

## ISSUE SPECIFIC SUMMARY

*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. 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	<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>
A.2	Consent	Not Applicable

### SECTION B – ISSUERS AND GUARANTOR

Element	Title	
B.1	Legal and commercial name of the Issuer	Citigroup Global Markets Holdings Inc. ("CGMHI")
B.2	Domicile/ legal form/ legislation/ country of incorporation	CGMHI is a corporation incorporated in the State of New York and organised under the laws of the State of New York.
B.4b	Trend information	The banking environment and markets in which the Group conducts its business 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 and the implementation and rulemaking

Element	Title																																									
		associated with recent financial reform.																																								
<b>B.5</b>	Description of the Group	<p>CGMHI is a wholly owned subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily with dividends and advances that it receives from subsidiaries (Citigroup Inc. and its subsidiaries, the Group)</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. Citigroup Inc. currently operates, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citigroup Inc.'s Global Consumer Banking businesses (which consists of Regional Consumer Banking in North America, Europe, the Middle East and Africa, Asia and Latin America) and the Institutional Clients Group (Banking and Markets and Securities Services); and Citi Holdings, which consists of Brokerage and Asset Management, Local Consumer Lending, and a Special Asset Pool. There is also a third segment, Corporate/Other.</p>																																								
<b>B.9</b>	Profit forecast or estimate	Not Applicable. CGMHI 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:	The table below sets out a summary of key financial information extracted from CGMHI's Financial Report for the fiscal year ended 31 December 2015:																																								
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Element	Title				
		Term debt	53,702	42,207	42,391
		Stockholder's equity (fully paid):			
		Common	26,603	24,883	17,901
		The table below sets out a summary of key financial information extracted from CGMHI's unaudited interim report and financial statements for the six months ended on 30 June 2016:			
			<b>For the six months ended 30 June</b>		
			<b>2016</b>	<b>2015</b>	
			<b>(unaudited)</b>	<b>(unaudited)</b>	
			<i>(in millions of U.S. dollars)</i>		
		<b>Income Statement Data:</b>			
		Revenues, net of interest expense	4,737		6,175
		Income before income taxes	736		1,887
		CGMHI's net income	431		1,596
			<b>At 30 June 2016</b>	<b>At 31 December 2015</b>	
			<b>(unaudited)</b>	<b>(audited)</b>	
			<i>(in millions of U.S. dollars)</i>		
		<b>Balance Sheet Data:</b>			
		Total assets	424,214		390,817
		Term debt	46,083		53,702
		<b>Stockholder's equity (fully paid):</b>			
		Common	32,051		26,603
		<b>Statements of no significant or material adverse change</b>			
		There has been: (i) no significant change in the financial or trading position of CGMHI or CGMHI and its subsidiaries taken as a whole since 30 June 2016 and (ii) no material adverse change in the financial position or prospects of CGMHI or CGMHI and its subsidiaries taken as a whole since 31 December 2015.			
<b>B.13</b>	Events impacting the Issuer's	Not Applicable. There are no recent events particular to CGMHI which are to a material extent relevant to the evaluation of CGMHI's solvency since 31 December 2015.			

Element	Title	
	solvency	
<b>B.14</b>	Dependence upon other group entities	See Element B.5 description of CGMHI and its subsidiaries and CGMHI's position within the Group.
<b>B.15</b>	Principal activities	CGMHI operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the Institutional Clients Group segment (which includes Securities and Banking).
<b>B.16</b>	Controlling shareholders	CGMHI is a wholly owned subsidiary of Citigroup Inc.
<b>B.17</b>	Credit ratings	CGMHI has a long term/short term senior debt rating of BBB+/A-2 by Standard & Poor's Financial Services LLC, a long term/short term senior debt rating of A/F1 by Fitch Ratings, Inc. and a long term senior debt rating of Baa1 by Moody's Investors Service, Inc.  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.
<b>B.18</b>	Description of the Guarantee	The Notes issued will be unconditionally and irrevocably guaranteed by Citigroup Inc. pursuant to the CGMHI Deed of Guarantee. The CGMHI Deed of Guarantee constitutes direct, unconditional, unsubordinated and unsecured obligations of Citigroup Inc. and ranks and will rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) with all other outstanding, unsecured and unsubordinated obligations of Citigroup Inc.
<b>B.19</b>	Information about the Guarantor	
<b>B.19/B.1</b>	Legal and commercial name of the Guarantor	Citigroup Inc.
<b>B.19/B.2</b>	Domicile/ legal form/ legislation/ country of incorporation	Citigroup Inc. was established as a corporation incorporated in Delaware pursuant to the Delaware General Corporation Law.
<b>B.19/B.4b</b>	Trend information	The banking environment and markets in which the Group conducts its business 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 and the implementation and rulemaking associated with recent financial reform.
<b>B.19/B.5</b>	Description of the Group	Citigroup Inc. is a holding company and services its obligations primarily with dividends and advances that it receives from subsidiaries (Citigroup Inc. and its subsidiaries, the " <b>Group</b> ").  Citigroup Inc. is a global diversified financial services holding company, whose businesses provide consumers, corporations,

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<b>B.19/B.9</b>	Profit forecast or estimate	Not Applicable. Citigroup Inc. has not made a profit forecast or estimate in the Base Prospectus.																																	
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<b>B.19/B.12</b>	Selected historical key financial information:	The table below sets out a summary of key financial information extracted from the consolidated financial statements of Citigroup Inc. contained in the Citigroup Inc. 2016 Form 10-K as filed with the SEC on 24 February 2017 <sup>1</sup> :																																	
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<sup>1</sup> The selected historical key financial information of Citigroup Inc. is updated to include key financial information extracted from the Citigroup Inc. Annual Report for the year ended 31 December 2016 which is incorporated by reference into the Base Prospectus by virtue of the CGMHI Rates Base Prospectus Supplement (No.2).

Element	Title	
		<p><b>Statements of no significant or material adverse change</b></p> <p>There has been: (i) no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2016<sup>2</sup> and (ii) no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2016<sup>3</sup>.</p>
<b>B.19/B.13</b>	Events impacting the Guarantor's solvency	Not Applicable. There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2016 <sup>4</sup> .
<b>B.19/B.14</b>	Dependence upon other Group entities	See Element B.19/B.5 description of Citigroup Inc. and its subsidiaries and Citigroup Inc.'s position within the Group.
<b>B.19/B.15</b>	The Guarantor's principal activities	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.
<b>B.19/B.16</b>	Controlling shareholders	Citigroup Inc. is not aware of any shareholder or group of connected shareholders who directly or indirectly control Citigroup Inc.
<b>B.19/B.17</b>	Credit ratings	<p>Citigroup Inc. has a long term/short term senior debt rating of BBB+/A-2 by Standard &amp; Poor's Financial Services LLC, Baa1/P-2 by Moody's Investors Service, Inc. 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>

## SECTION C – SECURITIES

Element	Title	
<b>C.1</b>	Description of Notes/ISIN	<p>Notes are issued in Series. The Series number is GMTCH0795. The Tranche number is 1.</p> <p>The Notes may be Credit Linked Interest Notes, Fixed Rate Notes, Floating Rate Notes, Zero Coupon Notes, Inflation Rate Notes, DIR Inflation Linked Notes, CMS Interest Linked Notes, Range Accrual Notes, Digital Notes, Digital Band Notes, Inverse Floating Rate Notes, Spread Notes, Previous Coupon Linked Notes or any</p>

2 The statement "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2016" has been replaced by "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2016" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2016 into the Base Prospectus by virtue of the CGMHI Rates Base Prospectus Supplement (No.2).

3 The statement "no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2015" has been replaced by "no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2016" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2016 into the Base Prospectus by virtue of the CGMHI Rates Base Prospectus Supplement (No.2).

4 The statement "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2015" has been replaced by "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2016" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2016 into the Base Prospectus by virtue of the CGMHI Rates Base Prospectus Supplement (No.2).

Element	Title	
		<p>combination of the foregoing.</p> <p>If the applicable Final Terms specify "Switcher Option" to be applicable for the relevant Notes, the Issuer will be able to switch from one interest basis to another as provided therein.</p> <p>The International Securities Identification Number (ISIN) is XS1389223758. The Common Code is 138922375.</p>
C.2	Currency	The denomination currency and the currency for payments in respect of the Notes is United States Dollars ( <b>USD</b> ).
C.5	Restrictions on the free transferability of the Notes	The Notes will be transferable, subject to the offering, selling and transfer restrictions with respect to the United States, European Economic Area, United Kingdom, Australia, Austria, the Kingdom of Bahrain, Brazil, Chile, Columbia, Costa Rica, Republic of Cyprus, Denmark, Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Hungary, Ireland, Israel, Italy, Japan, State of Kuwait, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, State of Qatar, Russian Federation, Kingdom of Saudi Arabia, Singapore, Switzerland, Taiwan, Republic of Turkey, 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 and</i> 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:</p> <p>(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, 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; and (d) the appointment of a receiver or other similar official or other similar arrangement of the Issuer.</p>

Element	Title	
		<p><b><i>Taxation</i></b></p> <p>Payments in respect of all Notes will be made without withholding or deduction of taxes: (i) in Luxembourg where the Issuer is CGMFL, or in the United Kingdom in the case of the CGMFL Guarantor, subject in all cases to specified exceptions, or (ii) in the United States where the Issuer is Citigroup Inc. or CGMHI or in the case of the CGMHI Guarantor, in each case except as required by law. In that event, additional interest will be payable in respect of such taxes, subject to specified exceptions.</p> <p><b><i>Meetings</i></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>
C.9	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	<p><b>Interest periods and rates of interest:</b></p> <p>Other than Zero Coupon Notes, the length of all interest periods for all Notes and the applicable rate of interest or its method of calculation may differ from time to time or be constant for any Series.</p> <p>Notes may (at the option of the Issuer, if specified in the applicable Final Terms) or shall (in the case where "Automatic Change of Interest Basis" applies) have more than one interest basis applicable to different interest periods and/or interest payment dates.</p> <p>Other than Zero Coupon Notes, Notes may have a maximum rate of interest or interest amount (or both), a minimum rate of interest or interest amount (or both).</p> <p><b>Interest:</b></p> <p>Notes may or may not bear interest. Notes which do not bear interest may be specified in the applicable Final Terms as "<b>Zero Coupon Notes</b>", and any early redemption amount payable on Zero Coupon Notes may be equal to an amortised face amount calculated in accordance with the conditions of the Notes.</p> <p>Interest-bearing Notes will either bear interest payable at, or calculated by reference to, one or more of the following:</p> <ul style="list-style-type: none"> <li>(i) a fixed rate ("<b>Fixed Rate Notes</b>");</li> <li>(ii) a floating rate ("<b>Floating Rate Notes</b>");</li> <li>(iii) a CMS rate, which is a swap rate for swap transactions (or if specified in the applicable Final Terms, the lower of two swap rates, or the difference between two swap rates) ("<b>CMS Interest Linked Notes</b>");</li> <li>(iv) a rate determined by reference to movements in an inflation index ("<b>Inflation Rate Notes</b>");</li> </ul>



Element	Title	
		<p>(v) a rate determined by reference to movements in an inflation index and the specific interest payment date to allow interpolation between the two monthly fixings ("<b>DIR Inflation Linked Notes</b>");</p> <p>(vi) a rate (which may be a rate equal, or calculated by reference, to a fixed rate, a floating rate or a CMS rate (as described in paragraph (iii) above) multiplied by an accrual rate, which is determined by reference to the number of days in the relevant interest period on which the accrual condition or both accrual conditions are satisfied. An accrual condition may be satisfied on any relevant day if the relevant reference observation is, as specified in the applicable Final Terms:</p> <ul style="list-style-type: none"> <li>• greater than or equal to; or</li> <li>• greater than; or</li> <li>• less than or equal to; or</li> <li>• less than,</li> </ul> <p>the specified barrier, or if the relevant reference observation is, as specified in the applicable Final Terms:</p> <ul style="list-style-type: none"> <li>• either greater than or equal to, or greater than, the specified lower range; and</li> <li>• either less than or equal to, or less than, the specified upper range.</li> </ul> <p>A reference observation may be specified in the applicable Final Terms as a single reference rate, a basket of two or more reference rates, the difference between two reference rates or the difference between the sums of two sets of reference rates ("<b>Range Accrual Notes</b>");</p> <p>(vii) a rate which will either be: (a) a specified back up rate, or (b) if the specified digital reference rate on the specified determination date is, as specified in the applicable Final Terms:</p> <ul style="list-style-type: none"> <li>• less than the specified reserve rate; or</li> <li>• less than or equal to the specified reserve rate; or</li> <li>• greater than the specified reserve rate; or</li> <li>• greater than or equal to the specified reserve rate,</li> </ul> <p>a specified digital rate, and each of the specified back up rate, specified digital reference rate, specified reserve rate and specified digital rate may be a fixed rate, a floating rate or a CMS rate (which would include a rate determined by reference to the Spread Notes provisions) ("<b>Digital Notes</b>");</p> <p>(viii) a rate (which may be a rate equal, or calculated by reference, to a fixed rate, a floating rate, a CMS rate or a rate equal to one specified rate (which may be a floating rate or a CMS rate) minus another specified rate (which may be a floating</p>

Element	Title	
		<p>rate or a CMS rate)), and plus or minus a margin (if specified) which will be determined for each interest period by reference to within which band of specified fixed rates either:</p> <ul style="list-style-type: none"> <li>(a) the specified reference rate (which rate may be a floating rate or a CMS rate) determined on the relevant interest determination date for the reference rate falls; or</li> <li>(b) the result of reference rate one (which rate may be a floating rate or a CMS rate) minus reference rate two (which may be a floating rate or a CMS Rate), each as determined on the relevant interest determination date for such rate falls.</li> </ul> <p>The rate for an interest period will be equal to the rate specified as the band rate set for the appropriate band within which, in the case of (a), the specified reference rate falls, or in the case of (b), the relevant result of reference rate one minus reference rate two falls ("<b>Digital Band Notes</b>");</p> <ul style="list-style-type: none"> <li>(ix) a rate which will be equal to a specified fixed rate minus either (i) a reference rate or (ii) one reference rate minus another reference rate (any reference rate may be a floating rate or a CMS rate (which would include a rate determined by reference to the Spread Notes provisions), and plus or minus a margin (if specified) and/or multiplied by an interest participation rate (if specified)) ("<b>Inverse Floating Rate Notes</b>");</li> <li>(x) a rate which is to be determined by reference to any of the following (as specified in the applicable Final Terms): <ul style="list-style-type: none"> <li>(a) one (1) minus the result of a specified spread rate minus another specified spread rate, or</li> <li>(b) a specified spread rate minus another specified spread rate, or</li> <li>(c) the lesser of: (I) a specified spread rate, plus or minus a spread cap margin (if specified), and (II) the sum of (A) a specified percentage rate per annum and (B) the product of (x) a multiplier, and (y) the difference between two specified spread rates,</li> </ul> </li> </ul> <p>and, in each case, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). A specified spread rate may be (A) one specified reference rate, or (B) the sum of two or more specified reference rates or (C) specified reference rate one minus a specified reference rate two, and in each case, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). Each specified reference rate may be determined by reference to the fixed rate note provisions, floating rate note provisions or the CMS rate note provisions</p>

Element	Title	
		<p style="text-align: center;">("Spread Notes");</p> <p>(xi) a rate (a "<b>previous coupon linked interest rate</b>") determined from a previous coupon reference rate, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). The previous coupon reference rate for an interest period is a rate equal to: (a) the interest rate for the immediately preceding interest period and/or preceding interest payment date (such rate, a "<b>previous coupon</b>", such period, a "<b>preceding interest period</b>" and such payment date, a "<b>preceding payment date</b>"), (b) plus or minus a specified rate (if specified) multiplied by an interest participation rate (if specified), and (c) plus or minus another specified rate (if specified) multiplied by an interest participation rate (if specified). A specified rate may be a fixed rate, a floating rate, a CMS rate or any other specified reference rate determined by reference to the terms and conditions of the Notes. The previous coupon for a preceding interest period and/or preceding payment date (as applicable) is the interest rate determined in accordance with the interest basis applicable to such preceding interest period and/or such preceding payment date, which may be the previous coupon linked interest rate (determined for the preceding interest period and/or preceding payment date), or any other interest rate determined in accordance with the applicable interest basis for such preceding interest period and/or such preceding payment date (the "<b>Previous Coupon Linked Notes</b>");</p> <p>(xii) any combination of the foregoing; or</p> <p>(xiii) any combination of the interest rates outlined in (i) to (xi) above in combination with Credit Linked Interest Notes, the Notes shall cease to bear interest from the date of the interest period end date (or if earlier the issue date of the Notes) prior to the date on which a credit event is determined pursuant to the terms and conditions of the Credit Linked Interest Notes (the "<b>Credit Linked Interest Notes</b>").</p> <p>In respect of Notes (other than Fixed Rate Notes), the amount of interest payable on the Notes for an interest period may be zero.</p> <p>Any reference rate (including any specified rate) or interest rate may be subject to an interest participation rate and/or a margin if specified in the applicable Final Terms in relation to such reference rate or interest rate.</p> <p>Any reference rate (including any specified rate), interest rate or interest amount described above may be subject to a minimum or maximum rate, or both, as specified in the applicable Final Terms.</p> <p><b>AUTOMATIC CHANGE OF INTEREST BASIS:</b> The Notes have more than one interest basis applicable to different interest periods and/or interest payment dates.</p> <p>The interest rate in respect of an interest period beginning on (and</p>

Element	Title													
		<p>including) an Interest Commencement Date (specified below) and ending on (but excluding) the first succeeding Interest Period End Date after such Interest Commencement Date, and each successive period beginning on (and including) an Interest Period End Date, and ending on (but excluding) the next succeeding Interest Period End Date will be determined in accordance with the interest basis applicable to such interest period as set forth in the table below in the column entitled "Type of Notes" in the row corresponding to the Interest Period End Date on which such period ends.</p> <table border="1" data-bbox="596 562 1345 1133"> <thead> <tr> <th colspan="3" data-bbox="596 562 1345 618">Interest Basis Table</th> </tr> <tr> <th data-bbox="596 618 823 748">Interest Commencement Date</th> <th data-bbox="823 618 1070 748">Interest Period End Date(s) / Interest Payment Date(s)</th> <th data-bbox="1070 618 1345 748">Type of Notes</th> </tr> </thead> <tbody> <tr> <td data-bbox="596 748 823 815">25 April 2017</td> <td data-bbox="823 748 1070 815">25 April 2018 25 April 2019</td> <td data-bbox="1070 748 1345 815">Fixed Rate Notes</td> </tr> <tr> <td data-bbox="596 815 823 1133">25 April 2019 (the "Floating Rate Commencement Date")</td> <td data-bbox="823 815 1070 1133">25 April 2020  25 April 2021 25 April 2022 25 April 2023 25 April 2024 25 April 2025</td> <td data-bbox="1070 815 1345 1133">Floating Rate Notes</td> </tr> </tbody> </table> <p><b>FIXED RATE NOTES:</b> The Notes are Fixed Rate Notes which means that the Notes bear interest from 25 April 2017 at the fixed rate of 4.00 per cent. per annum in respect of each interest period(s) ending on (but excluding): 25 April 2018 and 25 April 2019.</p> <p>Interest is payable annually in arrears on 25 April 2018 and 25 April 2019.</p> <p>The <b>calculation amount</b> is USD 2,000.</p> <p><b>FLOATING RATE NOTES:</b> The Notes are Floating Rate Notes which means that they bear interest from 25 April 2019 at a floating rate calculated by reference to 3-month LIBOR plus the relevant Margin of 0.60 per cent. per annum in respect of each interest period ending on (but excluding): 25 April 2020, 25 April 2021, 25 April 2022, 25 April 2023, 25 April 2024 and 25 April 2025.</p> <p>Interest will be payable annually in arrears on 25 April 2020, 25 April 2021, 25 April 2022, 25 April 2023, 25 April 2024 and 25 April 2025.</p> <p>The interest rate in respect of the interest period(s) ending on the interest period end date(s) falling on: 25 April 2020, 25 April 2021, 25 April 2022, 25 April 2023, 25 April 2024 and 25 April 2025 is subject to maximum interest rate and minimum interest rate (collar) of 4.00 per annum and 0.00 per annum respectively.</p>	Interest Basis Table			Interest Commencement Date	Interest Period End Date(s) / Interest Payment Date(s)	Type of Notes	25 April 2017	25 April 2018 25 April 2019	Fixed Rate Notes	25 April 2019 (the "Floating Rate Commencement Date")	25 April 2020  25 April 2021 25 April 2022 25 April 2023 25 April 2024 25 April 2025	Floating Rate Notes
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Element	Title	
		<p>The <b>calculation amount</b> is USD 2,000.</p>
		<p><b>Redemption:</b></p> <p>The terms under which Notes may be redeemed (including the Maturity Date and the price at which they will be redeemed on the maturity date as well as any provisions relating to early redemption) will be agreed between the Issuer and the relevant Dealer at the time of issue of the relevant Notes.</p> <p>Subject to any early redemption, purchase and cancellation, the Notes will be redeemed on 25 April 2025 at 100 per cent. of their nominal amount.</p> <p>The Issuer and its subsidiaries may at any time purchase Notes at any price in the open market or otherwise.</p> <p><b>Indication of yield:</b></p> <p>In respect of each Interest Period falling in the period from (and including) 25 April 2017 to (but excluding) 25 April 2019, the yield will be 4.00 per cent. per annum.</p> <p>Calculated on a monthly 30/360 unadjusted basis on the Issue Date</p> <p>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. The yield of the Notes will also depend on their purchase and sale price on the market.</p> <p><b>Early redemption and adjustments to any underlying</b></p> <p>The Issuer may redeem the Notes prior to the stated maturity date and, if and to the extent permitted by applicable law, will in such circumstances pay, in respect of each Calculation Amount of Notes, an amount equal to the early redemption amount (a) following an Event of Default, (b) for certain taxation reasons, (c) 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 Deed of Guarantee in respect of such Notes has or will become unlawful, illegal or otherwise prohibited in whole or in part for any reason, (d) following an adjustment event being (i) a change in law materially increasing the Issuer's costs in relation to performing its obligations under the Notes (including due to a tax liability imposed on the relevant hedging party).</p> <p><i>Early redemption amount</i></p> <p>The early redemption amount in respect of each Calculation Amount of Notes is an amount equal to the Principal Amount plus accrued interest (if any).</p> <p>In addition, 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), realisation disruption event provisions relating to subsequent corrections of the level of an underlying and details of the consequences of such events. Such provisions may permit the Issuer either to require the</p>

Element	Title	
		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 in respect of the Notes to reflect any such increased costs) and/or, in the case of the occurrence of a realisation disruption event, payment in the relevant local currency rather than in the relevant specified currency, deduction of amounts in respect of any applicable taxes, or to cancel the Notes and to pay an amount equal to the early redemption amount.
<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 instrument(s), especially under the circumstances when the risks are most evident.	Not Applicable
<b>C.11</b>	Admission to trading	Application is expected to be made for the Notes to be admitted to trading on the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A.

#### SECTION D – RISKS

Element	Title	
<b>D.2</b>	Key risks regarding the Issuers	<p>CGMHI believes that the factors summarised below may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur and CGMHI is not in a position to express a view on the likelihood of any such contingency occurring.</p> <p>There are certain factors that may affect CGMHI's ability to fulfil its obligations under any Notes issued by it and Citigroup Inc.'s ability to fulfil its obligations as guarantor in respect of Notes issued by CGMHI, including that such ability is dependent on the earnings of Citigroup Inc.'s subsidiaries, that Citigroup Inc. may be required to apply its available funds to support the financial position of its</p>

Element	Title	
		<p>banking subsidiaries, rather than fulfil its obligations under the Notes, that Citigroup Inc.'s business may be affected by 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> <p>There are certain additional factors that may affect CGMHI'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 Citigroup Inc.'s ability to fulfil its obligations as guarantor in respect of Notes issued by CGMHI 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>
<b>D.3</b>	Key risks regarding the Notes	<p>Investors should note that the Notes (including Notes which are expressed to redeem at par) are subject to the credit risk of CGMHI and Citigroup Inc. 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 (in each case, where applicable), (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) illiquidity of denominations consisting of integral multiples, (xi) payments being subject to withholding or other taxes, (xii) fees and commissions not being taken into account when determining secondary market prices of Notes, (xiii) there being no secondary market, (xiv) exchange rate risk, (xv) market value of Notes being affected by various factors independent of the creditworthiness of CGMHI and Citigroup Inc. such as market conditions, interest and exchange rates and macroeconomic and political conditions and (xvi) credit ratings not reflecting all risks.</p>

#### SECTION E – OFFER

Element	Title	
<b>E.2b</b>	Use of proceeds	Not Applicable

Element	Title	
<b>E.3</b>	Terms and conditions of the offer	Not Applicable.
<b>E.4</b>	Interests of natural and legal persons involved in the issue/offer	So far as the Issuer is aware, no person involved in the Issue of the Notes has an interest material to the Issue.
<b>E.7</b>	Estimated expenses charged to the investor by the Issuer or an Authorised Offeror	No expenses are being charged to an investor by the Issuer.