

Citigroup Global Markets Holdings Inc.

USD65,000,000 Floating Rate Notes due 31 January 2029 (the "Notes")

Under the Citi Global Medium Term Note Programme

Issue Price: 100 per cent. of the Aggregate Principal Amount

Issue Date: 31 January 2024

This information package includes the Offering Circular (No.1) dated 14 December 2023 (as may be supplemented from time to time) in relation to the Citi Global Medium Term Note Programme including all documents incorporated by reference therein (the "**Offering Circular**") as supplemented by the pricing supplement for the Notes dated 23 January 2024 (the "**Pricing Supplement**", together with the Offering Circular, the "**Information Package**").

The Notes will be issued by Citigroup Global Markets Holdings Inc. (the "**Issuer**") and will be unconditionally and irrevocably guaranteed by Citigroup Inc.

Application will be made by the Issuer for the Notes to be admitted to listing and trading on the Taipei Exchange (the "**TPEX**") in the Republic of China (the "**ROC**") and the Luxembourg Stock Exchange's Euro MTF Market.

Effective date of listing and trading of the Notes is on or about 31 January 2024.

TPEX is not responsible for the content of the Information Package and no representation is made by TPEX to the accuracy or completeness of the Information Package. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Information Package. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

The Notes have not been, and shall not be, offered or sold, directly or indirectly, in the ROC, to investors other than "professional institutional investors" as defined under Item 1, Paragraph 1, Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds ("**Professional Institutional Investors**"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Institutional Investor.

The Notes 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).

Lead Manager

SinoPac Securities Corporation

Manager

KGI Securities Co. Ltd.

Pricing Supplement dated 23 January 2024

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI): 82VOJDD5PTRDMVVMGV31

Issue of USD65,000,000 Floating Rate Notes due 31 January 2029

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 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 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 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, if applicable, item 5 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 and the CGMHI Deed of Guarantee 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.

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, and any supplement(s) thereto approved on or before the Issue Date of the Notes.

- | | | |
|----|------------------------------------------------------------------------------|-------------------------------------------------|
| 1. | (i) Issuer: | Citigroup Global Markets Holdings Inc. |
| | (ii) Guarantor: | Citigroup Inc. |
| 2. | Type of Security: | Notes |
| | (i) Series Number: | GMTCH13004 |
| | (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: | United States dollars (USD) |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | USD65,000,000 |
| | (ii) Tranche: | USD65,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | USD1,000,000 |
| | (ii) Calculation Amount: | USD1,000,000 |
| 7. | (i) Trade Date: | 16 January 2024 |

	(ii) Issue Date:	31 January 2024
	(iii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	31 January 2029, subject to adjustment in accordance with the Modified Following Business Day Convention
9.	Types of Notes:	(i) Floating Rate Notes (ii) The Notes are Cash Settled Notes
10.	Interest Basis:	Floating Rate. The Notes bear interest as specified in item 19 below
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest or Redemption/Payment Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(i) Status of the Notes:	Senior
	(ii) Status of the CGMHI Deed of Guarantee:	Senior
15.	Method of Distribution:	Syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16.	Underlying Linked Notes Provisions:	Not Applicable
-----	--------------------------------------------	----------------

PROVISIONS RELATING TO REFERENCE ASSET LINKED NOTES

17.	Reference Asset Linked Notes Provisions:	Not Applicable
-----	-------------------------------------------------	----------------

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18.	Fixed Rate Note Provisions	Not Applicable
19.	Floating Rate Note Provisions	Applicable
	(i) Specified Period(s)/Specified Interest Payment Dates:	31 January, 30 April, 31 July and 31 October in each year from, and including, 30 April 2024 to, and including, 31 January 2029, in each case adjusted in accordance with the Modified Following Business Day Convention
	(ii) Interest Period End Date(s):	Interest Payment Dates, adjusted
	(iii) Business Day Convention:	Modified Following Business Day Convention

(iv)	Manner in which the Interest Rate(s) is/are to be determined:	SOFR Floating Rate Determination
(v)	Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s) (if not the Calculation Agent):	The Calculation Agent
(vi)	Screen Rate Determination:	Not Applicable
(vii)	ISDA Determination:	Not Applicable
(viii)	SONIA Floating Rate Determination:	Not Applicable
(ix)	SOFR Floating Rate Determination:	Applicable
	- Reference Rate:	SOFR
	- Index Determination:	Not Applicable
	- Observation Method:	Lag
	- Observation Look-Back Period:	Five U.S. Government Securities Business Days
	- Interest Determination Date(s):	Fifth U.S. Government Securities Business Day prior to the relevant Interest Payment Date
(x)	Linear Interpolation:	Not Applicable
(xi)	Margin(s):	1.00 per cent. per annum
(xii)	Minimum Interest Rate:	0.00 per cent. per annum
(xiii)	Maximum Interest Rate:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360
(xv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the General Conditions:	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	Not Applicable
25.	Investor Put	Not Applicable
26.	Redemption Amount	USD1,000,000 per Calculation Amount
27.	Underlying Linked Notes Redemption Provisions	Not Applicable
28.	Mandatory Early Redemption Provisions	Not Applicable
29.	Early Redemption Amount	
	(ii) 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:	Condition 5(d)(iii)(A) of the General Conditions applies For this purpose, the references to “Underlying Linked Notes” in the first lines of Condition 5(d)(i) and 5(d)(iii) shall be deemed to be references to “Floating Rate Notes” and the reference to “Underlying” in the tenth line of Condition 5(d)(iii)(A) shall be deemed to be replaced with the words "asset" or "rate"
	(iii) Early Redemption Amount includes amount in respect of accrued interest:	Yes: no additional amount in respect of accrued interest to be paid
30.	Provisions applicable to Physical Delivery	Not Applicable
31.	Variation of Settlement	
	(ii) Issuer's or Intermediary's option to vary settlement	Not Applicable
	(iii) Holder's option to vary settlement:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

32.	Fallback Provisions relating to Notes other than Underlying Linked Notes:	Not Applicable
33.	Administrator/Benchmark Event:	Early Redemption following Administrator/Benchmark Event: Applicable
34.	Reference Rate Event Provisions:	Reference Rate: SOFR Pre-nominated Replacement Reference Rate(s): Not Applicable Reference Rate Early Redemption: Applicable
35.	Form of Notes:	Registered Notes

		Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
36.	Governing Law:	English law applies
37.	New Safekeeping Structure:	Not Applicable
38.	Business Centres:	London, New York and Taipei
39.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, New York and Taipei
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: Citibank, N.A., acting through its Hong Kong IR Derivatives Calculation department/group (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
51. Determination Agent: The Calculation Agent
52. Determinations: Sole and Absolute Determination

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for the issue and admission to trading on the Taipei Exchange and the professional segment of the Luxembourg Stock Exchange's Euro MTF Market 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., and Citigroup Global Markets Funding Luxembourg S.C.A.

RESPONSIBILITY

The Issuer and the CGMHI Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:
Duly authorised

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 listing and trading on the Taipei Exchange (the "TPEX") with effect from the Issue Date.

The TPEX is not responsible for the contents of this Pricing Supplement and the Offering Circular and any supplement or amendment thereto and no representation is made by the TPEX to the accuracy or completeness of this Pricing Supplement and the Offering Circular and any supplement or amendment thereto. The TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Pricing Supplement and the Offering Circular and any supplement or amendment thereto.

Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on the Luxembourg Stock Exchange's Euro MTF Market with effect from on or around the Issue Date.

2. RATINGS

Ratings:

The Notes to be issued are expected, on issue to be assigned a rating of A (S&P)

3. OPERATIONAL INFORMATION

ISIN Code:	XS2709283662
Common Code:	270928366
CUSIP:	Not Applicable
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	Not Applicable
FISN:	Not Applicable
CMU Instrument Number:	Not Applicable

Any clearing system(s) other than Euroclear, Not Applicable
Clearstream, Luxembourg, DTC and the CMU
and the relevant identification number(s) and
details relating to the relevant depository, if
applicable:

Delivery: Delivery versus payment

Names and address of the Swedish Securities Not Applicable
Issuing and Paying Agent (if any):

Names and address of the Finnish Securities Not Applicable
Issuing and Paying Agent (if any):

Names and address of the French Securities Not Applicable
Issuing and Paying Agent (if any):

Names and address of additional Paying Agent(s) Not Applicable
(if any):

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

4. DISTRIBUTION

If syndicated, names and addresses of Managers SinoPac Securities Corporation:
and underwriting commitments: USD55,000,000

KGI Securities Co. Ltd.:
USD10,000,000

Date of Subscription Agreement: 23 January 2024

Stabilisation Manager(s) (if any): Not Applicable

If non-syndicated, name and address of Dealer: Not Applicable

Total commission and concession: 0.1 per cent. of the Aggregate Principal
Amount

Additional selling restrictions: The Notes have not been, and shall not be,
offered or sold, directly or indirectly, in
R.O.C., to investors other than
“professional institutional investors” as
defined under Item 1, Paragraph 1, Article
2-1 of the Taipei Exchange Rules
Governing Management of Foreign
Currency Denominated International Bonds
(“Professional Institutional Investors”).
Purchase of the Notes are not permitted to
sell or otherwise dispose of notes except by
transfer to a Professional Institutional
Investor.

Prohibition of Sales to EEA Retail Investors: Not Applicable

Prohibition of Offer to Private Clients in Not Applicable
Switzerland:

Prohibition of Sales to UK Retail Investors: Not 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).