

FINAL TERMS

Final Terms dated 31 December 2019

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of USD 3,000,000 Certificates due January 2024 linked to Gold

Guaranteed by Citigroup Global Markets Limited

Under the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities in any Member State of the EEA which has implemented the Prospectus Directive 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 Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

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

For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC (as amended or superseded) and any relevant implementing measure in a Relevant Member State.

The Securities and the CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Securities and the CGMFL Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the 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 CGMFL Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the 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 plan subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

PART A – CONTRACTUAL TERMS

The Securities are English Law Securities.

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*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to the Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purposes of the Prospectus Directive.

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

only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented.

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of the Central Bank of Ireland (www.centralbank.ie). In addition, this Final Terms is available on the website of the Central Bank of Ireland (www.centralbank.ie) and on the website of Euronext Dublin (www.ise.ie). This Final Terms is also available on the website of the Issuer (<https://it.citifirst.com/Home>).

For the purposes hereof, "**Base Prospectus**" means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 19 July 2019, as supplemented by a Supplement (No.1) dated 23 August 2019 ("**Supplement No.1**"), a Supplement (No.2) dated 9 September 2019 ("**Supplement No.2**"), a Supplement (No.3) dated 10 October 2019 ("**Supplement No.3**"), a Supplement (No.4) dated 4 November 2019 ("**Supplement No.4**") and a Supplement (No.5) dated 8 November 2019 ("**Supplement No.5**", and together with Supplement No.1, Supplement No.2, Supplement No.3 and Supplement No.4, the "**Supplements**").

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

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
- (ii) Guarantor: Citigroup Global Markets Limited
2. (i) Type of Security: Italian Listed Certificates
- (ii) Series Number: CGMFL10703
- (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: United States dollars (**USD**)
4. Aggregate Principal Amount:
 - (i) Series: 1,500 Units (each Unit being USD 2,000 in principal amount of the Securities)
 - (ii) Tranche: 1,500 Units (each Unit being USD 2,000 in principal amount of the Securities)

The Securities are issued in Units. Accordingly, references herein to Units shall be deemed to be references to USD 2,000 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: USD 2,000 per Security
6. (i) Specified Denominations: 1 Unit
- (ii) Calculation Amount: 1 Unit
7. (i) Issue Date: 2 January 2020
- (ii) Premium Commencement: Not Applicable

Date:

8. Final Termination Date: 2 January 2024, subject to adjustment in accordance with the Following Business Day Convention
9. Type of Securities: The Securities do not bear or pay any premium
- The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Termination Provisions are applicable, item 14(v) below
- 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: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Senior

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION

12. Underlying Linked Securities Provisions: Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
- (i) Underlying:
- (A) Description of Underlyings(s): Gold bars or unallocated gold complying with the rules of The London Bullion Market Association or its successor (the **LBMA**) relating to good delivery and fineness from time to time in effect (**Gold**)
- (B) Classification: Commodity
- (C) Electronic Page: Bloomberg Page: GOLDLNPM <INDEX>
- (ii) Particulars in respect of each Underlying:
- Commodity/Commodities:
- (A) Commodity Price: The afternoon fixing price per troy ounce of Gold for delivery in London through a member of the LBMA authorised to effect such delivery, stated in USD, as calculated by the Exchange and displayed on the Price Source(s)
- (B) Delivery Date: Not Applicable
- (C) Exchange(s): London Gold Market, being the market in London on which members of the LBMA, amongst other things, quote prices for the buying and selling of Gold
- (D) Price Source: The Electronic Page

	(E)	Scheduled Trading Day:	As specified in Commodity Condition 1 (<i>Definitions</i>)
(iii)		Elections in respect of each type of Underlying:	Applicable
		Commodity/Commodities:	
	(A)	Commodity Dealers	Not Applicable
	(B)	Disruption Event(s):	Commodity Condition 3(a) (<i>Disrupted Day</i>) applies
	(C)	Disruption Fallback(s):	Commodity Condition 3(b) (<i>Disruption Fallback</i>) applies
	(D)	Additional Early Termination Events:	Commodity Condition 5: Applicable
			Early Termination Amount: Fair Market Value
			Deduction of Hedge Costs: Not Applicable
			Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
			Additional Costs on account of Early Termination: Applicable
(iv)		Trade Date:	13 December 2019
(v)		Realisation Disruption:	Not Applicable
(vi)		Underlying RMB Currency Event:	Not Applicable
(vii)		Hedging Disruption Early Termination Event:	Applicable
			Early Termination Option: Applicable
			Early Termination Amount: Fair Market Value
			Deduction of Hedge Costs: Not Applicable
			Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
			Additional Costs on account of Early Termination: Applicable
(viii)		Hedging Disruption:	Not Applicable
(ix)		Section 871(m) Event:	Not Applicable
(x)		Termination for Taxation Reasons:	Applicable
			Early Termination Option: Applicable
			Early Termination Amount: Fair Market Value
			Deduction of Hedge Costs: Not Applicable

		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Termination: Applicable
(xi)	Change in Law:	Applicable
		Illegality: Applicable
		Material Increased Cost: Applicable
		Early Termination Option: Applicable
		Early Termination Amount: Fair Market Value
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Termination: Applicable
(xii)	Increased Cost of Hedging:	Not Applicable
(xiii)	Illegality:	Applicable
		Early Termination Amount: Fair Market Value
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Termination: Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable
(xiv)	Event of Default	Early Termination Amount: Fair Market Value
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Termination: Applicable
(xv)	Minimum Return Amount:	Not Applicable
(xvi)	Administrator/Benchmark Event:	Valuation and Settlement Condition 3 (<i>Termination or adjustment for an Administrator/Benchmark Event</i>): Applicable
		Early Termination following Administrator/Benchmark Event: Applicable

Early Termination Amount: Fair Market Value

Deduction of Hedge Costs: Not Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Applicable

Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Termination: Applicable

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

13. **Premium Provisions:** Not Applicable – the Securities do not bear or pay premium

14. **Termination Provisions:**

- | | | |
|-------|---|--------------------|
| (i) | Issuer Call | Not Applicable |
| (ii) | Investor Put | Not Applicable |
| (iii) | Mandatory Early Termination Provisions | Not Applicable |
| (iv) | Termination Amount: | See item (v) below |
| (v) | Underlying Linked Securities Termination Provisions | Applicable |

Dates

(A)	Specified Termination Barrier Observation Date:	For the purpose of determining whether a Termination Barrier Event has occurred: Each Scheduled Trading Day which is not a Disrupted Day from (but excluding) the Specified Termination Strike Date to (and including) 2 January 202.
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(B)	Specified Final Valuation Date(s):	For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: 2 January 202
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(C)	Specified Termination Strike Date:	30 December 2019
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Underlying(s) relevant to termination, Final Performance provisions and levels of the Termination Underlying(s)

(A)	Termination Underlying(s):	The Underlying specified in item 12 above
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(B)	Termination Barrier Underlying(s):	The Termination Underlying
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Final Performance Provisions:		Applicable
(A)	Single Underlying Observation:	Applicable for the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred
	I. Maximum Final Performance Percentage:	Not Applicable
	II. Minimum Final Performance Percentage:	Not Applicable
	III. Maximum Final Performance Percentage (Barrier Event):	Not Applicable
	IV. Minimum Final Performance Percentage (Barrier Event):	Not Applicable
	V. Maximum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
	VI. Minimum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
	VII. Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
	VIII. Minimum Final Performance Percentage (Barrier Event Not	Not Applicable

	Satisfied):		
	IX.	Final Performance Adjustment Percentage:	Not Applicable
(B)	Weighted Observation:	Basket	Not Applicable
(C)	Best of Observation:	Basket	Not Applicable
(D)	Worst of Observation:	Basket	Not Applicable
(E)	Outperformance Observation:		Not Applicable
(F)	Arithmetic Underlying Return:	Mean	Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Performance – Observation:	Final Asian	Not Applicable
Provisions relating to levels of the Termination Underlying(s)			Applicable
(A)	Termination Level:	Initial	For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: Closing Level on Termination Strike Date
(B)	Final Level:	Reference	For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: Closing Level on Final Valuation Date
(C)	Termination Level:	Strike	For the purpose of determining the Performance-Linked Termination Amount if a Termination Barrier Event has not occurred: Termination Initial Level
Provisions relating to a Termination Barrier Event			Applicable
(A)	Termination Event:	Barrier	In respect of the Termination Barrier Underlying: Applicable – Termination Barrier Event American One-Touch Observation – Closing Level
(B)	Final Barrier Level:		greater than 135% of the Termination Initial Level of the Termination Barrier Underlying
Provisions relating to the termination amount due or entitlement deliverable			Applicable
Provisions applicable where Termination Barrier Event is Not Applicable and the Termination Amount is a Performance-Linked			Not Applicable

Termination Amount:

Provisions applicable where
Termination Barrier Event is
Applicable

(A) Provisions applicable to Physical Delivery: Not Applicable

(B) Termination Upper Barrier Event: Applicable

Termination Barrier Event Underlying Closing Level
greater than or equal to

The Specified Termination Upper Barrier Event
Valuation Date will be 2 January 2024

(C) Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is specified: Not Applicable

(D) Termination Upper Barrier Percentage: 100% of the Termination Initial Level for the Termination Barrier Underlying

I. Upper Termination Amount due where no Termination Barrier Event has occurred: Applicable – the Performance-Linked Termination Amount determined in accordance with Call Option Provisions

II. Lower Termination Amount due where no Termination Barrier Event has occurred: Applicable - USD 2,000 per Security

(E) Termination Amount due where a Termination Barrier Event has occurred: Applicable – USD 2,120 per Security

Performance-Linked
Termination Amount:

Put Option: Not Applicable

Call Option: Applicable: if a Termination Upper Barrier Event occurs

I.	Maximum Termination Amount:	Not Applicable
II.	Minimum Termination Amount:	Not Applicable
III.	Maximum Termination Amount (Barrier Event Satisfied):	Not Applicable
IV.	Minimum Termination Amount (Barrier Event Satisfied):	Not Applicable
V.	Maximum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VI.	Minimum Termination Amount (Barrier Event Not Satisfied):	Not Applicable
VII.	Final Participation Rate (FPR):	Not Applicable
VIII.	Termination Adjustment:	Not Applicable
Call Spread - Put Spread Option:		Not Applicable
Twin Win Option:		Not Applicable
Market Timer:		Not Applicable
Put Call Sum		Not Applicable
Swaption:		Not Applicable
Termination Underlying Valuation Provisions		Applicable
(A)	Valuation Disruption (Scheduled Trading Days):	The provisions of Valuation and Settlement Condition 2(c)(i) (<i>Adjustments to Valuation Dates (Scheduled Trading Days)</i>) apply.
(B)	Valuation Disruption (Disrupted Days):	The provisions of Valuation and Settlement Condition 2(d)(i) (<i>Adjustments to Valuation Dates (Disrupted Days and Underlying Closing Levels)</i>) apply
(C)	Valuation Roll:	Five
15. FX Provisions:		Not Applicable
16. FX Performance:		Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

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

PROVISIONS RELATING TO INDEX SKEW NOTES

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

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

19. **Form of Securities:** Registered Securities
Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
20. **New Safekeeping Structure:** Not Applicable
21. **Business Centre(s):** London, New York City and TARGET Business Days
22. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** London, New York City and TARGET Business Days
23. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
24. **Consolidation provisions:** The provisions of General Condition 14 (*Further Issues*) apply
25. **Substitution provisions:** Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
- Additional Requirements: Not Applicable
26. **Name and address of Calculation Agent:** Citigroup Global Markets Limited (acting through its EMEA Equity Index Exotic Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27. **Determination Agent:** Calculation Agent
28. **Determinations:**
- (i) Standard: Commercial Determination
- (ii) Minimum Amount Adjustment Prohibition: Applicable
29. **Determinations and Exercise of Discretion (BEC):** Not Applicable
30. **Additional provisions applicable to Italian Listed Certificates:** Applicable
- (i) Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX: 9 January 2024
31. **USD LIBOR Fallbacks Schedule:** Not Applicable

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:

Application 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. (formerly managed by EuroTLX SIM S.p.A. merged with and into 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

material to the issue.

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

(i) Reasons for the Offer: Not Applicable

(ii) Estimated net proceeds: Not Applicable

(iii) Estimated total expenses: Not Applicable

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

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

6. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: The Commodity Price is provided by ICE Benchmark Administration (**IBA**)

As at the date hereof, IBA appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation

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 and the CGMFL Guarantor accept responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer and the CGMFL Guarantor are 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:	XS1273328515
Common Code:	127332851
CUSIP:	5C00079N9
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEXXTX
FISN:	CITIGROUP GLOBA/UT 20240109
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 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) | Stabilising Manager(s) (if any): | Not Applicable |
| (v) | If non-syndicated, name and address of Dealer: | Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom |
| (vi) | Total commission and concession: | None |
| (vii) | Swiss selling restrictions: | Not Applicable |
| (viii) | Non-exempt Offer: | Not Applicable |
| | | Not Applicable |
| | | Not Applicable |
| | | Not Applicable |
| (ix) | General Consent: | Non-syndicated |
| (x) | Other conditions to consent: | Not Applicable |
| (xi) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |

10. UNITED STATES TAX CONSIDERATIONS

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

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

ANNEX

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 Securities, the Issuer and the CGMHI Guarantor (where the Issuer is CGMHI) or the CGMFL Guarantor (where the Issuer is CGMFL). Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities, issuer and guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

SECTION A – INTRODUCTION AND WARNINGS

Element	Title	
A.1	Introduction	This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in the Securities 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 Securities.
A.2	Consent	Not Applicable

SECTION B – ISSUER AND GUARANTOR

Element	Title																															
B.1	Legal and commercial name of the Issuer	Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL)																														
B.2	Domicile/ legal form/ legislation/ country of incorporation	CGMFL is a corporate partnership limited by shares (<i>société en commandite par actions</i>), incorporated on 24 May 2012 under Luxembourg law for an unlimited duration with its registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, telephone number +352 45 14 14 447 and registered with the Register of Trade and Companies of Luxembourg under number B 169.199.																														
B.4b	Trend information	Not Applicable. There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on CGMFL's prospects for its current financial year.																														
B.5	Description of the Group	<p>CGMFL is a wholly owned indirect subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the Group).</p> <p>Citigroup Inc. 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. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2018, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other.</p>																														
B.9	Profit forecast or estimate	Not Applicable. CGMFL has not made a profit forecast or estimate in the Base Prospectus.																														
B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																														
B.12	Selected historical key financial information	<p>The table below sets out a summary of key financial information extracted from CGMFL's Annual Report for the year ended 31 December 2018:</p> <table> <tr> <th></th><th>At or for the year ended 31 December 2018 (audited)</th><th>At or for the year ended 31 December 2017 (audited)</th></tr> <tr> <td colspan="3"><i>(in thousands of U.S. dollars)</i></td></tr> <tr> <td>ASSETS</td><td></td><td></td></tr> <tr> <td>Cash and cash equivalents</td><td>1,694</td><td>1,856</td></tr> <tr> <td>Structured notes purchased</td><td>6,750,065</td><td>3,865,956</td></tr> <tr> <td>Index linked certificates purchased</td><td>744,423</td><td>654,547</td></tr> <tr> <td>Derivative assets</td><td>258,766</td><td>302,872</td></tr> <tr> <td>Current income tax assets</td><td>-</td><td>30</td></tr> <tr> <td>Other Assets</td><td>800</td><td>-</td></tr> <tr> <td>TOTAL ASSETS</td><td>7,755,748</td><td>4,825,261</td></tr> </table>		At or for the year ended 31 December 2018 (audited)	At or for the year ended 31 December 2017 (audited)	<i>(in thousands of U.S. dollars)</i>			ASSETS			Cash and cash equivalents	1,694	1,856	Structured notes purchased	6,750,065	3,865,956	Index linked certificates purchased	744,423	654,547	Derivative assets	258,766	302,872	Current income tax assets	-	30	Other Assets	800	-	TOTAL ASSETS	7,755,748	4,825,261
	At or for the year ended 31 December 2018 (audited)	At or for the year ended 31 December 2017 (audited)																														
<i>(in thousands of U.S. dollars)</i>																																
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Current income tax assets	-	30																														
Other Assets	800	-																														
TOTAL ASSETS	7,755,748	4,825,261																														

Element	Title		
		LIABILITIES	
		Structured notes issued	6,750,065 3,865,956
		Index linked certificates issued	744,423 654,547
		Derivative liabilities	258,766 302,872
		Redeemable preference shares	9 7
		Other liabilities	1,618 1,150
		Current tax liabilities	37 61
		TOTAL LIABILITIES	7,754,918 4,824,593
		EQUITY	
		Share capital	627 627
		Reserves	61 -
		Foreign currency translation reserve	41 (85)
		Retained earnings	101 126
		TOTAL EQUITY	830 668
		TOTAL LIABILITIES AND EQUITY	7,755,748 4,825,261
		The table below sets out a summary of key financial information extracted from CGMFL's unaudited interim report and financial statements for the six months ended on 30 June 2019:	
			At 31
		At 30 June	December
		2019	2018
		(unaudited)	(audited)
		<i>(in thousands of U.S. dollars)</i>	
		ASSETS	
		Cash and cash equivalents	8,098 1,694
		Structured notes purchased	10,508,906 6,750,065
		Index linked certificates purchased	391,532 744,423
		Derivative assets	255,165 258,766
		Current income tax assets	24 -
		Other Assets	577 800
		TOTAL ASSETS	11,164,302 7,755,748
		LIABILITIES	
		Structured notes issued	10,508,906 6,750,065
		Index linked certificates issued	391,532 744,423
		Derivative liabilities	255,165 258,766
		Redeemable preference shares	15 9
		Other liabilities	7,786 1,618
		Current tax liabilities	52 37
		TOTAL LIABILITIES	11,163,456 7,754,918
		EQUITY	
		Share capital	627 627
		Reserves	63 61
		Foreign currency translation reserve	41 41
		Retained earnings	115 101
		TOTAL EQUITY	846 830
		TOTAL LIABILITIES AND EQUITY	11,164,302 7,755,748

Element	Title	
		<p><i>Statements of no significant or material adverse change</i></p> <p>There has been: (i) no significant change in the financial or trading position of CGMFL since 30 June 2019 and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2018.</p>
B.13	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to CGMFL which are to a material extent relevant to the evaluation of CGMFL's solvency, since 31 December 2018.
B.14	Dependence upon other group entities	See Element B.5 Description of the Group and CGMFL's position within the Group. CGMFL is dependent on other members of the Group.
B.15	Principal activities	The principal activity of CGMFL is to grant loans or other forms of funding directly or indirectly in whatever form or means to Citigroup Global Markets Limited, another subsidiary of Citigroup Inc., and any other entities belonging to the Group.
B.16	Controlling shareholders	The entire issued share capital of CGMFL is held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited.
B.17	Credit ratings	<p>CGMFL has a long/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC and a long/short term senior debt rating of A/F1 by Fitch Ratings, Inc.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
B.18	Description of the Guarantee	The Securities issued will be unconditionally and irrevocably guaranteed by CGML pursuant to the CGMFL Deed of Guarantee. The CGMFL Deed of Guarantee constitutes direct, unconditional, unsubordinated and unsecured obligations of CGML and ranks and will rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) with all other outstanding, unsecured and unsubordinated obligations of CGML.
B.19	Information about the Guarantor	
B.19/B.1	Legal and commercial name of the Guarantor	Citigroup Global Markets Limited (CGML).
B.19/B.2	Domicile/legal form/legislation/country of incorporation	CGML is a private company limited by shares and incorporated in England under the laws of England and Wales.
B.19/ B.4b	Trend	The banking environment and markets in which the Group conducts its businesses will continue to be strongly influenced by developments

Element	Title																																																																			
	information	in the U.S. and global economies, including the results of the European Union sovereign debt crisis, Brexit and its associated economic, political, legal and regulatory ramifications, protectionist policies such as the withdrawal by the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates and the implementation and rulemaking associated with recent financial reform.																																																																		
B.19/B.5	Description of the Group	CGML is a wholly owned indirect subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries. See Element B.5 above for a description of the Group																																																																		
B.19/B.9	Profit forecast or estimate	Not Applicable. CGML has not made a profit forecast or estimate in the Base Prospectus.																																																																		
B.19/B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																																																																		
B.19/B.12	Selected historical key financial information	<div><div>The table below sets out a summary of key financial information extracted from CGML's Financial Report for the year ended 31 December 2018:</div><table><tr><td></td><td colspan="2">At or for the year ended 31 December</td></tr><tr><td></td><td>2018</td><td>2017</td></tr><tr><td></td><td>(audited)</td><td>(audited)</td></tr><tr><td></td><td colspan="2">(in millions of U.S. dollars)</td></tr><tr><td colspan="3">Income Statement Data:</td></tr><tr><td>Gross Profit</td><td>3,472</td><td>2,924</td></tr><tr><td>Fee and Commission income</td><td>1,535</td><td>1,342</td></tr><tr><td>Net dealing income</td><td>2,414</td><td>1,953</td></tr><tr><td>Operating profit on ordinary activities before taxation</td><td>760</td><td>451</td></tr><tr><td colspan="3">Balance Sheet Data:</td></tr><tr><td>Total assets</td><td>404,907</td><td>377,942</td></tr><tr><td>Subordinated Loans</td><td>9,600</td><td>4,012</td></tr><tr><td>Shareholder's funds</td><td>18,080</td><td>16,031</td></tr></table></div> <div><div>The table below sets out a summary of key financial information extracted from CGML’s Interim Report for the six-month period ended 30 June 2019:</div><table><tr><td></td><td colspan="2">At or for the six month period ended 30 June</td></tr><tr><td></td><td>2019</td><td>2018</td></tr><tr><td></td><td>(unaudited)</td><td>(unaudited)</td></tr><tr><td></td><td colspan="2">(in millions of U.S. dollars)</td></tr><tr><td colspan="3">Income Statement Data:</td></tr><tr><td>Gross Profit</td><td>1,682</td><td>1,804</td></tr><tr><td>Fee and Commission income</td><td>671</td><td>825</td></tr><tr><td>Net dealing income</td><td>1,126</td><td>1,213</td></tr><tr><td>Operating profit on ordinary activities before taxation</td><td>378</td><td>345</td></tr></table></div>		At or for the year ended 31 December			2018	2017		(audited)	(audited)		(in millions of U.S. dollars)		Income Statement Data:			Gross Profit	3,472	2,924	Fee and Commission income	1,535	1,342	Net dealing income	2,414	1,953	Operating profit on ordinary activities before taxation	760	451	Balance Sheet Data:			Total assets	404,907	377,942	Subordinated Loans	9,600	4,012	Shareholder's funds	18,080	16,031		At or for the six month period ended 30 June			2019	2018		(unaudited)	(unaudited)		(in millions of U.S. dollars)		Income Statement Data:			Gross Profit	1,682	1,804	Fee and Commission income	671	825	Net dealing income	1,126	1,213	Operating profit on ordinary activities before taxation	378	345
	At or for the year ended 31 December																																																																			
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Operating profit on ordinary activities before taxation	378	345																																																																		

Element	Title										
		<p style="text-align: right;">As at 30 June 2019 31 December (unaudited) 2018 (audited) <i>(in millions of U.S. dollars)</i></p> <p>Balance Sheet Data:</p> <table> <tr> <td>Total Assets</td><td style="text-align: right;">451,359</td><td style="text-align: right;">404,907</td></tr> <tr> <td>Total Liabilities</td><td style="text-align: right;">433,260</td><td style="text-align: right;">386,827</td></tr> <tr> <td>Shareholder's funds</td><td style="text-align: right;">18,099</td><td style="text-align: right;">18,080</td></tr> </table> <p><i>Statements of no significant or material adverse change</i></p> <p>There has been: (i) no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2019 and (ii) no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2018.</p>	Total Assets	451,359	404,907	Total Liabilities	433,260	386,827	Shareholder's funds	18,099	18,080
Total Assets	451,359	404,907									
Total Liabilities	433,260	386,827									
Shareholder's funds	18,099	18,080									
B.19/B.13	Events impacting the Guarantor's solvency:	Not Applicable. There are no recent events particular to CGML which are to a material extent relevant to the evaluation of CGML's solvency since 31 December 2018.									
B.19/B.14	Dependence upon other Group entities	<p>CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited, which is a wholly-owned indirect subsidiary of Citigroup Inc.</p> <p>See Element B.19/B.5 for CGML's position within the Group. CGML is dependent on other members of the Group.</p>									
B.19/B.15	The Guarantor's Principal activities	CGML is a broker and dealer in fixed income, equity and commodity securities and related products in the international capital markets and an underwriter and provider of corporate finance services, operating globally from the UK and through its branches in Europe and the Middle East. CGML also markets securities owned by other group undertakings on a commission basis.									
B.19/B.16	Controlling shareholders	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited.									
B.19/B.17	Credit ratings	<p>CGML has a long term/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC, A1/P-1 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	
C.1	Description of Securities/ISIN	<p>The Securities are Italian Listed Certificates.</p> <p>Securities are issued in Series. The Series number is CGMFL10703. The Tranche number is 1.</p> <p>As used in this summary, all references to "redemption" and "redeem" shall be construed to be to "termination" and "terminate", references to "interest", "interest payment date", "interest period" and "interest rate" (and related expressions) shall be construed to be to "premium", "premium payment date", "premium period" and "premium rate" and references to "maturity date" shall be construed to be to "final termination date", and all related expressions shall be construed accordingly.</p> <p>The International Securities Identification Number (ISIN) is XS1273328515. The Common Code is 127332851.</p>
C.2	Currency	The Securities are denominated in United States dollars (USD) and the specified currency for payments in respect of the Securities is USD.
C.5	Restrictions on the free transferability of the Securities	The Securities will be transferable, subject to offering, selling and transfer restrictions with respect to the United States of America, the European Economic Area, the United Kingdom, Australia, Austria, the Kingdom of Bahrain, Brazil, Chile, Columbia, Costa Rica, Republic of Cyprus, Denmark, the Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Hungary, Ireland, Israel, Italy, Japan, the State of Kuwait, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, the State of Qatar, the Russian Federation, the Kingdom of Saudi Arabia, Singapore, Switzerland, Taiwan, the Republic of Turkey, the United Arab Emirates and Uruguay and the laws of any jurisdiction in which the Securities are offered or sold.
C.8	Rights attached to the Securities, including ranking and limitations on those rights	<p>The Securities have terms and conditions relating to, among other matters:</p> <p>Ranking</p> <p>The Securities will constitute unsubordinated and unsecured obligations of the Issuer and rank and will at all times rank <i>pari passu</i> and rateably among themselves and at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.</p> <p>Negative pledge and cross default</p> <p>The terms of the Securities will not contain a negative pledge provision or a cross-default provision in respect of the Issuer or the Guarantor.</p> <p>Events of default</p> <p>The terms of the Securities will contain, amongst others, the following events of default: (a) default in payment of any principal, interest or redemption amounts due in respect of the Securities, continuing for a period of 30 days in the case of interest or 10 days in the case of principal or redemption amounts, in each case after the due date; (b)</p>

		<p>default in the performance, or breach, of any other covenant by the Issuer or Guarantor, and continuance for a period of 60 days after the date on which written notice is given by the holders of at least 25 per cent, in principal amount or number of the outstanding Securities specifying such default or breach and requiring it to be remedied; (c) events relating to the winding up or dissolution or similar procedure of the Issuer or the Guarantor; and (d) the appointment of a receiver or other similar official or other similar arrangement of the Issuer or the Guarantor.</p> <p><i>Taxation</i></p> <p>Payments in respect of all Securities will be made without withholding or deduction of taxes in (i) Luxembourg where the Issuer is CGMFL or the United Kingdom in the case of the Guarantor, or (ii) the United States where the Issuer is Citigroup Inc. or CGMHI, except as required by law and subject to certain categories of Securities which are not treated as debt for United States federal income purposes. In that event, additional interest will be payable in respect of such taxes, subject to specified exceptions.</p> <p><i>Meetings</i></p> <p>The terms of the Securities contain provisions for calling meetings of holders of such Securities 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.11	Admission to trading	<p>Application has been made to Euronext Dublin for the Securities to be admitted to trading on Euronext Dublin.</p> <p>Application has been made to EuroTLX for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (formerly managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.) ("EuroTLX")</p>
C.15	Description of how the value of the investment is affected by the value of the underlying instrument(s)	<p>The redemption amount payable at maturity depends on the performance of the relevant underlying(s).</p> <p>Each payment (and/or if applicable, delivery) obligation in respect of a Security described in this Summary means a payment (and/or if applicable, delivery) obligation in relation to a Note representing a principal amount equal to the Calculation Amount.</p> <p>See also Element C.18 below.</p>
C.16	Maturity date / Scheduled Maturity Date and final reference date	<p>The maturity date is 9 January 2024 (subject to adjustment for non-business days). See the provisions relating to valuation dates in Element C.18 below in relation to the final reference date.</p> <p><i>Early redemption</i></p> <p>See "<i>Events of default</i>" in Element C.8 above and "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below for information on early redemption in relation to the Securities.</p> <p>In addition, (a) the Securities may be redeemed early for certain taxation reasons; and (b) if the Issuer determines that performance of its obligations of an issue of Securities or the Guarantor determines that performance of its obligations under the CGMFL Deed of Guarantee in respect of such Securities has or will become illegal in whole or in part</p>

		<p>for any reason (an Illegality Event), the Issuer may redeem the Securities early; and (c) following an administrator/benchmark adjustment event, being a material change to or permanent or indefinite cancellation of a relevant benchmark or any authorisation or registration or similar requirement in relation to the performance of any obligations in respect of the Securities is refused, or not obtained or suspended or withdrawn or it is not commercially reasonable to continue to use the benchmark due to licensing restrictions or costs, the Issuer may redeem the Securities early and, if and to the extent permitted by applicable law, will pay, in respect of each Security, an amount equal to the early redemption amount.</p> <p>Where Securities are redeemed early for certain taxation reasons or as a result of an Illegality Event or as a result of an adjustment event or as a result of an event of default and the early redemption amount payable on such early redemption of the Securities is specified to be "Fair Market Value", then the early redemption amount will be an amount determined by the Calculation Agent to be the fair market value of the Securities on a day selected by the Issuer (which amount shall include amounts in respect of interest), PROVIDED THAT, for the purposes of determining the fair market value of the Securities following an event of default, no account shall be taken of the financial condition of the Issuer which shall be presumed to be able to perform fully its obligations in respect of the Securities.</p> <p>Exercise:</p> <p>The Certificates are Italian Listed Certificates and therefore will be automatically exercised on 2 January 2024.</p>
C.17	Settlement procedure of derivative securities	The Securities are cash settled Securities.
C.18	Return on derivative securities	The Securities do not pay any interest.

		The redemption amount due on the maturity date will be determined in accordance with the redemption provisions as follows
		<p>Redemption</p> <p>If:</p> <p>(a) a redemption barrier event has not occurred and as a "redemption upper barrier event" is specified, then the Securities will be redeemed on the maturity date at an amount for each Security equal to</p> <p>(i) if a redemption upper barrier event has occurred (meaning that the underlying closing level of the redemption barrier underlying(s) on the redemption upper barrier event valuation date is greater than or equal to 100% (being the redemption upper barrier percentage) of the redemption initial level for the relevant redemption underlying(s)), the redemption amount due where an upper barrier event only has occurred being the performance-linked redemption</p>

amount determined in accordance with the call option provisions o below ; OR

(ii) if a redemption upper barrier event has not occurred, the redemption amount due where neither an upper barrier event nor a redemption barrier event has occurred, being USD 2,000 in respect of each Security; OR

(a) a redemption barrier event has occurred, then the redemption amount due where a redemption barrier event only has occurred in respect of each Security will be USD 2,120.

Definitions relating to redemption:

Dates

The **final valuation date** is 2 January 2024 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

The **redemption barrier observation date** is each scheduled trading day which is not a disrupted day from (but excluding) the redemption strike date to (and including) 2 January 2024 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

The **redemption strike date(s)** is 30 December 2019 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

The **redemption upper barrier event valuation date** is 2 January 2024 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

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

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

The **final performance underlying(s)** or (FPU) is,

as "single underlying observation" applies, the redemption underlying

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

"single underlying observation" provisions, meaning that the final performance in respect of the redemption underlying is, in the determination of the calculation agent, an amount expressed as a percentage equal to the redemption underlying's final reference level less its redemption strike level, all divided by its redemption initial level, expressed as a formula:

$$\frac{\text{final reference level} - \text{redemption strike level}}{\text{redemption initial level}}$$

The **redemption strike level** for a redemption underlying is the redemption initial level of such redemption underlying

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

underlying:

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

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

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

Definitions relating to the determination of the barrier event

A **redemption barrier event** will occur if, in the determination of the calculation agent,

on any related redemption barrier observation date, the underlying closing level of the redemption underlying (the **redemption barrier underlying(s)**) is greater than the final barrier level (**redemption barrier event american one touch observation – closing level**).

The **final barrier level** is 135% of the redemption initial level of the redemption barrier underlying.

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

The **performance-linked redemption amount determined in accordance with the "call option" provisions** means that the redemption amount will be a "call option" amount

determined by the calculation agent to be the sum of (a) the calculation amount (CA) and (b) the product of the calculation amount (CA) and the final performance of the final performance underlying(s) (FPU), expressed as a formula:

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

The calculation amount or CA is USD 2,000.

Disrupted Days, Market Disruption Events and Adjustments

The terms and conditions of the Securities contain provisions, as applicable, relating to events affecting the relevant underlying(s), modification or cessation of the relevant underlying(s), settlement disruption and market disruption provisions and provisions relating to subsequent corrections of the level of an underlying and details of the consequences of such events. Such provisions may, where applicable permit the Issuer either to require the calculation agent to determine what adjustments should be made following the occurrence of the relevant event (which may include deferment of any required valuation or the substitution of another underlying and/or, in the case of an increased cost of hedging, adjustments to pass onto Securityholders such increased cost of hedging (including, but not limited to, reducing any amounts payable or deliverable in respect of the Securities to reflect

		any such increased costs) and/or, in the case of realisation disruption, payment in the relevant local currency rather than in the relevant specified currency, deduction of or payment by Securityholder(s) of amounts in respect of any applicable taxes, delay of payments or deliveries, determination of relevant exchange rates taking into consideration all available relevant information and/or (where legally permissible) procuring the physical delivery of any underlying(s) in lieu of cash settlement (or vice versa) and/or, in the case of mutual fund interests, adjustments to 'monetise' the mutual fund interest affected by the relevant adjustment event and adjust amounts payable under the Securities to account for such monetisation) or, where applicable to cancel the Securities and to pay an amount equal to the early redemption amount as specified in Element C.16 above.
C.19	Exercise price/final reference price	See Element C.18 above
C.20	Underlying	Each underlying specified under the heading "description of underlying" in the Table below which is an underlying for, as specified in such Table for such underlying, the redemption provisions set out in Element C.18 above, and is of the classification specified for such underlying in the Table below. Information relating to the underlyings can be obtained from the electronic page specified for such underlying in the Table below and from other internationally recognised published or electronically displayed sources.

Description of underlying	classification	underlying for the purpose of the redemption provisions	Electronic page
Gold	commodity	Yes	Bloomberg Page: GOLDLNPM <INDEX>

C.21	Indication of the market where the Securities will be traded	<p>Application has been made to Euronext Dublin for the Securities to be admitted to trading on Euronext Dublin.</p> <p>Application has been made to EuroTLX for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.) ("EuroTLX").</p>
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SECTION D – RISKS

Element	Title	
D.2	Key risks regarding the Issuers	<p>There are certain factors that may affect CGMFL's ability to fulfil its obligations under any Securities issued by it and CGML's ability to fulfil its obligations as guarantor in respect of Securities issued by CGMFL 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 banking subsidiaries, rather than fulfil its obligations under the Securities, 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 factors that may affect CGMFL's ability to fulfil its obligations under the Securities 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 Securities performing their obligations in respect of such funding in a timely manner. In addition, such ability and CGML's ability to fulfil its obligations as guarantor in respect of Securities issued by CGMFL is dependent on economic conditions, credit, market and market liquidity risk, by competition, country risk, operational risk, fiscal and monetary policies adopted by relevant regulatory authorities, reputational and legal risks and certain regulatory considerations.</p>
D.3	Key risks regarding the Securities	<p>Investors should note that the Securities (including Securities that are expressed to redeem at par or above) are subject to the credit risk of CGMFL and CGML. Furthermore, the Securities may be sold, redeemed or repaid early, and if so, the price for which a Security may be sold, redeemed or repaid early may be less than the investor's initial investment. There are certain other factors which are material for the purpose of assessing the risks associated with investing in any issue of Securities, which include, without limitation, (i) risk of disruption to valuations, (ii) adjustment to the conditions, substitution of the relevant underlying(s) and/or early redemption following an adjustment event or an illegality, (iii) cancellation or scaling back of public offers or the issue date being deferred, (iv) conflicts of interest between the Issuer and/or any of its affiliates and holders of Securities, (v) modification of the terms and conditions of Securities by majority votes binding all holders, (vi) discretions of the Issuer and Calculation Agent being exercised in a manner that affects the value of the Securities or results in early redemption, (vii) change in law, (viii) payments being subject to withholding or other taxes, (ix) fees and commissions not being taken into account when determining secondary market prices of Securities, (x) there being no secondary market, (xi) market value of Securities being affected by various factors independent of the creditworthiness of CGMFL and CGML such as market conditions, interest and exchange rates and macro-economic and political conditions and (xii) credit ratings not reflecting all risks.</p> <p>See also Element D.6 below</p>
D.6	Key risks regarding the Securities and risk warning	<p>INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT OR PART OF IT AS THE CASE MAY BE. CGMFL DOES NOT REPRESENT THAT THE LIST BELOW IS COMPREHENSIVE. PROSPECTIVE INVESTORS SHOULD READ THE BASE PROSPECTUS IN ITS ENTIRETY AND FORM THEIR OWN</p>

		<p>CONCLUSIONS REGARDING CGMFL.</p> <p>An investment in Securities may entail significant risks and risks that are not associated with an investment in a debt instrument with a fixed principal amount and which bears interest at either a fixed rate or at a floating rate determined by reference to published interest rate references. The risks of a particular Security will depend on the terms of such Security, but may include, without limitation, the possibility of significant changes in the prices of the relevant Underlying(s). Such risks generally depend on factors over which none of the relevant Issuer and, where the relevant Issuer is CGMHI, the CGMHI Guarantor or where the relevant Issuer is CGMFL, the CGMFL Guarantor, has control and which cannot readily be foreseen, such as economic and political events and the supply of and demand for the relevant Underlying(s). In recent years, currency exchange rates and prices for various Underlying(s) have been highly volatile, and such volatility may be expected in the future. Fluctuations in any such rates or prices that have occurred in the past are not necessarily indicative, however, of fluctuations that may occur during the term of any Security. The risk of loss as a result of the linkage to the relevant Underlying(s) can be substantial. Investors should note that their investment in Securities, may expose them to payments and/or deliveries which is/are determined by reference to one or more values of security indices, inflation indices, commodity indices, commodities, shares, depositary receipts, exchange traded funds, mutual funds, currencies, warrants, proprietary indices (which may be linked or referenced to one or more asset classes), dividend futures contracts, interest rates, the credit of one or more specified entities or other bases of reference of formulae (the Underlying(s)), either directly or inversely, and for physically settled Securities this may result in the Securities being redeemable for certain assets.</p>
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SECTION E – OFFER

Element	Title	
E.2b	Use of proceeds	The net proceeds of the issue of the Securities by CGMFL will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same group, and may be used to finance CGMFL itself.
E.3	Terms and conditions of the offer	Not Applicable. The Securities are not the subject of a Non-exempt Offer.
E.4	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.
E.7	Estimated expenses charged to the investor by the Issuer or an Authorised Offeror	There is no Non-exempt Offer of Securities and therefore no Authorised Offeror