**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 deposited with SIX Exchange Regulation Ltd. as review body and published pursuant to Article 64 the Swiss Federal Financial Services Act ("FinSA").

#### Pricing Supplement dated 3 April 2025

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of USD 13,446,000 Worst of Quanto Fixed Coupon Autocall Notes linked to a Basket of Indices due July 2026

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 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 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 website of the International Securities Market of the London Stock Exchange (www.londonstockexchange.com).

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: CGMFL104666

(ii) Tranche Number:

(iii) Date on which the Notes will be Not Applicable consolidated and form a single Series:

3. Settlement Currency or Currencies: United States dollars (USD)

4. Aggregate Principal Amount:

(i) Series: USD 13,446,000

(ii) Tranche: USD 13,446,000 5. Issue Price: 100 per cent. of the Aggregate Principal Amount 6. Specified Denominations: USD 1.000 Calculation Amount: USD 1,000 7. Trade Date: 28 March 2025 (i) (ii) Issue Date: 4 April 2025 (iii) Interest Commencement Date: The Issue Date 8. Scheduled Maturity Date: 9 July 2026, subject to adjustment in accordance with the Following Business Day Convention 9. Types of Notes: (i) Fixed Rate Notes 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 10. Interest Basis: Fixed Rate. The Notes bear interest as specified in item 18 below Redemption/Payment Basis: 11. **Underlying Linked Redemption** 12. Change of Interest or Redemption/Payment Not Applicable Basis:

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 (*General* 

Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes) 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:

Security Index/Indices:

(A) Type of Index: The EURO STOXX 50® Index is a Multiple Exchange

Index. The Nikkei 225 Index and the S&P 500® Index

are Single Exchange Indices.

(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) Single Valuation Time: In respect of the EURO STOXX 50® Index, Not

Applicable

In respect of the Nikkei 225 Index, Applicable

In respect of the S&P 500® Index, Not Applicable

(E) Same Day Publication: In respect of each Underlying, Applicable

(F) Additional Index Provisions for

China Connect Service:

Not Applicable

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

Security Index/Indices:

(A) Additional Disruption Event(s): Increased Cost of Stock Borrow

Loss of Stock Borrow

(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** Applicable

(i) Interest Rate(s): 9.15 per cent. per annum, payable quarterly, in arrear

(subject as provided in paragraph (iv) below)

(ii) Interest Payment Date(s): 8 July 2025, 6 October 2025, 6 January 2026, 6 April

2026 and 9 July 2026, subject to adjustment in accordance with the Following Business Day

Convention

(iii) Interest Period End Date(s): 8 July 2025, 6 October 2025, 6 January 2026, 6 April

2026 and 9 July 2026, not adjusted

(iv) Interest Amount(s): USD 22.875 per Calculation Amount

(v) Broken Amount(s): Not Applicable

(vi) Day Count Fraction: Not Applicable

(vii) 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** Not Applicable

25. **Investor Put** Not Applicable

26. **Redemption Amount** See item 27 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): 29 June 2026. Such date shall be subject to adjustment

as provided in Condition 19 (General Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes) 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 100.00 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 1,000 per Calculation Amount

(iii) Mandatory Early Redemption Date(s): In respect of a Mandatory Early Redemption Valuation

Date on which a Mandatory Early Redemption Event

occurs, the date specified for the related Specified Valuation Date under the heading "Mandatory Early Redemption Date" in the table set out in paragraph 3 of Schedule 1 attached hereto.

(iv) Specified Valuation Date(s):

Each date specified under the heading "Mandatory Early Redemption Valuation Date" in the table set out in paragraph 3 of Schedule 1 attached hereto. Each such date shall be subject to adjustment as provided in Condition 19 (General Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes) of the General Conditions (each such Valuation Date, as so adjusted (if applicable), 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**

Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) (Redemption 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:

Condition 5(d)(iii)(A) of the General Conditions applies

Early Redemption Amount includes amount in respect of accrued interest: No: together with the Early Redemption Amount, accrued interest shall also be paid

#### 30. **Provisions applicable to Physical Delivery**

Not Applicable

#### 31. **Variation of Settlement**

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

#### **Credit Linked Notes** 32.

Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

**Fallback Provisions relating to Notes other** 33. than Underlying Linked Notes:

Not Applicable

34. **Administrator/Benchmark Event:**  Early Redemption following Administrator/Benchmark

Event: 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 depositary 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 New York City provisions relating to payment dates: 41. Renminbi Settlement Centre(s): Not Applicable Details relating to Partly Paid Notes: amount of Not Applicable 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: 43. Details relating to Instalment Notes: amount of Not Applicable each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: Redenomination, renominalisation and Not Applicable reconventioning provisions: 45. Consolidation provisions: The provisions of Condition 12 (Further Issues) of the General Conditions apply 46. Substitution provisions: Applicable: The provisions of Condition 15 (Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor) apply Additional Requirements: Not Applicable 47. Other terms and conditions: See Schedule 1 and Schedule 2 attached hereto 48. China Compliance Representations, Warranties Not Applicable and Undertakings: Taiwan Compliance Representations, Not Applicable Warranties and Undertakings: Citigroup Global Markets Limited (acting through its 50. Name and address of Calculation Agent: EMEA Equity Index Exotic Trading Desk in London (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom 51. **Determination Agent:** The Calculation Agent

Sole and Absolute Determination

52.

**Determinations:** 

# 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 Security Indices 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. **DISCLAIMERS**

#### **EURO STOXX 50® Index**

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In case the SX5E Index is an iSTOXX or idDAX index, note that such indices are tailored to a customer request or market requirement based on an individualized rule book which is not integrated into the STOXX index family or DAX index family.

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  - the accuracy, timeliness, and completeness of the SX5E Index and its data;
  - the merchantability and the fitness for a particular purpose or use of the SX5E Index and its data;
  - the performance of the Notes generally.
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- Under no circumstances will STOXX Limited, Qontigo Index GmbH or their licensors, research
  partners or data providers be liable (whether in negligence or otherwise) for any lost profits or
  indirect, punitive, special or consequential damages or losses, arising as a result of such errors,
  omissions or interruptions in the SX5E Index or its data or generally in relation to the Notes even
  in circumstances where STOXX Limited, Qontigo Index GmbH or their licensors, research

partners or data providers are aware that such loss or damage may occur.

STOXX Limited and Qontigo Index GmbH do not assume any contractual relationship with the purchasers of the Notes or any other third parties. The licensing agreement between the Issuer and the respective licensors solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

#### Nikkei 225 Index

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#### 4. OPERATIONAL INFORMATION

ISIN Code: XS3031504049

Common Code: 303150404

WKN: Not Applicable

Valoren: 143582776

CFI: DTFNFR

FISN: CITIGROUP GLOBA/9.15EMTN 20260709

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 Not Applicable

any):

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 Dealer may pay a fee of 0.99% p.a. or USD 9.90 p.a. of the Issue Price (the "Intermediary Fee") to Banque Lombard Odier & Cie SA, in consideration for the intermediary's role in the inception of the product. The investor acknowledges and agrees that such Intermediary Fee will not be passed on to the investor. Further information is available from Banque Lombard Odier & Cie SA upon investor's written request.

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 March 2025 until (and

including) 1 April 2025.

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:

Lombard Odier & Co Ltd, at rue de la Corraterie 11, Genève, 1204, CH, Switzerland. Its LEI is 4BY1ZWG5DYMF1HP5KL86.

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 <a href="https://ch.citifirst.com/EN/Home">https://ch.citifirst.com/EN/Home</a> 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 Security Indices including the performance of the Security Indices 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 Underlying(s) for the Notes consist solely of (i) one or more Qualified Indices and/or Qualified Index Securities and/or (ii) Underlying(s) that are neither U.S. equities nor indices that include U.S. equities and, therefore, that the Notes are not Specified ELIs.

## 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 USD 13,446,000 Worst of Quanto Fixed Coupon Autocall Notes linked to a Basket of Indices due July 2026 under the Global Medium Term Note Programme (**Notes**)

#### **Product identifiers**

*ISIN*: XS3031504049 *Valor*: 143582776

SSPA Product Type: Barrier Reverse Convertible (1230) with additional feature(s): Auto-Callable

(Further information is available at https://sspa.ch/en)

Issue Date: 4 April 2025

Maturity Date: 9 July 2026

# **Underlyings**:

Underlyings	Exchange	Bloomberg Ticker	
EURO STOXX 50 <sup>®</sup> Index	Multi Exchange	SX5E	
Nikkei 225 Index	Tokyo Stock Exchange	NKY	
S&P 500 <sup>®</sup> Index	New York Stock Exchange and the Nasdaq Stock Market Inc.	SPX	

Settlement Currency: USD

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 31 March 2025 to and including 1 April 2025

Admission to trading/listing: The Notes will be listed on the London Stock Exchange ISM (Unregulated). The Notes have not been and will not be listed on the SIX Swiss Exchange or any other exchange in Switzerland 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 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 AT MATURITY

For the purposes of items 26 and 27 of Part A above, the Issuer shall pay the Redemption Amount on the Scheduled 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 a Barrier Event has not occurred:

USD 1.000

(ii) If a Barrier Event has occurred AND the Underlying Final Level of the Worst Performing Underlying is **equal to or greater than** its Underlying Strike Level:

USD 1,000

(iii) If a Barrier Event has occurred AND the Underlying Final Level of the Worst Performing Underlying is **less than** its Underlying Strike Level, then the Redemption Amount shall be determined by the Calculation Agent in accordance with the following formula:

USD  $1,000 \times (100.00\% + 100.00\% \times \text{Final Return of the Worst Performing Underlying})$ 

## 2. **DEFINITIONS**

For the purposes hereof:

**Barrier Event** means that the level of any Underlying is at any time (including intra-day levels) 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.

**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.

**Final Return** means an amount equal to (i) the Underlying Final Level *minus* the Underlying Strike Level, *divided by* (ii) the Underlying Strike Level, expressed as a percentage.

**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 60.00% of the Underlying Initial Level for such Underlying.

**Strike Date** means for the EURO STOXX 50® Index and the S&P 500® Index, 28 March 2025 and for the Nikkei 225 Index, 31 March 2025. 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.

#### 3. DATES

Mandatory Early Redemption	Mandatory Early Redemption		
Valuation Date	Date		
29 September 2025	6 October 2025		
29 December 2025	6 January 2026		
30 March 2026	6 April 2026		

# **SCHEDULE 2**

Classification	Underlying	Exchange(s)	Underlying Initial Level	Underlying Strike Level	Knock-In Barrier Level
Security Index	EURO STOXX 50 <sup>®</sup> Index	See Condition 1 of the Security Index Conditions	5331.40	5331.40	3198.84
Security Index	Nikkei 225 Index	Tokyo Stock Exchange	35617.56	35617.56	21370.536
Security Index	S&P 500®	New York Stock Exchange and the Nasdaq Stock Market	5580.04	5580.04	3348.564
	Security Index	Security Index  Security Index  Security Index  Nikkei 225 Index  S&P 500®	Security Index  Security Index  Nikkei 225  Security Index  Index  Nikkei 225  Security Index  New York  Stock  Exchange and the Nasdaq  S&P 500®  See Condition  1 of the  Security Index  Tokyo Stock  Exchange  New York  Stock  Exchange and the Nasdaq  Stock Market	See Condition 1 of the STOXX 50® Security Index Security Index  Nikkei 225 Index  Security Index  Nikkei 225 Security Index  Nikkei 225 Security Index  Nikkei 225 Security Index  Nikkei 225 Security Index  Now York Stock Exchange and the Nasdaq S&P 500® Stock Market	See Condition 1 of the STOXX 50® Security Index Security Index  Security Index  Nikkei 225 Index Security Index  Security Index  Nikkei 225 Security Index  Nikkei 225 Security Index  Nikkei 225 Security Index  New York Stock Exchange and the Nasdaq S&P 500® Stock Market