

## Final Terms dated 15 May 2018

### Citigroup Global Markets Funding Luxembourg S.C.A.

Issue of up to SEK80,000,000 Notes due July 2023 linked to a Basket of FX Rates

Guaranteed by Citigroup Global Markets Limited  
Under the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme

Any person making or intending to make an offer of the Notes in any Member State of the EEA which has implemented the Prospectus Directive may only do so:

- (a) in those Public Offer Jurisdictions mentioned in item 10 of Part B below, provided such person is one of the persons mentioned in item 11 of Part B below and that such offer is made during the Offer Period specified for such purpose therein; 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 Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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 Notes in any other circumstances.

For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC, (as amended, including by Directive 2010/73/EU) and any relevant implementing measure in a Relevant Member State.

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

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

### PART A – CONTRACTUAL TERMS

The Notes are English Law Notes that are also Swedish Notes (and therefore the Issuer shall have the right to obtain extracts from the register of creditors (*Sw.skuldbok*) from Euroclear Sweden).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "*General Conditions of the Notes*", the Valuation and Settlement Schedule and the Underlying Schedules applicable to each Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the CGMFL Guarantor and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented.

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)). In addition, this Final Terms is available on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and on the website of the Authorised Offeror ([www.garantum.se](http://www.garantum.se)).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus in relation to the Programme dated 2 February 2018, as supplemented by a Supplement (No.1) dated 13 March 2018 (**Supplement No.1**), a Supplement (No.2) dated 19 April 2018 (**Supplement No.2**) and a Supplement (No.3) dated 11 May 2018 (**Supplement No.3** and, together with Supplement No.1 and Supplement No.2, the **Supplements**).

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
- (ii) Guarantor: Citigroup Global Markets Limited
2. (i) Series Number: CGMFL3205
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or currencies: Swedish krona (**SEK**)
4. Aggregate Principal Amount:
  - (i) Series: Up to SEK80,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published by the Issuer on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and the website of the Authorised Offeror ([www.garantum.se](http://www.garantum.se)) on or around 6 July 2018
  - (ii) Tranche: Up to SEK80,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published by the Issuer on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and the website of the Authorised Offeror ([www.garantum.se](http://www.garantum.se)) on or around 6 July 2018
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: SEK50,000
- (ii) Calculation Amount: SEK50,000
7. (i) Issue Date: 13 July 2018
- (ii) Interest Commencement Date: Not Applicable
8. Maturity Date: 13 July 2023

9. Type of Notes: Fixed Rate Notes
- The Notes are Underlying Linked Notes and the Redemption Amount of the Notes is determined in accordance with item 14(iv) and, as the Underlying Linked Notes Redemption Provisions are applicable, item 14(v) below
- The Notes are Cash Settled Notes
10. Put/Call Options: Not Applicable
11. (i) Status of the Notes: 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 NOTES AND EARLY REDEMPTION

12. **Underlying Linked Notes Provisions:** Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
- (i) Underlying:
- (A) Description of Underlyings(s): Each Underlying specified under the heading "Underlying" in the Table below
- (B) Classification: In respect of an Underlying, the Classification specified for such Underlying in the Table below
- (C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

Underlying	Classification	Electronic Page
EUR/ZAR FX Rate	FX Rate (EMTA Provisions: Not Applicable)	Bloomberg page: WMCO EURZAR
EUR/BRL FX Rate Cross-rates: - the USD/BRL exchange rate; and - the EUR/USD exchange rate	FX Rate (EMTA Provisions: Not Applicable)	USD/BRL exchange rate: Reuters page: BRLPTAX = at 1:15 p.m. São Paulo time EUR/USD exchange rate: Bloomberg page: WMCO EURUSD
EUR/INR FX Rate Cross-rates: - the USD/INR exchange rate; and - the EUR/USD exchange rate	FX Rate (EMTA Provisions: Not Applicable)	USD/INR exchange rate: Reuters page: RBIB USDINR EUR/USD exchange rate: Bloomberg page: WMCO EURUSD

- (ii) Particulars in respect of each

Underlying:

FX Rate(s) where EMTA  
Provisions are Not Applicable:

EUR/ZAR FX Rate

- (A) FX Rate: "cross-rate/formula": Not Applicable
- (B) Exchange Rate: EUR/ZAR
- Base Currency: Euro (**EUR**)
  - Quote Currency: South African rand (**ZAR**)
  - Specified Financial Centres: London
  - Valuation Time: 4:00 p.m. London time
- (C) Dual Currency Notes: Not Applicable
- (D) FX Performance: Not Applicable

EUR/BRL FX Rate

- (A) FX Rate: "cross-rate/formula": Applicable
- The FX Rate is the product of the USD/BRL exchange rate and the EUR/USD exchange rate
- (B) (i) Exchange Rate: USD/BRL exchange rate
- Base Currency: United States dollars (**USD**)
  - Quote Currency: Brazilian real (**BRL**)
  - Specified Financial Centres: London, São Paulo
  - Valuation Time: 1:15 p.m. São Paulo time
- (ii) Exchange Rate: EUR/USD exchange rate
- Base Currency: EUR
  - Quote Currency: USD
  - Specified Financial Centres: London
  - Valuation Time: 4:00 p.m. London time
- (C) Dual Currency Notes: Not Applicable
- (D) FX Performance: Not Applicable

EUR/INR FX Rate

- (A) FX Rate: "cross-rate/formula": Applicable
- The FX Rate is the product of the USD/INR exchange rate and the EUR/USD exchange rate
- (B) (i) Exchange Rate: USD/INR exchange rate
- Base Currency: USD
- Quote Currency: Indian rupee (**INR**)
- Specified Financial Centres: London, Mumbai
- Valuation Time: 1:30 p.m. Mumbai time
- (ii) Exchange Rate: EUR/USD exchange rate
- Base Currency: EUR
- Quote Currency: USD
- Specified Financial Centres: London
- Valuation Time: 4:00 p.m. London time
- (C) Dual Currency Notes: Not Applicable
- (D) FX Performance: Not Applicable
- (iii) Elections in respect of each type of Underlying: Applicable
- FX Rate(s) where EMTA Provisions are Not Applicable:
- (A) Currency Disruption Event(s): Dual Exchange Rate  
General Inconvertibility  
General Non-Transferability  
Governmental Authority Default  
Illiquidity  
Material Change in Circumstances  
Nationalisation  
Specific Inconvertibility  
Specific Non-Transferability
- (B) Additional Adjustment Event(s): FX Rate Part A Condition 4: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- (iv) Trade Date: 28 June 2018

(v)	Realisation Disruption:	Not Applicable
(vi)	Hedging Disruption Early Termination Event:	Not Applicable
(vii)	Hedging Disruption:	Applicable Early Redemption Option: Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable
(viii)	Section 871(m) Event:	Applicable Early Redemption Option: Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable
(ix)	Redemption for Taxation Reasons:	Applicable Early Redemption Option: Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Pro Rata Issuer Cost Reimbursement: Not Applicable Additional Costs on account of Early Redemption: Applicable
(x)	Change in Law:	Applicable Illegality: Applicable Material Increased Cost: Applicable Early Redemption Option: Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable
(xi)	Increased Cost of Hedging:	Applicable Early Redemption Option: Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable
(xii)	Illegality:	Applicable

		Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Applicable
(xiii)	Continuance of Notes Provision:	Not Applicable
(xiv)	Event of Default	Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Redemption: Applicable
(xv)	Minimum Return Amount:	Not Applicable

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

13.	<b>Interest Provisions:</b>		Applicable
(i)	Interest Strike Level, Specified Valuation Date(s), Interest Amount/Rate, IPR, Interest Payment Date(s), Specified Interest Valuation Date(s), Lower Interest Barrier Level, Upper Interest Barrier Level, Interest Barrier Level, Specified Interest Barrier Observation Date:		See Table below
(ii)	Non-Contingent Interest Provisions:		Applicable
(A)	Non-Contingent Interest Amount:		Not less than SEK3,750, indicative SEK5,000 <sup>1</sup>
(B)	Non-Contingent Interest Amount Payment Dates:	(i)	15 July 2019;
		(ii)	13 July 2020;
		(iii)	13 July 2021;
		(iv)	13 July 2022; and

<sup>1</sup> such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Interest Amount will be published by the Issuer on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and on the website of the Authorised Offeror ([www.guarantum.se](http://www.guarantum.se)) on or around the Issue Date.

(v) 13 July 2023,

subject to adjustment in accordance with the Following Business Day Convention

(iii) Interest Strike Dates: Not Applicable

(iv) Underlying(s) relevant to interest, Interim Performance Provisions and provisions relating to levels of the Interest Underlying(s): Not Applicable

(v) Provisions relating to an Interest Barrier Event: Not Applicable

(vi) Provisions relating to the rate or amount of interest due:

(A) Fixed Rate Note Provisions Not Applicable

(vii) Interest Underlying Valuation Provisions: Not Applicable

14. **Redemption Provisions:**

(i) Issuer Call Not Applicable

(ii) Investor Put Not Applicable

(iii) Mandatory Early Redemption Provisions Not Applicable

(iv) Redemption Amount: See item (v) below

(v) Underlying Linked Notes Redemption Provisions Applicable

Dates

(A) Specified Redemption Barrier Observation Date: Not Applicable

(B) Specified Final Valuation Date(s): For the purpose of determining the Performance-Linked Redemption Amount:

(i) 2 February 2023;

(ii) 2 March 2023;

(iii) 3 April 2023;

(iv) 2 May 2023;

(v) 2 June 2023; and

(vi) 3 July 2023



(C) Specified Redemption Strike Date: In respect of each Redemption Underlying: 2 July 2018

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

(A) Redemption Underlying(s): Each Underlying

(B) Redemption Barrier Underlying(s): Not Applicable

Final Performance Provisions: Applicable

(A) Single Underlying Observation: Not Applicable

(B) Weighted Basket Observation: Applicable for the purpose of determining the Performance-Linked Redemption Amount:

I. Rainbow Weighting: Not Applicable. Therefore  $W_n$  shall be determined as set out below:

Redemption Underlying	$W_n$
EUR/ZAR FX Rate	$\frac{1}{3}$
EUR/BRL FX Rate	$\frac{1}{3}$
EUR/INR FX Rate	$\frac{1}{3}$

II. Maximum Final Performance Percentage: Not Applicable

III. Minimum Final Performance Percentage: Not Applicable

IV. Maximum Final Performance Percentage (Barrier Event): Not Applicable

V. Minimum Final Performance Percentage (Barrier Event): Not Applicable

VI. Maximum Final Performance Percentage (Barrier Event Satisfied): Not Applicable

VII. Minimum Final Performance Percentage: Not Applicable

	Performance Percentage (Barrier Event Satisfied):	
VIII.	Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
IX.	Minimum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
X.	Final Performance Adjustment Percentage:	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 Performance – Asian Observation:	Final Not Applicable
	Provisions relating to levels of the Redemption Underlying(s)	Applicable
(A)	Redemption Initial Level:	For the purpose of determining the Performance-Linked Redemption Amount: Closing Level on Redemption Strike Date
(B)	Final Reference Level:	For the purpose of determining the Performance-Linked Redemption Amount: Arithmetic Average Closing Level on Final Valuation Dates
(C)	Redemption Strike Level:	For the purpose of determining the Performance-Linked Redemption Amount: Zero
	Provisions relating to a Redemption Barrier Event:	Not Applicable
	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:	Applicable
Performance-Linked Redemption Amount:	
Put Option	Applicable
I. Relevant Percentage:	Zero
II. Maximum Redemption Amount:	Not Applicable
III. Minimum Redemption Amount:	SEK 0
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
Swaption:	Not Applicable
Redemption Underlying Valuation Provisions	Applicable
(A) Valuation (Scheduled Days):	Disruption Trading Move in Block

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

(C) Valuation Roll: Eight

Provisions relating to the Not Applicable  
Preference Share-Linked  
Redemption Amount in respect of  
Preference Share Linked Notes

15. **FX Provisions:** Not Applicable

16. **FX Performance:** Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

17. **Form of Notes:** Swedish Notes

Dematerialised uncertificated book-entry form in  
accordance with the Swedish CSD Rules

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

19. **Business Centre(s):** Stockholm

20. **Business Day Jurisdiction(s) or other  
special provisions relating to payment  
dates:** Stockholm

21. **Redenomination, renominalisation and  
reconventioning provisions:** Applicable: The provisions of General Condition 16  
(*Redenomination*) apply

22. **Consolidation provisions:** The provisions of General Condition 12 (*Further Issues*)  
apply

23. **Substitution provisions:** Applicable: The provisions of General Condition 15  
(*Substitution of the Issuer, the CGMHI Guarantor and the  
CGMFL Guarantor*) apply

Additional Requirements: Not Applicable

24. **Name and address of Calculation Agent:** Citigroup Global Markets Limited (acting through its FX  
Derivatives Trading CBNA London department/group (or  
any successor department/group)) at Citigroup Centre,  
Canada Square, Canary Wharf, London E14 5LB, United  
Kingdom

25. **Determinations:**

(i) Standard: Commercial Determination

(ii) Minimum Amount Adjustment Not Applicable  
Prohibition:

26. **Additional provisions applicable to  
Italian Listed Certificates:** Not Applicable

Signed on behalf of the Issuer:

By: .....  
Duly authorised

## 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 Notes to be admitted to trading on the Regulated Market of the NASDAQ Stockholm AB and to listing on the official list of the NASDAQ Stockholm AB with effect from on or around the Issue Date

### 2. RATINGS

Ratings: The Notes 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 Notes has an interest material to the Offer

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

(i) Reasons for the Offer: See "Use of Proceeds" wording in Section D.3 (*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*) of the CGMFL Base Prospectus

(ii) Estimated net proceeds: An amount equal to the final Aggregate Principal Amount of the notes 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 the Distributor(s)

(iii) Estimated total expenses: Approximately SEK140,000 (listing fees and legal expenses)

### 5. YIELD

Indication of yield: For the purposes of the Swedish Offer, the yield is not less than 7.5 per cent. per annum. It is anticipated that the upper level of the yield will be published by the Issuer on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and/or the website of the Authorised Offeror ([www.guarantum.se](http://www.guarantum.se)) on or around the Issue Date

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price and the Interest Amounts. It is not an indication of future yield

### 6. INFORMATION ABOUT THE PAST AND FURTHER PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING

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

### 7. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Applicable: The EUR/ZAR FX Rate and the

statement on benchmarks:

EUR/USD Exchange Rate are each provided by WM Company, the USD/BRL Exchange Rate is provided by Banco Central do Brasil and the USD/INR Exchange Rate is provided by the Reserve Bank of India. As at the date hereof, each of WM Company, Banco Central do Brasil and the Reserve Bank of India does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation.

## 8. DISCLAIMER

### **Bloomberg®**

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## 9. OPERATIONAL INFORMATION

ISIN Code: SE0011204601

Common Code: 181872888

CUSIP: Not Applicable

WKN: Not Applicable

Valoren: Not Applicable

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depository, if applicable: Euroclear Sweden AB

Delivery: Delivery versus payment

Names and address of the Swedish Notes Issuing and Paying Agent (if any): Citibank Europe plc (Sweden Branch), Stockholm, Sweden

Names and address of the Finnish Notes 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

## 10. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
- (vi) Total commission and concession: Up to 6.00 per cent. of the Aggregate Principal Amount 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 Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and the website of the Authorised Offeror ([www.garantum.se](http://www.garantum.se)) on or around the Issue Date
- (vii) Swiss selling restrictions: Not Applicable
- (viii) Non-exempt Offer: An offer (the **Swedish Offer**) of the Notes may be made by Garantum Fondkommission AB (the **Swedish Initial Authorised Offeror(s)**) other than pursuant to Article 3(2) of the Prospectus Directive during the period from (and including) 15 May 2018 to (and including) 25 June 2018 (the **Swedish Offer Period**) in the Kingdom of Sweden (**Sweden**)
- 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 Prospectus Directive as implemented in such countries to publish a prospectus
- Authorised Offeror(s)** means the Initial Authorised Offeror(s).
- Initial Authorised Offeror(s)** means the Swedish Initial Authorised Offeror(s).



**Public Offer Jurisdiction(s)** means Sweden.

See further Paragraph 11 below.

- |      |   |                |
|------|---|----------------|
| (ix) | General Consent:                              | Not Applicable |
| (x)  | Other conditions to consent:                  | Not Applicable |
| (xi) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |

## 11. TERMS AND CONDITIONS OF THE OFFER

Offer Price: SEK50,000 per Specified Denomination (the **Swedish Offer Price**)

Conditions to which the Offer is subject: If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of SEK80,000,000, the Issuer may end the Swedish Offer Period before 25 June 2018

In the event that the Swedish Offer Period is shortened as described above, the Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Swedish Initial Authorised Offeror ([www.garantum.se](http://www.garantum.se))

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

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

Description of the application process: Applications for the purchase of Notes may be made by a prospective investor in Sweden to the Swedish Initial Authorised Offeror

Pursuant to anti-money laundering laws and regulations in force in the United Kingdom, the Issuer, Citigroup Global Markets Limited or any of their authorised agents may require evidence in connection with any application for Notes, including further identification of the applicant(s), before any Notes are issued

Each prospective investor in Sweden should ascertain

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

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

The Issuer may decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of SEK80,000,000, as further described below

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

In the event that subscriptions for Notes under the Swedish Offer are reduced due to over-subscription, the Issuer will allot Notes to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of SEK50,000 in principal amount of Notes, as determined by the Issuer, and subject to a minimum allotment per applicant of the Calculation Amount

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

Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer also reserves the right to accept any subscriptions for Notes which would exceed the "up to" aggregate principal amount of the Notes of SEK80,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

The Issuer shall either publish a new final terms in respect of any fungible increase in aggregate principal amount or shall publish a supplement in respect thereof on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and/or the website of the Swedish Initial Authorised Offeror ([www.garantum.se](http://www.garantum.se))

Details of the minimum and/or maximum amount of application:

The minimum amount of any subscription is SEK50,000 in principal amount of the Notes

Details of the method and time limits for paying up and delivering the Notes:

Notes will be available on a delivery versus payment basis

The Issuer estimates that the Notes 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 Central Bank of Ireland ( <a href="http://www.centralbank.ie">www.centralbank.ie</a> ) and/or the website of the Swedish Initial Authorised Offeror ( <a href="http://www.garantum.se">www.garantum.se</a> )
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Offers may be made by the Swedish Initial Authorised Offeror to any person in Sweden
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants in Sweden will be notified directly by the Swedish Initial Authorised Offeror of the success of their application  Dealing in the Notes may commence on the Issue Date
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the Swedish Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in Sweden  For details of withholding taxes applicable to subscribers in Sweden see the section entitled " <i>Swedish Taxation</i> " under " <i>Taxation of Notes</i> " in the Base Prospectus
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	The Notes will be publicly offered in Sweden through the Swedish Initial Authorised Offeror:  Garantum Fondkommission AB Norrmalmstorg / Smålandsgatan 16 103 90 Stockholm Sweden

## 12. UNITED STATES TAX CONSIDERATIONS

General: The Notes are Non-U.S. Issuer Notes.

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

## ANNEX

### SUMMARY OF THE NOTES

*Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for Notes, the Issuer and the CGMHI Guarantor (where the Issuer is CGMHI) or the CGMFL Guarantor (where the Issuer is CGMFL). Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities, issuer and guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.*

#### SECTION A – INTRODUCTION AND WARNINGS

Element	Title	
A.1	Introduction	<p><b>This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. Civil liability in Member States attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms, or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Notes.</b></p>
A.2	Consent	<p>The Notes may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (a <b>Non-exempt Offer</b>).</p> <p>Non-exempt Offer in the Kingdom of Sweden (<b>Sweden</b>):</p> <p>Subject to the conditions set out below, CGMFL and CGML consent(s) to the use of the Base Prospectus in connection with a Non-exempt Offer of Notes by Garantum Fondkommission AB</p> <p>(each an <b>Authorised Offeror</b> in Sweden).</p> <p>CGMFL's and CGML's consent referred to above is given for Non-exempt Offers of Notes during the period from (and including) 15 May 2018 to (and including) 25 June 2018 (the <b>Swedish Offer Period</b>). In the event the Base Prospectus is replaced by a base prospectus of the Issuer which is approved and published by the Issuer during the Swedish Offer Period, then the Issuer's consent shall end on the date on which amended and restated Final Terms for any relevant Non-exempt Offer are published (the <b>Consent Period</b>).</p> <p>The conditions to the consent of CGMFL and CGML are that such consent:</p>

Element	Title	
		<p>(a) is only valid during the Swedish Offer Period or, if shorter, the Consent Period; and</p> <p>(b) only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in Sweden.</p> <p><b>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.</b></p>

**SECTION B – ISSUER AND GUARANTOR**

<b>Element</b>	<b>Title</b>																															
<b>B.1</b>	Legal and commercial name of the Issuer	Citigroup Global Markets Funding Luxembourg S.C.A. ( <b>CGMFL</b> )																														
<b>B.2</b>	Domicile/ legal form/ legislation/ country of incorporation	CGMFL is a corporate partnership limited by shares ( <i>société en commandite par actions</i> ), incorporated on 24 May 2012 under Luxembourg law for an unlimited duration with its registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, telephone number +352 45 14 14 447 and registered with the Register of Trade and Companies of Luxembourg under number B 169.199.																														
<b>B.4b</b>	Trend information	Not Applicable. There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on CGMFL's prospects for its current financial year.																														
<b>B.5</b>	Description of the Group	<p>CGMFL is a wholly owned indirect subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the <b>Group</b>).</p> <p>Citigroup Inc. is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2017 Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other.</p>																														
<b>B.9</b>	Profit forecast or estimate	Not Applicable. CGMFL has not made a profit forecast or estimate in the Base Prospectus.																														
<b>B.10</b>	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																														
<b>B.12</b>	Selected historical key financial information	<p>The table below sets out a summary of key financial information extracted from CGMFL's Annual Report for the year ended 31 December 2017:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;"><b>At or for the year ended 31 December 2017 (audited)</b></th> <th style="text-align: right; width: 20%;"><b>At or for the year ended 31 December 2016 (audited)</b></th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;"><b>EUR</b></td> </tr> <tr> <td colspan="3"><b>ASSETS</b></td> </tr> <tr> <td>Cash and cash equivalents</td> <td style="text-align: right;">1,545,154</td> <td style="text-align: right;">681,476</td> </tr> <tr> <td>Structured notes purchased</td> <td style="text-align: right;">3,218,173,605</td> <td style="text-align: right;">2,283,259,926</td> </tr> <tr> <td>Index linked certificates purchased</td> <td style="text-align: right;">545,774,194</td> <td style="text-align: right;">81,407,634</td> </tr> <tr> <td>Derivative assets</td> <td style="text-align: right;">252,541,042</td> <td style="text-align: right;">71,586,573</td> </tr> <tr> <td>Current income tax assets</td> <td style="text-align: right;">24,838</td> <td style="text-align: right;">8,838</td> </tr> <tr> <td>Other Assets</td> <td style="text-align: right;">-</td> <td style="text-align: right;">141,203</td> </tr> <tr> <td><b>TOTAL ASSETS</b></td> <td style="text-align: right;"><b>4,018,058,833</b></td> <td style="text-align: right;"><b>2,437,085,650</b></td> </tr> </tbody> </table>		<b>At or for the year ended 31 December 2017 (audited)</b>	<b>At or for the year ended 31 December 2016 (audited)</b>	<b>EUR</b>			<b>ASSETS</b>			Cash and cash equivalents	1,545,154	681,476	Structured notes purchased	3,218,173,605	2,283,259,926	Index linked certificates purchased	545,774,194	81,407,634	Derivative assets	252,541,042	71,586,573	Current income tax assets	24,838	8,838	Other Assets	-	141,203	<b>TOTAL ASSETS</b>	<b>4,018,058,833</b>	<b>2,437,085,650</b>
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Element	Title		
		<p><b>LIABILITIES</b></p> <p>Structured notes issued 3,218,173,605 2,283,259,926</p> <p>Index linked certificates issued 545,774,194 81,407,634</p> <p>Derivative liabilities 252,541,042 71,586,573</p> <p>Redeemable preference shares 5,449 1,234</p> <p>Other liabilities 936,084 388,353</p> <p>Current tax liabilities 51,559 6,144</p> <p><b>TOTAL LIABILITIES 4,017,481,933 2,436,649,864</b></p> <p><b>EQUITY</b></p> <p>Share capital 500,000 500,000</p> <p>Retained earnings 76,900 (64,214)</p> <p><b>TOTAL EQUITY 576,900 435,786</b></p> <p><b>TOTAL LIABILITIES AND EQUITY 4,018,058,833 2,437,085,650</b></p>	
		<p><i>Statements of no significant or material adverse change</i></p> <p>There has been: (i) no significant change in the financial or trading position of CGMFL since 31 December 2017 and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2017.</p>	
<b>B.13</b>	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to CGMFL which are to a material extent relevant to the evaluation of CGMFL's solvency, since 31 December 2017.	
<b>B.14</b>	Dependence upon other group entities	See Element B.5 Description of the Group and CGMFL's position within the Group. CGMFL is dependent on other members of the Group.	
<b>B.15</b>	Principal activities	The principal activity of CGMFL is to grant loans or other forms of funding directly or indirectly in whatever form or means to Citigroup Global Markets Limited, another subsidiary of Citigroup Inc., and any other entities belonging to the Group.	
<b>B.16</b>	Controlling shareholders	The entire issued share capital of CGMFL is held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited.	
<b>B.17</b>	Credit ratings	<p>CGMFL has a long/short term senior debt rating of A+/A-1 by Standard &amp; Poor's Financial Services LLC and a long/short term senior debt rating of A/F1 by Fitch Ratings, Inc.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>	
<b>B.18</b>	Description of the Guarantee	The Notes issued will be unconditionally and irrevocably guaranteed by CGML pursuant to the CGMFL Deed of Guarantee. The CGMFL Deed of Guarantee constitutes direct, unconditional, unsubordinated and unsecured obligations of CGML and ranks and will rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) with all other outstanding,	

Element	Title																																	
		unsecured and unsubordinated obligations of CGML.																																
<b>B.19</b>	Information about the Guarantor																																	
<b>B.19/B.1</b>	Legal and commercial name of the Guarantor	Citigroup Global Markets Limited ( <b>CGML</b> ).																																
<b>B.19/B.2</b>	Domicile/legal form/legislation/country of incorporation	CGML is a private company limited by shares and incorporated in England under the laws of England and Wales.																																
<b>B.19/ B.4b</b>	Trend information	The banking environment and markets in which the Group conducts its businesses will continue to be strongly influenced by developments in the U.S. and global economies, including the results of the European Union sovereign debt crisis, Brexit and its associated economic, political, legal and regulatory ramifications, protectionist policies such as the withdrawal by the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates and the implementation and rulemaking associated with recent financial reform.																																
<b>B.19/B.5</b>	Description of the Group	CGML is a wholly owned indirect subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries.  See Element B.5 above for a description of the Group																																
<b>B.19/B.9</b>	Profit forecast or estimate	Not Applicable. CGML has not made a profit forecast or estimate in the Base Prospectus.																																
<b>B.19/B.10</b>	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																																
<b>B.19/B.12</b>	Selected historical key financial information	<p>The table below sets out a summary of key financial information extracted from CGML's Financial Report for the year ended 31 December 2016:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2"></th> <th colspan="2" style="text-align: center;"><b>At or for the year ended 31 December</b></th> </tr> <tr> <th style="text-align: center;"><b>2016 (audited)</b></th> <th style="text-align: center;"><b>2015 (audited)</b></th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;"><i>(in millions of U.S. dollars)</i></td> </tr> <tr> <td colspan="3"><b>Income Statement Data:</b></td> </tr> <tr> <td>Gross Profit.....</td> <td style="text-align: right;">2,735</td> <td style="text-align: right;">3,259</td> </tr> <tr> <td>Commission income and fees .....</td> <td style="text-align: right;">1,320</td> <td style="text-align: right;">2,063</td> </tr> <tr> <td>Net dealing income.....</td> <td style="text-align: right;">1,612</td> <td style="text-align: right;">1,237</td> </tr> <tr> <td><b>Operating profit/loss ordinary activities before taxation.....</b></td> <td style="text-align: right;"><b>380</b></td> <td style="text-align: right;"><b>373</b></td> </tr> <tr> <td colspan="3"><b>Balance Sheet Data:</b></td> </tr> <tr> <td>Total assets .....</td> <td style="text-align: right;">345,608</td> <td style="text-align: right;">323,339</td> </tr> <tr> <td>Debt (Subordinated) .....</td> <td style="text-align: right;">4,585</td> <td style="text-align: right;">5,437</td> </tr> </tbody> </table>		<b>At or for the year ended 31 December</b>		<b>2016 (audited)</b>	<b>2015 (audited)</b>		<i>(in millions of U.S. dollars)</i>		<b>Income Statement Data:</b>			Gross Profit.....	2,735	3,259	Commission income and fees .....	1,320	2,063	Net dealing income.....	1,612	1,237	<b>Operating profit/loss ordinary activities before taxation.....</b>	<b>380</b>	<b>373</b>	<b>Balance Sheet Data:</b>			Total assets .....	345,608	323,339	Debt (Subordinated) .....	4,585	5,437
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Element	Title	
		Total Shareholder's funds ..... 13,880 13,447
		The table below sets out a summary of key financial information extracted from CGML's Interim Report for the six-month period ended 30 June 2017:
		<b>At or for the six month period ended 30 June</b>
		<b>2017                      2016</b>
		<b>(unaudited)              (unaudited)</b>
		<i>(in millions of U.S. dollars)</i>
		<b>Income Statement Data</b>
		Gross Profit 1,775 1,423
		Commission income and fees 583 593
		Net dealing income 1,391 942
		<b>Operating profit/loss ordinary activities before taxation</b> 474 277
		<b>At or for the six month period ended</b>
		<b>30 June 2017              31 December</b>
		<b>(unaudited)              2016 (audited)</b>
		<i>(in millions of U.S. dollars)</i>
		<b>Balance Sheet Data</b>
		Total assets 372,404 345,608
		Debt (Subordinated) 2,918 4,585
		Total Shareholder's funds 15,957 13,880
		<b>Statements of no significant or material adverse change</b>
		There has been: (i) no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2017 and (ii) no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2016.
<b>B.19/B.13</b>	Events impacting the Guarantor's solvency:	Not Applicable. There are no recent events particular to CGML which are to a material extent relevant to the evaluation of CGML's solvency since 31 December 2016.
<b>B.19/B.14</b>	Dependence upon other Group entities	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited, which is a wholly-owned indirect subsidiary of Citigroup Inc.  See Element B.19/B.5 for CGML's position within the Group. CGML is dependent on other members of the Group.
<b>B.19/B.15</b>	The Guarantor's Principal activities	CGML is a broker and dealer in fixed income, equity and commodity securities and related products in the international capital markets and an underwriter and provider of corporate finance services, operating globally from the UK and through its branches in Europe and the Middle East. CGML also markets securities owned by other group undertakings on a commission basis.
<b>B.19/B.16</b>	Controlling shareholders	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited.
<b>B.19/B.17</b>	Credit ratings	CGML has a long term/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC, A2/P-1 by Moody's Investors Service, Inc.

		<p>and A/F1 by Fitch Ratings, Inc.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
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## SECTION C – SECURITIES

Element	Title	
C.1	Description of Notes/ISIN	<p>Notes are issued in Series. The Series number is CGMFL3205. The Tranche number is 1.</p> <p>The International Securities Identification Number (ISIN) is SE0011204601. The Common Code is 181872888.</p>
C.2	Currency	The Notes are denominated in Swedish krona ( <b>SEK</b> ) and the specified currency for payments in respect of the Notes is SEK.
C.5	Restrictions on the free transferability of the Notes	The Notes will be transferable, subject to offering, selling and transfer restrictions with respect to the United States of America, the European Economic Area, the United Kingdom, Australia, Austria, the Kingdom of Bahrain, Brazil, Chile, Columbia, Costa Rica, Republic of Cyprus, Denmark, the Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Hungary, Ireland, Israel, Italy, Japan, the State of Kuwait, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, the State of Qatar, the Russian Federation, the Kingdom of Saudi Arabia, Singapore, Switzerland, Taiwan, the Republic of Turkey, the United Arab Emirates and Uruguay and the laws of any jurisdiction in which the Notes are offered or sold.
C.8	Rights attached to the Notes, including ranking and limitations on those rights	<p>The Notes have terms and conditions relating to, among other matters:</p> <p><b>Ranking</b></p> <p>The Notes will constitute unsubordinated and unsecured obligations of the Issuer and rank and will at all times rank <i>pari passu</i> and rateably among themselves and at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.</p> <p><b>Negative pledge and cross default</b></p> <p>The terms of the Notes will not contain a negative pledge provision or a cross-default provision in respect of the Issuer or the Guarantor.</p> <p><b>Events of default</b></p> <p>The terms of the Notes will contain, amongst others, the following events of default: (a) default in payment of any principal or interest due in respect of the Notes, continuing for a period of 30 days in the case of interest or 10 days in the case of principal, in each case after the due date; (b) default in the performance, or breach, of any other covenant by the Issuer or Guarantor, and continuance for a period of 60 days after the date on which written notice is given by the holders of at least 25 per cent, in principal amount of the outstanding Notes specifying such default or breach and requiring it to be remedied; (c) events relating to the winding up or dissolution or similar procedure of the Issuer or the Guarantor; and (d) the appointment of a receiver or other similar official or other similar arrangement of the Issuer or the Guarantor.</p> <p><b>Taxation</b></p>

Element	Title	
		<p>Payments in respect of all Notes will be made without withholding or deduction of taxes in (i) Luxembourg where the Issuer is CGMFL or the United Kingdom in the case of the Guarantor, or (ii) the United States where the Issuer is Citigroup Inc. or CGMHI, except as required by law and subject to certain categories of Notes which are not treated as debt for United States federal income purposes. In that event, additional interest will be payable in respect of such taxes, subject to specified exceptions.</p> <p><b>Meetings</b></p> <p>The terms of the Notes contain provisions for calling meetings of holders of such Notes 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.</p>
<b>C.9</b>	Description of the rights attached to the Notes, including nominal interest rate, the date from which interest becomes payable and interest payment dates, description of the underlying (where the rate is not fixed), maturity date, repayment provisions and indication of yield	Indication of yield: Not less than 7.5% per annum
<b>C.10</b>	If the Note has a derivative component in the interest payment, a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying	Not Applicable. The Notes do not have a derivative component in interest payment.

Element	Title	
	instrument(s), especially under the circumstances when the risks are most evident.	
C.11	Admission to trading	Application has been made to the NASDAQ Stockholm AB for the Notes to be admitted to trading on the NASDAQ Stockholm AB.
C.15	Description of how the value of the investment is affected by the value of the underlying instrument(s)	<p>The redemption amount payable at maturity depends on the performance of the relevant underlying(s).</p> <p>See also Element C.18 below.</p>
C.16	Maturity date and final reference date	<p>The maturity date is 13 July 2023 (subject to adjustment for non-business days). See the provisions relating to valuation dates in Element C.18 below in relation to the final reference dates.</p> <p><i>Early redemption</i></p> <p>See "Events of default" in Element C.8 above and "Disrupted Days, Market Disruption Events and Adjustments" below for information on early redemption in relation to the Notes.</p> <p>In addition, (a) the Notes may be redeemed early for certain taxation reasons; and (b) if the Issuer determines that performance of its obligations of an issue of Notes or the Guarantor determines that performance of its obligations under the CGMFL Deed of Guarantee in respect of such Notes has or will become illegal in whole or in part for any reason (an <b>Illegality Event</b>), the Issuer may redeem the Notes early and, will pay, in respect of each Note, an amount equal to the early redemption amount.</p> <p>Where Notes are redeemed early for certain taxation reasons or as a result of an Illegality Event or as a result of an adjustment event or as a result of an event of default and the early redemption amount payable on such early redemption of the Notes is specified to be "Fair Market Value", then the early redemption amount will be an amount determined by the Calculation Agent to be the fair market value of the Notes on a day selected by the Issuer (which amount shall include amounts in respect of interest) but adjusted to fully account for losses, expenses and costs to the Issuer (or any of its affiliates) of unwinding any hedging and funding arrangements in relation to the Notes, PROVIDED THAT, for the purposes of determining the fair market value of the Notes following an event of default, no account shall be taken of the financial condition of the Issuer which shall be presumed to be able to perform fully its obligations in respect of the Notes.</p>
C.17	Settlement procedure of derivative securities	The Notes are cash settled Notes.

C.18	Return on derivative securities	<p><b>The interest amount (if any) due on each interest payment date is determined in accordance with the interest provisions as follows.</b></p> <p>The interest amount in respect of each calculation amount and an interest payment date will be the interest amount calculated by reference to the fixed rate note provisions set out below.</p> <p><i>Definitions relating to the determination of the amount of interest due on an interest payment date</i></p> <p>The <b>interest amount determined in accordance with the fixed rate note provisions</b>, means that the interest amount in respect of each calculation amount, an interest payment date and if due as provided above, is fixed interest and will be:</p> <p style="padding-left: 40px;">as "accrual" is not applicable, the relevant amount specified for such interest payment date in the Table below</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2" style="text-align: center;"><b>TABLE</b></th> </tr> <tr> <th style="text-align: center;"><b>interest amount</b></th> <th style="text-align: center;"><b>interest payment date</b></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Not less than SEK3,750, indicative SEK5,000<sup>2</sup></td> <td style="text-align: center;">15 July 2019</td> </tr> <tr> <td style="text-align: center;">Not less than SEK3,750, indicative SEK5,000<sup>2</sup></td> <td style="text-align: center;">13 July 2020</td> </tr> <tr> <td style="text-align: center;">Not less than SEK3,750, indicative SEK5,000<sup>2</sup></td> <td style="text-align: center;">13 July 2021</td> </tr> <tr> <td style="text-align: center;">Not less than SEK3,750, indicative SEK5,000<sup>2</sup></td> <td style="text-align: center;">13 July 2022</td> </tr> <tr> <td style="text-align: center;">Not less than SEK3,750, indicative SEK5,000<sup>2</sup></td> <td style="text-align: center;">13 July 2023</td> </tr> </tbody> </table> <p><b>The redemption amount due on the maturity date will be determined in accordance with the redemption provisions as follows</b></p> <p><b>Redemption</b></p> <p>The redemption amount in respect of each calculation amount will be the performance-linked redemption amount determined in accordance with the put option provisions below.</p> <p><b>Definitions relating to redemption:</b></p> <p><i>Dates</i></p> <p>The <b>final valuation dates</b> are 2 February 2023, 2 March 2023, 3 April 2023, 2 May 2023, 2 June 2023 and 3 July 2023 (subject to adjustment – see "Disrupted Days, Market Disruptions Events and Adjustments" below).</p> <p>The <b>redemption strike date</b> is 2 July 2018 (subject to adjustment – see "Disrupted Days, Market Disruptions Events and Adjustments" below).</p>	<b>TABLE</b>		<b>interest amount</b>	<b>interest payment date</b>	Not less than SEK3,750, indicative SEK5,000 <sup>2</sup>	15 July 2019	Not less than SEK3,750, indicative SEK5,000 <sup>2</sup>	13 July 2020	Not less than SEK3,750, indicative SEK5,000 <sup>2</sup>	13 July 2021	Not less than SEK3,750, indicative SEK5,000 <sup>2</sup>	13 July 2022	Not less than SEK3,750, indicative SEK5,000 <sup>2</sup>	13 July 2023
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Not less than SEK3,750, indicative SEK5,000 <sup>2</sup>	13 July 2023															

<sup>2</sup> such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Interest Amount will be published by the Issuer on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and on the website of the Authorised Offeror ([www.guarantum.se](http://www.guarantum.se)) on or around the Issue Date.

*Definitions relating to the underlying(s) relevant for redemption, the performance of such underlying(s) and levels of such underlying(s)*

A **redemption underlying** means the or each underlying specified as an underlying for the purpose of the redemption provisions in Element C.20 below.

The **final performance underlying(s)** or (FPU) is, as "weighted basket observation" applies the performance-linked redemption amount determined in accordance with the put option provisions below, all of the redemption underlyings (as final performance is determined by reference to the weighted basket of all of the redemption underlyings)

The **final performance** shall be determined in accordance with the:

"weighted basket observation" provisions for the purpose of determining the performance-linked redemption amount determined in accordance with the put option provisions below, meaning that the final performance is, in the determination of the calculation agent, an amount expressed as a percentage equal to the weighted sum of the performance of each redemption underlying, determined for each such redemption underlying as such redemption underlying's final reference level less its redemption strike level, all divided by its redemption initial level, expressed as a formula:

$$\sum_{n=1}^n W_n \times \frac{\text{final reference level} - \text{redemption strike level}}{\text{redemption initial level}}$$

$W_n$  of each redemption underlying is one third (therefore the redemption underlyings are equally weighted)

The **redemption strike level** for a redemption underlying is the level specified for such redemption underlying below:

redemption underlying	redemption strike level
EUR/ZAR FX Rate	0
EUR/BRL FX Rate	0
EUR/INR FX Rate	0

The **final reference level** means, in respect of a final valuation date or, as the case may be, final valuation dates and each redemption underlying:

for the purpose of determining the performance-linked redemption amount determined in accordance with the put option provisions below "arithmetic average closing level on final valuation dates", being the arithmetic average underlying closing level for such redemption underlying for the relevant final valuation dates.

The **redemption initial level** means, in respect of a final valuation date or, as the case may be, final valuation dates and each redemption underlying:

for the purpose of determining the performance-linked redemption amount determined in accordance with the put option provisions below "closing level on redemption strike date", being the underlying closing level for such redemption underlying for the redemption strike date

*Definitions relating to the determination of the performance-linked redemption amount due.*

The **performance-linked redemption amount determined in accordance with the "put option" provisions** means that the redemption amount will be a "put option" amount determined by the calculation agent to be the product of the calculation amount (CA) and the sum of 0% (being the **relevant percentage**) and the final performance of the final performance underlying(s) (FPU), expressed as a formula:

$$CA \times (0 + \text{final performance of FPU})$$

Such redemption amount is subject to a minimum amount (floor) of SEK 0.

The calculation amount or CA is SEK 50,000.

***Disrupted Days, Market Disruption Events and Adjustments***

The terms and conditions of the Notes contain provisions, as applicable, relating to events affecting the relevant underlying(s), modification or cessation of the relevant underlying(s), settlement disruption and market disruption provisions and provisions relating to subsequent corrections of the level of an underlying and details of the consequences of such events. Such provisions may, where applicable permit the Issuer either to require the calculation agent to determine what adjustments should be made following the occurrence of the relevant event (which may include deferment of any required valuation or the substitution of another underlying and/or, in the case of an increased cost of hedging, adjustments to pass onto Noteholders such increased cost of hedging (including, but not limited to, reducing any amounts payable or deliverable in respect of the Notes to reflect any such increased costs) and/or, in the case of realisation disruption, payment in the relevant local currency rather than in the relevant specified currency, deduction of or payment by Noteholder(s) of amounts in respect of any applicable taxes, delay of payments or deliveries, determination of relevant exchange rates taking into consideration all available relevant information and/or (where legally permissible) procuring the physical delivery of any underlying(s) in lieu of cash settlement (or vice versa) and/or, in the case of mutual fund interests, adjustments to 'monetise' the mutual fund interest affected by the relevant adjustment event and adjust amounts payable under the Notes to account for such monetisation) or, where applicable to cancel the Notes and to pay an amount equal to the early redemption amount as specified in Element C.16 above.

<b>C.19</b>	Exercise price/final reference price	See Element C.18 above		
<b>C.20</b>	Underlying	Each underlying specified under the heading "Description of underlying" in the Table below which is an underlying for, as specified in such Table for such underlying, the redemption provisions set out in Element C.18 above, and is of the classification specified for such underlying in the Table below. Information relating to the underlyings can be obtained from the electronic page specified for such underlying in the Table below and from other internationally recognised published or electronically displayed sources.		
<b>Description of underlying</b>	<b>classification</b>	<b>underlying for the purpose of the redemption provisions</b>	<b>Electronic page</b>	
EUR/ZAR FX Rate	FX Rate	Yes	Bloomberg page: WMCO EURZAR at 4:00 p.m.	



			London time
EUR/BRL FX Rate "cross-rate/formula": - the product of the USD/BRL and EUR/USD exchange rates	FX Rate	Yes	USD/BRL exchange rate: - Reuters page: BRLTAX= at 1.15 p.m. São Paulo time EUR/USD exchange rate: - Bloomberg page: WMCO EURUSD at 4:00 p.m. London time
EUR/INR FX Rate "cross-rate/formula": - the product of the USD/INR and EUR/USD exchange rates	FX Rate	Yes	USD/INR exchange rate: - Reuters page: RBIB USDINR at 1.30 p.m. Mumbai time EUR/USD exchange rate: - Bloomberg page: WMCO EURUSD at 4:00 p.m. London time
<b>C.21</b>	Indication of the market where the Notes will be traded	Application has been made to the NASDAQ Stockholm AB for the Notes to be admitted to trading on the NASDAQ Stockholm AB	

## SECTION D – RISKS

Element	Title	
D.2	Key risks regarding the Issuers	<p>There are certain factors that may affect CGMFL's ability to fulfil its obligations under the Notes issued by it, including that such ability is dependent on the group entities to which it on-lends and funds raised through the issue of the Notes performing their obligations in respect of such funding in a timely manner. In addition, such ability and CGMFL's ability to fulfil its obligations as guarantor in respect of Notes issued by CGMFL is dependent on economic conditions, credit, market and market liquidity risk, by competition, country risk, operational risk, fiscal and monetary policies adopted by relevant regulatory authorities, reputational and legal risks and certain regulatory considerations.</p>
D.3	Key risks regarding the Notes	<p>Investors should note that the Notes (including Notes that are expressed to redeem at par or above) are subject to the credit risk of CGMFL and CGML. Furthermore, the Notes may be sold, redeemed or repaid early, and if so, the price for which a Note may be sold, redeemed or repaid early may be less than the investor's initial investment. There are other certain factors which are material for the purpose of assessing the risks associated with investing in any issue of Notes, which include, without limitation, (i) risk of disruption to valuations, (ii) adjustment to the conditions, substitution of the relevant underlying(s) and/or early redemption following an adjustment event or an illegality, (iii) postponement of interest payments and/or minimum and/or maximum limits imposed on interest rates, (iv) cancellation or scaling back of public offers or the issue date being deferred, (v) hedging activities of the Issuer and/or any of its affiliates, (vi) conflicts of interest between the Issuer and/or any of its affiliates and holders of Notes, (vii) modification of the terms and conditions of Notes by majority votes binding all holders, (viii) discretions of the Issuer and Calculation Agent being exercised in a manner that affects the value of the Notes or results in early redemption, (ix) change in law, (x) payments being subject to withholding or other taxes, (xi) fees and commissions not being taken into account when determining secondary market prices of Notes, (xii) there being no secondary market, (xiii) market value of Notes being affected by various factors independent of the creditworthiness of CGMFL and CGML such as market conditions, interest and exchange rates and macro-economic and political conditions and (xiv) credit ratings not reflecting all risks.</p> <p>See also Element D.6 below</p>
D.6	Key risks regarding the Notes and risk warning	<p><b>INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT OR PART OF IT AS THE CASE MAY BE. CGMFL DOES NOT REPRESENT THAT THE LIST BELOW IS COMPREHENSIVE. PROSPECTIVE INVESTORS SHOULD READ THE BASE PROSPECTUS IN ITS ENTIRETY AND FORM THEIR OWN CONCLUSIONS REGARDING CGMFL.</b></p> <p>An investment in Notes may entail significant risks and risks that are not associated with an investment in a debt instrument with a fixed principal amount and which bears interest at either a fixed rate or at a floating rate determined by reference to published interest rate references. The risks of a particular Note will depend on the terms of such Note, but may include, without limitation, the possibility of significant changes in the prices of the relevant Underlying(s). Such risks generally depend on factors over which none of the relevant Issuer and, where the relevant Issuer is CGMHI, the CGMHI Guarantor or where the relevant Issuer is CGMFL, the CGMFL Guarantor, has control and which cannot readily be foreseen, such as economic and political events and the supply of and demand for the relevant Underlying(s). In recent years, currency exchange rates and prices for</p>

		<p>various Underlying(s) have been highly volatile, and such volatility may be expected in the future. Fluctuations in any such rates or prices that have occurred in the past are not necessarily indicative, however, of fluctuations that may occur during the term of any Note. The risk of loss as a result of the linkage to the relevant Underlying(s) can be substantial. Investors should note that their investment in Notes, may expose them to payments and/or deliveries which is/are determined by reference to one or more values of security indices, inflation indices, commodity indices, commodities, shares, depositary receipts, exchange traded funds, mutual funds, currencies, warrants, proprietary indices (which may be linked or referenced to one or more asset classes), dividend futures contracts, interest rates or other bases of reference of formulae (the <b>Underlying(s)</b>), either directly or inversely, and for physically settled Notes this may result in the Notes being redeemable for certain assets.</p>
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## SECTION E – OFFER

Element	Title	
E.2b	Use of proceeds	The net proceeds of the issue of the Notes by CGMFL 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 CGMFL itself.
E.3	Terms and conditions of the offer	<p>The Notes are the subject of a Non-exempt Offer, the terms and conditions of which are further detailed as set out below and in the applicable Final Terms.</p> <p>A Non-exempt Offer of the Notes may be made in Sweden (the <b>Swedish Offer</b>) during the period from (and including) 15 May 2018 to (and including) 25 June 2018. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the Swedish Offer.</p> <p>The offer price is SEK50,000 per calculation amount. The minimum subscription amount is SEK50,000. The Issuer may decline in whole or in part an application for Notes under the Swedish Offer.</p>
E.4	Interests of natural and legal persons involved in the issue/offer	The Dealer and/or any distributors will be paid up to 6.00 per cent. as fees in relation to the issue of Notes. Save as described above and, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer(s).
E.7	Estimated expenses charged to the investor by the Issuer or an Authorised Offeror	No expenses are being charged to an investor by the Issuer.

## BILAGA

## SAMMANFATTNING AV SKULDEBREVEN

Sammanfattningarna nedan görs till följd av skyldigheten att offentliggöra vissa "Faktorer". Dessa faktorer är numrerade i delarna A – E (A.1 –E.7). Denna sammanfattning innehåller alla de Faktorer som måste ingå i en sammanfattning för Skuldebrev, Emittenten och CGMHI:s Garantigivare (då CGMHI är emittent) eller CGMFL:s Garantigivare (då CGMFL är emittent). Eftersom vissa Faktorer inte måste ingå kan det vara luckor i numreringen av Faktorerna. Även om viss information angående värdepapper, emittent och garantigivare måste tas med i en sammanfattning kan det hända att ingen information kan ges angående den Faktorn. För det fallet ska en kort beskrivning av varför den Faktorn inte är tillämplig tas med i sammanfattningen.

## DEL A – INLEDNING OCH RISKVARNINGAR

Faktor	Benämning	
A.1	Inledning	<p><b>Denna sammanfattning skall läsas som en introduktion till Grundprospektet och tillämpliga Slutliga Villkor. Varje beslut att investera i Skuldebrev måste baseras på ett övervägande av Grundprospektet i sin helhet, inklusive de dokument som infogats genom hänvisning samt de tillämpliga Slutliga Villkoren. För det fall yrkande hänförligt till uppgifterna i detta Grundprospekt och de Slutliga Villkoren skulle anföras vid en domstol i en Medlemsstat inom det Europeiska Ekonomiska Samarbetsområdet kan käranden, i enlighet med den nationella lagstiftningen i den Medlemsstat där talan upptas, bli tvungen att svara för kostnaderna för en översättning av Grundprospektet och de tillämpliga Slutliga Villkoren innan det rättsliga förfarandet inleds. Civilrättsligt ansvar i Medlemsstater kan endast åläggas de personer som har lagt fram sammanfattningar och översättningar, men bara om sammanfattningen, när sammanfattningen läses tillsammans med de andra delarna av Grundprospektet och de tillämpliga Slutliga Villkoren, är missvisande, felaktig eller oförenlig eller om sammanfattningen inte tillhandahåller den viktiga information som krävs för att hjälpa investerare när de överväger att investera i skuldebrev.</b></p>

Faktor	Benämning	
A.2	Samtycke	<p>Skuldebrevet får erbjudas under förutsättningar då det inte finns några undantag från skyldigheten att publicera ett prospekt under Prospekt-direktivet (ett <b>Ej Undantaget Erbjudande</b>).</p> <p>Ej Undantaget Erbjudande i Kungadömet Sverige (Sverige):</p> <p>Under de villkor som anges nedan samtycker CGMFL and CGML till användandet av detta Grundprospekt vid ett Ej Undantaget Erbjudande av Skuldebrev från Garantum Fondkommission AB</p> <p>(var och en <b>Auktoriserad Anbudsgivare</b> i Sverige).</p> <p>CGMFL:s och CGML:s samtycke som refererats ovan ges för Ej Undantagna Erbjudanden av Skuldebrev mellan perioden från (och med) den 15 maj 2018 till och med den 25 juni 2018 (<b>Erbjudande-perioden i Sverige</b>). I händelse av att detta Grundprospekt är ersatt av ett grundprospekt från Emittenten som är godkänt och utgivet av Emittenten under Erbjudandeperioden i Sverige, så ska Emittentens samtycke upphöra det datum då ändrade och bekräftade Slutliga Villkor för varje relevant Ej Undantaget Erbjudande är utgivna (<b>Samtyckesperioden</b>).</p> <p>Villkoren för samtycket från CGMFL och CGML är att ett sådant samtycke:</p> <ul style="list-style-type: none"> <li>(a) endast ska vara giltigt under Erbjudandeperioden i Sverige eller, om kortare, Samtyckesperioden; och</li> <li>(b) endast ska utsträckas till användandet av detta Grundprospekt för att göra Ej Undantagna Erbjudanden av den relevanta Serien av Skuldebrev i Sverige.</li> </ul> <p><b>EN INVESTERARE SOM AVSER ATT FÖRVÄRVA SKULDEBREV I ETT EJ UNDANTAGET ERBJUDANDE FRÅN EN AUKTORISERAD ANBUDSGIVARE SAMT ANBUD OCH FÖRSÄLJNING AV SÅDANA SKULDEBREV TILL EN INVESTERARE FRÅN EN SÅDAN AUKTORISERAD ANBUDSGIVARE GÖRS, I ENLIGHET MED VILLKOR OCH ANDRA AVTAL MELLAN AUKTORISERAD ANBUDSGIVARE OCH INVESTERARE INKLUSIVE PRIS, FÖRDELNING OCH ÖVERENSKOMMELSER. INVESTERAREN MÅSTE VÄNDA SIG TILL DEN AUKTORISERAD ANBUDSGIVAREN FÖR ATT ERHÅLLA INFORMATION OCH DEN AUKTORISERADE ANBUDSGIVAREN ÄR ANSVARIG FÖR SÅDAN INFORMATION.</b></p>

## DEL B – EMITTENT OCH GARANTIGIVARE

Faktor	Benämning	
<b>B.1</b>	Emittentens namn	Citigroup Global Markets Funding Luxembourg S.C.A. ( <b>CGMFL</b> )
<b>B.2</b>	Säte/ bolagsform/ tillämplig lag/ etableringsland	CGMFL är ett privat aktiebolag, <i>société en commandite par actions</i> , etablerat i Luxemburg den 24 maj 2012 enligt den luxemburgska lagen för en obegränsad tidsperiod med registrerad adress 31 Z.A. Bourmicht, L-8070 Bertrange, Storhertigdömet Luxemburg, telefonnummer +352 45 14 14 447 och registrerad hos Luxemburgs bolagsregister ( <i>the Register of Trade and Companies of Luxembourg</i> ) med bolagsnummer B 169.199.
<b>B.4b</b>	Trend information	Ej tillämpligt. Det finns inga kända trender, osäkerheter, krav, åtaganden eller händelser som kan förväntas ha väsentlig påverkan på CGMFL:s affärsutsikter under det innevarande räkenskapsåret.
<b>B.5</b>	Beskrivning av Koncernen	CGMFL är ett av Citigroup Inc helägt dotterbolag. Citigroup Inc. är ett holdingbolag och betalar sina åtaganden i första hand genom utdelningar och krediter som erhålls från bolagets dotterbolag (Citigroup Inc. och dess dotterbolag, <b>Koncernen</b> ).  Citigroup Inc. är ett globalt diversifierat holdingbolag inom sektorn för finansiella tjänster som erbjuder konsumenter, företagskunder, stater och institutioner ett brett utbud av finansiella produkter och tjänster. Citigroup Inc. har omkring 200 miljoner kundkonton och bedriver verksamhet i över 160 länder och jurisdiktioner. Per den 31 december 2017, bedrevs Citigroup enligt följande segment: Global Consumer Banking, Institutional Clients Group och Corporate/Other
<b>B.9</b>	Vinstprognos eller vinstberäkning	Ej tillämpligt. CGMFL har inte gjort någon vinstprognos eller vinstberäkning i Grundprospektet.
<b>B.10</b>	Anmärkningar i revisionsberättelsen	Ej tillämpligt. Det finns inga anmärkningar i någon revisionsberättelse avseende den historiska finansiella informationen som ingår i Grundprospektet.

Faktor	Benämning		
B.12	Utvald historisk finansiell information	Tabellen nedan utgör en sammanfattning av den finansiella informationen som tagits ur CGMFL:s årsredovisning för räkenskapsåret som slutade den 31 december 2017:	
	<b>Per eller för året som slutade den 31 december 2017 (reviderat)</b>	<b>Per eller för året som slutade den 31 december 2016 (reviderat)</b>	
	<b>EUR</b>		
	<b>TILLGÅNGAR</b>		
	Kontanter och andra likvida medel	1 545 154	681 476
	Köpta strukturerade skuldebrev	3 218 173 605	2 283 259 926
	Köpta indexreglerade certifikat	545 774 194	81 407 634
	Derivatillgångar	252 541 042	71 586 573
	Aktuella inkomstskattetillgångar	24 838	8 838
	Andra tillgångar	-	141 203
	<b>TOTALA TILLGÅNGAR</b>	<b>4 018 058 833</b>	<b>2 437 085 650</b>
	<b>SKULDER</b>		
	Emitterade strukturerade skuldebrev	3 218 173 605	2 283 259 926
	Emitterade indexreglerade certifikat	545 774 194	81 407 634
	Derivatskulder	252 541 042	71 586 573
	Inlösbara preferensaktier	5 449	1 234
	Andra skulder	936 084	388 353
	Aktuella skatteskulder	51 559	6 144
	<b>TOTALA SKULDER</b>	<b>4 017 481 933</b>	<b>2 436 649 864</b>
	<b>KAPITAL</b>		
	Aktiekapital	500 000	500 000
	Balanserade vinstmedel	76 900	(61 214)
	<b>TOTALT KAPITAL</b>	<b>576 900</b>	<b>435 786</b>
	<b>TOTALA SKULDER OCH KAPITAL</b>	<b>4 018 058 833</b>	<b>2 437 085 650</b>
	<i>Uttalande om inträffade viktiga eller väsentligen negativa förändringar</i>		
	Det har inte förekommit: (i) några viktiga förändringar i CGMFL:s finansiella situation eller handelsposition sedan den 31 december 2017 eller (ii) några väsentliga förändringar i CGMFL:s finansiella situation eller affärsutsikter sedan den 31 december 2017.		
B.13	Händelser som påverkar Emittentens solvens	Ej tillämpligt. Det finns inga nyligen inträffade händelser specifika för CGMFL som till väsentlig del är relevant för bedömningen av CGMFL:s solvens, sedan den 31 december 2017.	
B.14	Beroende av andra Koncernbolag	Se Faktor B.5 Beskrivning av Koncernen och CGMFL:s position i Koncernen. CGMFL är beroende av andra Koncernbolag.	



Faktor	Benämning	
<b>B.15</b>	Huvudsaklig verksamhet	CGMFL:s huvudsakliga verksamhet är att bevilja lån eller andra former av finansiering, direkt eller indirekt, oberoende av form eller medel till Citigroup Global Markets Limited, som är ett annat dotterbolag till Citigroup Inc., samt till andra bolag inom Koncernen.
<b>B.16</b>	Majoritets-aktieägare	Hela det utgivna aktiekapitalet i CGMFL ägs av Citigroup Global Markets Funding Luxembourg GP S.à r.l. och Citigroup Global Markets Limited.
<b>B.17</b>	Kreditvärdighet	CGMFL har ett kreditvärdighetsbetyg för långfristig/kortfristig säkerställd skuld på A+/A-1 av Standard & Poor's Financial Services LLC och ett kreditvärdighetsbetyg för långfristig/kortfristig säkerställd skuld på A/F1 av Fitch Ratings, Inc.  Ett kreditvärdighetsbetyg är inte en rekommendation att köpa, sälja eller hålla säkerheter och kan komma att upphävas, minskas eller dras tillbaka av ett kreditvärderingsinstitut vid vilken tidpunkt som helst.
<b>B.18</b>	Beskrivning av Garantin	De emitterade Skuldebrev kommer att vara ovillkorligt och oåterkalleligt garanterade av CGML enligt CGMFL:s utgivna Garanti. CGMFL:s utgivna Garanti utgör en direkt, ovillkorligt, ej underställd och osäkrad skyldighet för CGML och rankas <i>pari passu</i> (med förbehåll för tvingande tillämplig lagstiftning om skulder med företrädesrätt) i förhållande till alla andra utestående osäkrade skyldigheter som CGML har.
<b>B.19</b>	Information om Garantigivaren	
<b>B.19/B.1</b>	Garanti-givarens namn	Citigroup Global Markets Limited (CGML).
<b>B.19/B.2</b>	Säte/ bolagsform/ tillämplig lag/ etablerings-land	CGML är ett privat aktiebolag som är etablerat i England under lagen i England och Wales.
<b>B.19/B.4b</b>	Trend information	Banksektorn och marknaden inom vilken Koncernen har sina verksamheter kommer fortsättningsvis att vara starkt påverkad av utvecklingen i USA och globala ekonomier, inklusive resultatet av statsskuldskrisen inom Europeiska Unionen, Brexit med dess ekonomiska, politiska, legala och regulatoriska konsekvenser, protektionistisk politik såsom USA:s utträde ur Trans-Pacific Partnership, osäkerheter kring framtida räntenivåer samt implementeringen och regleringen avseende de senaste finansiella reformerna.
<b>B.19/B.5</b>	Beskrivning av Koncernen	CGML är ett helägt indirekt dotterbolag till Citigroup Inc. Citigroup Inc. är ett holdingbolag och betalar sina åtaganden i första hand genom inkomster som bolaget erhåller från verksamma dotterbolag.  Se Faktor B.5 ovan för en beskrivning av Koncernen.
<b>B.19/B.9</b>	Vinstprognos eller vinstberäkning	Ej tillämpligt. CGML har inte gjort någon vinstprognos eller vinstberäkning i Grundprospektet.
<b>B.19/B.10</b>	Anmärkningar i revisionsberättelsen	Ej tillämpligt. Det finns inga kvalifikationer i någon revisorsrapport avseende den historiska finansiella informationen som ingår i Grundprospektet.

Faktor	Benämning																																																		
B.19/B.12	Utvald historisk finansiell information	<p>Tabellen nedan utgör en sammanfattning av den finansiella nyckelinformationen som tagits ur CGML:s årsredovisning för året som slutade den 31 december 2016.</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="text-align: center; border-bottom: 1px solid black;">Per eller för året som slutade den 31 december</th> </tr> <tr> <th></th> <th style="text-align: center; border-bottom: 1px solid black;">2016</th> <th style="text-align: center; border-bottom: 1px solid black;">2015</th> </tr> <tr> <th></th> <th style="text-align: center; border-bottom: 1px solid black;">(reviderat)</th> <th style="text-align: center; border-bottom: 1px solid black;">(reviderat)</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;"><i>(i miljoner USD)</i></th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Data från resultaträkning:</b></td> </tr> <tr> <td>Bruttovinst.....</td> <td style="text-align: right;">2 735</td> <td style="text-align: right;">3 259</td> </tr> <tr> <td>Provisionsintäkter och avgifter...</td> <td style="text-align: right;">1 320</td> <td style="text-align: right;">2 063</td> </tr> <tr> <td>Handelsintäkter netto.....</td> <td style="text-align: right;">1 612</td> <td style="text-align: right;">1 237</td> </tr> <tr> <td><b>Rörelseresultat från vanliga verksamheten före skatt.....</b></td> <td style="text-align: right;"><b>380</b></td> <td style="text-align: right;"><b>373</b></td> </tr> <tr> <td colspan="3"><b>Data från balansräkning:</b></td> </tr> <tr> <td>Totala tillgångar.....</td> <td style="text-align: right;">345 608</td> <td style="text-align: right;">323 339</td> </tr> <tr> <td>Skulder (efterställda).....</td> <td style="text-align: right;">4 585</td> <td style="text-align: right;">5 437</td> </tr> <tr> <td>Totala aktiekapital.....</td> <td style="text-align: right;">13 880</td> <td style="text-align: right;">13 447</td> </tr> </tbody> </table>		Per eller för året som slutade den 31 december			2016	2015		(reviderat)	(reviderat)		<i>(i miljoner USD)</i>		<b>Data från resultaträkning:</b>			Bruttovinst.....	2 735	3 259	Provisionsintäkter och avgifter...	1 320	2 063	Handelsintäkter netto.....	1 612	1 237	<b>Rörelseresultat från vanliga verksamheten före skatt.....</b>	<b>380</b>	<b>373</b>	<b>Data från balansräkning:</b>			Totala tillgångar.....	345 608	323 339	Skulder (efterställda).....	4 585	5 437	Totala aktiekapital.....	13 880	13 447										
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Faktor	Benämning	
<b>B.19/ B.13</b>	Händelser som påverkar Garanti-givarens solvens	Ej tillämpligt. Det har inte inträffat några händelser hänförliga till CGML som skulle vara väsentliga för bedömningen av CGML:s solvens sedan den 31 december 2016.
<b>B.19 /B.14</b>	Beroende av andra koncern-bolag	CGML är ett dotterbolag till Citigroup Global Markets Holdings Bahamas Limited.  Se Faktor B.19/B.5 för CGML:s position inom Koncernen. CGML är beroende av andra bolag inom Koncernen.
<b>B.19 /B.15</b>	Garanti-givarens huvudsaklig verksamhet	CGML är en mäklare och handlare av värdepapper med fast avkastning, aktier och råvaruderivat och därtill relaterade produkter inom den internationella kapitalmarknaden och en garant och tillhandahållare av finansieringstjänster för företag som har verksamhet globalt från Storbritannien och genom bolagets filialer i Europa och Mellanöstern. CGML marknadsför också värdepapper som ägs av andra grupper på en kommissionsbasis.
<b>B.19/ B.16</b>	Majoritets-aktieägare	CGML är ett dotterbolag till Citigroup Global Markets Holdings Bahamas Limited.
<b>B.19/B.17</b>	Kreditvärdighet	CGML har ett kreditvärdighetsbetyg för långfristig/kortfristig säkerställd skuld på A+/A-1 av Standard & Poor's Financial Services LLC, A2/P-1 av Moody's Investors Service, Inc och A/F1 av Fitch Ratings, Inc.  Ett kreditvärdighetsbetyg är inte en rekommendation att köpa, sälja eller behålla säkerheter och kan komma att upphävas, minskas eller dras tillbaka av det tilldelande kreditvärderingsinstitutet vid varje tidpunkt.

## DEL C.3 – VÄRDEPAPPER

Faktor	Benämning	
C.1	Beskrivning av Skuldebrev/ISIN	<p>Skuldebreven emitteras i Serier. Seriernas nummer är CGMFL3205. Serienumret är 1.</p> <p>ISIN (eng. <i>International Securities Identification Number</i>) är SE0011204601. Common Code är 181872888.</p>
C.2	Valuta	<p>Skuldebreven anges i svenska kronor (<b>SEK</b>) och den specificerade valutan för betalningar avseende Skuldebreven är SEK.</p>
C.5	Inskränkningar i den fria överlåtbarheten av Skuldebreven	<p>Skuldebreven kan överlätas, under förutsättning att försäljnings- och överföringsrestriktionerna efterlevs för USA, EES, Storbritannien, Australien, Bahrain, Brasilien, Chile, Colombia, Costa Rica, Cypern, Danmark, Dominikanska Republiken, Dubai, Ecuador, El Salvador, Finland, Frankrike, Förenade Arabemiraten, Guatemala, Honduras, Hong Kong, Irland, Israel, Italien, Japan, Kuwait, Mexiko, Norge, Oman, Panama, Paraguay, Peru, Polen, Portugal, Qatar, Ryssland, Saudiarabien, Schweiz, Singapore, Taiwan, Turkiet, Ungern, Uruguay, Österrike och annat lands lagstiftning där Skuldebreven erbjuds eller säljs.</p>
C.8	Rättigheter som är knutna till Skuldebreven inklusive förmånsrätt och inskränkning av dessa rättigheter	<p>Skuldebreven har bland annat villkor avseende följande förhållanden:</p> <p><b>Förmånsrätt</b></p> <p>Skuldebreven utgör en ej underställd och osäkrad skuldförbindelse från Emittenten och kommer alltid att rankas <i>pari passu</i> och proportionellt mellan varandra och åtminstone <i>pari passu</i> med alla andra osäkrade och ej underställda betalningsförpliktelser från Emittenten förutom sådana betalningsförpliktelser som kan vara förenade med förmånsrätt enligt såväl tvingande som allmän lagstiftning.</p> <p><b>Negative pledge och cross default</b></p> <p>Villkoren för Skuldebreven kommer inte att innehålla någon s.k. <i>negative pledge</i>-klausul eller någon s.k. <i>cross-default</i>-klausul i förhållande till Emittenten eller Garantigivaren.</p> <p><b>Villkorsbrott (s.k. Events of Default)</b></p> <p>Skuldebrevens villkor kommer bland annat att innehålla följande villkorsbrott: (a) dröjsmål med betalning avseende avbetalning eller ränta för Skuldebreven, som är fortgående i 30 dagar avseende ränta och 10 dagar avseende avbetalning, räknat från förfallodagen; (b) fel i leveransen, eller brott mot någon av förpliktelseerna av Emittenten eller Garantigivaren, som är fortlöpande för en period av 60 dagar eller efter det datum som skriftligen meddelats av en ägare med 25 procents innehav av kapitalbelopp för de utestående Skuldebreven som specificerat sådant dröjsmål eller avtalsbrott och begär rättelse därav; (c) händelser som hänförs till likvidering eller hävande eller liknande process av Emittenten eller Garantigivaren; (d) utseende av en mottagare eller liknande funktionär eller liknande arrangemang av Emittenten eller Garantigivaren.</p> <p><b>Skatt</b></p> <p>Betalningar avseende Skuldebreven kommer att göras utan att innehålla eller dra av skatt i (i) Luxemburg för det fall Emittenten är CGMFL eller</p>

Faktor	Benämning	
		<p>Storbritannien för det fall det är Garantigivaren, eller (ii) USA om Emittenten är Citigroup Inc. eller CGMHI, förutom när så är föreskrivet enligt lag och med vissa kategorier av Skuldebrev vilka behandlas som skulder för federala inkomstskäl i USA. Om så är fallet kommer ytterligare ränta att behöva betalas i förhållande till sådana skatter, med specifika undantag.</p> <p><i>Möten</i></p> <p>Villkoren för Skuldebreven innehåller bestämmelser angående kallelse till möten för innehavare av sådana Skuldebrev för att behandla ärenden som påverkar deras intressen i allmänhet. Dessa bestämmelser ger majoriteten rätt att binda samtliga innehavare, inklusive innehavare som inte deltar och röstar på relevant möte och innehavare som röstade i motsats till majoriteten.</p>
C.9	<p>Beskrivning av rättigheterna som är knutna till Skuldebrev, inklusive nominell räntenivå, datum för räntan är förfallen och räntebetalningsdag, beskrivning av underliggande (för det fall räntan inte är bunden), förfalldag, återbetalningsbestämmelser och indikation för avkastning</p>	<p>Indikation på avkastning: Inte mindre än 7.5 % årligen.</p>
C.10	<p>Om Skuldebreven har derivatkomponenter i räntebetalningen, en klar och fullständig förklaring för att hjälpa investerarna att förstå hur värdet på deras investering påverkas av värdet på underliggande tillgångarna särskilt under förutsättning då</p>	<p>Ej tillämpligt. Skuldebreven har inte ett derivatinslag i räntebetalning.</p>

Faktor	Benämning	
	riskerna är stora	
C.11	Upptagande till handel	Ansökan har lämnats in till NASDAQ Stockholm AB för att Skuldebreven ska bli antagna för handel på NASDAQ Stockholm AB.
C.15	Beskrivning av hur värdet på en investering påverkas av värdet på de underliggande tillgångarna	Inlösenbeloppet som ska betalas på förfallodagen beroende på prestationen av de underliggande tillgångarna.  Se även Faktor C.18 nedan.
C.16	Förfallodag och slutlig referensdag	<p>Förfallodagen är den 13 juli 2023 (föremål för justering för helgdagar). Se bestämmelserna avseende värderingsdagar i Faktor C.18 nedan avseende de slutliga referensdagarna.</p> <p><i>Förtida inlösen</i></p> <p>Se "<i>Villkorsbrott (Events of Default)</i>" i Faktor C.8 ovan och "<i>Avbrutna Dagar, Marknadsstörningshändelse och Justeringar</i>" nedan för information om förtida inlösen av Skuldebreven.</p> <p>Skuldebreven kan därutöver (a) lösas in i förtid av skatterättsliga skäl; och (b) om Emittenten bestämmer att dess prestation av skyldigheten att emittera Skuldebrev eller Garantigivaren bestämmer att prestationen av dess åtaganden enligt CGMFL:s utgivna Garanti i förhållande till sådana Skuldebrev har eller kommer att bli illegala i sin helhet eller delvis av någon anledning (en <b>Illegal Händelse</b>), ger Emittenten rätt till förtida inlösen och kommer i förhållande till varje Skuldebrev utbetala ett belopp motsvarande det förtida inlösensbeloppet.</p> <p>Då Skuldebrev löses in i förtid av skatterättsliga skäl eller med anledning av en Illegal Händelse eller som ett resultat av en justeringshändelse eller som ett resultat av ett villkorsbrott (event of default) och det förtida inlösenbeloppet som ska betalas vid sådan förtida inlösen av Skuldebreven är specificerat till "marknadsvärdet" ("Fair Market Value"), så kommer det förtida inlösensbeloppet att vara ett belopp som av Beräkningsagent bedöms motsvara ett rättvisande marknadsvärde på Skuldebreven på den dag som valts av Emittenten (sådana belopp ska inkludera belopp vad avser räntan.), men justerade att helt täcka förluster, utgifter och kostnader för Emittenten (eller någon av dess koncernbolag) och frigörelse från garderingar eller investeringar i relation till Skuldebreven, UNDER FÖRUTSÄTTNING ATT, för beräkningen av det rättvisande marknadsvärde för Skuldebreven efter ett villkorsbrott (event of default), ingen hänsyn ska tas till Emittentens finansiella ställning som fullt ut ska antas kunna fullgöra sina skyldigheter avseende Skuldebreven.</p>
C.17	Avräkningsförfarande för derivatinstrument	Skuldebreven är kontantbetalda skuldebrev.

C.18	Avkastning på räntederivat	<p><b>Räntebeloppet (om något) som förfaller på varje förfalldag bestäms i enlighet med följande bestämmelser</b></p> <p>Räntebeloppet i förhållande till varje beräkningsbelopp och på en förfalldag kommer att vara räntebeloppet beräknat enligt de villkor för bunden ränta enligt nedan.</p> <p><i>Definitioner angående bestämmelsen av räntebeloppet på en förfalldag</i></p> <p><b>Räntebelopp bestämt i enlighet med villkoren för bunden ränta</b> innebär att räntebeloppet vad gäller varje uträknat belopp, en förfalldag och om förfallen till betalning enligt ovan, är bunden ränta och kommer att vara:</p> <p>eftersom “periodisering” (eng. <i>accrual</i>) inte tillämpas, så är den relevanta storleken på räntan såsom specificerats för respektive förfalldag för räntebetalning enligt Tabellen nedan:</p> <p style="text-align: center;"><b>TABELL</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Räntebelopp</th> <th style="text-align: left;">Förfalldag för räntebetalning</th> </tr> </thead> <tbody> <tr> <td>Inte mindre än 3 750 SEK, indikativt 5 000 SEK<sup>1</sup></td> <td>Den 15 juli 2019</td> </tr> <tr> <td>Inte mindre än 3 750 SEK, indikativt 5 000 SEK<sup>1</sup></td> <td>Den 13 juli 2020</td> </tr> <tr> <td>Inte mindre än 3 750 SEK, indikativt 5 000 SEK<sup>1</sup></td> <td>Den 13 juli 2021</td> </tr> <tr> <td>Inte mindre än 3 750 SEK, indikativt 5 000 SEK<sup>1</sup></td> <td>Den 13 juli 2022</td> </tr> <tr> <td>Inte mindre än 3 750 SEK, indikativt 5 000 SEK<sup>1</sup></td> <td>Den 13 juli 2023</td> </tr> </tbody> </table> <p><b>Inlösenbelopp som förfaller på förfalldagen kommer att bestämmas i enlighet med följande inlösenbestämmelser</b></p> <p><b><i>Inlösen</i></b></p> <p>Inlösenbeloppet i förhållande till varje beräkningsbelopp kommer att vara det prestationslänkade inlösenbeloppet bestämt i enlighet med put options-bestämmelserna nedan.</p> <p><b><i>Definitioner avseende inlösen:</i></b></p> <p><b><i>Datum</i></b></p> <p>De <b>slutliga värderingsdagarna</b> är den 2 februari 2023, 2 mars 2023, 3 april 2023, 2 maj 2023, 2 juni 2023 och 3 juli 2023 (med förbehåll för justeringar– se ”Avbrutna Dagar, Marknadsstörningshändelse och Justeringar” nedan).</p> <p><b>Inlösen strike-dagen</b> är den 2 juli 2018 (med förbehåll för justeringar– se</p>	Räntebelopp	Förfalldag för räntebetalning	Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 15 juli 2019	Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2020	Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2021	Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2022	Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2023
Räntebelopp	Förfalldag för räntebetalning													
Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 15 juli 2019													
Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2020													
Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2021													
Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2022													
Inte mindre än 3 750 SEK, indikativt 5 000 SEK <sup>1</sup>	Den 13 juli 2023													

<sup>1</sup> Sådant belopp kommer att bestämmas av Beräkningsombudet på eller kring Handelsdagen (eng. “Trade Date”) baserat på marknadsvillkor. Det förväntas att Räntebeloppet kommer att publiceras av Emitenten på hemsidan av Irlands Centralbank (www.centralbank.ie) och på hemsidan för den Auktoriserad Anbudsgivaren (www.guarantum.se) på eller kring Emissionsdagen. (eng. “Issue Date”).

”Avbrutna Dagar, Marknadsstörningshändelse och Justeringar” nedan).

*Definitioner avseende underliggande för inlösen, prestationer för sådana underligganden och nivån på sådan underligganden*

En **inlösensunderliggande** betyder den eller de underliggande som specificerats som en underliggande för inlösenbestämmelser i Faktor C.20 nedan.

Den **slutliga prestationsunderliggande** (eng. *final performance underlyings (FPU)*) är, eftersom "sämsta observation" tillämpar den prestationsbaserade inlösenbeloppet bestämt enligt put optionsbestämmelserna nedan, alla inlösensunderligganden (eftersom slutlig prestation bestäms vid jämförelse av sämsta observation av samtliga inlösensunderliggande tillgångar).

Den **slutliga prestationen** kommer att bestämmas enligt:

"sämsta observation"-villkoren vid bestämmande om en inlösenbarriärshändelse har inträffat, betyder att den slutliga prestationen avseende en inlösensunderliggande, bestäms av beräkningsombudet, till ett belopp uttryckt i procent som är lika med den inlösensunderliggandes slutliga referensnivå (eng. *final reference level*) med avdrag för dess inlösen *strike* nivå (eng. *redemption strike level*) dividerat med dess initiala inlösennivå (eng. *redemption initial level*) enligt följande formel:

$$\sum_{n=1}^n W_n \times \frac{\text{slutliga referensnivå} - \text{inlösen strike nivå}}{\text{initiala inlösennivå}}$$

$W_n$  på varje inlösensunderliggande tillgång är en tredjedel (därför viktas inlösensunderligganden likvärdigt).

**Inlösen strike nivå** för en inlösensunderliggande är nivån specificerad för sådan inlösensunderliggande enligt nedan:

Inlösensunderliggande:	Inlösen strike nivå:
EUR/ZAR FX Nivå	0
EUR/BRL FX Nivå	0
EUR/INR FX Nivå	0

Den **slutliga referensnivån** betyder, avseende en slutlig värderingsdag eller slutliga värderingsdagar, den eller de inlösensunderliggande:

vid bestämmande av det prestationslänkade inlösenbeloppet bestämt i enlighet med put optionsbestämmelserna nedan "stängningsnivån på den slutliga värderingsdagen", vilket är den underliggandes stängningsnivå för sådan inlösensunderliggande på den slutliga värderingsdagen

Den **initiala inlösennivån**, innebär, avseende en slutlig värderingsdag eller, om så är fallet, slutliga värderingsdagar, för varje inlösensunderliggande tillgång:

vid bestämmande om en inlösenbarriärshändelse har inträffat och prestationslänkade inlösenbeloppet bestämt i enlighet med put optionsbestämmelserna nedan, "stängningsnivån på den slutliga



		<p>värderingsdagen", vilket är den underliggande tillgångens stängningsnivå för sådan inlösen underliggande på den slutliga värderingsdagen</p> <p><i>Definitioner avseende om bestämmande av barriärshändelse</i></p> <p><b>Prestationslänkade inlösenbeloppet som bestäms enligt s.k. ”put optionsbestämmelser”</b> innebär att inlösenbeloppet kommer att vara ett “put option”-belopp bestämt av beräkningsombudet att vara produkten av beräkningsbeloppet (eng. <i>calculation amount (CA)</i>) och summan av 0% (vilket är den <b>relevanta procenten</b>) av den slutliga prestationen för prestationsunderliggande (eng. <i>final performance underlying (FPU)</i>, uttryckt enligt formeln:</p> $CA \times (0 + \text{slutliga prestationen för FPU})$ <p>Sådant inlösenbelopp är föremål för ett lägsta belopp om 0 SEK.</p> <p>Beräkningsbeloppet eller CA är 50 000 SEK.</p> <p><b><i>Avbrutna Dagar, Marknadsstörningshändelse och Justeringar</i></b></p> <p>För Skuldebrev som är kopplade till ett eller flera Underliggande kan de Allmänna Villkoren och därtill hörande Underliggande Förteckningar komma att ange bestämmelser rörande sådana händelser som påverkar det eller de aktuella Underliggande, modifiering eller upphörande av det eller de aktuella Underliggande, avräkningsstörning och marknadsstörningsbestämmelser och bestämmelser som hänförs till efterföljande korrigeringar vad gäller nivån för det/de Underliggande (inklusive, utan begränsning och om nödvändigt, lämpliga definitioner av Avbruten Dag, Marknadsstörningshändelse, Försäljningsstörningshändelse, Justeringshändelse, Förtida Inlösenhändelse eller liknande bestämmelser) samt information om av konsekvenserna av en sådan händelse. Sådana bestämmelser, om tillämpliga, kan ge den relevanta Emittenten rätt att antingen begära att beräkningsagenten ska bestämma vilka justeringar som skall göras till följd av inträffandet av den aktuella händelsen (vilka kan innebära ett uppskjutande av nödvändig värdering eller utbyte av något annat Underliggande och/eller, för det fall att kostnaden för kurssäkring ökar, att kostnadsjusteringen överförs till Skuldebrevsinnehavarna (vilket bl.a. inkluderar minskningar av de belopp som ska betalas ut eller levereras med anledning av Skuldebreven, för att återspegla sådana ökade kostnader) och/eller för det fall att en Försäljningsstörning inträffar, betalning i den aktuella lokala valutan istället för i de aktuella Angivna Valutorna, avdrag för eller Skuldebrevsinnehavares betalning av tillämpliga skatter, betalnings- eller leveransförseningar, fastställande av aktuell växelkurs med hänsyn till all tillgänglig relevant information och/eller (om rättsligt tillåtet) tillse fysisk leverans av Underliggande tillgång(ar) istället för kontant avveckling (eller vice versa) och/eller, vad avser aktiefonder, att justeringar får göras för att omvandla aktiefondernas avkastning till pengar såsom de påverkats av aktuell Justeringshändelse och justering av belopp som ska utbetalas för Skuldebreven med anledning av sådan omvandling) eller, när tillämpligt, att återkalla Skuldebreven och betala ett belopp som bestäms i enlighet med Faktor C.16 ovan.</p>
<b>C.19</b>	Optionskurs/ slutligt referenspris	Se Faktor C.18 ovan.
<b>C.20</b>	Underliggande	Varje underliggande tillgång som specificeras under rubriken “Beskrivning av underliggande tillgång” är en underliggande tillgång för, så som

	tillgång	specificerats i tabellen nedan, inlösensklausuler som angetts i Faktor C.18 ovan, och har den klassificering som angetts för sådan tillgång i tabellen nedan. Informationen avseende de underliggande tillgångarna kan erhållas från den elektroniska sidan som anges i tabellen nedan och från annan internationellt erkända publicerade eller elektroniskt visade källor.		
Beskrivning av underliggande tillgång	Klassificering	Underliggande tillgång för klausuler om inlösen	Elektronisk sida	
EUR/ZAR FX Rate	FX Rate	Yes	Bloombergs sida: WMCO EURZAR kl. 16.00 tid i London	
EUR/BRL FX Rate "cross-rate/formula": - produkten av USD/BRL och EUR/USD valutakurser	FX Rate	Yes	USD/BRL valutakurs: - Reuters sida: BRLTAX= kl. 13.15 tid i São Paulo EUR/USD valutakurs: - Bloombergs sida: WMCO EURUSD kl. 16.00 tid i London	
EUR/INR FX Rate "cross-rate/formula": - produkten av USD/INR och EUR/USD valutakurser	FX Rate	Yes	USD/INR valutakurs: - Reuters sida: RBIB USDINR kl. 13.30 tid i Mumbai EUR/USD valutakurs: - Bloombergs sida: WMCO EURUSD kl. 16.00 tid i London	
<b>C.21</b>	Angivande av den marknad där Skuldebreven kommer att handlas	Ansökan har lämnats in till NASDAQ Stockholm AB för att Skuldebreven ska bli antagna för handel på NASDAQ Stockholm AB.		

## DEL D – RISKVARNING

Faktor	Benämning	
D.2	Riskfaktorer avseende Emittenten	<p>Det finns vissa faktorer som kan komma att påverka CGFML:s förmåga att uppfylla sina åtaganden rörande de utfärdade Skuldebreven, inkluderande att sådan förmåga är beroende av att de entiteter inom gruppen, vilka det lånar ut till och finansierar genom utfärdandet av Skuldebreven, i tid fullgör sina skyldigheter i förhållande till sådan finansiering. Därtill är sådan förmåga och CGML:s förmåga att uppfylla sina åtaganden som garantigivare av Skuldebreven utfärdade av CGMFL beroende av ekonomiska förhållanden, kredit-, marknads- och likviditetsrisker, av konkurrens, risker förknippad med olika länder, operationella risker, skatt- och penningbestämmelser antagna av de relevanta regulatoriska myndigheterna, anseende och juridiska risker samt särskilda regulatoriska överväganden.</p>
D.3	Riskfaktorer avseende Skuldebreven	<p>Investorerare bör notera att Skuldebreven (inklusive Skuldebrev som uttryckligen ska inlösas till samma eller ett högre pris) är föremål för för CGMFL:s och CGML:S kreditrisker. Dessutom kan Skuldebreven säljas, lösas in eller återbetalas i förtid och om så sker kan priset på Skuldebreven vara lägre än investerarens initiala investering. Det finns vissa andra faktorer som är väsentliga för att bedöma risken som associeras med en investering i Skuldebreven, vilket inkluderar utan begränsning, (i) risken för avbrott i värderingen, (ii) justeringar av villkoren av utbytande av underliggande och/eller förtida inlösen till följd av en justeringshändelse eller olaglighet, (iii) senareläggande av räntebetalningar och/eller lägsta och/eller högsta gränser satta på räntesatser (iv) upphävande eller minskning av offentliga erbjudanden eller emissionsdagar som skjuts upp, (v) hedging av Emittenten och/eller dess närstående bolag, (vi) intressekonflikt mellan Emittenten och/eller dess närstående bolag och aktieägarna till Skuldebreven, (vii) förändringar i villkoren för Skuldebreven genom majoritetsbeslut som binder alla aktieägare, (viii) beslut av Emittenten och Beräkningsagenten som påverkar värdet på Skuldebreven eller resulterar i förtida inlösen, (ix) lagförändringar, (x) betalningar som är föremål för avdrag eller andra skatter, (xi) avgifter och provisioner som inte räknas in vid bedömningen av sekundärpriset på Skuldebreven, (xii) att det inte finns någon sekundär marknad, (xiii) marknadsvärdet på Skuldebreven som kan påverkas av olika faktorer oberoende av CGMFL and CGML:s kreditvärdighet och (xiv) kreditvärdighetsbetyg som inte reflekterar alla risker.</p> <p>Se även Faktor D.6 nedan.</p>
D.6	Riskfaktorer avseende Skuldebreven och riskvarning	<p><b>INVESTERARE KAN FÖRLORA HELA ELLER DELAR AV SITT INVESTERADE KAPITAL. CGMFL GARANTERAR INTE ATT LISTAN NEDAN ÄR UTTÖMMANDE. POTENTIELLA INVESTERARE BÖR LÄSA GRUNDPROSPEKTET I DESS HELHET OCH SKAPA EN EGEN SLUTSATS AV CGMFL.</b></p> <p>En investering i Skuldebrev kan innebära betydande risker och risker som inte är förenade med en investering i ett skuldebrev med fast kapitalbelopp och som uppbär antingen bunden eller rörlig ränta som bestäms genom referens till offentliggjorda räntesatser. Riskerna med ett särskilt Skuldebrev beror på dess villkor, men kan inkludera, utan begränsningar, möjligheten till väsentlig förändring i priset av de relevanta Underliggande tillgångarna. Sådana risker beror allmänt på faktorer som ingen av de relevanta Emittenterna, då den relevanta emittenten är CGMHI, CGMHI:s Garantigivare eller då den relevanta emittenten är CGMFL, CGMFL:s Garantigivare, kan kontrollera eller förutse, såsom ekonomiska och politiska händelser och efterfrågan och tillgång av de relevanta Underliggande</p>

Faktor	Benämning	
		<p>tillgångarna. Under senare år har valutakurser och priser på åtskilliga Underliggande tillgångar varit mycket rörliga och sådan rörlighet förväntas även i framtiden. Fluktuationer i kurser eller priser som inträffat tidigare behöver dock inte nödvändigtvis vara indikativa för fluktuationer som kan komma att inträffa under ett Skuldebrevs löptid. Risken för förlust som ett resultat av kopplingen mellan de aktuella Underliggande tillgångarna kan vara betydande. Investerare bör notera att deras investering i Skuldebreven kan exponera dem mot betalningar och/eller leveranser som bestäms med hänvisnings till en eller flera värden hos olika värdepappersindex, inflationsindex, tillgångsindex, tillgångsandelar, depositionsbevis, börshandlade fonder, fonder, valutor, warrant, ägandeindex (vilken kan vara kopplad eller refererad till en eller flera tillgångsklasser), terminskontrakt, räntor och andra referensvärden (<b>Underliggande tillgångar</b>) antingen direkt eller omvänt, och för Skuldebrev som avvecklas fysiskt kan detta leda till att Skuldebreven blir inlösningsbara för vissa tillgångar.</p>

## DEL E – ERBJUDANDE

<b>Faktor</b>	<b>Benämning</b>	
<b>E.2b</b>	Nyttjande av likvider	Nettointäkterna från emissionen av Skuldebrev från CGMFL kommer primärt att användas för att utge lån eller andra former av finansiering till CGML och andra entiteter tillhörande i samma koncern, och kan användas för att finansiera CGMFL.
<b>E.3</b>	Erbjudandets former och villkor	<p>Skuldebreven är föremål för ett Ej Undantaget Erbjudande, vars former och villkor specificeras enligt nedan och i de tillämpliga Slutliga Villkoren.</p> <p>Ett Ej Undantaget Erbjudande av Skuldebreven kan göras i Sverige (det <b>Svenska Erbjudandet</b>) under perioden från och med den 15 maj 2018 till och med den 25 juni 2018. Sådan period kan förkortas efter eget val av Emittenten. Emittenten förbehåller sig rätten att avbryta det Svenska Erbjudandet.</p> <p>Erbjudandepriiset är 50 000 SEK per beräknat belopp. Minsta teckningsbelopp är 50 000 SEK. Emittenten kan, helt eller delvis, avböja en ansökan av Skuldebrev under det Svenska Erbjudandet.</p>
<b>E.4</b>	Fysiska och juridiska personer som tar del av emissionen/erbjudandets intressen	Mäklaren och/eller återförsäljare kommer att ersättas upp till 6 procent i avgifter avseende emissionen av Skuldebreven. Bortsett från det som sagts ovan, och såvitt Emittenten känner till, så har ingen person som är involverad i erbjudandet av Skuldebreven som har något väsentligt intresse i Erbjudandet.
<b>E.7</b>	Uppskattade kostnader som kan debiteras en investerare av Emittenten eller en Auktoriserad Anbudsgivare	Inga kostnader kommer att debiteras en investerare av Emittenten.