

Pricing Supplement dated 30 September 2022

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI):

82VOJDD5PTRDMVVMGV31

Issue of EUR5,000,000 Floating Rate Notes due 5 October 2025

Guaranteed by Citigroup Inc.

Under the Citi Global Medium Term Note Programme

The Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that:

(a) any offer of Notes in any Member State of the EEA will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Member State of the Notes 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; and

(b) any offer of Notes in the United Kingdom ("UK") will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in the UK of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the Financial Services and Markets Act (as amended, the "FSMA") or supplement a prospectus pursuant to Article 23 of the UK 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 Notes in any other circumstances.

For the purpose of the Base Prospectus (as defined below), "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended) and "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**").

The Notes 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 Notes 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 Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Notes and the 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 Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

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

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" and the Valuation and Settlement Schedule in the Base Listing Particulars and the Supplement

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Base Listing Particulars as so supplemented Full information on the Issuer, the CGMHI Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars as so supplemented

The Base Listing Particulars and the Supplement are available for viewing at the offices of the Paying Agents.

For the purposes hereof, "**Base Listing Particulars**" means the CGMHI Rates Base Listing Particulars in relation to the Programme dated 8 July 2022 as supplemented by a Supplement (No. 1) dated 2 August 2022 ("**Supplement No. 1**"), Supplement (No.2) dated 19 August 2022 ("**Supplement No. 2**") and Supplement (No.3) dated 16 September 2022 (the "**Supplement No.3**"), together with Supplement No.1 and Supplement No.2, the "Supplements").

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|----|-------|--|--|
| 1. | (i) | Issuer: | Citigroup Global Markets Holdings Inc. |
| | (ii) | Guarantor: | Citigroup Inc. |
| 2. | (i) | Series Number: | GMTCH9142 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Euro (" EUR ") |
| 4. | | Aggregate Principal Amount: | |
| | (i) | Series: | EUR5,000,000 |
| | (ii) | Tranche: | EUR5,000,000 |
| 5. | | Issue Price: | 100.00 per cent. of the Aggregate Principal Amount |

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|-----|---|---------------------|
| 6. | (i) Specified Denominations: | EUR1,000 |
| | (ii) Calculation Amount: | EUR1,000 |
| 7. | (i) Trade Date: | 26 September 2022 |
| | (ii) Issue Date: | 5 October 2022 |
| | (iii) Interest Commencement Date: | Issue Date |
| 8. | Scheduled Maturity Date: | 5 October 2025 |
| 9. | Type of Notes: | Floating Rate Notes |
| 10. | Automatic Change of Interest Basis: | Not Applicable |
| 11. | Put/Call Options: | Not Applicable |
| 12. | (i) Status of the Notes: | Senior |
| | (ii) Status of the CGMHI Deed of Senior Guarantee: | |
| | (iii) Status of the CGMFL Deed of Not Applicable Guarantee: | |

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. Provisions applicable to Underlying Linked Not Applicable Notes:

PROVISIONS RELATING TO INTEREST AMOUNTS

- | | | |
|-----|------------------------------------|---|
| 14. | Interest Provisions: | Applicable |
| (i) | (A) Fixed Rate Note Provisions: | Not Applicable |
| | (B) Floating Rate Note Provisions: | Applicable |
| | I. | Specified Period(s)/ 5 January, 5 April, 5 July, and 5 October in each Specified Interest year from, and including, 5 January 2023 to and Payment Date(s) to including the Maturity Date, adjusted in which the Floating accordance with the Modified Following Rate Note Provisions Business Day Convention apply: |
| | II. | Interest Period End Interest Payment Dates, not adjusted Date(s): |
| | III. | Manner in which the Screen Rate Determination applies Floating Interest Rate(s) is/are to be determined: |
| | IV. | Party responsible for Calculation Agent calculating the Interest Rate(s) and/or Interest Amount(s): |

V.	Range Accrual Note Provisions:	Not Applicable
VI.	Screen Rate Determination:	Applicable
	• Reference Rate:	EURIBOR
	• Designated Maturity:	3 months
	• Specified Time:	11:00 a.m. Brussels time
	• Relevant Financial Centre:	TARGET2
	• Interest Determination Date:	The second day on which the TARGET2 System is open prior to the start of each Interest Period
	• Page:	Reuters EURIBOR01
	• Reference Banks:	As specified in Valuation and Settlement Condition 5(h)
VII.	USD LIBOR Rate Determination:	Not Applicable
VIII.	ISDA Determination:	Not Applicable
IX.	SONIA Floating Rate Determination (Non-Index Determination):	Not Applicable
X.	SONIA Floating Rate Determination (Index Determination):	Not Applicable
XI.	SOFR Floating Rate Determination:	Not Applicable
XII.	Linear Interpolation:	Not Applicable
XIII.	Margin(s) (for the Screen Rate (if Screen Rate Determination applies), the Reference Rate (if USD LIBOR Screen Rate Determination applies), the ISDA Rate (if ISDA Rate Determination applies), the SONIA	Not Applicable

Floating Rate (if SONIA Floating Rate Determination (Non-Index Determination) applies), the SONIA Index Floating Rate (if SONIA Floating Rate Determination (Index Determination) applies) or the SOFR Floating Rate or SOFR Index Floating Rate (if SOFR Floating Rate Determination applies)):

XIV. Minimum Interest Rate 2.50 per cent. per annum (for Floating Interest Rate):

XV. Maximum Interest Rate 4.50 per cent. per annum (for Floating Interest Rate):

XVI. Day Count Fraction: 30/360

XVII. Determination Dates: Not Applicable

XVIII. Interest Participation Rate (for the Screen Rate (if Screen Rate Determination applies), the Reference Rate (if USD LIBOR Screen Rate Determination applies), the ISDA Rate (if ISDA Rate Determination applies) or the SONIA Floating Rate (if SONIA Floating Rate Determination (Non-Index Determination) applies)):

(C) Inflation Rate Note Not Applicable Provisions:

(D) DIR Inflation Linked Note Not Applicable Provisions:

(E) CMS Interest Linked Note Not Applicable Provisions:

- (ii) Range Accrual Note Provisions: Not Applicable
- (iii) Digital Note Provisions: Not Applicable
- (iv) Digital Band Note Provisions: Not Applicable
- (v) Inverse Floating Rate Note Provisions: Not Applicable
- (vi) Spread Note Provisions: Not Applicable
- (vii) Volatility Bond Note Provisions: Not Applicable
- (viii) Synthetic Forward Rate Note Provisions: Not Applicable
- (ix) Previous Coupon Linked Note Provisions: Not Applicable
- (x) FX Performance Note Provisions: Not Applicable
- (xi) Reserve Coupon Note Provisions: Not Applicable
- (xii) Global Interest Floor Note Provisions: Not Applicable
- (xiii) Global Interest Cap Note Provisions: Not Applicable
- (xiv) Restructure Interest Rate Note Provisions: Not Applicable
- (xv) Interest Rollup: Not Applicable

PROVISIONS RELATING TO SWITCHER OPTION

- 15. Switcher Option: Not Applicable

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

- 16. Lock-in Change of Interest Basis: Not Applicable

PROVISIONS RELATING TO ZERO COUPON NOTES

- 17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

- 18. Credit Linked Notes: Not Applicable

PROVISIONS RELATING TO INDEX SKEW NOTES

- 19. Index Skew Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20. Redemption Provisions:

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|-------|--|---|
| (i) | Issuer Call: | Not Applicable |
| (ii) | Investor Put: | Not Applicable |
| (iii) | Redemption Amount: | EUR1,000 per Calculation Amount |
| (iv) | Mandatory Early Redemption: | Not Applicable |
| (v) | Early Redemption Amount | |
| | (A) For the purpose of General Condition 5(b)(i) (<i>Redemption for Taxation Reasons</i>): | Applicable
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 Redemption: Applicable |
| | (B) For the purpose of General Condition 5(b)(ii) (<i>Redemption for Illegality</i>): | 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 Redemption: Applicable |
| | (C) Continuance of Notes Provision: | Not Applicable |
| | (D) For the purpose of General Condition 9 (<i>Events of Default</i>): | 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 Redemption: Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Adjustment Event

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| (i) | Change in Law: | Applicable |
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Illegality: Applicable

Material Increased Cost: Applicable

Early Redemption following Adjustment Event:
Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and
Funding Costs: Applicable

Additional Costs on account of Early
Redemption: Applicable

(ii) Hedging Disruption:

Applicable

Early Redemption following Adjustment Event:
Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and
Funding Costs: Applicable

Additional Costs on account of Early
Redemption: Applicable

(iii) Increased Cost of Hedging:

Applicable

Early Redemption following Adjustment Event:
Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Applicable

Deduction of Issuer Costs and Hedging and
Funding Costs: Applicable

Additional Costs on account of Early
Redemption: Applicable

(iv) Additional Adjustment Events Not Applicable
relating to Inflation Indices:

(v) Additional Adjustment Events Not Applicable
relating to FX Rates where EMTA
Provisions are Not Applicable:

(vi) Additional Adjustment Events Not Applicable
relating to FX Rates where EMTA
Provisions are Applicable:

22. Additional Early Redemption Event:

(i)	Hedging Disruption Early Termination Event:	Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Redemption: Applicable
(ii)	Section 871(m) Event:	Not Applicable
(iii)	Early Redemption Amount payable under Inflation Index Condition 5 (<i>Additional Early Redemption Events</i>):	Not Applicable
23.	Realisation Disruption Event:	Applicable Early Redemption Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Redemption: Applicable
24.	Administrator/Benchmark Event:	Early Redemption following Administrator/Benchmark Event: Applicable Early Redemption Amount: Fair Market Value
25.	Reference Rate Event Provisions:	Reference Rate: EURIBOR Pre-Nominated Replacement Reference Rate(s): Not Applicable Reference Rate Early Redemption: Applicable Early Redemption Amount: Fair Market Value
26.	Form of Notes:	Registered Notes Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
27.	New Safekeeping Structure:	No

28. Business Centre(s): London, New York City and TARGET2
29. Business Day Jurisdiction(s) or other special provisions relating to payment dates: London, New York City and TARGET2
30. Redenomination: Not Applicable
31. Consolidation provisions: The provisions of General Condition 12 (Further Issues) apply
32. Substitution provisions: Applicable: The provisions of Condition 15 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
- Additional Requirements: Not Applicable
33. Other final terms: Not Applicable
34. Name and address of Calculation Agent: Citibank, N.A. (acting through its London IR Derivatives Calculation department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
35. Determination Agent: Calculation Agent
36. Determinations:
- i. Standard: Sole and Absolute Determination
 - ii. Minimum Amount Adjustment Prohibition: Applicable
37. Determinations and Exercise of Discretion (BEC) Not Applicable
38. Governing Law: English Law

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for the issue of the Notes described herein pursuant to the Citi Global Medium Term Note Programme of Citigroup Inc., Citigroup Global Markets Holdings Inc., Citigroup Global Markets Funding Luxembourg S.C.A. and Citigroup Global Markets Limited.

Signed on behalf of the Issuer:

By:
Duly authorised

- (i) Reasons for the Offer: See *"Use of Proceeds"* wording in Base Prospectus in section D.2 - Description of Citigroup Global Markets Holdings Inc.
- (ii) Estimated net proceeds: EUR5,000,000

5. OPERATIONAL INFORMATION

ISIN Code:	XS2495875838
Common Code:	249587583
CUSIP:	Not Applicable
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	Not Applicable
FISN:	Not Applicable
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:	Not Applicable
Delivery:	Delivery versus payment
Names and address of the Swedish Notes Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Notes Issuing and Paying Agent (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being

satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

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| (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 Europe AG (CGME) at Reuterweg 16, 60323 Frankfurt am Main, Germany |
| (vi) | Total commission and concession: | No commissions and concessions are payable by the Issuer to the Dealer.

The commission payable by the Dealer to any distributor is 0.60 per cent. of the Aggregate Principal Amount.

Investors can obtain more information about the fee by contacting the Dealer at the address set out herein. |
| (vii) | Prohibition of Offer to Private Clients in Switzerland: | Not Applicable |
| (viii) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (ix) | Prohibition of Sales to UK Retail Investors: | Not Applicable |

7. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as debt.

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