

**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 26 July 2024**

**Citigroup Global Markets Holdings Inc.**

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

Issue of USD 2,105,000 Zero Linear Coupon Notes due July 2034

Guaranteed by Citigroup Inc.

Under the Citi Global Medium Term Note Programme

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that:

- (a) any offer of Notes in any Member State of the EEA will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes. Accordingly 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, the CGMHI Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances. For the purposes hereof, the expression **EU Prospectus Regulation** means Regulation (EU) 2017/1129 (as amended) and **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the **EUWA**).

The Notes and the CGMHI Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. For a description of certain restrictions on offers and sales of Notes, see “*Subscription and sale and transfer and selling restrictions for Notes*” of the Offering Circular and item 5 of Part B below.

The Notes and the CGMHI Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange

Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended.

The Notes 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 28 July 2023 in relation to the Programme, including all documents incorporated by reference therein, as supplemented by any supplement(s) thereto approved on or before the Issue Date of the Notes.

- |    |  |   |
|----|--|---|
| 1. | (i) Issuer:  | Citigroup Global Markets Holdings Inc.  |
|    | (ii) Guarantor:  | Citigroup Inc.  |
| 2. | (i) Series Number:   | GMTCH16291  |
|    | (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 ( <b>USD</b> )  |
| 4. | Aggregate Principal Amount:  |   |
|    | (i) Series:  | USD 2,105,000   |
|    | (ii) Tranche:  | USD 2,105,000   |
| 5. | Issue Price:   | 100 per cent. of the Aggregate Principal Amount   |
| 6. | (i) Specified Denominations:   | USD 1,000   |
|    | (ii) Calculation Amount:   | USD 1,000   |
| 7. | (i) Trade Date:  | 15 July 2024  |
|    | (ii) Issue Date:   | 29 July 2024  |
|    | (iii) Interest Commencement Date:  | Not Applicable  |
| 8. | Scheduled Maturity Date:   | 29 July 2034, subject to adjustment in accordance with the Modified Following Business Day Convention |

- |     |   |  |
|-----|---|--|
| 9.  | Types of Notes:                                 | (i) Zero Coupon Notes<br>(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   |
|     | (ii) Status of the CGMHI Deed of Guarantee:     | Senior   |
| 15. | Method of Distribution:                         | Non-syndicated   |

**PROVISIONS RELATING TO UNDERLYING LINKED NOTES**

- |     |   |                |
|-----|---|----------------|
| 16. | <b>Underlying Linked Notes Provisions</b> | Not Applicable |
|-----|---|----------------|

**PROVISIONS RELATING TO REFERENCE ASSET LINKED NOTES**

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|-----|--|----------------|
| 17. | <b>Reference Asset Linked Notes Provisions</b> | Not Applicable |
|-----|--|----------------|

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |   |  |
|-----|---|--|
| 18. | <b>Fixed Rate Note Provisions</b>   | Not Applicable                                   |
| 19. | <b>Floating Rate Note Provisions</b>  | Not Applicable                                   |
| 20. | <b>Zero Coupon Note Provisions</b>  | Applicable                                       |
|     | (i) Amortisation Yield:   | 7.00 per cent. per annum (non-compounding basis) |
|     | (ii) Reference Price:   | USD 1,000  |
|     | (iii) Any other formula/basis of determining amount payable (including Day Count Fraction): | 30/360, unadjusted                               |
| 21. | <b>Dual Currency Interest Provisions</b>  | Not Applicable                                   |
| 22. | <b>Underlying Linked Notes Interest Provisions</b>  | Not Applicable                                   |
| 23. | <b>LA Interest Amount Provisions</b>  | Not Applicable                                   |

**PROVISIONS RELATING TO REDEMPTION**

- |     |   |  |
|-----|---|--|
| 24. | <b>Issuer Call</b>  | 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: | USD 1,000 per Calculation Amount multiplied by the <b>Optional Early Redemption Payoff</b> (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. <b>Investor Put</b>	Not Applicable
26. <b>Redemption Amount</b>	USD 1,700 per Calculation Amount
27. <b>Underlying Linked Notes Redemption Provisions</b>	Not Applicable
28. <b>Mandatory Early Redemption Provisions</b>	Not Applicable
29. <b>Early Redemption Amount</b>	
(i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) ( <i>Redemption for Taxation Reasons and Redemption for Illegality</i> ) of the General Conditions) or on Event of Default (Condition 9 ( <i>Events of Default</i> ) of the General Conditions) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same:	Condition 5(d)(ii) of the General Conditions applies Early redemption amount for the purpose of condition 5(d)(ii) should be $RP \times (1 + AY \times y)$
(ii) Early Redemption Amount includes amount in respect of accrued interest:	Not Applicable
30. <b>Provisions applicable to Physical Delivery</b>	Not Applicable
31. <b>Variation of Settlement</b>	
(i) Issuer's or Intermediary's option to vary settlement:	Not Applicable
(ii) Holder's option to vary settlement:	Not Applicable
<b>PROVISIONS RELATING TO CREDIT LINKED NOTES</b>	
32. <b>Credit Linked Notes</b>	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>	
33. <b>Fallback Provisions relating to Notes other than Underlying Linked Notes:</b>	Not Applicable
34. <b>Administrator/Benchmark Event:</b>	Early Redemption following Administrator/Benchmark Event: Not Applicable
35. <b>Reference Rate Event Provisions:</b>	Not Applicable
36. <b>Form of Notes:</b>	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:	London and New York City
40. Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London and 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. Additional provisions applicable to Italian Listed Certificates:	Not Applicable
48. Other terms and conditions:	See the Schedule attached hereto
49. China Compliance Representations, Warranties and Undertakings:	Not Applicable
50. Taiwan Compliance Representations, Warranties and Undertakings:	Not Applicable
51. Name and address of Calculation Agent:	CBNA London at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom, acting through its US IR Exotic Trading Desk in London (or any successor department/group)
52. 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 and the CGMHI Guarantor accept responsibility for the information contained in this Pricing Supplement. Each of the Issuer and the CGMHI 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: None

### 2. RATINGS

Ratings: The Notes are not rated.

### 3. OPERATIONAL INFORMATION

ISIN Code: XS2848869090

Common Code: 284886909

CUSIP: 5C2EHH9B9

WKN: Not Applicable

Valoren: CH132543985

CFI: Not Applicable

FISN: Not Applicable

CMU Instrument Number: Not Applicable

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

Delivery: Delivery versus payment

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

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

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

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

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

### 4. DISTRIBUTION

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

Date of Subscription Agreement:	Not Applicable
Stabilisation Manager(s) (if any):	Not Applicable
If non-syndicated, name and address of Dealer:	Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
Total commission and concession:	No commissions and concessions are payable by the Issuer to the Dealer.  The distribution fee payable by the Dealer to any distributor is up to 0.16% p.a. or USD 1.60 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) 4 July 2024 until (and including) 15 July 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:	Bank Julius Baer & Company AG, at 36 BAHNHOFSTRASSE, 8001 Zurich, Zurich, Switzerland. Its LEI is PNWU800BLT17BBV61Y18.
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 28 July 2023

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

<b>INTRODUCTION AND WARNINGS</b>
<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 (<b>CISA</b>). They are neither subject to authorisation nor supervision by the Swiss Financial Market Supervisory Authority FINMA (<b>FINMA</b>), 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 (<b>FinSA</b>) 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><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p>
<b>KEY INFORMATION ON THE NOTES</b>
<p><b>The Issuer: Citigroup Global Markets Holdings Inc. (CGMHI).</b> CGMHI is a corporation organised under the laws of the State of New York and was incorporated in New York on 23 February 1977 and is domiciled in New York, United States of America. The Legal Entity Identifier (LEI) in respect of CGMHI is 82VOJDD5PTRDMVVMGV31.</p> <p><b>The Guarantor: Citigroup Inc.</b> in respect of Notes issued by CGMHI (<b>Citigroup</b>). Citigroup 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 6SHGI4ZSSLXXQSBB395.</p>
<p><b>Product name:</b> Issue of USD 2,105,000 Zero Linear Coupon Notes due July 2034 under the Global Medium Term Note Programme (<b>Notes</b>)</p>
<p><b>Product identifiers</b></p>

<p><b>ISIN:</b> XS2848869090</p> <p><b>Valor:</b> CH132543985</p> <p><b>SSPA Product Type:</b> 1100 Capital Protection Note With Participation</p>
<p><b>Issue Date:</b> 29 July 2024</p>
<p><b>Maturity Date:</b> 29 July 2034</p>
<p><b>Settlement Currency:</b> USD</p>
<p><b>Settlement:</b> Cash</p>
<p><b>KEY INFORMATION ON THE OFFER OF THE NOTES TO THE PUBLIC</b></p>
<p><b>Issue Price:</b></p> <p>100.00% of the of the aggregate nominal amount</p>
<p><b>Subscription Period:</b> From and including 4 July 2024 to and including 15 July 2024</p>
<p><b>Admission to trading/listing:</b> 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.</p>
<p><b>Public Offer Jurisdiction:</b> Switzerland</p>
<p><b>Selling Restrictions:</b></p> <p>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.</p> <p>EEA and UK selling restrictions: Not Applicable.</p>

## SCHEDULE

### 1. DATES

<b>Optional Early Redemption Date</b>	<b>Optional Early Redemption Payoff</b>
29 July 2025	107.00%
29 July 2026	114.00%
29 July 2027	121.00%
29 July 2028	128.00%
29 July 2029	135.00%
29 July 2030	142.00%
29 July 2031	149.00%
29 July 2032	156.00%
29 July 2033	163.00%