

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.

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 30 October 2024

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of up to USD [3,000,000] Worst of Autocallable Reverse Convertible Notes linked to a Basket of Shares due November 2025

Guaranteed by Citigroup Global Markets Limited

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 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 CGMFL 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 CGMFL Deed of Guarantee and any Entitlements 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 5 of Part B below.

The Notes and the CGMFL Deed of Guarantee and any Entitlements 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.

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.

- | | | |
|----|--|--|
| 1. | (i) Issuer: | Citigroup Global Markets Funding Luxembourg S.C.A. |
| | (ii) Guarantor: | Citigroup Global Markets Limited |
| 2. | (i) Series Number: | CGMFL89501 |
| | (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: | United States dollars (USD) |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | Up to USD [3,000,000] |
| | (ii) Tranche: | Up to USD [3,000,000] |

5.	Issue Price:	100 per cent. of the Aggregate Principal Amount
6.	(i) Specified Denominations:	USD 5,000
	(ii) Calculation Amount:	USD 5,000
7.	(i) Trade Date:	15 November 2024
	(ii) Issue Date:	22 November 2024
	(iii) Interest Commencement Date:	Not Applicable
8.	Scheduled Maturity Date:	21 November 2025, subject to adjustment in accordance with the Preceding Business Day Convention
9.	Types of Notes:	(i) Underlying Linked Notes (ii) The Notes are Underlying Linked Notes and relate to the Underlying(s) specified in item 16(i) below (iii) The Notes are Cash Settled Notes and may, in certain circumstances, be Physical Delivery Notes – see item 30 below and Schedule 1 attached hereto
10.	Interest Basis:	The Notes do not bear or pay any interest
11.	Redemption/Payment Basis:	Underlying Linked Redemption
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 CGMFL Deed of Guarantee:	Senior
15.	Method of Distribution:	Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16.	Underlying Linked Notes Provisions	Applicable - the provisions in Condition 19 (<i>General Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes</i>) of the General Conditions apply (subject as provided in the relevant Underlying Schedule)
	(i) Underlying:	
	(A) Description of Underlyings:	Each Underlying specified under the heading “Underlying” in the table set out in Schedule 2 attached hereto
	(B) Classification:	In respect of an Underlying, the classification specified for such Underlying under the heading “Classification” in the table set out in Schedule 2 attached hereto
	(C) Electronic Page:	In respect of an Underlying, the Bloomberg Page specified for such Underlying under the heading

“Electronic Page” in the table set out in Schedule 2 attached hereto

(ii) Particulars in respect of each Underlying:

Share:

- | | |
|--|--|
| (A) Share Company: | The Share Company specified for an Underlying under the heading “Share Company” in the table set out in Schedule 2 attached hereto |
| (B) Exchange(s): | In respect of an Underlying, the Exchange specified for such Underlying under the heading “Exchange(s)” in the table set out in Schedule 2 attached hereto |
| (C) Related Exchange(s): | In respect of each Underlying, All Exchanges |
| (D) Additional Provisions for Shares traded through the China Connect Service: | Not Applicable |

(iii) Elections in respect of each type of Underlying:

Share:

- | | |
|-------------------------------------|--|
| (A) Additional Disruption Event(s): | Increased Cost of Stock Borrow
Loss of Stock Borrow |
| (B) Share Substitution Criteria: | Reference Index |
- (iv) Realisation Disruption: Not Applicable
- (v) Hedging Disruption Early Termination Event: 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** 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** See items 27 and 30 below and Schedule 1 and

	Schedule 2 attached hereto
27. Underlying Linked Notes Redemption Provisions	Applicable
(i) Redemption Amount for Underlying Linked Notes:	See paragraph 1 of Schedule 1 attached hereto
(ii) Specified Valuation Date(s):	14 November 2025. Such date shall be subject to adjustment as provided in Condition 19 (<i>General Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes</i>) of the General Conditions (such Valuation Date as so adjusted, the Final Valuation Date)
(iii) Valuation Disruption (Scheduled Trading Days):	Move in Block
(iv) Valuation Disruption (Disrupted Days):	Value What You Can
(v) Valuation Roll:	Eight
28. Mandatory Early Redemption Provisions	Applicable
(i) Mandatory Early Redemption Event:	A Mandatory Early Redemption Event will occur if, on any Mandatory Early Redemption Valuation Date, the Underlying Closing Level of each Underlying is equal to or greater than 105.00 per cent. of their respective Underlying Initial Levels (as defined in paragraph 2 of Schedule 1 attached hereto)
(ii) Mandatory Early Redemption Amount(s):	USD 5,465 per Calculation Amount
(iii) Mandatory Early Redemption Date(s):	The date falling five Business Days after the relevant Mandatory Early Redemption Valuation Date on which the Mandatory Early Redemption Event occurred
(iv) Specified Valuation Date(s):	Each Scheduled Mandatory Observation Date (as defined in Schedule 1 attached hereto). Each such date shall be subject to adjustment as provided in Condition 19 (<i>General Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes</i>) of the General Conditions (each such Valuation Date, as so adjusted, a Mandatory Early Redemption Valuation Date)
(v) Valuation Disruption (Scheduled Trading Days):	Move in Block
(vi) Valuation Disruption (Disrupted Days):	Value What You Can
(vii) Valuation Roll:	Eight
29. Early Redemption Amount	
(i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) (<i>Redemption</i>	Condition 5(d)(iii)(A) of the General Conditions applies

for Taxation Reasons and Redemption for Illegality) of the General Conditions) or on Event of Default (Condition 9 (Events of Default) of the General Conditions) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same:

- (ii) Early Redemption Amount includes amount in respect of accrued interest: Not Applicable
30. **Provisions applicable to Physical Delivery** Applicable
- (i) Settlement via Intermediary: Applicable – for which purpose the Intermediary is the Calculation Agent
- (ii) Entitlement: Entitlement per Calculation Amount is a number of the Relevant Asset determined by the Calculation Agent by reference to the following formula:
USD 5,000 / Underlying Strike Level of the Worst Performing Underlying
Underlying Strike Level has the meaning ascribed to it in paragraph 2 of Schedule 1 attached hereto
- (iii) Equivalent Amount: As per Condition 6(i) (*Physical Delivery*)
- (iv) Relevant Asset(s): The relevant asset to which the Notes relate is the Worst Performing Underlying (as defined in paragraph 2 of Schedule 1 attached hereto)
- (v) Delivery Method and details required for delivery using such Delivery Method: The Entitlement will be delivered to the securities account with the relevant Settlement System as further described in Schedule 1 attached hereto and Condition 6(i) (*Physical Delivery*), including references therein where so required to **Relevant Clearing System**, shall be construed accordingly.
Delivery of the Entitlement to a Noteholder will be evidenced by:
(i) if the Noteholder elects for delivery through Euroclear or Clearstream, Luxembourg, the credit of the Entitlement to the securities account with Euroclear or Clearstream, Luxembourg, as specified by the Noteholder in the relevant Asset Transfer Notice; or
(ii) if the Noteholder elects for delivery through DTC the credit of the Entitlement to the securities account with DTC, as specified by the Noteholder in the relevant Asset Transfer Notice.
Such delivery shall fully discharge the Intermediary's obligation to the Issuer to deliver the Entitlement to the Noteholders and the Issuer's obligation to procure it does so
Neither the Issuer nor the Intermediary shall be under any obligation to register or procure the registration of a Noteholder in the register of members of the Share

Company

Settlement System means:

- (i) where the Noteholder elects for delivery through Euroclear or Clearstream, Luxembourg, Euroclear or Clearstream, Luxembourg, as applicable; or
- (ii) where the Noteholder elects for delivery through the Depository Trust Company (**DTC**), DTC.

(vi) Failure to Deliver due to Illiquidity (6(i)(i)(F) (*Failure to Deliver due to Illiquidity*) of the General Conditions): Applicable

(vii) Aggregation of Entitlements: Not Applicable

(viii) Cash Adjustment: Applicable
The value of Fractional Entitlement shall be determined by reference to the Underlying Closing Level of the Worst Performing Underlying on the Final Valuation Date.

Tradeable Amount: 1

(ix) Delivery subject to ATN: 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 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: English law applies

38. New Safekeeping Structure: Not Applicable

39. Business Centres: New York City

40. Business Day Jurisdiction(s) or other special provisions relating to payment dates: New York City

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 Schedule 1 and Schedule 2 attached hereto
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 US Equity Single Stock Exotics Trading Desk in New York (or any successor department/group)) at 390 Greenwich Street, 3rd Floor, New York, New York 10013, United States
51.	Determinations:	Commercial Determination

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for the issue and admission to trading on the International Securities Market of the London Stock Exchange plc 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 CGMFL Guarantor accept responsibility for the information contained in this Pricing Supplement. The information relating to the Shares and the Share Companies has been extracted from the Bloomberg page. Each of the Issuer and the CGMFL Guarantor 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: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the International Securities Market of the London Stock Exchange on or about the Issue Date.

2. RATINGS

Ratings: The Notes are not rated.

3. DISCLAIMER

Bloomberg®

Certain information contained in this Pricing Supplement consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg®**). The Issuer and the CGMFL Guarantor accept responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer and the CGMFL Guarantor are aware and are able to ascertain from such publicly-available information, no facts have been 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 Notes. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Notes.

4. OPERATIONAL INFORMATION

ISIN Code: XS2916931640

Common Code: 291693164

CUSIP: 5C307I9M3

WKN: Not Applicable

Valoren: 139315200

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

5. 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.

The distribution fee payable by the Dealer to any distributor is up to 1.50% or USD 75.00 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: 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) 31 October 2024 until (and including) 15 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 BFM8T61CT2L1QCEMIK50.

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 Underlyings:

Applicable. Information relating to the Shares including the performance of the Shares can be found on the website of the relevant issuer or exchanges

6. UNITED STATES TAX CONSIDERATIONS

The Notes are Non-U.S. Notes.

The Issuer has determined that the Notes are not Specified ELIs because (i) the Issue Date for the Notes is prior to 2027 and (ii) the Notes are not “delta-one” within the meaning of Section 871(m).

7. SUMMARY

INTRODUCTION AND WARNINGS

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.

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.

The Notes issued under this Offering Circular and 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 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.

You are about to purchase a product that is not simple and may be difficult to understand.

KEY INFORMATION ON THE NOTES

The Issuer: Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL). CGMFL is a corporate partnership limited by shares (*société en commandite par actions*) on 24 May 2012 under Luxembourg law for an unlimited duration and domiciled in Bertrange, Grand Duchy of Luxembourg. The Legal Entity Identifier (LEI) in respect of Citigroup Global Markets Funding Luxembourg S.C.A. is 549300EVRWDWFJUNNP53.

The Guarantor: Citigroup Global Markets Limited in respect of Notes issued by CGMFL (CGML). CGML is a private company limited by shares and was incorporated in England and Wales on 21 October 1983 under the laws of England and Wales, including the Companies Act, and is domiciled in London, England. The Legal Entity Identifier (LEI) in respect of Citigroup Global Markets Limited is XKZZ2JZF41MRHTR1V493.

Product name: Issue of up to USD [3,000,000] Worst of Autocallable Reverse Convertible Notes linked to a Basket of Shares due November 2025 under the Global Medium Term Note Programme (**Notes**)

Product identifiers

ISIN: XS2916931640

Valor: 139315200

SSPA Product Type: Barrier Reverse Convertible (1230) with additional feature(s): Auto-Callable
(Further information is available at <https://sspa.ch/en>)

Issue Date: 22 November 2024

Maturity Date: 21 November 2025

Underlyings:

Underlyings	Exchange	Bloomberg Ticker
AT&T Inc.	New York Stock Exchange	T
Meta Platforms, Inc.	NASDAQ Global Select Market	META
Verizon Communications Inc.	New York Stock Exchange	VZ

Settlement Currency: USD

Settlement: Cash and/or Physical

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 31 October 2024 to and including 15 November 2024

Admission to trading/listing: The Notes will be listed on the London Stock Exchange ISM (Unregulated)

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 selling restrictions: Not Applicable.

UK selling restrictions: Applicable. The Notes may not be offered, sold or otherwise made available to any retail investors in the United Kingdom.

SCHEDULE 1

1. PAYMENT OF REDEMPTION AMOUNT OR DELIVERY OF ENTITLEMENT AT MATURITY

For the purposes of items 26, 27 and 30 of Part A above, the Issuer shall pay the Redemption Amount or deliver the Entitlement on the Maturity Date (subject as provided in item 26 of Part A above and in the Conditions) as determined by the Calculation Agent by reference to the following:

- (i) If on the Final Valuation Date, the Underlying Final Level of the Worst Performing Underlying is **equal to or greater than** its Final Barrier Level:

$$\text{USD } 5,000 \times 109.30\%$$

- (ii) If on the Final Valuation Date, the Underlying Final Level of the Worst Performing Underlying is **less than** its Final Barrier Level but **equal to or greater than** its Underlying Strike Level:

$$\text{USD } 5,000 \times 109.30\%$$

- (iii) If on the Final Valuation Date, the Underlying Final Level of the Worst Performing Underlying is **less than** its Underlying Strike Level:

- (a) If a Barrier Event has not occurred:

$$\text{USD } 5,000 \times 109.30\%$$

- (b) If a Barrier Event has occurred, then both (a) the provisions for Physical Delivery Notes shall apply to the Notes, and the Entitlement (rounded down to the nearest whole multiple of the Tradeable Amount) and the Fractional Entitlement (if any) shall be delivered by the Intermediary in respect of each Calculation Amount in accordance with the Conditions and (b) the provisions for Cash Settled Notes shall apply to the Notes, and the Cash Redemption Amount in respect of each Calculation Amount shall be payable on the Delivery Date.

2. DEFINITIONS

For the purposes hereof:

Barrier Event means that the price of any Underlying is at any time (including intra-day prices) on any Barrier Valuation Date less than the Knock-In Barrier Level during the Valuation Period.

Barrier Valuation Date means each Scheduled Trading Day for an Underlying which is not a Disrupted Day during the Valuation Period. Each such day shall be a Valuation Date for the purposes of the Conditions but the provisions of Condition 19(c) and Condition 19(d) of the General Conditions shall not apply thereto.

Cash Redemption Amount means USD 465.00 in respect of each Calculation Amount.

Delivery Date means 21 November 2025. Such date shall be subject to adjustment in accordance with Condition 6(h) of the General Conditions.

Final Barrier Level means, in respect of an Underlying, the amount specified for such Underlying under the heading "Final Barrier Level" in the table set out in Schedule 2 attached hereto, being 105.00% of the Underlying Initial Level for such Underlying.

Final Performance means, in respect of any Underlying, an amount expressed as a percentage equal to its Underlying Final Level divided by its Underlying Initial Level.

Knock-In Barrier Level means, in respect of an Underlying, the amount specified for such Underlying under the heading "Knock-In Barrier Level" in the table set out in Schedule 2 attached hereto, being [62.70% to 67.70%] (to be determined before the Issue Date) of the Underlying Initial Level for such Underlying.

Mandatory Observation Period means the period commencing from (and including) 18 November 2024 to (but excluding) the Final Valuation Date.

Scheduled Mandatory Observation Date means each Scheduled Trading Day for all the Underlyings which is not a Disrupted Day for any of the Underlyings in the Mandatory Observation Period.

Strike Date means 15 November 2024. Such date shall be deemed to be a Valuation Date for the purposes of the Conditions and the provisions of item 27(iii), item 27(iv) and item 27(v) of Part A shall apply thereto.

Underlying Final Level means, in respect of an Underlying, the Underlying Closing Level for such Underlying on the Final Valuation Date.

Underlying Initial Level means, in respect of an Underlying, the amount specified for such Underlying under the heading “Underlying Initial Level” in the table set out in Schedule 2 attached hereto, being 100.00% of the Underlying Closing Level for such Underlying on the Strike Date.

Underlying Strike Level means, in respect of an Underlying, the amount specified for such Underlying under the heading “Underlying Strike Level” in the table set out in Schedule 2 attached hereto, being 100.00% of the Underlying Initial Level for such Underlying.

Valuation Period means the period from (but excluding) the Strike Date to (and including) the Final Valuation Date.

Worst Performing Underlying means the Underlying with the lowest Final Performance PROVIDED THAT if two or more Underlyings have the same lowest Final Performance, the Calculation Agent shall determine which Underlying shall constitute the Worst Performing Underlying.

SCHEDULE 2

Electronic Page	Share Company	Classification	Underlying	Exchange(s)	Underlying Initial Level	Underlying Strike Level	Knock-In Barrier Level	Final Barrier Level
T UN <Equity>	AT&T Inc.	Share	Common Stock	New York Stock Exchange	USD []	USD []	USD []	USD []
META UW <Equity>	Meta Platforms, Inc.	Share	Common Stock	NASDAQ Global Select Market	USD []	USD []	USD []	USD []
VZ UN <Equity>	Verizon Communications Inc.	Share	Common Stock	New York Stock Exchange	USD []	USD []	USD []	USD []