

Aktienanleihe EUR-quanto Based Upon Deutsche Bank AG

Indicative Summary of Terms and Conditions

Structured Note transactions are complex and may involve a high risk of loss. Prior to entering into a transaction, you should consult with your own legal, regulatory, tax, financial and accounting advisors to the extent you consider it necessary, and make your own investment, hedging and trading decisions (including decisions regarding the suitability of this transaction) based upon your own judgment and advice from those advisers you consider necessary.

Investor Representation: Each investor who purchases the Notes described herein will be deemed to have represented to the Issuer and the Dealer that: 1) they are not a US Person (as defined in Regulation S), 2) they are not an Affiliate Conduit, based upon the relevant guidance in the "Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations" as published by the CFTC on 26 July 2013 (78 Fed. Reg. 45292, the "Interpretive Guidance"), including the Affiliate Conduit Factors as defined therein and 3) they are not, nor are any obligations owed by them, supported by any guarantee other than any guarantee provided by a person who does not fall within any of the U.S. Person Categories (as defined in the Interpretive Guidance) and who would not otherwise be deemed a "U.S. person" under the Interpretive Guidance. This Investor Representation is given on behalf of any investors to whom Notes are subsequently transferred.

21 June 2022

General Information

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| Issuer | Citigroup Global Markets Funding Luxembourg S.C.A. ("CGMFL") |
| Guarantor | Citigroup Global Markets Limited |
| Issuance Programme | Global Medium Term Note Programme |
| Issuance Documentation | The Notes will be issued under the Prospectus Directive Compliant Retail Structured Products Base Prospectus dated 19 July 2021, and any supplements thereto, approved by the Central Bank of Ireland as competent authority under the Prospectus Directive. |
| Securities | Debt Securities linked to the performance of the Underlying |
| Rating | The Issuer's long term/short term senior debt is currently rated A1 (Stable Outlook) / - (Moody's) / A+ (Stable Outlook) / A-1 (S&P) and A+ (Stable Outlook) / F1 (Fitch). The payment and delivery of all amounts due in respect of the Notes issued by CGMFL will be unconditionally and irrevocably guaranteed by CGML, whose long term/short term senior debt is currently rated A1 (Stable Outlook) / P-1 (Moody's) / A+ (Stable Outlook) / A-1 (S&P) and A+ (Stable Outlook) / F1 (Fitch). The ratings and outlooks are subject to change during the term of the Notes. |
| | Please also note that Citigroup Inc. earnings will be announced on 15 July 2022. |
| 871m Relevancy | Not applicable (WM Daten Key: I for field GD267i) |
| MYA Ref | 22LEQ015636 |
| Series Number | CGMFL50581 |
| ISIN | DE000KE3C1R2 |
| WKN | KE3C1R |
| Offer | Public Offer in Germany & Austria |
| Offer Period (Subscription Period): | 28 June – 27 July 2022 (12:00 o'clock CET) |
| Issue Size | Up to EUR 10,000,000 |
| Currency | EURO ("EUR") |
| Specified Denomination | EUR 1,000 |
| Issue Price | 100.00% of the Specified Denomination |

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| Net Proceeds | 100% of the Specified Denomination per Note shall be retained by the Issuer. |
| Fee | Up to 1.50% of the Specified Denomination per Note |
| Redemption Strike Date / Trade Date | 27 July 2022 |
| Issue Date | 3 August 2022 |
| Final Valuation Date | 27 July 2023 |
| Maturity Date | 3 August 2023 |

The Underlying

| Name of the underlying / Entitlement Underlying / Redemption Underlying | Electronic page (Bloomberg code) ISIN /WKN | Underlying classification | Underlying exchange | Related exchange | Redemption Initial Level | Redemption Strike Level |
|---|--|---------------------------|---------------------|------------------|--|-------------------------------------|
| Deutsche Bank AG | DBK GY Equity / DE0005140008 / 514000 | Share | XETRA | All Exchanges | Underlying Closing Level on the Redemption Strike Date | 75.00% of Redemption Initial Level) |

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| Redemption Initial Level | the Underlying Closing Level on the Redemption Strike Date |
| Final Barrier Level | Redemption Strike Level |
| Underlying Closing Level | The official closing level of the Underlying on a particular day |
| Final Reference Level | 100.00% of the Underlying Closing Level on the Final Valuation Date |

The Payout

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| Interest: | On the Interest Payment Date, investors will receive an interest amount equal to EUR 100.00 (or 10.00% of the Specified Denomination). |
| Coupon p.a. | 10.00% per annum |
| Quotation: | Percentage quotation ("clean pricing") |
| Interest Calculation Method | 30/360 |
| Interest Payment Date | Maturity Date |
| Redemption Amount at Maturity: | The Notes shall be redeemed as follows: (A) 100%, if the Final Reference Level is equal to or greater than the Redemption Strike Level, and (B) The delivery of the Entitlement (rounded down) plus the Cash Fractions Payments, if Underlying Closing Level on the Valuation Date is less the Final Barrier Level. |
| Entitlement | Calculation Amount / Redemption Initial Level |
| Entitlement (rounded down) | The Entitlement rounded down to the nearest whole number |
| Cash Fractions Payments | (Entitlement – Entitlement (rounded down)) * Final Reference Level The odd lot shares are to be counted to the 4th decimal point by rounding to the nearest 0.0001 with 0.00005 being rounded upward. Cash amount is to be rounded to the nearest whole EUR with 0.5 EUR being rounded upwards |

Additional Information

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| Scheduled trading days for Valuations | As detailed in the Conditions of the Notes. In summary, each day on which each relevant exchange is scheduled to be open for trading. |
| Business day convention | If it is not possible to determine an Underlying Closing Level for the Underlying on a |

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| for valuation disruptions | Valuation Date due to a holiday or a disruption, then the Valuation Date shall be rolled forward. Please see the Base Prospectus for full details. |
| Additional Disruption Event | Increased Cost of Stock Borrow and Loss of Stock Borrow |
| Adjustments and extraordinary events | As detailed in the Conditions of the Notes. In summary: <ul style="list-style-type: none"> • Change in Law, a Hedging Disruption an Increased Cost of Hedging or any Additional Adjustment Event • Adjustment by the Calculation Agent (which may include a share substitution) to the terms of the Notes. • Correction or adjustment by the Calculation Agent to relevant amounts payable. <p>An Early Redemption Amount equal to the Fair Market Value of the Notes may be payable at early redemption</p> |
| Additional Adjustment Events | Corporate Action, Delisting, Insolvency, Merger Event, Nationalization, Tender Offer |
| Form of Note | Global Bearer (Book Entry Registration) |
| Dealer | Citigroup Global Markets Europe AG (“CGME”) |
| Calculation Agent | CGML EMEA Equity Stocks Exotic Trading Desk. All calculations and determinations shall be made by the Calculation Agent acting in good faith and a commercially reasonable manner. |
| Business Days | London, New York City and TARGET2 |
| Business day convention for payments | If a scheduled date for payment is not a Business Day, payment will be made on the next following Business Day. No interest will accrue if payment is delayed for this reason. |
| Listing | The Notes will be listed on the Open Market (<i>Freiverkehr</i>) of the Frankfurt Stock Exchange and the regulated market of the Irish Stock Exchange, trading as Euronext Dublin. |
| Clearing and Settlement | Clearstream Banking AG, Frankfurt. Under the circumstances described above, this Note may be physically settled. |
| Fees | A distributor (which may include CGME and any of its affiliates) may have earned a fee on the issue and distribution of the Notes. Any such fees are as specified in this term sheet and in the Final Terms with respect to the Notes. |
| Tax Considerations | <p>You should consult your tax advisor regarding all aspects of the U.S. federal withholding, income and estate tax consequences of an investment in the Notes and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction. The Issuer, Dealer and Distribution Agent and/or their respective affiliates are not tax advisors and do not provide tax advice. Responsibility for any tax implications of an investment in the Notes rests entirely with the Investor. Investors should note that the tax treatment of the Notes may differ from jurisdiction to jurisdiction.</p> <p>This section summarizes certain generally applicable U.S. federal withholding and income tax consequences to Non-U.S. Holders, as defined in the Base Prospectus in respect of the Notes. Except as discussed in the Base Prospectus under “<i>United States Federal Income Tax Considerations—Section FATCA,</i>” and subject to the discussion below regarding Section 871(m), amounts paid to a Non-U.S. Holder on a Note and gain realized by a Non-U.S. Holder on the taxable disposition of a Note generally will not be subject to U.S. federal withholding or income tax. Special rules apply to certain Non-U.S. Holders, including Non-U.S. Holders that are engaged in a trade or business in the United States or that are individuals present in the United States for 183 days or more in the taxable year of disposition.</p> <p>Section 871(m) of the Internal Revenue Code of 1986, as amended, requires withholding tax at a rate of 30% in respect of certain “dividend equivalent” payments on certain financial instruments (“Specified Equity Linked Instruments” or “Specified ELIs”). Please see “<i>Taxation—United States Federal Income Tax Considerations—Section 871(m) Withholding on Dividend Equivalents</i>” in the Base Prospectus for further detail regarding Section 871(m). The Issuer has determined that the Notes are not Specified ELIs for the purpose of Section 871(m).</p> <p>If U.S. federal withholding tax applies to a payment on a Note as a result of the application of FATCA or Section 871(m) (or in certain other cases described in the</p> |

Base Prospectus), the Issuer will not be required to pay additional amounts in respect of amounts withheld.
Please review the accompanying Base Prospectus and the Final Terms for more information regarding the U.S. federal withholding and income tax consequences of an investment in the Notes

Secondary Market CGML, as part of its activities as a broker and dealer in fixed income and equity securities and related products, intends to make a secondary market in relation to these securities and to provide an indicative bid price on a daily basis. Any indicative prices provided by CGML shall be determined in CGML's sole discretion taking into account prevailing market conditions and shall not be a representation by CGML that any instrument can be purchased or sold at such prices (or at all).
Notwithstanding the above, CGML may suspend or terminate making a market and providing indicative prices without notice, at any time and for any reason. Consequently, there may be no market for these securities and investors should not assume that such a market will exist. Accordingly an investor must be prepared to hold these securities until the maturity date.
Where a market does exist, to the extent that an investor wants to sell these securities, the price may, or may not, be at a discount from the outstanding principal amount.
See further "The secondary market" within the Risk Factors in the Base Prospectus.

Governing Law German law

Documentation The terms and conditions of the Notes will be contained in the Base Prospectus. Capitalized terms used in this term sheet, and not defined here, are as defined in the Base Prospectus.
This term sheet contains terms that are indicative only and are subject to amendment and completion.
The final terms of these Notes will be set out in the Final Terms document, which, together with the Retail Structured Products Base Prospectus and any supplements thereto, will comprise the prospectus relating to the Notes. The list of supplements to the Base Prospectus will be set out in the Final Terms. A copy of the Retail Structured Products Base Prospectus and the supplements thereto are available on request.

Selling Restriction The Notes and the CGML 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 CGML 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. For a description of certain restrictions on offers and sales of Notes, see "**Subscription and sale and transfer and selling restrictions for Notes**" in the Base Prospectus.

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