

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

## FINAL TERMS

**Final Terms dated 12 July 2024**

**Citigroup Global Markets Holdings Inc.**

**Legal Entity Identifier (LEI):**

**82VOJDD5PTRDMVVMGV31**

Issue of 400 Units of EUR 10,000 Credit Linked Certificates linked to  
Intesa Sanpaolo S.p.A. due 20 June 2029

Guaranteed by Citigroup Inc.  
Under the Citi Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities in any Member State of the EEA may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer.

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

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

The Securities and the CGMHI 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 Securities and the CGMHI 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 Securities 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 Securities 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 Securities and the CGMHI 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 Securities 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 Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Securities may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Securities 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 other plan or arrangement 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 Securities are English Law Securities. A Summary of the Securities is annexed to these Final Terms.

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

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the CGMHI Guarantor and the listing of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including the date of listing of the Securities.

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com/>). In addition, this Final Terms is available on the website of Euronext Dublin (<https://live.euronext.com/>). This Final Terms is also available on the website of the Issuer (<https://it.citigroup.com/Home>).

For the purposes hereof, **Base Prospectus** means the CGMHI Underlying Linked Notes Base Prospectus relating to the Programme dated 15 December 2023, as supplemented by a Supplement (No. 1) dated 30 January 2024 ("**Supplement No. 1**"), a Supplement (No.2) dated 13 March 2024 ("**Supplement No.2**"), a Supplement (No.3) dated 30 April 2024 ("**Supplement No.3**") and a Supplement (No.4) dated 22 May 2024 ("**Supplement No.4**", and together with Supplement No.1, Supplement No.2 and Supplement No.3 the "**Supplements**").

The multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (the **EuroTLX**) is not a regulated market for the purpose of MiFID II.

- |    |       |   |  |
|----|-------|---|--|
| 1. | (i)   | Issuer:   | Citigroup Global Markets Holdings Inc.                                       |
|    | (ii)  | Guarantor:  | Citigroup Inc.   |
| 2. | (i)   | Type of Security:   | Italian Listed Certificates  |
|    | (ii)  | Series Number:  | CLNCH0769  |
|    | (iii) | Tranche Number:   | 1  |
|    | (iv)  | Date on which the Securities will be consolidated and form a single Series: | Not Applicable   |
| 3. |       | Specified Currency or currencies:   | Euro (EUR)   |
| 4. |       | Aggregate Principal Amount:   |  |
|    | (i)   | Series:   | 400 Units (each Unit being EUR 10,000 in principal amount of the Securities) |
|    | (ii)  | Tranche:  | 400 Units (each Unit being EUR 10,000 in principal amount of the Securities) |

The Securities are issued in Units. Accordingly, references herein to Units shall be deemed to be references to EUR 10,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such

		payments and/or deliveries being made in respect of a Unit
5.	Issue Price:	EUR 10,000 per Security
6.	(i) Specified Denominations:	Not Applicable
	(ii) Calculation Amount:	EUR 10,000 per Security
7.	(i) Trade Date:	5 July 2024
	(ii) Issue Date:	15 July 2024
	(iii) Premium Commencement Date:	Issue Date
8.	Scheduled Final Termination Date:	20 June 2029, subject to adjustment in accordance with the Modified Following Business Day Convention.  <i>(See also Credit Linked Note Condition 13 (Scheduled Maturity Date Extension) in relation to extension of Scheduled Final Termination Date)</i>
9.	Type of Securities:	Fixed Rate Securities  The Securities are Cash Settled Securities
10.	Put/Call Options:	Not Applicable
11.	(i) Status of the Securities:	Senior
	(ii) Status of the CGMHI Deed of Guarantee:	Senior
	(iii) Status of the CGMFL Deed of Guarantee:	Not Applicable

**PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION**

12.	<b>Underlying Linked Securities Provisions:</b>	Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
	(i) Underlying:	Not Applicable
	(ii) Particulars in respect of each Underlying:	Not Applicable
	(iii) Elections in respect of each type of Underlying:	Not Applicable
	(iv) Trade Date:	5 July 2024
	(v) Realisation Disruption:	Applicable.  Early Termination Option: Applicable  Early Termination Amount: Fair Market Value  Deduction of Hedge Costs: Applicable

	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
Underlying RMB Currency Event:	Not Applicable
(vi) Hedging Disruption Early Termination Event:	Applicable.
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(vii) Hedging Disruption:	Applicable.
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(viii) Section 871(m) Event:	Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Pro Rata Issuer Cost Reimbursement: Applicable
	Additional Costs on account of Early Termination: Applicable
(ix) Early Termination for Taxation Reasons:	Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

	Pro Rata Issuer Cost Reimbursement: Applicable
	Additional Costs on account of Early Termination: Applicable
(x) Change in law:	Applicable
	Illegality: Applicable
	Material Increased Cost: Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(xi) Increased Cost of Hedging:	Applicable
	Early Termination Option: Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(xii) Early Termination for Illegality:	Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Pro Rata Issuer Cost Reimbursement: Applicable
	Additional Costs on account of Early Termination: Applicable
(xiii) Continuance of Securities Provision:	Not Applicable
(xiv) Early Termination for Obligor Regulatory Event:	Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Hedge Costs: Applicable
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Pro Rata Issuer Cost Reimbursement: Applicable

	Additional Costs on account of Early Termination: Applicable
(xv) Event of Default:	Applicable
	Early Termination Amount: Fair Market Value
	Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
	Additional Costs on account of Early Termination: Applicable
(xvi) Minimum Return Amount:	Not Applicable

**PROVISIONS RELATING TO ANY PREMIUM AMOUNT, THE TERMINATION AMOUNT AND ANY ENTITLEMENT DELIVERABLE**

13. <b>Premium Provisions:</b>	Applicable
(i) Premium Strike Level, Specified Valuation Date(s): Premium Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium Barrier Observation Date:	Not Applicable
(ii) Non-Contingent Premium Provisions:	Not Applicable
(iii) Premium Strike Dates:	Not Applicable
(iv) Underlying(s) relevant to interest, Interim Performance Provisions and provisions relating to levels of the Premium Underlying(s):	Not Applicable
(v) Provisions relating to the rate or amount of premium due	
(A) Fixed Rate Security Provisions	Applicable
I. Accrual:	Applicable
II. Range Accrual Securities:	Not Applicable
III. Premium Period End Date(s):	20 June in each year from, and including, 20 June 2025, to and including, 20 June 2029, subject to adjustment in accordance with the Modified Following Business Day Convention.
IV. Premium Amount(s):	4.05 per cent. per annum per Security, payable on the Premium Payment Date falling on 20 June in each year from, and including, 20 June 2025, to and including, 20 June 2029, subject to adjustment in accordance with the Modified Following Business Day Convention.
V. Broken Amount(s):	EUR 376.88 per Security, payable on the Interest Payment Date falling on 20 June 2025.

	VI. Day Count Fraction:		30/360
(B)	Floating Rate Security Provisions:		Not Applicable
(C)	CMS Rate Security:		Not Applicable
(D)	Spread Securities:		Not Applicable
(E)	Range Accrual (Expanded) Securities:		Not Applicable
(F)	Inflation Rate Security Provisions:		Not Applicable
(G)	Interim Performance Premium Provisions:		Not Applicable
(H)	Buy the Dip Securities Premium Provisions:		Not Applicable
(I)	Premium Rollup:		Not Applicable
(vii)	Premium Underlying Valuation Provisions:		Not Applicable
14.	<b>Termination Provisions:</b>		
(i)	Issuer Call		Not Applicable
(ii)	Investor Put		Not Applicable
(iii)	Mandatory Early Termination Provisions		Not Applicable
(iv)	Termination Amount:		EUR 10,000 per Security
(v)	Underlying Linked Securities Termination Provisions		Not Applicable
15.	<b>FX Provisions:</b>		Not Applicable
16.	<b>FX Performance:</b>		Not Applicable

#### PROVISIONS RELATING TO CREDIT LINKED SECURITIES

17.	<b>Credit Linked Notes:</b>		Applicable
(i)	Type of Notes:		Single Name Credit Linked Notes
	– Type of credit linkage:		Credit Linked Principal
(ii)	Credit Event Termination Method:		Auction Termination
	- Fallback Termination Method:		Cash Termination
(iii)	Credit Payment following Credit Event:		Applicable
(iv)	Credit Payment following Risk Event:		Not Applicable
(v)	Credit Payment on Maturity:		Not Applicable
(vi)	No Premium Accrual on Default:		Not Applicable
(vii)	Premium Accrual on Default:		Applicable

(viii)	Contingent Premium:	Not Applicable
(ix)	Non-Contingent Premium:	Applicable: An amount equal to the Premium Amount as specified in paragraph 13(vi)(A) IV
(x)	Single Name Credit Linked Notes:	Applicable
	- Reference Entity:	Intesa Sanpaolo S.p.A.
		<p>The Reference Entity has its registered office in Torino and a secondary registered office in Milano. Central operations are divided between Milano and Torino</p> <p>Legislation governing the Reference Entity, and legal form which it has adopted under such legislation: The Reference Entity is governed by the provisions of Italian regulations. The Reference Entity's legal form is a Società per Azioni.</p> <p>The company objects of the Reference Entity as per its articles of association dated 5 May 2023:</p> <ul style="list-style-type: none"> <li>- The purpose of Intesa Sanpaolo S.p.A. is the deposit-taking and the carrying out of all forms of lending activities, both directly and through its subsidiaries. To this end, Intesa Sanpaolo S.p.A. may, in compliance with laws and regulations in force from time to time and subject to being granted the required authorisations, directly and also through its subsidiaries, provide all banking and financial services, including the establishment and management of open-end and closed-end pension schemes as well as carry out any other transactions that are instrumental for, or related to, the achievement of its corporate purpose.</li> <li>- Acting in its capacity as Parent Company of the "Intesa Sanpaolo" banking group, pursuant to Article 61 of Italian Legislative Decree 385 of 1 September 1993, Intesa Sanpaolo S.p.A. issues, in connection with its management and coordination capacity, instructions to the group companies, including with respect to the implementation of the instructions of the Supervisory Authorities in the interest of the group's stability.</li> <li>- Intesa Sanpaolo S.p.A. acts in the capacity of Parent Company of the financial conglomerate, pursuant to Article 3 of Italian Legislative Decree 142 of 30 May 2005.</li> </ul> <p>Name of the stock exchange or of another regulated market which is regularly operating, recognised and open to the public where the shares and other securities of the Reference Entity are admitted:</p>



	DUSSELDORF
	EUROTLX
	Extra MOT
	FRANKFURT
	LUXEMBOURG
	MILAN
	Quotrix
	SIX
	Vorvel
- Seniority Level:	Subordinated Level
- Standard Reference Obligation:	Applicable
- Reference Obligation:	EMTN Subordinated Bond Maturity Date: 23 April 2025 Currency: EUR Size: 500,000,000 Coupon: 2.855% ISIN Code: XS1222597905 Bloomberg Code: ISPIM 2.855 04/23/25 Corp
- Auction Termination Amount:	As per the Credit Linked Conditions
- Auction Termination Date:	As per the Credit Linked Conditions
- Cash Termination Amount:	As per the Credit Linked Conditions
- Cash Termination Date:	As per the Credit Linked Conditions
- Final Auction Termination Amount:	As per the Credit Linked Conditions
- Final Cash Termination Amount:	As per the Credit Linked Conditions
(xi) Nth-to-Default Basket Credit Linked Notes:	Not Applicable
(xii) Linear Basket Credit Linked Notes:	Not Applicable
(xiii) Index Untranching Credit Linked Notes:	Not Applicable
(xiv) Index Tranching Credit Linked Notes:	Not Applicable
(xv) Portfolio Tranching Credit Linked Notes:	Not Applicable
(xvi) Local Access Credit Linked Notes:	Not Applicable
(xvii) Payment Failure Cut-Off Date:	As per the Credit Linked Conditions
(xviii) Obligations:	
- Obligation Category:	Borrowed Money
- Obligation Characteristics:	None
- Excluded Obligation:	Not Applicable
- All Guarantees:	Applicable
	Fixed Cap: Not Applicable
(xix) Deliverable Obligations:	

-	Deliverable Obligation Category:	As set out in the Annex ( <i>Physical Settlement Matrix</i> ) hereto
-	Deliverable Obligation Characteristics:	As set out in the Annex ( <i>Physical Settlement Matrix</i> ) hereto
-	Excluded Deliverable Obligation:	As per the Credit Linked Conditions
-	All Guarantees:	As set out in the Annex ( <i>Physical Settlement Matrix</i> ) hereto
(xx)	Credit Event(s):	Bankruptcy Failure to Pay Payment Requirement: As per the Credit Linked Conditions Grace Period Extension: Not Applicable Credit Deterioration Requirement: Applicable Governmental Intervention Restructuring Mod R: Not Applicable Mod Mod R: Applicable Multiple Holder Obligation: Not Applicable
-	Credit Deterioration Condition:	Applicable
-	Default Requirement:	As per the Credit Linked Conditions
-	Notice of Publicly Available Information:	Applicable
(xxi)	Credit Event Backstop Date:	15 July 2024
(xxii)	Standard Event Determination Date:	Applicable
(xxiii)	Non-Standard Event Determination Date:	Not Applicable
(xxiv)	Single Notifying Party Event Determination Date:	Not Applicable
(xxv)	Movement Option:	Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation Applicable
(xxvi)	Cash Termination Terms:	Applicable as Fallback Termination Method
-	Valuation Date(s):	Single Valuation Date: Number of Business Days: As per the Credit Linked Conditions
-	Valuation Time:	As per the Credit Linked Conditions
-	Valuation Method:	Highest

-	Quotation Method:	Bid
-	Quotation Dealers:	As per the Credit Linked Conditions
-	Accrued Premium:	As per Credit Linked Condition 16(a)(ii)(C)
(xxvii)	Physical Termination Terms:	Not Applicable
(xxviii)	Partial Cash Termination Terms/Fallback Cash Termination Terms:	Not Applicable
(xxix)	Physical Settlement Matrix Standard Terms:	Applicable  Physical Settlement Matrix: As set out in the Annex (Physical Settlement Matrix), as amended pursuant to the relevant elections in this Section 17.  Transaction Type: Standard European Financial Corporate
(xxx)	Fallback Discounting:	Applicable
(xxxi)	Termination Following Merger:	Not Applicable
(xxxii)	Settlement Currency:	As per the Credit Linked Conditions

#### PROVISIONS RELATING TO INDEX SKEW SECURITIES

18.	<b>Index Skew Securities:</b>	Not Applicable
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#### GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

19.	<b>Form of Securities:</b>	Registered Securities  Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
20.	<b>New Safekeeping Structure:</b>	Not Applicable
21.	<b>Business Centre(s):</b>	London, New York and TARGET2
22.	<b>Business Day Jurisdiction(s) or other special provisions relating to payment dates:</b>	London, New York and TARGET2
23.	<b>Redenomination, renominatisation and reconventioning provisions:</b>	Not Applicable
24.	<b>Consolidation provisions:</b>	Not Applicable
25.	<b>Substitution provisions:</b>	Applicable: The provisions of General Condition 17 ( <i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i> ) apply
	<b>Additional Requirements:</b>	Not Applicable
26.	<b>Name and address of Calculation Agent:</b>	Citibank NA London acting through its Credit Derivatives department/group (or any successor department/group) at Citigroup Centre, Canada

		Square, Canary Wharf, London E14 5LB, United Kingdom
27.	<b>Determination Agent:</b>	Calculation Agent
28.	<b>Determinations:</b>	
	(i) Standard:	Sole and Absolute Determination
	(ii) Minimum Amount Adjustment Prohibition:	Applicable
29.	<b>Determinations and Exercise of Discretion (BEC):</b>	Not Applicable
30.	<b>Prohibition of sales to consumers in Belgium:</b>	Applicable
31.	<b>Additional provisions applicable to Italian Listed Certificates:</b>	Applicable
	(i) Expiry Date ( <i>Data di Scadenza</i> ) for the purposes of EuroTLX:	20 June 2029
	(ii) Record Date:	Not Applicable
	(iii) Minimum Trading Lot:	1 Unit
32.	Details relating to Instalment Securities: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:	Not Applicable

**PART B – OTHER INFORMATION****1. LISTING AND ADMISSION TO TRADING:**

Admission to trading and listing: Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date.

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX") with effect from on or around the Issue Date.

**2. RATINGS**

Ratings: The Securities are not rated.

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

So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

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

(i) Reasons for the Offer: See "*Use of Proceeds*" wording of the CGMHI Base Prospectus

(ii) Estimated net proceeds: An amount equal to the final Aggregate Principal Amount of the securities issued on the Issue Date.

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and the Distributor(s)

(iii) Estimated total expenses: Approximately Euro 3,000 (legal expenses and Euro 1,500 listing fees)

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

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

**6. EU BENCHMARKS REGULATION**

EU Benchmarks Regulation: Article 29(2) Not Applicable statement on benchmarks:

## 7. DISCLAIMER

### Bloomberg®

Certain information contained in this Final Terms consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg®**). The Issuer accepts responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer is aware and are able to ascertain from such publicly-available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Bloomberg® makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Securities. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Securities.

## 8. OPERATIONAL INFORMATION

ISIN Code:	XS2660390936
Common Code:	266039093
CUSIP:	5C2F239K3
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEXFTX
FISN:	CITIGROUP GLOBA/4.05UT 20290620
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the French Securities Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

## 9. DISTRIBUTION

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

(iii)	Date of Subscription Agreement:	Not Applicable
(iv)	Stabilisation Manager(s) (if any):	Not Applicable
(v)	If non-syndicated, name and address of Dealer:	Citigroup Global Markets Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany
(vi)	Total commission and concession:	None
(vii)	Non-exempt Offer:	Not Applicable
(viii)	General Consent:	Not Applicable
(ix)	Other conditions to consent:	Not Applicable
(x)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(xi)	Prohibition of Sales to UK Retail Investors:	Applicable

#### 10. UNITED STATES TAX CONSIDERATIONS

General: For U.S. federal income tax purposes, the Issuer intends to treat the Notes as prepaid forward contracts with associated periodic payments.

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

#### 14. CREDIT LINKED NOTES INFORMATION (*Credit Linked Notes only*)

Certain information in relation to the Reference Entity and Standard Reference Obligation (if any) as at the Issue Date is set out below.

Name:	Intesa Sanpaolo S.p.A.
Address:	Piazza San Carlo, 156 - 10121 Torino
Country of incorporation:	Italy
Industry or industries of operation:	Banks
Market(s) on which securities are admitted to trading:	Dusseldorf Stock Exchange EuroTLX Borsa Italiana (ExtraMOT) Frankfurt Stock Exchange Luxembourg Stock Exchange Milan Stock Exchange Quotrix SIX Swiss Exchange Vorvel Exchange
Standard Reference Obligation securities code:	EMTN Subordinated Bond Maturity Date: 23 April 2025 Currency: EUR

Size: 500,000,000

Coupon: 2.855%

ISIN Code: XS1222597905

Bloomberg Code: ISPIM 2.855 04/23/25 Corp

As at the Issue Date information in relation to the past and further performance of the Reference Entity is available at a charge from internationally recognised electronically displayed sources such as Bloomberg and any web-site of such Reference Entity.



## ANNEX – PHYSICAL SETTLEMENT MATRIX

Transaction Type	STANDARD EUROPEAN FINANCIAL CORPORATE
<b>Credit Events:</b>	Bankruptcy. Failure to Pay. Restructuring. — Mod Mod R Applicable. If the Transaction Type is a Financial Transaction Type: Governmental Intervention.
<b>Obligation Category:</b>	Borrowed Money.
<b>Obligation Characteristics:</b>	None.
<b>Deliverable Obligation Category:</b>	Bond or Loan.
<b>Deliverable Obligation Characteristics:</b>	Not Subordinated. Specified Currency. Assignable Loan. Consent Required Loan. Transferable. Maximum Maturity: 30 years. Not Bearer.
<b>All Guarantees:</b>	Applicable.
<b>Financial Reference Entity Terms:</b>	Applicable
<b>Subordinated European Insurance Terms:</b>	Not Applicable.
<b>2014 Sovereign No Asset Package Delivery Supplement to the 2014 ISDA Credit Derivatives Definitions (September 15, 2014):</b>	Not Applicable.
<b>Monoline Supplement:</b>	Not Applicable.
<b>LPN Additional Provisions:</b>	Not Applicable.
<b>Additional Provisions for the Republic of Ukraine: Excluded Obligations and Excluded Deliverable Obligations (April 11, 2016):</b>	Not Applicable.
<b>2020 Additional Provisions for the Republic of Ecuador: Excluded Obligations and Excluded Deliverable Obligations (December 11, 2020):</b>	Not Applicable.
<b>2020 Additional Provisions for the Argentine Republic: Excluded Obligations and Excluded Deliverable Obligations (September 16, 2020):</b>	Not Applicable.
<b>Hungary Additional Provisions:</b>	Not Applicable.
<b>Additional Provisions for the Russian Federation (August 13, 2004):</b>	Not Applicable.
<b>Additional Provisions for Certain Venezuelan Entities: Excluded Obligations and Excluded Deliverable Obligations (September [19], 2017):</b>	Not Applicable.
<b>Additional Provisions for the Hellenic Republic (May 29, 2012):</b>	Not Applicable.

Transaction Type	STANDARD EUROPEAN FINANCIAL CORPORATE
<b>2014 CoCo Supplement to the 2014 ISDA Credit Derivatives Definitions (September 15, 2014):</b>	Not Applicable.
<b>Additional Provisions for Senior Non-Preferred Reference Obligations (published on December 8, 2017):</b>	Not Applicable.
<b>2019 NTCE Supplement to the 2014 ISDA Credit Derivatives Definitions (July 15, 2019):</b>	Applicable.
<b>Fallback Discounting:</b>	Applicable.
<b>Credit Deterioration Requirement:</b>	Applicable.
<b>2020 Limited Recourse Additional Provisions (December 2, 2020):</b>	Not Applicable.

**ANNEX**  
**SUMMARY**

**INTRODUCTION AND WARNINGS**

The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

*You are about to purchase a product that is not simple and may be difficult to understand.*

**The Securities:** Issue of 400 Units of EUR 10,000 Credit Linked Certificates linked to Intesa Sanpaolo S.p.A. due 20 June 2029 (ISIN: XS2660390936)

**The Issuer:** Citigroup Global Markets Holdings Inc. Its principal offices are located at 388 Greenwich Street, New York, NY 10013 and its telephone number is +1 (212) 559-1000. Its Legal Entity Identifier ("LEI") is 82VOJDD5PTRDMVVMGV31.

**Competent authority:** The Base Prospectus was approved on 15 December 2023 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

**KEY INFORMATION ON THE ISSUER**

**Who is the Issuer of the Securities?**

**Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:** The Issuer was incorporated in New York on 23 February 1977 and exists under the laws of the state of New York in the United States of America. The Issuer is a New York corporation. Its Federal Employee Identification Number issued by the US Internal Revenue Service is 11-2418067. Its LEI is 82VOJDD5PTRDMVVMGV31.

**Issuer's principal activities:** The Issuer, operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the *Institutional Clients Group* business segment of Citigroup Inc.

**Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:** The Issuer's issued share capital is 1,000 Common Stock which is fully paid up and held by Citigroup Inc.

**Key managing directors:** The officers of the Issuer are John Heppollette, Daniel S. Palomaki, Charles Marquardt, Joseph Noto, Jason Mercado, Alexia Breuvert, Marie Elena Almeida, Katrina Basil, Sarah Blotner, Norma Castro, Shannon Hales, Robert F. Klein, Myongsu Kong, James Myers, Anne E. Moses, Sofia Rahman, Rachel Stine and Christopher Teano. The members of the Notes Committee of the Issuer are Peter Battin, Mark Mason, Jason Mercado, Joseph Noto, Johnbull Okpara, Daniel S. Palomaki, Elissa Steinberg, Shawn Stolar and Michael Verdeschi.

**Statutory auditors:** The Issuer's auditors are KPMG LLP, independent registered public accountants, 345 Park Avenue, New York, New York 10154, United States.

**What is the key financial information regarding the Issuer?**

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022.

<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements ( <i>in millions of U.S. dollars</i> )	(985)	(160)
<b>Summary information – balance sheet</b>		
	<b>As at 31 December 2023 (audited)</b>	<b>As at 31 December 2022 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	190,974	201,537
Current ratio (current assets/current liabilities)	1.2	1.2
Debt to equity ratio (total liabilities/total shareholder equity)	19.11	17.3

Interest cover ratio (operating income/interest expense)	1.0	1.0
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(73,632)	(18,506)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	45,647	66,259
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	24,619	(47,296)

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

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

The Issuer is subject to the following key risks:

- The Issuer is a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Issuer, the Issuer's ability to fulfil its obligations under the Securities may be adversely affected, and consequently the value of and return on the Securities may be adversely affected.
- The Issuer may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Issuer and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.

#### KEY INFORMATION ON THE SECURITIES

##### What are the main features of the Securities?

##### *Type and class of Securities, including security identification numbers*

The Securities are credit linked securities in the form of Italian Listed Certificates, and are linked to Intesa Sanpaolo S.p.A (the “**Reference Entity**”). The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of the Securities is 15 July 2024 (the “**Issue Date**”). The issue price of the Securities is EUR 10,000 per Security.

Series Number: CLNCH0769; ISIN: XS2660390936; Common Code: 266039093; CFI: DEXFTX; FISN: CITIGROUP GLOBA/4.05UT 20290620; CUSIP: 5C2F239K3.

##### *Currency, specified denomination, calculation amount, number of Securities and final termination date of the Securities*

The Securities are denominated in EUR (“**EUR**”). The Securities have a specified denomination of 1 Unit (each Unit being EUR 10,000 in principal amount of the Securities) and the calculation amount is 1 Unit. The number of the Securities to be issued is 400 Units (each Unit being EUR 10,000 in principal amount of each Security).

**Scheduled Final Termination Date:** 20 June 2029. This is the date on which the Securities are scheduled to terminate, subject to extension in accordance with Credit Linked Condition 13 (*Scheduled Maturity Date Extension*). The maturity date (*Data di Scadenza*) of the Securities is 20 June 2029.

##### *Rights attached to the Securities*

The Securities are Single Name Credit Linked Certificates which are Credit Linked Principal Certificates. The return of the Securities will derive from a premium of 4.05 per cent. per Security payable on the Premium Payment Date falling on 20 June in each year from, and including, 20 June 2025, to and including, 20 June 2029, subject to adjustments following the occurrence of one or more Credit Event(s) as detailed below. Unless the Securities have been previously terminated or purchased and cancelled, on the maturity date the Securities will be redeemed in full at their principal amount outstanding.

If a Credit Event and a relevant Event Determination Date have occurred, then each Security will be redeemed in full (or, where an M(M)R Restructuring occurs, in part) by payment of the relevant Credit Event Redemption Amount to the Securityholders. Multiple Credit Events and related Event Determination Dates may occur in respect of Single Name Credit Linked Certificates in accordance with the relevant M(M)R Restructuring provision(s). The Securityholders do not have a right to require the Issuer to redeem their Certificates early.

Where:

**Single Name Credit Linked Certificates:**

These are Certificates which represent an investment linked to the performance of one Reference Entity.

**Credit Linked Principal Certificates:**

The occurrence of a Credit Event will impact the repayment of principal and any premium under the Securities.

**Premium provisions:**

*1. Receipt of payments of premium on each Premium Payment Date if a Credit Event and Event Determination Date have not occurred*

If a Credit Event and Event Determination Date have not occurred, then the premium due will be paid on each Premium Payment Date (including the Scheduled Final Termination Date).

However, if an Applicable DC Credit Event Question has been submitted on or prior to a Premium Payment Date and no corresponding DC Resolution has been published or a Relevant Credit Event and related Relevant Event Determination Date could occur but no Credit Event Notice has been delivered, then the maximum amount of premium that would be payable under the Credit Linked Certificates will be suspended (assuming an Event Determination Date would occur, as though full exercise of an M(M)R Restructuring had occurred) and will be paid as set out below if it is determined that no Credit Event has occurred.

Where

**Relevant Credit Event:** means any Credit Event which occurs with respect to the relevant Reference Entity, subject to the provisions of Credit Linked Condition 22 (Successor Provisions).

**Relevant Event Determination Date:** means the Event Determination Date occurring with respect to a Relevant Credit Event.

*2. Premium payments to be received by Securityholders after the occurrence of a Credit Event*

As Premium Accrual on Default has been designated, if an Event Determination Date occurs, premium will cease from and including the first Business Day immediately following the Event Determination Date.

However, in respect of each Credit Linked Certificate, premium will only accrue on the Applicable Proportion from (and including) the Premium Payment Date preceding such Event Determination Date or (if no such Premium Payment Date exists), the Issue Date to (and including) such Event Determination Date.

In respect of Credit Linked Certificates, any accrued, but unpaid, premium will be paid (i) within 10 Business Days following the relevant Credit Event Redemption Date and where there is no incurred recovery, within 10 Business Days following the relevant Auction Final Price Determination Date or Final Price Determination Date, as applicable.

*3. If payments of premium are suspended when will the Issuer's obligations to make such payments resume*

Suspension of any premium amount will continue until certain public announcements by the DC Secretary are made or until the Calculation Agent determines that a Relevant Credit Event has not occurred and will not occur. Such public announcements may be one of an Applicable DC No Credit Event Announcement, an Applicable DC Credit Event Question Dismissal or an announcement by the DC Secretary that the Credit Derivatives Determinations Committee will not be convening to Resolve the relevant Applicable DC Credit Event Question. In such case, the Securityholders will be paid the suspended premium amount due 10 Business Days following the date of such announcement or determination by the Calculation Agent.

*4. Will Securityholders receive an additional amount of premium once the Issuer's obligation to make premium payments resumes*

No additional amount of premium will be payable to the Securityholders by the Issuer in connection with the delay or postponement in payment of a premium amount. However, if the Calculation Agent determines that the amount of premium suspended pursuant to Credit Linked Condition 2(c) (*Suspension of premium following an Applicable DC Credit Event Question, a potential Credit Event or a potential Risk Event*) was greater or lesser than the amount of premium that should have been suspended, the Issuer will be required to calculate the adjustment premium amount due to or from the Securityholders and such adjustment amount will be paid to, or held back from future premium payments owed to, the Securityholders and where there has been a shortfall as at the relevant maturity or early redemption date, such premium shortfall proceeds shall be deducted from the final redemption amount.

**Event Determination Date**

The date on which it is determined that a Credit Event has occurred in accordance with the provisions of the Credit Linked Conditions.

**Credit Events**

Bankruptcy, Failure to Pay, M(M)R, Restructuring and Governmental Intervention have been designated as Credit Event(s) in the Final Terms. The following four scenarios may apply to Single Name Credit Linked Certificates:

**No Credit Event has occurred**

Where the Credit Linked Certificates are not redeemed early due to the occurrence of a Credit Event, repurchased or cancelled, the amount payable in respect of each Credit Linked Certificate that is redeemed in full on the Scheduled Final Termination Date will be an amount equal to par plus any premium due on that date. The Scheduled Final Termination Date may be extended by the Calculation Agent in certain circumstances (as described below).

**Either a Bankruptcy or Failure to Pay or Governmental Intervention Credit Event has occurred**

If any of a Bankruptcy, Failure to Pay or Governmental Intervention Credit Event occurs (or more than one of them) and an Event Determination Date occurs, the Credit Linked Certificates will be redeemed at the Credit Event Redemption Amount with no further payment of principal or premium on the Credit Linked Certificates. The Credit Event Redemption Amount is likely to be less than the par value of the Credit Linked Certificates and may even be zero.

Where the Reference Obligation is a subordinated obligation and if a Credit Event relating to Governmental Intervention would only affect the further subordinated obligations of the relevant obligor, a Credit Event will not be triggered in respect of such Reference Entity.

**An M(M)R Restructuring Credit Event has occurred and no other subsequent Credit Event has occurred**

If an M(M)R Restructuring Credit Event occurs, and if the Issuer decides to partially redeem the Credit Linked Certificates, each Credit Linked Certificate will be redeemed in part by an amount that is less than the entire credit protection purchased and sold under the Credit Linked Certificates in relation (ie: the principal amount outstanding of the Securities) to the Reference Entity with respect to which the Restructuring Credit Event occurred (such partial amount, the Exercise Amount). The Credit Event Redemption Amount payable to Securityholders will reflect such partial exercise for the purposes of redemption of the Credit Linked Certificates. Subsequent determinations of premium and principal under the Credit Linked Certificates will be determined only in respect of the outstanding nominal amount of the Credit Linked Certificate following such reduction.

Where the Reference Obligation is a subordinated obligation and if a Credit Event relating to Restructuring would only affect the further subordinated obligations of the relevant obligor, a Credit Event will not be triggered in respect of the Reference Entity.

**An M(M)R Restructuring Credit Event has occurred and subsequently any of a Bankruptcy, Failure to Pay or Governmental Intervention Credit Event has occurred**

If an M(M)R Restructuring Credit Event occurs, the Issuer may decide to partially redeem the Credit Linked Certificates in an amount equal to the Exercise Amount. The Credit Event Redemption Amount payable to Securityholders will reflect such partial exercise for the purposes of redemption of the Credit Linked Certificates. Subsequent determinations of premium and principal under the Credit Linked Certificates will be determined only in respect of the outstanding nominal amount of the Credit Linked Certificate following such reduction. If subsequently any of a Bankruptcy, Failure to Pay or Governmental Intervention Credit Event occurs and an Event Determination Date occurs, the Credit Linked Certificates will be redeemed at the Credit Event Redemption Amount with no further payment of principal or premium.

**Applicable Proportion:**

The Applicable Proportion represents such proportion of the aggregate notional amount of a Credit Linked Certificate that is affected by a Credit Event and is used for determining the amounts payable or to be written down and/or redeemed following the occurrence of a Credit Event. The Applicable Proportion of each Single Name Credit Linked Certificate will be equal to the product of EUR 10,000 of such Credit Linked Certificate and:

- (i) 100 per cent. (where the Credit Event is not an M(M)R Restructuring);
- (ii) an amount (expressed as a percentage) equal to the Exercise Amount specified in the relevant Credit Event Notice relating to the relevant Reference Entity and Credit Event, divided by the Original Aggregate Nominal Amount of such Credit Linked Certificates (where the Credit Event is an M(M)R Restructuring); or
- (iii) an amount (expressed as a percentage) equal to the Single Name Partial Nominal Amount divided by the Original Aggregate Nominal Amount of such Credit Linked Certificates (where the Credit Event is not an M(M)R Restructuring).

Where:

**Original Aggregate Nominal Amount:** means, on the Issue Date, the original aggregate nominal amount of the Securities.

**Single Name Partial Nominal Amount:** means that in case of Multiple Successors and where a Relevant Credit Event and related Relevant Event Determination Date occurs, will not redeem in whole, but instead the relevant provisions of these Securities shall be deemed to apply to the nominal amount represented by such Single Name Successor Entity only after the apportionment of the Successor.

**Multiple Successors:** means that following a succession and related Succession Date in respect of a Reference Entity (such Reference Entity affected by a succession being a **Single Name Succession Reference Entity**) more than one Successor will be identified by the Calculation Agent and the Securities will be amended without the consent of the Securityholders and, to the extent applicable, the Calculation Agent shall apportion any outstanding nominal amount or any other relevant calculation amounts equally in relation to each Successor.

**Succession Date:** means the legally effective date of an event in which one or more entities succeed to some or all of the Relevant Obligations of the relevant Reference Entity.

**Credit Event Redemption Amount:**

The Credit Event Redemption Amount is the cash amount that is payable to the Securityholders on an early redemption of the Credit Linked Certificates following the occurrence of a Credit Event and is broadly indicative of the recoveries in respect of such Credit Linked Certificates.

The Credit Event Redemption Amount depends on the applicable Credit Event Redemption Method or Fallback Redemption Method, the nature of the Credit Linked Certificates and the timing for payment.

The Issuer has selected Auction Redemption as the Credit Event Redemption Method and Cash Redemption as the Fallback Redemption Method (which will apply if Auction Redemption cannot be applied) in the Final Terms. Therefore, the Credit Event Redemption Amount will be the Auction Redemption Amount, unless Cash Redemption as the Fallback Redemption Method applies when it will be the Cash Redemption Amount ..

The Credit Event Redemption Amount is determined based on the recovery price of certain deliverables determined in the relevant auction on the auction final price determination date or eligible obligations (Valuation Obligations) of the Reference Entity on a specified date (being the final price determination date) following the occurrence of a Credit Event with respect to such Reference Entity. If Cash Redemption applies, the eligible obligations will be one or more obligations, as selected by

the Calculation Agent, that are either a Reference Obligation and/or would constitute a Deliverable Obligation as at the particular observation time in accordance with elections made in the Final Terms. The price of such eligible obligations will be determined on the basis of bid quotations received by the Calculation Agent from dealers.

A Credit Event may occur prior to the Issue Date of the Credit Linked Certificates specified in the Final Terms. Securityholders should conduct their own review of any recent developments with respect to the Reference Entity by consulting publicly available information. If a request has been delivered to ISDA prior to the Trade Date to determine whether a Credit Event has occurred with respect to the Reference Entity, details of such request may be found on the ISDA website at <https://www.cdsdeterminationscommittees.org/> (or any successor website).

*Determination of Credit Event Redemption Amount in respect of Auction Redemption:*

The Auction Redemption Amount will be determined by reference to a price determined by way of a credit derivatives auction administered by the auction administrators based on the auction settlement terms published by the DC Secretary (an Auction). The Auction will involve a bidding process by institutions participating in the relevant Auction, pursuant to a bidding procedure set under the relevant auction settlement terms, to establish the value of the eligible obligations (the Deliverable Obligations) of the relevant Reference Entity. Deliverable Obligations means obligations of the Reference Entity which satisfy certain specified "Deliverable Obligation Categories" and "Deliverable Obligation Characteristics" which are on the Final List as published by the DC Secretary. The Issuer or one or more of its affiliates may act as a participating bidder in any such Auction and may submit bids and offers with respect to the Deliverable Obligations of the Reference Entity.

The Auction Redemption Amount will be equal to the product of (1) the Applicable Proportion of the Credit Linked Certificates being redeemed and (2) the price (expressed as a percentage) determined through the Auction for certain obligations of such Reference Entity, minus each Credit Linked Certificate's pro rata share of any unwind costs.

*Determination of Credit Event Redemption Amount in respect of Cash Redemption:*

The Cash Redemption Amount will be determined on the basis of the bid quotations sought by the Calculation Agent from third party dealers for the eligible obligations of the relevant Reference Entity selected by the Calculation Agent and satisfying certain specified obligation categories and obligation characteristics (such obligations being the Valuation Obligations). However, if no quotations are obtained, the Calculation Agent will determine the final price acting in a commercially reasonable manner. The final pricemay even be zero.

The Cash Redemption Amount will be equal to the greater of (a) zero and (b) the product of (1) the Applicable Proportion of the Credit Linked Certificates being redeemed and (2) the price (expressed as a percentage) determined on the basis of such bid quotations sought by the Calculation Agent from third party dealers for the Deliverable Obligations, minus each Credit Linked Certificate's pro rata share of any unwind costs

***M(M)R Restructuring Credit Event:***

If a Restructuring Credit Event occurs and it constitutes an M(M)R Restructuring, the Issuer may elect to trigger a partial redemption of the Credit Linked Certificates in respect of such Restructuring Credit Event.

If the Issuer decides to partially redeem the Credit Linked Certificates, each Credit Linked Certificate will be redeemed in part by an amount that is less than the entire credit protection purchased and sold under the Credit Linked Certificates in relation to the Reference Entity with respect to which the Restructuring Credit Event occurred (such partial amount, the Exercise Amount). The Credit Event Redemption Amount payable to Securityholders will reflect such partial exercise for the purposes of redemption of the Credit Linked Certificates. Subsequent determinations of interest and principal under the Credit Linked Certificates will be determined only in respect of the outstanding nominal amount of the Credit Linked Certificate following such reduction.

***Scheduled Final Termination Date:***

*1. Credit Linked Certificates may be redeemed after the Scheduled Final Termination Date*

If no Event Determination Date occurs, then the Credit Linked Certificates are scheduled to redeem on the Scheduled Final Termination Date. However, if the Calculation Agent determines that on or prior to the Scheduled Final Termination Date, (i) the Reference Entity (a) may be subject to a Credit Event, (b) if "Grace Period Extension" is applicable, is or may be subject to a Potential Failure to Pay, (ii) a Credit Event Notice may be delivered after the Scheduled Final Termination Date within an effective delivery period which may result in a Relevant Event Determination Date occurring, (iii) a Credit Event Resolution Request Date may occur after the Scheduled Final Termination Date but during the Notice Delivery Period which may result in a Relevant Event Determination Date occurring, (iv) the final Credit Event Redemption Date will only occur after the Scheduled Final Termination Date (including any final Fallback Partial Cash Redemption Date) or (v) a Payment Failure Cut-Off Date may occur after the Scheduled Final Termination Date where a Payment Failure Event has occurred, then each Credit Linked Certificate then outstanding shall not be redeemed on the Scheduled Final Termination Date but shall be redeemed on the Extended Maturity Date.

*2. When will the Credit Linked Certificates be redeemed if the Scheduled Maturity Date is extended*

If no Relevant Event Determination Date occurs on or prior to the Notes Extension Date, the Credit Linked Certificates will redeem on the latest to occur of (a) the fifth Business Day following the Notes Extension Date; (b) the final Credit Event Redemption Date in relation to any unsettled Relevant Credit Events or; (c) the fifth Business Day following the Payment Failure Cut-Off Date.

In respect of Credit Linked Notes, where a Relevant Event Determination Date actually occurs on or prior to the Notes Extension Date, the Credit Linked Notes will be redeemed on the later to occur of (a) the final Credit Event Redemption Date in relation to any unsettled Relevant Credit Events and (b) the fifth Business Day following the Payment Failure Cut-Off Date.

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

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

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

**Acknowledgement of United States special resolution regimes:** The Securities contain an express contractual recognition that, in the event the Issuer or the Guarantor becomes subject to a proceeding under a U.S. special resolution regime, the transfer of Securities to which the relevant U.S. legislation applies, and (in relation to such Securities) the deed of guarantee (and the transfer of any interest and obligation in or under such Securities or deed of guarantee) from the Issuer or the Guarantor, as applicable, will be effective to the same extent as the transfer would be effective under such U.S. special resolution regime. In addition, the Securities contain an express contractual recognition that, in the event the Issuer or the Guarantor and any of their affiliates becomes subject to a proceeding under a U.S. special resolution regime, certain default rights against the Issuer or the Guarantor, as applicable with respect to such Securities or deed of guarantee, are permitted to be exercised to no greater extent than they could be exercised under such U.S. special resolution regime. The exercise of any power under the U.S. special resolution regimes could materially adversely affect the rights of the holders of such Securities, and accordingly, the price or value of their investment in such Securities.

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

**Description of restrictions on free transferability of the Securities**

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

**Where will the Securities be traded?**

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market on Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date.

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("**EuroTLX**") with effect from on or around the Issue Date.

The EuroTLX is not a regulated market for the purpose of Directive 2014/65/EU (as amended, varied or replaced from time to time).

**Is there a guarantee attached to the Securities?**

**Brief description of the Guarantor:** Citigroup Inc. (the "**Guarantor**") was established as a corporation incorporated in Delaware on 8 March 1988, registered at the Delaware Division of Corporations with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. The principal offices for the Guarantor are located at 388 Greenwich Street, New York, NY 10013, and its telephone number is + 1 212 559-1000. Its LEI is 6SHGI4ZSSLCXXQSBB395. The Guarantor is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad, yet focused, range of financial products and services.

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

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited consolidated financial statements of the Guarantor for the years ended 31 December 2023 and 2022, and from the unaudited consolidated interim financial statements of the Guarantor for the period ended 31 March 2024.

Summary information – income statement				
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)	Three months ended 31 March 2024 (unaudited)	Three months ended 31 March 2023 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements (in millions of U.S. dollars)	9,382	15,165	3,408	4,652
Summary information – balance sheet				
	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)	As at 31 March 2024 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	296,734	288,125	292,231	
Debt to equity ratio (total liabilities/total shareholder equity)	10.74	11.01	10.77	



<b>Summary information – cash flow statement</b>				
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>	<b>Three months ended 31 March 2024 (unaudited)</b>	<b>Three months ended 31 March 2023 (unaudited)</b>
Net cash flows from operating activities <i>(in millions of U.S. dollars)</i>	(73,416)	25,069	(10,831)	(30,485)
Net cash flows from financing activities <i>(in millions of U.S. dollars)</i>	687	137,763	12,351	15,766
Net cash flows from investing activities <i>(in millions of U.S. dollars)</i>	(8,459)	(79,455)	14,844	(3,073)

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

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

- The Guarantor is a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the banking, insurance and securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Guarantor, the Guarantor's ability to fulfil its obligations under the Securities may be adversely affected, and consequently the value of and return on the Securities may be adversely affected.
- The Guarantor is expected to act as a source of financial strength for its U.S. insured depository institutions and to commit resources to support such banks. As a result, the Guarantor may be required to commit resources (in the form of investments or loans) to its U.S. insured depository institutions in amounts or at times that could adversely affect its ability to also fulfil its obligations under the Securities, and consequently the value of and return on the Securities.
- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. In addition, ratings downgrades could have a significant and immediate impact on the Guarantor's funding and liquidity through cash obligations, reduced funding capacity and derivative triggers and additional margin requirements. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers. A reduction in the Guarantor's or its subsidiaries' credit ratings could also widen the Guarantor's credit spreads or otherwise increase its borrowing costs and limit its access to the capital markets. Any of the foregoing factors may negatively impact the value of and return on the Securities.
- Adequate liquidity and sources of funding are essential to the Guarantor's businesses, and can be significantly and negatively impacted by factors the Guarantor cannot control, such as general disruptions in the financial markets, governmental fiscal and monetary policies, regulatory changes or negative investor perceptions of the Guarantor's creditworthiness. The Guarantor's ability to obtain funding may be impaired if other market participants are seeking to access the markets at the same time, or if market appetite declines, as is likely to occur in a liquidity stress event or other market crisis. A sudden drop in market liquidity could also cause a temporary or lengthier dislocation of underwriting and capital markets activity. In addition, clearing organisations, central banks, clients and financial institutions with which the Guarantor interacts may exercise the right to require additional collateral based on their perceptions or the market conditions, which could further impair the Guarantor's access to and cost of funding. These factors may negatively impact the market value of the Securities.

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

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. The value of Securities prior to their scheduled termination may vary due to the occurrence of one or more applicable Credit Event(s) as designated in the Final Terms. If a Credit Event occurs in relation to the relevant Reference Entity you may lose all or part of your investment in the Credit Linked Certificates. Further, the amount of Premium you will receive during the term of the Securities will among others depend on whether a Credit Event including without limitation a M(M)R Restructuring Credit Event has occurred.
- Credit Linked Certificates give you exposure to the credit risk of the Reference Entity without having to own a bond, loan or other type of borrowed money obligation of such Reference Entity. The Reference Entity itself is not a party to and has no direct involvement in the Credit Linked Certificates and you will not be able to claim against the Reference Entity or Issuer for any losses you may suffer from a Credit Event in respect of the relevant Reference Entity. You will also not have any interest in, or rights under, any obligation of such Reference Entity. An investment in Credit Linked Certificates is not equivalent to an investment in the obligations of a Reference Entity. You will not have any rights to acquire from the Issuer (or to require the Issuer) to transfer, assign or otherwise dispose of any interest in any Reference Obligation or any Reference Entity.
- You as the credit protection seller assume credit risk with respect to a Reference Entity under the Securities. The credit risk is that (i) the Reference Entity fails to perform its obligations under bond or loan (as applicable) obligations, or (ii) the risk that the Reference Entity enters into bankruptcy; or (iii) the risk that the Reference Entity enters into M(M)R Restructuring. The likelihood of the above Credit Event(s) occurring in respect of any Reference Entity will generally fluctuate with, among other things, the financial condition and other characteristics of such Reference Entity, general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates.

- The financial condition and creditworthiness of a Reference Entity may change over time. Public information which is available in relation to a Reference Entity may be incomplete, misleading or out of date. The identity of the Reference Entity is subject to change as a result of successions where there are debt transfers or where another entity issues bonds or incurs a loan obligation in exchange for bonds or loans of the Reference Entity. The risks associated with a successor Reference Entity may be greater than the risks associated with the original Reference Entity.
- The amounts due in respect of the Securities are determined by the relevant applicable Credit Event Redemption Method or Fallback Redemption Method, the nature of the Credit Linked Certificates and the timing for payment. Timing of payment may be extended by the Calculation Agent in certain circumstances. The timing of payments may be delayed by the mechanics of the applicable Credit Event Redemption Method and/ or Fallback Redemption Method.
- An investment in Credit Linked Certificates entails significant risk in addition to those associated with investments in a conventional debt security. You should have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of investing in Credit Linked Certificates as well as access to, and knowledge of, appropriate analytical tools to evaluate such merits and risks.
- You should conduct your own investigations and, in deciding whether or not to purchase the Credit Linked Certificates, should form your own views of the merits of an investment related to the Credit Linked Certificates based upon such investigations. In particular, you should conduct your own appraisal of the Reference Entity. If in doubt, you are strongly recommended to consult with your independent legal and financial advisers before making any investment decision. Neither the Issuer nor any other person on their behalf makes any representation or warranty, express or implied, as to the credit quality of the Reference Entity. The Issuer may have acquired, or during the term of the Credit Linked Certificates may acquire, confidential information with respect to the Reference Entity and is not required to disclose this information to you or any other party.
- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.

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

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

***Terms and conditions of the offer***

The Securities are not being publicly offered.

***Estimated expenses or taxes charged to investor by issuer/offeror***

No expenses are being charged to an investor by the Issuer.

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

The Issuer is the entity requesting for the admission to trading of the Securities.

**Why is the Prospectus being produced?**

***Use and estimated net amount of proceeds:***

The net proceeds of the issue of Securities will be used by the Issuer and/or its subsidiaries for general corporate purposes, which include making a profit.

The estimated net amount of proceeds is an amount equal to the final number of Securities issued on the issue date multiplied by the issue price per Security.

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

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

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