

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes 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 European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **EU Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes 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 Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. 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 Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND** – The Notes are not intended to be offered or recommended to private clients within the meaning of the Swiss Federal Financial Services Act (“**FinSA**”) in Switzerland. For these purposes, a private client means a person who is not one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.

**Pricing Supplement dated 24 October 2024**

**Citigroup Global Markets Holdings Inc.**

**Legal Entity Identifier (LEI): 82VOJDD5PTRDMVVMGV31**

Issue of USD 1,000,000 Fixed Rate Notes due October 2034

Guaranteed by Citigroup Inc.

Under the Citi Global Medium Term Note Programme

The Offering Circular 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, and subject as provided above, 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 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, and subject as provided above, 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 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 does any of them authorise, the making of any offer of Notes in any other circumstances. For the purposes hereof, the expression **EU Prospectus Regulation** means Regulation (EU) 2017/1129 (as amended) and **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of 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 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. For a description of certain restrictions on offers and sales of Notes, see “*Subscription and sale and transfer and selling restrictions for Notes*” of the Offering Circular and item 4 of Part B below.

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.

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 that are also Registered Notes. The Notes are issued under the Offering Circular as defined below.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled “*General Conditions of the Notes*” and “*Schedules to the Terms and Conditions of the Notes*” in the Offering Circular.

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Offering Circular in order to obtain all the relevant information.

The Offering Circular (including all documents incorporated by reference therein) is available for viewing at the offices of the Fiscal Agent and the Paying Agents and in electronic form on the Luxembourg Stock Exchange’s website ([www.luxse.com](http://www.luxse.com)).

For the purposes hereof, **Offering Circular** means the Offering Circular (No. 1) dated 14 December 2023 in relation to the Programme, including all documents incorporated by reference therein, as supplemented by any supplement(s) thereto approved on or before the Issue Date of the Notes.

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|----|------|-------------------|--|
| 1. | (i)  | Issuer:           | Citigroup Global Markets Holdings Inc. |
|    | (ii) | Guarantor:        | Citigroup Inc.                         |
| 2. | (i)  | Type of security: | Notes                                  |
|    | (ii) | Series Number:    | GMTCH19246                             |

(iii) Tranche Number:	1
(iv) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3. Specified Currency or Currencies:	United States dollars ( <b>USD</b> )
4. Aggregate Principal Amount:	
(i) Series:	USD 1,000,000
(ii) Tranche:	USD 1,000,000
5. Issue Price:	100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations:	USD 10,000
(ii) Calculation Amount:	USD 10,000
7. (i) Trade Date:	23 October 2024
(ii) Issue Date:	30 October 2024
(iii) Interest Commencement Date:	The Issue Date
8. Maturity Date:	30 October 2024, subject to adjustment in accordance with the Modified Following Business Day Convention, provided that no interest shall be payable with respect to any period beginning on or after 30 October 2024, except as provided in Condition 4(h) ( <i>Accrual of interest</i> ) of the General Conditions
9. Types of Notes:	(i) Fixed Rate Notes (ii) The Notes are Cash Settled Notes
10. Interest Basis:	Fixed Rate. The Notes bear interest as specified in item 18 below
11. Redemption/Payment Basis:	Redemption at par
12. Change of Interest or Redemption/Payment Basis:	Not Applicable
13. Put/Call Options:	Issuer Call as specified in item 24 below
14. (i) Status of the Notes:	Senior
(ii) Status of the CGMHI Deed of Guarantee:	Senior
15. Method of Distribution:	Non-syndicated

**PROVISIONS RELATING TO UNDERLYING LINKED NOTES**

16. <b>Underlying Linked Notes Provisions</b>	Not Applicable
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**PROVISIONS RELATING TO REFERENCE ASSET LINKED NOTES**

17. <b>Reference Asset Linked Notes Provisions</b>	Not Applicable
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## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18. **Fixed Rate Note Provisions** Applicable
- (i) Interest Rate(s): 4.70 per cent. per annum payable semi-annually in arrear (subject as provided in paragraph (iv) below).
- (ii) Interest Payment Date(s): The 30th day of each April and October starting from (and including) 30 April 2025 and ending on (and including) 30 October 2034, adjusted in accordance with the Modified Following Business Day Convention.
- (iii) Interest Period End Date(s): The 30th day of each April and October starting from (and including) 30 April 2025 and ending on (and including) 30 October 2034, not adjusted.
- (iv) Interest Amount(s): USD 235.00 per Calculation Amount
- (v) Broken Amount(s): Not Applicable
- (vi) Day Count Fraction: 30/360
- (vii) Determination Dates: Not Applicable
- (viii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
19. **Floating Rate Note Provisions** Not Applicable
20. **Zero Coupon Note Provisions** Not Applicable
21. **Dual Currency Interest Provisions** Not Applicable
22. **Underlying Linked Notes Interest Provisions** Not Applicable
23. **LA Interest Amount Provisions** Not Applicable

## PROVISIONS RELATING TO REDEMPTION

24. **Issuer Call** Applicable
- (i) Optional Early Redemption Date(s): 30 October 2027, 30 April 2028, 30 October 2028, 30 April 2029, 30 October 2029, 30 April 2030, 30 October 2030, 30 April 2031, 30 October 2031, 30 April 2032, 30 October 2032, 30 April 2033, 30 October 2033 and 30 April 2034, subject to adjustment in accordance with the Modified Following Business Day Convention
- (ii) Optional Redemption Amount and method, if any amount, of calculation of such amount: USD 10,000 per Calculation Amount
- (iii) If redeemable in part: Not Applicable
- (iv) Notice period (if other than as set out in Condition 5(e) (*Redemption at the Option of the Issuer*) of the General Conditions): Not less than 5 Business Days

25.	<b>Investor Put</b>	Not Applicable
26.	<b>Redemption Amount</b>	USD 10,000 per Calculation Amount
27.	<b>Underlying Linked Notes Redemption Provisions</b>	Not Applicable
28.	<b>Mandatory Early Redemption Provisions</b>	Not Applicable
29.	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) ( <i>Redemption for Taxation Reasons and Redemption for Illegality</i> ) of the General Conditions) or on Event of Default (Condition 9 ( <i>Events of Default</i> ) of the General Conditions) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same:	USD 10,000 per Calculation Amount
	(ii) Early Redemption Amount includes amount in respect of accrued interest:	No: together with the Early Redemption Amount, accrued interest shall also be paid
30.	<b>Provisions applicable to Physical Delivery</b>	Not Applicable
31.	<b>Variation of Settlement</b>	
	(i) Issuer's or Intermediary's option to vary settlement:	Not Applicable
	(ii) Holder's option to vary settlement:	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>		
32.	<b>Fallback Provisions relating to Notes other than Underlying Linked Notes:</b>	Applicable
33.	<b>Administrator/Benchmark Event:</b>	Early Redemption following Administrator/Benchmark Event: Not Applicable
34.	<b>Reference Rate Event Provisions:</b>	Not Applicable
35.	<b>Form of Notes:</b>	Registered Notes Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
36.	Governing Law:	English law applies
37.	New Safekeeping Structure:	Not Applicable
38.	Business Centres:	London and New York City
39.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London and New York City
40.	Renminbi Settlement Centre(s):	Not Applicable

41.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
42.	Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:	Not Applicable
43.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
44.	Consolidation provisions:	The provisions of Condition 12 ( <i>Further Issues</i> ) of the General Conditions apply
45.	Substitution provisions:	Applicable: The provisions of Condition 15 ( <i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i> ) apply
	Additional Requirements:	Not Applicable
46.	Additional provisions applicable to Italian Listed Certificates:	Not Applicable
47.	Other terms and conditions:	Not Applicable
48.	China Compliance Representations, Warranties and Undertakings:	Not Applicable
49.	Taiwan Compliance Representations, Warranties and Undertakings:	Not Applicable
50.	Name and address of Calculation Agent:	CBNA Hong Kong IRDC (acting through its US IR Exotic Trading Desk in London (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
51.	Determinations:	Sole and Absolute Determination

## **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., Citibank, N.A., Citigroup Global Markets Holdings Inc., Citigroup Global Markets Funding Luxembourg S.C.A. and Citigroup Global Markets Limited.

## **RESPONSIBILITY**

The Issuer and the CGMHI Guarantor accept responsibility for the information contained in this Pricing Supplement. Each of the Issuer and the CGMHI Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's Euro MTF Market on or about the Issue Date.

### 2. RATINGS

Ratings: The Notes are expected to be assigned a rating of:  
Moody's: A2  
Fitch: A+

### 3. OPERATIONAL INFORMATION

ISIN Code: XS2913148560

Common Code: 291314856

CUSIP: 5C2YYG9P7

WKN: Not Applicable

Valoren: Not Applicable

CFI: Not Applicable

FISN: Not Applicable

CMU Instrument Number: Not Applicable

Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC and the CMU 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 address of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

### 4. DISTRIBUTION

If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

Date of Subscription Agreement:	Not Applicable
Stabilisation Manager(s) (if any):	Not Applicable
If non-syndicated, name and address of Dealer:	Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
Total commission and concession:	No commissions and concessions are payable by the Issuer to the Dealer.  Investors can obtain more information about the commission by contacting the placer(s) or the Dealer at the address set out above.
Additional selling restrictions:	Not Applicable
Prohibition of Sales to EEA Retail Investors:	Applicable
Prohibition of Offer to Private Clients in Switzerland:	Applicable
Prohibition of Sales to UK Retail Investors:	Applicable

## 5. 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).