osittain. Arvopapereiden arvo ennen niiden määritettyä lunastusta voi vaihdella useiden toisiinsa liittyvien tekijöiden vuoksi, mukaan lukien kohde-etuuksien arvo, osinkotuotto ja volatiliteetti sekä mahdolliset muutokset väliaikaisissa koroissa, jos sellaisia on, ja arvopapereiden myynti ennen niiden määriteltyä lunastusta voi tapahtua huomattavasti alennetulla hinnalla verrattuna alkuperäiseen ostohintaan, ja sijoittaja saattaa menettää koko sijoituksensa tai osan siitä. Jos lunastusrajatapahtuma (Redemption Berrier Event) ja lunastuksen alarajatapahtuma (Redemption Lower Barrier Event) on tapahtunut arvopapereiden erääntyessä, arvopaperit voidaan lunastaa sijoittajan tekemää alkuperäistä sijoitusta pienemmällä määrällä tai kokonaan ilman maksua. Lisäksi arvopapereille ei makseta korkoa niiden voimassaoloaikana.
- Liikkeeseenlaskijan arvopapereihin ja takaajan deed of guarantee -sopimukseen perustuvat velvoitteet edustavat yksinomaan kunkin asianomaisen toimijan yleisiä sopimusvelvoitteita. Näin ollen arvopapereiden perusteella tehtäviin maksuihin kohdistuu luottoriski sekä liikkeeseenlaskijan että takaajan osalta. Arvopapereiden haltijat eivät voi turvautua liikkeeseenlaskijan ja takaajan vakuudellisiin varoihin tilanteessa, jossa liikkeeseenlaskija tai takaaja ei pysty täyttämään arvopapereiden mukaisia velvoitteitaan, mukaan lukien maksukyvyttömyystilanteessa, ja näin ollen sijoittajalla on riski menettää koko sijoituksena tai osa siitä.
- Arvopapereilla ei välttämättä ole vakiintuneita kaupankäyntimarkkinoita niiden liikkeeseenlaskuhetkellä, eikä tällaisia markkinoita välttämättä koskaan muodostu. Näin ollen sijoittajien tulee varautua pitämään arvopaperit niiden erääntymiseen asti. Mikäli markkinat muodostuvat, ne eivät välttämättä ole erityisen likvidejä. Tästä syystä sijoittaja ei välttämättä pysty myymään arvopapereitaan helposti tai lainkaan tai sellaisilla hinnoilla, jotka ovat yhtä suuria tai korkeampia kuin alkuperäinen sijoitus, ja tällainen myyntihinta voi itseasiassa olla huomattavasti alkuperäistä ostohintaa alhaisempi. Epälikviditeetillä voi olla merkittävän haitallinen vaikutus arvopapereiden markkina-arvoon.
- Arvopapereihin liittyvät maksut on sidottu kohde-etuutena olevan arvopaperi-indeksin kehitykseen. Muun muassa maailmanlaajuisella taloudellisella, rahoituksellisella ja poliittisella kehityksellä voi olla olennainen vaikutus kohde-etuuteen sisältyvien osatekijäarvopapereiden arvoon ja/tai kohde-etuuden kehitykseen, ja viime vuosina valuuttakurssit ja kohde-etuuksiin sisältyvien osatekijäarvopapereiden hinnat ovat olleet erittäin epävakaita. Tämä voi puolestaan vaikuttaa arvopapereiden arvoon ja tuottoon. Jos kohde-etuus sisältää indeksiä pienentävän ominaisuuden (*decrement feature*), kyseisen kohde-etuuden tuotto lasketaan sijoittamalla kohde-etuuteen sisältyvien osatekijöiden maksamat osingot uudelleen netto- tai bruttomääräisinä (riippuen kohde-etuuden tyypistä ja säännöistä), ja vähentämällä niistä päivittäin ennalta määrätty määrä, mistä voi seurata perinteistä "hintatuotto"- tai "kokonaistuotto"-indeksiä tai suoraan kohde-etuuksien osatekijöihin tehtyä sijoitusta matalampi tuotto. Koska tällaisen ennalta määritellyn määrän vähentäminen tehdään kiinteänä indeksipisteiden lukumääränä eikä prosenttiosuutena kohde-etuuksien indeksitasosta, tällaisella kiinteällä vähennyksellä on suurempi negatiivinen vaikutus kohde-etuuksien indeksitasoon laskevilla osakemarkkinoilla.

- Arvopaperit eivät anna suoraa omistus- tai muuta oikeutta mihinkään kohde-etuuteen. Arvopaperi ei myöskään muodosta saamisoikeutta suhteessa kohde-etuuteen ja siinä tapauksessa, että arvopapereiden lunastuksen yhteydessä maksettu määrä on pienempi kuin sijoittajan tekemä sijoitus, sijoittajalla ei ole arvopapereiden perusteella oikeutta kohde-etuuteen tai muihin kohde-etuuden muodostaviin osiin. Sijoittajalle ei ole mitään juridista tai taloudellista oikeutta kohde-etuuteen. Sijoittaja voi saada arvopapereista alhaisemman tuoton kuin mitä sijoittaja olisi saanut suorasta sijoituksesta kohde-etuuteen taikka sijoittamalla kohde-etuuteen toisen tuotteen kautta.
- Arvopapereiden ehdot sisältävät ehtoja niiden päivämäärien lykkäämisestä, joina kohde-etuuden taso on suunniteltu määritettävän. Tällaisella arvopapereiden ehdoissa mainitulla lykkäämisellä tai arvostusta koskevilla vaihtoehtoisilla määräyksillä voi olla haitallinen vaikutus asiaankuuluvien arvopapereiden arvoon. Laskenta-asiamies voi tehdä muutoksia arvopapereiden ehtoihin ottaakseen huomioon tiettyjen arvopapereihin tai kohde-etuuteen ja/tai suojausjärjestelyihin liittyvien oikaisutapahtumien vaikutuksen, tai se voi korvata kohde-etuuden uudella arvopaperi-indeksillä. Tällaisilla muutoksilla voi olla haitallinen vaikutus asiaankuuluvien arvopapereiden arvoon.
- Tietyissä olosuhteissa (esimerkiksi jos laskenta-agentti toteaa, että laskelmia, oikaisuja tai korvauksia ei voida kohtuudella tehdä, johtuen suoritushäiriöstä, tietyistä kohde-etuuteen tai liikkeeseenlaskijan suojausjärjestelyihin vaikuttavista tapahtumista tai verotukseen tai lainvastaisuuksiin liittyvistä syistä), arvopaperit voidaan lunastaa ennenaikaisesti. Jos arvopaperit lunastetaan ennenaikaisesti, maksettu määrä voi olla pienempi kuin sijoittajan tekemä alkuperäinen sijoitus ja aiheuttaa näin ollen tappiota.
- Pakollisen ennenaikaisen lunastusrajatapahtuman (Mandatory Early Redemption Barrier Event) seurauksena arvopaperit lunastetaan asiaankuuluvana pakollisena ennenaikaisena lunastuspäivänä (Mandatory Early Redemption Date) pakollisesta ennenaikaisesta lunastusmäärästä (Mandatory Early Redemption Amount). Pakollisen ennenaikaisen lunastuspäivän jälkeen arvopapereille ei makseta muita määriä. Koska sijoittaja ei välttämättä pysty korvaamaan arvopapereihin tekemäänsä sijoitusta toisella sijoituksella, jolla on samanlainen todennänköisyys- ja riskiprofiili kuin arvopapereilla, sijoittajaan kohdistuu tällaisessa tapauksessa uudelleensijoitusriski.

KESKEISET TIEDOT ARVOPAPEREIDEN YLEISÖLLE TARJOAMISESTA JA/TAI KAUPANKÄYNNIN KOHTEEKSI SÄÄNNELLYLLÄ MARKKINALLA OTTAMISESTA

Mitkä ovat arvopapereihin sijoittamisen edellytykset ja aikataulu?

Tarjouksen ehdot

Arvopapereita tarjotaan merkittäväksi Suomessa 21.11.2025 alkaen, kyseinen päivä mukaan lukien, ja päättyen 3.12.2025, kyseinen päivä mukaan lukien. Kyseistä tarjousaikaa voidaan lyhentää liikkeeseenlaskijan valinnan mukaan. Liikkeeseenlaskija varaa oikeuden peruuttaa arvopapereiden tarjoamisen.

Tarjoushinta on liikkeeseenlaskuhinta. Lisäksi liikkeeseenlaskija on ymmärtänyt valtuutetulta tarjoajalta, että valtuutettu tarjoaja voi veloittaa sijoittajilta enintään 2,00 prosentin suuruisen palkkion laskentamäärästä. Vähimmäismerkintä on EUR 5 000 arvopapereiden pääomasta. Liikkeeseenlaskija voi hylätä merkintähakemuksen kokonaan tai osittain ja/tai hyväksyä merkinnät, jotka ylittävät EUR 3 500 000 kokonaispääoman. Siinä tapauksessa, että arvopapereiden merkintämääriä alennetaan ylimerkinnän vuoksi, arvopaperit jaetaan sijoittajien kesken merkintöjen mukaisessa suhteessa liikkeeseenlaskijan määräämällä tavalla ja edellyttäen, että arvopaperin hakijakohtainen vähimmäismerkintävaatimus EUR 5 000 arvopapereiden pääomasta täyttyy.

Kuvaus merkintähakemusprosessista: Mahdollinen sijoittaja voi tehdä hakemuksen arvopapereiden merkitsemiseksi valtuutetulle tarjoajalle Suomessa. Jokaisen Suomessa olevan mahdollisen sijoittajan tulee varmistaa valtuutetulta tarjoajalta, milloin merkintäilmoitukseen liittyvien selvitettyjen varojen tulee olla valtuutetulla tarjoajalla, sekä tapa, jolla maksu tulee suorittaa valtuutetulle tarjoajalle.

Tiedot arvopapereiden maksamis- ja toimittamistavasta ja niihin liittyvistä määräajoista: Arvopaperit toimitetaan maksua vastaan. Liikkeeseenlaskija arvioi, että arvopaperit toimitetaan ostajan asiaankuuluvalle arvo-osuustilille liikkeeseenlaskupäivänä tai sen tienoilla.

Tarjouksen tulosten julkistamistapa ja -päivä: Liikkeeseenlaskija julkaisee ilmoituksen valtuutetun tarjoajan verkkosivuilla (https://www.alexandria.fi/).

Arvio kustannuksista, jotka liikkeeseenlaskija tai tarjoaja veloittaa sijoittajalta

Enintään 5,00 prosenttia nimellisarvosta, joka sisältää valtuutetulle tarjoajalle maksettavan jakelupalkkion. Sijoittavat voivat hankkia lisätietoa tästä palkkiosta olemalla yhteydessä valtuutettuun tarjoajaan tai jakelijaan tässä asiakirjassa ilmoitettuihin osoitteisiin. Liikkeeseenlaskijan odotetaan julkaisevan jakelupalkkion tarkan määrän valtuutetun tarjoajan verkkosivuilla (https://www.alexandria.fi/) liikkeeseenlaskupäivänä tai sen tienoilla.

Liikkeeseenlaskija ymmärtää valtuutetulta tarjoajalta, että valtuutettu tarjoaja voi veloittaa sijoittajilta enintään 2,00 prosentin suuruisen palkkion laskentamäärästä.

Kuka on tarjoaja ja/tai kaupankäynnin kohteeksi ottamista hakeva henkilö?

Valtuutettu tarjoaja: Valtuutettu tarjoaja on Alexandria Group Oyj, Eteläesplanadi 22 A, 4. krs, 00130, Helsinki, Finland. Valtuutetun tarjoajan LEI-tunnus on 7437002ONTEZT59NA993. Valtuutetun tarjoajan kotipaikka sijaitsee Suomessa ja valtuutettu tarjoaja on Suomen lain mukaan perustettu yhtiö, jolla on tässä asiakirjassa mainittu rekisteröity osoite.

Miksi tämä esite on laadittu?

Arvioidut nettotuotot ja niiden käyttötarkoitus

Arvopapereiden liikkeeseenlaskusta saadut nettotuotot käytetään ensisijaisesti lainojen ja muun tyyppisen rahoituksen tarjoamiseksi CGML:ille ja muille samaan konserniin kuuluville yhtiöille, ja niitä voidaan käyttää myös liikkeeseenlaskijan itsensä rahoittamiseen. Arvioidut nettotuotot vastaavat 100,00 prosenttia liikkeeseenlaskupäivänä liikkeeseen laskettujen arvopapereiden lopullisesta kokonaispääomasta.

Liikkeeseenlaskulle annettu merkintätakaus: Arvopapereita tarjotaan ilman liikkeeseenlaskulle annettua merkintätakausta.

Liikkeeseenlaskuun/tarjoukseen liittyvät olennaiset eturistiriidat

Palkkiot maksetaan jälleenmyyjälle ja/tai jakelijoille. Arvopapereiden ehdot antavat liikkeeseenlaskijalle, laskenta-asiamiehelle ja tietyille muille osapuolille harkintavaltaa arvopapereihin liittyvien päätösten, määrityksien ja laskelmien tekemisessä. Mahdollisia eturistiriitoja voi olla liikkeeseenlaskijan, laskenta-asiamiehen ja arvopaperien haltijoiden välillä, mukaan lukien edellä mainitut päätökset, määritykset ja laskelmat. Liikkeeseenlaskija, CGML ja/tai mikä tahansa niiden konserniyhtiöistä voi myös aika ajoin ryhtyä liiketoimiin tai solmia liikesuhteita omaan lukuunsa ja/tai pitää hallussaan tietoja, jotka vaikuttavat tai liittyvät arvopapereihin ja/tai kohde-etuuksiin. Liikkeeseenlaskijalla, CGML:lla ja/tai niiden tytäryhtiöillä ei ole velvollisuutta paljastaa sijoittajille tällaisia tietoja, ja ne voivat ryhtyä sellaisiin toimiin ja toimenpiteisiin, jotka ne katsovat tarpeellisiksi tai asianmukaisiksi suojellakseen omia etujaan ottamatta huomioon sijoittajille aiheutuvia seurauksia. Edellä todetusta huolimatta, liikkeeseenlaskijalla olevien tietojen mukaan kenelläkään arvopapereiden tarjoamiseen osallistuvalla henkilöllä ei ole tarjoukseen liittyvää olennaista etua.