

**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 European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, 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; 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 (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 (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.

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 have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any State thereof. The Securities 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 of 1936, as amended (the “CEA”), and trading in the Securities has not been approved by the Commodity Futures Trading Commission (the “CFTC”) pursuant to the CEA. No person has registered nor will register as a commodity pool operator of the Issuer under the CEA and the rules of the CFTC thereunder. The Issuer has not registered and will not register as an investment company under the U.S. Investment Company Act of 1940, as amended.

Accordingly, the Securities are being offered only to persons who are Permitted Non-U.S. Purchasers in offshore transactions in reliance upon Regulation S under the Securities Act (“Regulation S”). Each purchaser of the Securities or any beneficial interest therein will be deemed to have represented and agreed that it is a Permitted Non-U.S. Purchaser and that it will not sell or otherwise transfer the Securities or any beneficial interest therein at any time except to (1) the Issuer or its affiliates or (2) a Permitted Non-U.S. Purchaser in an offshore transaction in compliance with Regulation S.

A “Permitted Non-U.S. Purchaser” is a person that (i) is outside the United States at the time of any offer or sale of the Securities to it and is not a “U.S. person” as such term is defined under Rule 902(k)(1) of Regulation S; (ii) does not come within any definition of U.S. person for any purpose under the CEA or any rule, order, guidance or interpretation proposed or issued by the CFTC under the CEA (for the avoidance of doubt, a U.S. person shall include without limitation (a) any person who is either (x) not a “Non-United States person” as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for the purposes of subsection (D) thereof, the exception for qualified eligible persons who are not “Non-United States persons” or (y) not a “foreign located person” as defined in CFTC Rule 3.10(c)(1)(ii) and (b) any person who is a “U.S. Person” or a “Significant Risk Subsidiary”, or benefits from a “Guarantee”, in each case as such terms are defined in CFTC Rule 23.23(a) under the CEA, as such rule may be amended, revised, supplemented or superseded); (iii) is not a “U.S. Person” as defined in Rule 3a71-3(a)(4) under the United States Securities Exchange Act of 1934, as amended; and (iv) is not, and whose purchase and holding of the Securities is not 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.

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.

**Final Terms dated 13 March 2025**

**Citigroup Global Markets Holdings Inc.**

**Legal Entity Identifier (LEI):**

**82VOJDD5PTRDMVVMGV31**

Issue of USD 7,000,000 CGMHI 20y Callable Linear Zero Coupon Note

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

**PART A – CONTRACTUAL TERMS**

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 Securities*" (including, for the avoidance of doubt, each relevant Schedule) in the Base Prospectus and the Supplement, 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 offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented. A Summary of the Securities is annexed to these Final Terms.

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

For the purposes hereof, "**Base Prospectus**" means the CGMHI GMI Base Prospectus in relation to the Programme dated 18 November 2024, as supplemented by a Supplement (No.1) dated 31 January 2025 (the "**Supplement No.1**").

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: | Notes                                  |
|    | (ii)  | Governing Law:    | English Law                            |
|    | (iii) | Series Number:    | GMTCH22925                             |
|    | (iv)  | Tranche Number:   | 1                                      |

- (v) Date on which the Securities will be consolidated and form a single Series: Not Applicable
3. Settlement Currency or Currencies: United States Dollar (“USD”)
4. Aggregate Principal Amount:
- (i) Series: USD 7,000,000
- (ii) Tranche: USD 7,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: USD 1,000
- (ii) Calculation Amount: USD 1,000
7. (i) Trade Date: 7 March 2025
- (ii) Issue Date: 14 March 2025
- (iii) Interest Commencement Date: Not Applicable
8. Scheduled Maturity Date: 14 March 2045, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Type of Interest / Redemption: The Securities are Zero Coupon Securities and do not bear or pay any interest
- The Redemption Amount of the Securities is determined in accordance with item 20 below
- The Securities are Cash Settled Securities
10. Changes in interest basis and/or Multiple Interest Basis: Not Applicable
11. Put/Call Options: Issuer Call as specified in item 18 (i) below
12. (i) Status of the Securities: Senior
- (ii) Status of the CGMHI Deed of Senior Guarantee:
- (iii) Status of the CGMFL Deed of Senior Guarantee: Not Applicable

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

13. Underlying Linked Securities Provisions: Applicable
- (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)	Realisation Disruption:	Not Applicable
(v)	RMB Disruption Event:	Not Applicable
(vi)	Hedging Disruption Termination Event:	Early Not Applicable
(vii)	Hedging Disruption:	<p>Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Amortised Face Amount</p> <p>Deduction of Hedge Costs: Not Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable</p>
(viii)	Section 871(m) Event:	Not Applicable
(ix)	Early Redemption for Taxation Reasons:	<p>Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Amortised Face Amount</p> <p>Deduction of Hedge Costs: Not Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable</p>
(x)	Change in Law:	<p>Applicable</p> <p>Illegality: Applicable</p> <p>Material Increased Cost: Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Amortised Face Amount</p> <p>Deduction of Hedge Costs: Not Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable</p>
(xi)	Increased Cost of Hedging:	<p>Applicable</p> <p>Early Termination Option: Applicable</p> <p>Early Termination Amount: Amortised Face Amount</p> <p>Deduction of Hedge Costs: Not Applicable</p>

		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
(xii)	Early Redemption for Illegality:	Applicable
		Early Termination Amount: Amortised Face Amount
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable
(xiv)	Early Redemption for Obligor Regulatory Event:	Applicable
		Early Termination Amount: Amortised Face Amount
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
(xv)	Event of Default	Early Termination Amount: Amortised Face Amount
		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xvi)	Minimum Return Amount:	Not Applicable

**PROVISIONS RELATING TO INTEREST**

14.	Interest Provisions:	Not Applicable
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**PROVISIONS RELATING TO SWITCHER OPTION**

15.	Switcher Option:	Not Applicable
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**PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS**

16.	Lock-in Change of Interest Basis:	Not Applicable
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**PROVISIONS RELATING TO ZERO COUPON SECURITIES**

17.	Zero Coupon Securities Provisions:	Applicable
(i)	Amortised Face Amount:	Single Rate Amortisation Yield applies, for which purpose “Linear Accretion” applies
(ii)	Amortisation Yield:	10.00 per cent. per annum on a non-compounding basis

- (iii) Reference Price: USD 1,000
- (iv) Day Count Fraction in relation to 30/360  
Early Redemption Amounts:

**PROVISIONS RELATING TO ANY ISSUER CALL, INVESTOR PUT, ANY MANDATORY EARLY REDEMPTION, THE REDEMPTION AMOUNT AND ANY ENTITLEMENT DELIVERABLE**

18. Issuer Call and Investor Put:

- (i) Issuer Call: Applicable
- (A) Optional Redemption Date(s): Each date set out under the heading "Optional Redemption Date" in the Table below

<b>Optional Redemption Date</b>	<b>Optional Redemption Amount</b>
16 March 2026	1,100 USD
15 March 2027	1,200 USD
14 March 2028	1,300 USD
14 March 2029	1,400 USD
14 March 2030	1,500 USD
14 March 2031	1,600 USD
15 March 2032	1,700 USD
14 March 2033	1,800 USD
14 March 2034	1,900 USD
14 March 2035	2,000 USD
14 March 2036	2,100 USD
16 March 2037	2,200 USD
15 March 2038	2,300 USD
14 March 2039	2,400 USD
14 March 2040	2,500 USD
14 March 2041	2,600 USD
14 March 2042	2,700 USD
16 March 2043	2,800 USD
14 March 2044	2,900 USD

In respect of an Optional Redemption Date, the amount per Security specified under the

	(B)	Optional Redemption Amount:	heading "Optional Redemption Amount" in the Table in item 18(i)(A) above
	(C)	If redeemable in part:	
		(1) Minimum Redemption Amount:	Not Applicable
		(2) Maximum Redemption Amount:	Not Applicable
	(D)	Notice period:	Not less than 5 Business Days
	(ii)	Investor Put:	Not Applicable
19.		Mandatory Early Redemption Provisions:	Not Applicable
20.		Redemption Amount:	USD 3,000 per Security
	(i)	Underlying Linked Securities Redemption Provisions:	Not Applicable
	(ii)	DIR Inflation Linked Securities:	Not Applicable
	(iii)	Lock-in Redemption Securities:	Not Applicable
	(iv)	Rate Linked Redemption Securities:	Not Applicable
	(v)	Interest Linked Redemption Securities:	Not Applicable
	(vi)	Interest Reserve Securities:	Not Applicable
	(vii)	Redemption by Instalments:	Not Applicable
21.		FX Provisions:	Not Applicable
22.		FX Performance:	Not Applicable

**PROVISIONS RELATING TO CREDIT LINKED NOTES**

23.		Credit Linked Notes:	Not Applicable
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**PROVISIONS RELATING TO INDEX SKEW NOTES**

24.		Index Skew Notes:	Not Applicable
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**GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

25.		Form of Securities:	Registered Securities Regulation S Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
26.		New Safekeeping Structure:	Not Applicable
27.		Business Centre(s):	London, New York

28. Business Day Jurisdiction(s) or other special provisions relating to payment dates: London, New York
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: The provisions of General Condition 14 (Further Issues) apply
31. Substitution provisions: Not Applicable
- Additional Requirements: Not Applicable
32. Name and address of Calculation Agent: Citibank, N.A. London branch (acting through its Interest Rate Derivatives department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
33. Determinations:
- (i) Standard: Sole and Absolute Determination
- (ii) Minimum Amount Adjustment Prohibition: Applicable
34. Determinations and Exercise of Discretion (BEC): Not Applicable
35. Prohibition of sales to consumers in Belgium: Applicable
36. Additional provisions applicable to Securities traded on Borsa Italiana S.p.A. trading venues: Applicable
- (i) Expiry Date (*Data di Scadenza*) (for the purposes of Sedex/EuroTLX): 14 March 2045
- (ii) Record Date: Not Applicable
- (iii) Minimum Trading Lot: USD 1,000
37. Other final terms:
- (i) Schedule A – Citigroup Inc. TLAC eligible Securities: Not Applicable
- (ii) Indian Compliance Representations, Warranties and Undertakings: Not Applicable
- (iii) China Compliance Representations, Warranties and Undertakings: Not Applicable



- (iv) Taiwan Compliance Not Applicable  
Representations, Warranties and  
Undertakings:

## 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 Bond-X Segment managed by Borsa Italiana S.p.A. (“**EuroTLX – Bond-X**”) with effect from on or around the Issue Date.

### 2. RATINGS

Ratings:

The Securities are not rated.

### 3. INTEREST 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/USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: See "Use of Proceeds" in the section entitled "*Description of CGMHI*" in the 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

(i) Estimated total expenses / Estimate of total expenses related to admission to trading: / Approximately Euro 3,000 legal expenses and Euro 1,500 listing fees

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

Not Applicable

### 6. EU BENCHMARKS REGULATION

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

### 7. DISCLAIMER

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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:	XS3012976372
Common Code:	301297637
CUSIP:	5C3NEM9C8
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTZNFNR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
FISN:	CITIGROUP INC/ZERO CPNEMTN 20450314, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
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 which, for the purpose of the issue of the Notes, will act as settlement agent to the Issuer (the “ <b>Dealer</b> ”). |
| (vi)   | Total commission and concession:  | None   |
| (vii)  | Prohibition of Offer to Private Clients in Switzerland:   | Not Applicable   |
| (viii) | Non-exempt Offer:   | Not Applicable   |
| (ix)   | General Consent:  | Not Applicable   |
| (x)    | Other conditions to consent:  | Not Applicable   |
| (xi)   | Prohibition of Sales to EEA Retail Investors:   | Not Applicable   |
| (xii)  | Prohibition of Sales to UK Retail Investors:  | Applicable   |
| (xiii) | Swiss Non-exempt Offer:   | Not Applicable   |

## 10. UNITED STATES TAX CONSIDERATIONS

General: For federal income tax purposes, the Issuer intends to treat the Securities as debt.

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

**ANNEX**  
**SUMMARY**

<b>INTRODUCTION AND WARNINGS</b>
<p>The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on a 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 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.</p> <p><i><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></i></p>
<p><b>The Securities:</b> Issue of USD 7,000,000 CGMHI 20y Callable Linear Zero Coupon Note (ISIN: XS3012976372)</p>
<p><b>The Issuer:</b> 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.</p>
<p><b>Competent authority:</b> The Base Prospectus was approved on 18 November 2024 by the <i>Commission de Surveillance du Secteur Financier</i> (CSSF) at 271, route d'Arlon, L-1150 Luxembourg (Telephone number: +352 26 25 1 - 1).</p>
<b>KEY INFORMATION ON THE ISSUER</b>
<b>Who is the Issuer of the Securities?</b>
<p><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> 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.</p>
<p><b>Issuer's principal activities:</b> The Issuer, operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the <i>Markets</i> business segment of Citigroup Inc..</p>
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> The Issuer's issued share capital is 1,000 Common Stock which is fully paid up and held by Citigroup Inc.</p>
<p><b>Key managing directors:</b> The officers of the Issuer are John Valenti, Frank Brucino, Jason Mercado, David Palisoul, Alexia Breuvert, Richard Simpson, Elissa Steinberg, Marie Elena Almeida, Katrina Basil, Sarah Blotner, Norma Castro, Shannon Hales, Robert F. Klein, Myongsu Kong, James Myers, Anne E. Moses, Matthew Pollack, Sofia Rahman and Christopher Teano. The members of the Notes Committee of the Issuer are Peter Battin, Mark Mason, Jason Mercado, Johnbull Okpara, Elissa Steinberg, Shawn Stolar and Michael Verdeschi.</p>
<p><b>Statutory auditors:</b> The Issuer's auditors are KPMG LLP, independent registered public accountants, 345 Park Avenue, New York, New York 10154, United States.</p>
<b>What is the key financial information regarding the Issuer?</b>
<p>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, and from the unaudited consolidated interim financial statements of the Issuer for the period ended 30 June 2024.</p>

<b>Summary information – income statement</b>				
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>	<b>Six months ended 30 June 2024 (unaudited)</b>	<b>Six months ended 30 June 2023 (unaudited)</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)	(467)	87
<b>Summary information – balance sheet</b>				
	<b>As at 31 December 2023 (audited)</b>	<b>As at 31 December 2022 (audited)</b>	<b>As at 30 June 2024 (unaudited)</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	193,617	
Current ratio (current assets/current liabilities)	1.2	1.2	1.2	
Debt to equity ratio (total liabilities/total shareholder equity)	19.11	17.3	19.79	
Interest cover ratio (operating income/interest expense)	1.0	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>	<b>Six months ended 30 June 2024 (unaudited)</b>	<b>Six months ended 30 June 2023 (unaudited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(73,632)	(18,506)	(45,348)	(74,919)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	45,647	66,259	16,210	40,426
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	24,619	(47,296)	27,131	28,877

**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 debt securities in the form of notes. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme.

Series Number: GMTCH22925; ISIN: XS3012976372; Common Code: 301297637; CFI: DTZNFR; FISN: CITIGROUP INC/ZERO CPNEMTN 20450314; CUSIP: 5C3NEM9C8

The issue date of the Securities is 14 March 2025. The issue price of the Securities is 100 per cent. of the specified denomination of each Security (USD 1,000).

**Currency, specified denomination, calculation amount, aggregate principal amount and maturity date of the Securities:** The Securities are denominated in USD. The Securities have a specified denomination of USD 1,000 and the calculation amount is USD 1,000 (the "Calculation Amount"). The aggregate principal amount of the Securities to be issued is USD 7,000,000.

**Maturity Date:** 14 March 2045. This is the date on which the Securities are scheduled to redeem, subject to adjustment for non-business days and subject to an early redemption of the Securities.

### Rights attached to the Securities:

The Securities are Zero Coupon Securities and do not bear or pay any interest.

The return on the Securities will derive from the potential payment of an Optional Redemption Amount following early redemption of the Securities due to the exercise by the Issuer of its call option and, unless the Securities have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the Maturity Date of the Securities.

### Early redemption:

The Securities may, at the Issuer's election, be redeemed early on the Optional Redemption Amount at the Optional Redemption Date as per the table below:

Optional Redemption Date	Optional Redemption Amount
16 March 2026	1,100 USD
15 March 2027	1,200 USD
14 March 2028	1,300 USD
14 March 2029	1,400 USD
14 March 2030	1,500 USD
14 March 2031	1,600 USD
15 March 2032	1,700 USD
14 March 2033	1,800 USD
14 March 2034	1,900 USD
14 March 2035	2,000 USD
14 March 2036	2,100 USD
16 March 2037	2,200 USD
15 March 2038	2,300 USD
14 March 2039	2,400 USD
14 March 2040	2,500 USD
14 March 2041	2,600 USD

	14 March 2042	2,700 USD	
	16 March 2043	2,800 USD	
	14 March 2044	2,900 USD	

**Redemption:**

Subject to any early redemption, purchase and cancellation, the Securities will be redeemed on the Maturity Date at 300.00 per cent. of their principal amount

**Early Redemption:** The Securities may be redeemed early following the occurrence of certain specified events or circumstances (including, for example, events of default and circumstances relating to taxation and illegality) at an amount which will be determined by the calculation agent in accordance with the terms and conditions of the Securities.

**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 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, Bond-X Segment managed by Borsa Italiana S.p.A. ("EuroTLX – Bond-X") with effect from on or around the Issue Date.

The EuroTLX – Bond-X 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 6SHGI4ZSSLCXXQSB395. 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, including consumer banking and credit, corporate and investment banking, securities brokerage, trade and securities services and wealth management.

**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 30 September 2024.

**Summary information – income statement**



	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)	Nine months ended 30 September 2024 (unaudited)	Nine months ended 30 September 2023 (unaudited)	Three months ended 30 September 2024 (unaudited)	Three months ended 30 September 2023 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements ( <i>in millions of U.S. dollars</i> )	9,382	15,165	9,945	11,189	3,274	3,585
<b>Summary information – balance sheet</b>						
	<b>As of 31 December 2023 (audited)</b>	<b>As of 31 December 2022 (audited)</b>	<b>As of 30 September 2024 (unaudited)</b>			
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	296,734	288,125	315,155			
Debt to equity ratio (total liabilities/total Citigroup* shareholder equity)	10.74	11.01	10.62			
<b>Summary information – cash flow statement</b>						
	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>	<b>Nine months ended 30 September 2024 (unaudited)</b>	<b>Nine months ended 30 September 2023 (unaudited)</b>		
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(73,416)	25,069	(44,465)	(68,750)		
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	687	137,763	9,002	(45,046)		
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(8,459)	(79,455)	78,501	30,007		
*Citigroup shall mean Citigroup Inc. and its consolidated subsidiaries.						
<b>Qualifications in audit report on historical financial information:</b> There are no qualifications in the audit report of the Guarantor on its audited historical financial information.						
<b>Key risks in respect of the Guarantor:</b> The Guarantor is subject to the following key risks:						
<ul style="list-style-type: none"> <li>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.</li> <li>The Guarantor is expected to act as a source of financial strength for its subsidiary banks 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 subsidiary banks 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.</li> <li>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</li> </ul>						

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:

- Investment in the Securities involves the risk that if market interest rates subsequently increase above the amount paid on the Securities, this will adversely affect the value of the Securities.
- The optional redemption feature of the Securities may limit their market value. During any period when the Issuer may elect to redeem the Securities, the market value of those Securities generally will not rise substantially above the price at which they can be redeemed. If the Securities are early redeemed at the option of the Issuer, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.
- *Credit Risk:* The Issuer's obligations under the Securities 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. Securityholders will not have recourse to any secured assets of the Issuer in the event that the Issuer 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.
- *Market Risk:* Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.
- *Early redemption:* In certain circumstances (for example, following an event of default or for reasons relating to taxation or illegality) or if the calculation agent determines that no calculation or adjustment can reasonably be made following the occurrence of an adjustment event or following the occurrence of certain events affecting the Issuer's hedging arrangements or following a change in law relating to capital adequacy treatment, the Securities may be early redeemed. If the Securities are redeemed early, the amount paid may be less than your initial investment and you may therefore sustain a loss.

### 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 publicly offered.

*Estimated expenses or taxes charged to the 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 up to the final aggregate principal amount of the Securities issued on the issue date.

*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, the Guarantor 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. The Issuer, the Guarantor 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 issuance.