

The Notes do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA). They are neither subject to authorisation nor supervision by the Swiss Financial Market Supervisory Authority FINMA (FINMA), and investors in Notes will not benefit from protection under the CISA or supervision by any Swiss regulatory authority and are exposed to the risk of the Issuer and Guarantor (if applicable).

This Pricing Supplement must be read together with the Offering Circular and any supplement(s) thereto up to, and including, the Issue Date of the Notes. This Pricing Supplement will also be published pursuant to Article 64 the Swiss Federal Financial Services Act (“FinSA”).

Pricing Supplement dated 11 November 2024

Citigroup Inc.

Legal Entity Identifier (LEI): 6SHGI4ZSSLCXXQSBB395

Issue of up to EUR [10,000,000] Zero Linear Coupon Notes due December 2034

Under the Citi Global Medium Term Note Programme

The Notes are intended to qualify as eligible debt securities for purposes of the Federal Reserve’s total loss-absorbing capacity (**TLAC**) rule. As a result, in the event of a Citigroup Inc. bankruptcy, Citigroup Inc.’s losses and any losses incurred by its subsidiaries would be imposed first on Citigroup Inc.’s shareholders and then on its unsecured creditors, including the holders of the Notes. Further, in a bankruptcy proceeding of Citigroup Inc., any value realised by holders of the Notes may not be sufficient to repay the amounts owed on the Notes. For more information about the consequences of TLAC on the notes, you should refer to the disclosure relating to Citigroup Inc. under the heading entitled “*Citi Resolution Plan (CSA, etc.) in relation to Notes issued by Citigroup Inc.*” in the Offering Circular.

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 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 (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 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 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 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 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 New York 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. 2) dated 26 July 2024 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.

For the avoidance of doubt, notwithstanding anything in the terms and conditions of the Notes to the contrary, the ability of the Issuer or Calculation Agent to exercise any discretionary authority under the terms and conditions of the Notes shall be limited to exercises of such discretionary authority under which each Note of the series of Notes remains an “eligible debt security” for purposes of the Federal Reserve's TLAC rule.

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| 1. | (i) Issuer: | Citigroup Inc. |
| | (ii) Guarantor: | Not Applicable |
| 2. | (i) Series Number: | EMTN8580 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Settlement Currency or Currencies: | Euro (EUR) |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | Up to EUR [10,000,000] |
| | (ii) Tranche: | Up to EUR [10,000,000] |
| 5. | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | EUR 1,000 |

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| | (ii) Calculation Amount: | EUR 1,000 |
| 7. | (i) Trade Date: | 21 November 2024 |
| | (ii) Issue Date: | 5 December 2024 |
| | (iii) Interest Commencement Date: | Not Applicable |
| 8. | Scheduled Maturity Date: | 5 December 2034, subject to adjustment in accordance with the Modified Following Business Day Convention |
| 9. | Types of Notes: | (i) Zero Coupon Notes (ii) The Notes are Cash Settled Notes |
| 10. | Interest Basis: | Zero Coupon |
| 11. | Redemption/Payment Basis: | See section “Provision Relating to Redemption” below |
| 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 |
| 15. | Method of Distribution: | Non-syndicated |

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

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| 16. | Underlying Linked Notes Provisions | Not Applicable |
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PROVISIONS RELATING TO REFERENCE ASSET LINKED NOTES

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| 17. | Reference Asset Linked Notes Provisions | Not Applicable |
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PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 18. | Fixed Rate Note Provisions | Not Applicable |
| 19. | Floating Rate Note Provisions | Not Applicable |
| 20. | Zero Coupon Note Provisions | Applicable Single Rate Amortisation Yield, for which purpose “Linear Accretion” applies |
| | (i) Amortisation Yield: | 3.99 per cent. per annum on a non-compounding basis |
| | (ii) Reference Price: | EUR 1,000 |
| | (iii) Day Count Fraction in relation to Early Termination Amount: | 30/360 |
| 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

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| 24. | Issuer Call | Applicable |
| | (i) Optional Early Redemption Date(s): | Each date specified under the heading “Optional Early Redemption Date” in the table set out in paragraph 1 of the Schedule attached hereto. |
| | (ii) Optional Redemption Amount and method, if any amount, of calculation of such amount: | EUR 1,000 per Calculation Amount multiplied by the Optional Early Redemption Payoff (as defined in paragraph 1 of the Schedule attached hereto) |
| | (iii) If redeemable in part: | Not Applicable |
| | (iv) Notice period (if other than as set out in Condition 5(e) (<i>Redemption at the Option of the Issuer</i>) of the General Conditions): | Not less than 5 Business Days |
| 25. | Investor Put | Not Applicable |
| 26. | Redemption Amount | EUR 1,350 per Calculation Amount |
| 27. | Underlying Linked Notes Redemption Provisions | Not Applicable |
| 28. | Mandatory Early Redemption Provisions | Not Applicable |
| 29. | Early Redemption Amount | |
| | (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: | Condition 5(d)(ii) of the General Conditions applies |
| | (ii) Early Redemption Amount includes amount in respect of accrued interest: | Not Applicable |
| 30. | Provisions applicable to Physical Delivery | Not Applicable |
| 31. | Variation of Settlement | |
| | (i) Issuer’s or Intermediary’s option to vary settlement: | Not Applicable |
| | (ii) Holder’s option to vary settlement: | Not Applicable |
| PROVISIONS RELATING TO CREDIT LINKED NOTES | | |
| 32. | Credit Linked Notes | Not Applicable |
| GENERAL PROVISIONS APPLICABLE TO THE NOTES | | |
| 33. | Fallback Provisions relating to Notes other than Underlying Linked Notes: | Not Applicable |
| 34. | Administrator/Benchmark Event: | Early Redemption following Administrator/Benchmark |

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| | Event: Not Applicable |
| 35. Reference Rate Event Provisions: | Not Applicable |
| 36. 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 |
| 37. Governing Law: | State of New York law applies |
| 38. New Safekeeping Structure: | Not Applicable |
| 39. Business Centres: | London, New York City and T2 |
| 40. Business Day Jurisdiction(s) or other special provisions relating to payment dates: | London, New York City and T2 |
| 41. Renminbi Settlement Centre(s): | Not Applicable |
| 42. 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 |
| 43. 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 |
| 44. Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 45. Consolidation provisions: | The provisions of Condition 12 (<i>Further Issues</i>) of the General Conditions apply |
| 46. 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 |
| 47. Other terms and conditions: | See the Schedule attached hereto |
| - Schedule A - Citigroup Inc. TLAC eligible Notes: | 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 London (acting through its EMEA 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:

Commercial 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 accepts responsibility for the information contained in this Pricing Supplement. The Issuer confirms that the information contained in this Pricing Supplement is, to the best of its knowledge, correct, and that no material facts or circumstances have been omitted from the Offering Circular.

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading: None

2. RATINGS

Ratings: The Notes are not rated.

3. OPERATIONAL INFORMATION

ISIN Code: XS2792099314

Common Code: 279209931

CUSIP: 5C31KB9F6

WKN: Not Applicable

Valoren: CH133694837

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

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| 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. The distribution fee payable by the Dealer to any distributor is up to 0.20% p.a. or EUR 2.00 p.a. per Specified Denominations. 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: | Not Applicable |
| Prohibition of Offer to Private Clients in Switzerland: | Not Applicable |
| Prohibition of Sales to UK Retail Investors: | Not Applicable |
| Swiss Non-exempt Offer: | Applicable |
| Swiss Offer Period: | An offer of the Notes may be made in Switzerland during the period from (and including) 12 November 2024 until (and including) 21 November 2024. The Notes are offered for subscription during the Swiss Offer Period. The Issuer reserves the right to end the Swiss Offer Period early. The Issuer is not obliged to accept subscription applications. Partial allocations are possible (in particular in the event of oversubscription). The Issuer is not obliged to issue subscribed Notes. |
| Withdrawal right according to Article 63(5) of the Swiss Financial Services Ordinance (FinSO): | Applicable. If an obligation to prepare a supplement to the Offering Circular according to Article 56(1) FinSA is triggered during the Swiss Offer Period, investors who have already subscribed or agreed to purchase or subscribe for Notes before any such supplement to the Offering Circular is published have the right to withdraw their subscriptions and acceptances within a period of two days from the publication of such supplement regardless of whether the Swiss Offer Period closes prior to the expiry of such two day period. |
| Financial intermediaries granted specific consent to use the Offering Circular for Swiss Non-exempt Offers: | UBS AG, at 45 BAHNHOFSTRASSE, 8001 Zurich, Zurich, Switzerland. Its LEI is BFM8T61CT2L1QCCEMIK50. |
| Offer period during which subsequent resale or final placement of Notes by financial intermediaries can be made: | Swiss Offer Period |

Notices according to Article 67 FinSA: Notices will be published on the internet on the following website <https://ch.citifirst.com/EN/Home> or any successor webpage thereto

No material change: There has been no material change in the assets and liabilities, financial position or profits and losses of the Issuer or the Guarantor, if any, since 26 July 2024

Additional information relating to the Underlying: 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).

6. SUMMARY

| INTRODUCTION AND WARNINGS |
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| <p>This Summary should be read as an introduction to this Pricing Supplement. Any decision to invest in the Notes (as defined below) should be based on consideration of the Offering Circular (which includes the documents incorporated by reference therein) and the Pricing Supplement as a whole by the investor.</p> <p>Any liability for information contained in this Summary is limited to cases where this Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Pricing Supplement and the Offering Circular.</p> <p>The Notes issued under this Offering Circular do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA). They are neither subject to authorisation nor supervision by the Swiss Financial Market Supervisory Authority FINMA (FINMA), and investors in Notes will not benefit from protection under the CISA or supervision by any Swiss regulatory authority and are exposed to the risk of the Issuer and Guarantor (if applicable).</p> <p>This Summary has been prepared and is being provided solely for the purpose of an offer of the Notes pursuant to the Swiss Financial Services Act (FinSA) and it must not be used for any other purpose or in any other content than for which it is prepared and provided. This Summary must not be used for, or in connection with, and does not constitute any offer to, or solicitation by, any person in a jurisdiction other than Switzerland.</p> <p>You are about to purchase a product that is not simple and may be difficult to understand.</p> |
| KEY INFORMATION ON THE NOTES |
| <p>The Issuer: Citigroup Inc. (Citigroup Inc.). Citigroup Inc. was established as a corporation incorporated in Delaware on 8 March 1988 with perpetual duration pursuant to the Delaware General Corporation Law and is domiciled in New York, United States of America. The Legal Entity Identifier (LEI) in respect of Citi is 6SHGI4ZSSLCXXQSBB395.</p> |
| <p>Product name: Issue of up to EUR [10,000,000] Zero Linear Coupon Notes due December 2034 under the Global Medium Term Note Programme (Notes)</p> |
| <p>Product identifiers</p> <p>ISIN: XS2792099314</p> <p>Valor: CH133694837</p> <p>SSPA Product Type: 1100 Capital Protection Note With Participation</p> |

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| Issue Date: 5 December 2024 |
| Maturity Date: 5 December 2034 |
| Settlement Currency: EUR |
| Settlement: Cash |
| KEY INFORMATION ON THE OFFER OF THE NOTES TO THE PUBLIC |
| Issue Price: 100.00% of the of the aggregate nominal amount |
| Subscription Period: From and including 12 November 2024 to and including 21 November 2024 |
| Admission to trading/listing: The Notes have not been and will not be listed on the SIX Swiss Exchange or any other exchange and no application for trading on SIX Swiss Exchange has been or will be made. |
| Public Offer Jurisdiction: Switzerland |
| Selling Restrictions: U.S. selling restrictions: Applicable. The offering of the Securities has not been registered under the U.S. Securities Act of 1933. These Securities may not be offered or sold, directly or indirectly, in the United States of America or to U.S. persons. The term “U.S. person” is defined in Regulation S under the U.S. Securities Act of 1933, as amended. EEA and UK selling restrictions: Not Applicable. |

SCHEDULE

1. DATES

| Optional Early Redemption Date | Optional Early Redemption Payoff |
|---------------------------------------|---|
| 5 December 2025 | 104.50% |
| 7 December 2026 | 109.00% |
| 6 December 2027 | 113.50% |
| 5 December 2028 | 118.00% |
| 5 December 2029 | 122.50% |
| 5 December 2030 | 127.00% |
| 5 December 2031 | 131.50% |
| 6 December 2032 | 136.00% |
| 5 December 2033 | 140.50% |