

PROHIBITION OF SALES TO EEA 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 European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

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") and regulations made thereunder; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act ("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 and regulations made thereunder; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (the "UK Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder (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.

Notes or the Underlying(s) of Notes may be described or marketed as having "green", "sustainable", "social", "ESG", "inclusive" or similar objectives. Notwithstanding the use of such term(s), such Notes or Underlying(s) (or the administrator(s) thereof) (a) may not meet investors' objectives or expectations as regarding investments having such or similar labels or objectives and/or (b) may not fulfil legislative or regulatory requirements or criteria as regarding investments having such or other similar labels or objectives.

Second Amended and Restated Final Terms dated Amended and Restated 28 June 2024 amending and restating the Amended and Restated Final Terms dated 5 June 2024 amending and restating the Final Terms dated 27 March 2024¹

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI): 82VOJDD5PTRDMVVMGV31

Issue of EUR 20,000,000 Range Accrual Green Notes due March 2039

Guaranteed by Citigroup Inc.

Under the Citi Global Medium Term Note Programme

Any person making or intending to make an offer of the Notes in any Member State of the EEA 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.

None of the Issuer, the CGMHI Guarantor and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in any other circumstances.

For the purpose of the Base Prospectus (as defined below), "EU Prospectus Regulation" means Regulation (EU) 2017/1129 (as amended).

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 and the CGMHI Deed of Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance

¹Updated title to reflect the Second Amended and Restated Final Terms.

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. 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. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes – Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

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.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" (including, for the avoidance of doubt, each relevant Schedule) in the Base Prospectus and the Supplements which together constitutes a base prospectus for the purposes of the EU Prospectus Regulation.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the EU Prospectus Regulation. This Final Terms must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the CGMHI Guarantor and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented.

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (<https://live.euronext.com>). In addition, this Final Terms is available on the website of Euronext Dublin (<https://live.euronext.com>).

For the purposes hereof, "**Base Prospectus**" means the CGMHI Rates Base Prospectus relating to the Programme dated 7 July 2023, as supplemented by a Supplement (No. 1) dated 1 August 2023 ("**Supplement No. 1**"), a Supplement (No. 2) dated 22 August 2023 ("**Supplement No. 2**"), a Supplement (No. 3) dated 12 September 2023 ("**Supplement No. 3**"), a Supplement (No. 4) dated 31 October 2023 ("**Supplement No. 4**"), a Supplement (No. 5) dated 23 November 2023 ("**Supplement No. 5**"), a Supplement (No. 6) dated 30 January 2024 ("**Supplement No. 6**") and a Supplement (No. 7) dated 13 March 2024 ("**Supplement No. 7**") and, together with Supplement No. 1, Supplement No. 2, Supplement No. 3, Supplement No. 4, Supplement No. 5 and Supplement No. 6, the "**Supplements**").

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|----|-------|--|--|
| 1. | (i) | Issuer: | Citigroup Global Markets Holdings Inc. |
| | (ii) | Guarantor: | Citigroup Inc. |
| 2. | (i) | Series Number: | GMTCH14165 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Euro (EUR) |

4. Aggregate Principal Amount:
- (i) Series: EUR 20,000,000
 - (ii) Tranche: EUR 20,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: EUR 100,000
- (ii) Calculation Amount: EUR 100,000
7. (i) Trade Date: 15 March 2024
- (ii) Issue Date: 28 March 2024
- (iii) Interest Commencement Date: Issue Date
8. Scheduled Maturity Date: 28 March 2039, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Type of Notes: Fixed Rate Notes and Range Accrual Notes
10. Automatic Change of Interest Basis and Lock-in Change of Interest Basis: Not Applicable
11. Put/Call Options: Issuer Call as specified in item 20(i) below
12. (i) Status of the Notes: Senior
- (ii) Status of the CGMHI Deed of Senior Guarantee:
- (iii) Status of the CGMFL Deed of Not Applicable Guarantee:

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

13. **Underlying Linked Notes Provisions:** Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in the relevant Underlying Schedule)
- (i) Underlying:
 - (A) Description of Underlying(s): EURIBOR with a designated maturity of 3 months (“**3m EURIBOR**”)
 - (B) Classification: Rate
 - (C) Electronic Page: Reuters screen EURIBOR01 Daily
 - (ii) Particulars in respect of each Underlying:
 - Rate(s):
 - (A) Valuation Time: 11:00 a.m., Brussels time
 - (B) Scheduled Trading Day: A day on which T2 is open
 - (C) Rate Linked Redemption Notes: Not Applicable

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

Rate/Rates:

(A) Correction Provisions: Applicable, for which purpose the Correction Period shall be 2 Scheduled Trading Days

(iv) Underlying Valuation Provisions: Not Applicable

PROVISIONS RELATING TO INTEREST AMOUNTS

14. Interest Provisions: Applicable

(i) (A) Fixed Rate Note Provisions: Applicable

Interest Rate: Fixed Interest Rate

Specified Fixed Rate: 4.27 per cent. per annum

Interest Amount: As specified in Valuation and Settlement Condition 5(a)(ii) (*Accrual applicable to Fixed Rate Notes*)

Broken Amount(s): Not Applicable

Interest Payment Date(s) to which the Fixed Rate Note Provisions apply: 28 March in each year from, and including, 28 March 2025 to, and including, the Scheduled Maturity Date, adjusted in accordance with the Modified Following Business Day Convention²

I. Accrual: Applicable

II. Range Accrual Note Provisions: Applicable: see paragraph 14(ii)

III. Interest Period End Date(s): 28 March in each year from, and including, 28 March 2025 to, and including, the Scheduled Maturity Date, not adjusted³

IV. Day Count Fraction: 30/360

V. Determination Dates: Not Applicable

VI. Margin(s) (for the Specified Fixed Rate): Not Applicable

VII. Interest Participation Rate (for the Specified Fixed Rate): Not Applicable

(B) Floating Rate Note Provisions: Not Applicable

² Amended to reflect that the Interest Payment Dates are adjusted in accordance with the Modified Following Business Day Convention (previously drafted to reference that the Interest Payment Dates were not subject to adjustment)

³ Amended to list the Interest Period End Dates and that they are not subject to adjustment, rather than referring to the Interest Payment Dates (which are subject to adjustment).

- (C) Inflation Rate Note Not Applicable
Provisions:
- (D) DIR Inflation Linked Not Applicable
Interest Note Provisions:
- (E) CMS Interest Linked Note Not Applicable
Provisions:
- (ii) Range Accrual Note Provisions: Applicable
- (A) Interest Period(s) and/or Each Interest Period and each Interest Payment Date
Interest Payment Date(s) to
which the Range Accrual
Note Provisions apply:
- (B) Interest Rate: Fixed Interest Rate: see paragraph 14(i) above
- (C) Single Reference Applicable
Observation:
- (D) Dual Reference Not Applicable
Observation:
- (E) Triple Reference Not Applicable
Observation:
- (F) Reference Observation: See paragraph 13 for details of the Rate
Barrier: 5.00 per cent.
Barrier Reference: Less than or equal to the Barrier
Lower Range: Not Applicable
Lower Range Option: Not Applicable
Upper Range: Not Applicable
Upper Range Option: Not Applicable
Reference Rate (for Floating Interest Rate
Reference Observation):
Manner in which the Screen Rate Determination applies
Floating Interest Rate(s)
is/are to be determined:
Reference Rate: EURIBOR
Designated Maturity: 3 months (the "**Designated Maturity**")
Specified Time: As specified in Valuation and Settlement Condition
5(h) (*Definitions*)
Relevant Financial Centre: As specified in Valuation and Settlement Condition
5(h) (*Definitions*)
Interest Determination Date(s) Daily Rate Determination is applicable:
As specified in Valuation and Settlement Condition
5(h) (*Definitions*)
Page: Reuters screen EURIBOR01 Daily

(G)	Lev:	Not Applicable
(H)	Adj:	Not Applicable
(I)	RA Cap:	Not Applicable
(J)	RA Floor:	Not Applicable
(K)	Protected Range Accrual Provisions:	Not Applicable
(L)	Accrual Days:	calendar days
(M)	Accrual Business Day Centre:	London, New York City and T2
(N)	Accrual Cut-Off Date:	Specified Accrual Cut-Off Date
	- Specified Accrual Cut-Off Date	Fifth Accrual Business Day preceding the last day of the relevant Interest Period ⁴
(O)	Any or All:	Not Applicable
(P)	Minimum Interest Rate:	Not Applicable
(Q)	Maximum Interest Rate:	Not Applicable
(R)	Minimum Interest Amount:	Not Applicable
(S)	Maximum Interest Amount:	Not Applicable
(iii)	Digital Note Provisions:	Not Applicable
(iv)	Digital Band Note Provisions:	Not Applicable
(v)	Inverse Floating Rate Note Provisions:	Not Applicable
(vi)	Spread Note Provisions:	Not Applicable
(vii)	Volatility Bond Note Provisions:	Not Applicable
(viii)	Synthetic Forward Rate Note Provisions:	Not Applicable
(ix)	Previous Coupon Linked Note Provisions:	Not Applicable
(x)	FX Performance Note Provisions:	Not Applicable
(xi)	Reserve Coupon Note Provisions:	Not Applicable
(xii)	Global Interest Floor Note Provisions:	Not Applicable
(xiii)	Global Interest Cap Note Provisions:	Not Applicable
(xiv)	Auto Floor Note Provisions:	Not Applicable

⁴ Amended from "Not Applicable" to "Fifth Accrual Business Days preceding the last day of the relevant Interest Period" to reflect that the change in line item 14(ii)(N).

- (xv) Auto Cap Note Provisions Not Applicable
- (xvi) Restructure Interest Rate Note Provisions: Not Applicable
- (xvii) Interest Rollup: Not Applicable

PROVISIONS RELATING TO SWITCHER OPTION

- 15. Switcher Option: Not Applicable

PROVISIONS RELATING TO LOCK-IN CHANGE OF INTEREST BASIS

- 16. Lock-in Change of Interest Basis: Not Applicable

PROVISIONS RELATING TO ZERO COUPON NOTES

- 17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

- 18. Credit Linked Notes: Not Applicable

PROVISIONS RELATING TO INDEX SKEW NOTES

- 19. Index Skew Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20. Redemption Provisions:
 - (i) Issuer Call: Applicable
 - (A) Optional Redemption Date(s): 28 March 2034
 - (B) Optional Redemption Amount: EUR 100,000 per Calculation Amount
 - (C) If redeemable in part:
 - (1) Minimum Redemption Amount: Not Applicable
 - (2) Maximum Redemption Amount: Not Applicable
 - (D) Notice period: Not less than 5 Business Days
 - (ii) Investor Put: Not Applicable
 - (iii) Redemption Amount: EUR 100,000 per Calculation Amount
 - (A) DIR Inflation Linked Notes: Not Applicable
 - (B) Lock-in Redemption Notes: Not Applicable
 - (C) Rate Linked Reception Notes: Not Applicable
 - (D) Interest Linked Reception Notes: Not Applicable

- (iv) Mandatory Early Redemption: Not Applicable
- (v) Early Redemption:
- (A) Early Redemption for Taxation Reasons (General Condition 5(c)(i) *(Redemption for Taxation Reasons)*): Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Redemption: Applicable
- (B) Early Redemption for Illegality (General Condition 5(c)(ii) *(Redemption for Illegality)*): Fair Market Value
- Applicable
- Early Redemption Amount: Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Redemption: Applicable
- Continuance of Notes Provision: Not Applicable
- (C) Early Redemption for Obligor Regulatory Event (General Condition 5(d) *(Early Redemption following the occurrence of an Obligor Regulatory Event)*): Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Redemption: Applicable
- Continuance of Notes Provision: Not Applicable
- (D) Early Redemption Amount for the purpose of General Condition 9 *(Events of Default)*: Fair Market Value
- Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable

Additional Costs on account of Early Redemption: Applicable

Continuance of Notes Provision: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Adjustment Events: Applicable: the provisions in Valuation and Settlement Condition 1(m) (*Fallback Provisions for Notes other than Underlying Linked Notes*) apply

(i) Change in Law: Applicable

Illegality: Applicable

Material Increased Cost: Applicable

Early Redemption following Adjustment Event: Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Not Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable

Additional Costs on account of Early Redemption: Applicable

(ii) Hedging Disruption: Applicable

Early Redemption following Adjustment Event: Applicable

Early Redemption Amount: Fair Market Value

Deduction of Hedge Costs: Not Applicable

Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable

Additional Costs on account of Early Redemption: Applicable

- (iii) Increased Cost of Hedging: Applicable
- Early Redemption following Adjustment Event: Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Not Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
- Additional Costs on account of Early Redemption: Applicable
- (iv) Additional Adjustment Events relating to Inflation Indices: Not Applicable
- (v) Additional Adjustment Events relating to FX Rates where EMTA Provisions are Not Applicable: Not Applicable
- (vi) Additional Adjustment Events relating to FX Rates where EMTA Provisions are Applicable: Not Applicable

22. Additional Early Redemption Event:

- (i) Hedging Disruption Termination Event: Early Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Not Applicable
- Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
- Pro Rata Issuer Cost Reimbursement: Not Applicable
- Additional Costs on account of Early Redemption: Applicable
- (ii) Section 871(m) Event: Applicable
- Section 871(m) Event (Hedging Positions): Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Not Applicable

		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Applicable
(iii)	Early Redemption Amount payable under Inflation Index Condition 5 (<i>Additional Early Redemption Events</i>):	Not Applicable
23.	Realisation Disruption Event:	Not Applicable
24.	Underlying RMB Currency Event:	Not Applicable
25.	Administrator/Benchmark Event:	Early Redemption following Administrator/Benchmark Event: Applicable
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Applicable
26.	Reference Rate Event Provisions:	Reference Rate(s): EURIBOR
		Reference Rate Event (Limb (iii)): Not Applicable
		Pre-nominated Replacement Reference Rate(s): Not Applicable
		Reference Rate Early Redemption: Applicable
		Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Applicable
27.	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

28.	New Safekeeping Structure:	Not Applicable
29.	Business Centre(s):	London, T2 and New York City
30.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, T2 and New York City
31.	Redenomination:	Not Applicable
32.	Consolidation provisions:	The provisions of General Condition 12 (<i>Further Issues</i>) apply
33.	Substitution provisions:	Applicable: The provisions of General Condition 15 (<i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i>) apply
	Additional Requirements:	Not Applicable
34.	Additional provisions applicable to Italian Listed Certificates:	Not Applicable
35.	Schedule A – Citigroup Inc. TLAC eligible Notes:	Not Applicable
36.	Name and address of Calculation Agent:	Citibank, N.A. (acting through its IR Derivatives Calculations department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB
37.	Determinations:	
	(i) Standard:	Sole and Absolute Determination
	(ii) Minimum Amount Adjustment Prohibition:	Applicable
38.	Determinations and Exercise of Discretion (BEC):	Not Applicable
39.	Prohibition of sales to consumers in Belgium:	Applicable
40.	Governing law:	English Law

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Admission to trading and listing Application is expected to be made for the Notes to be listed to the official list and admitted to trading on the regulated market of Euronext Dublin with effect from on or around the Issue Date

No assurances can be given that such application for listing and admission to trading will be granted

Estimated expenses relating to admission to trading: EUR 800

2. RATINGS

Ratings: The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the distributors, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The distributors and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the CGMHI Guarantor and their affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER

(i) Reasons for the offer: The Notes are Green Bonds.

Use of Proceeds

An amount equal to the net proceeds of the sale of the Notes will be allocated exclusively to finance or refinance, in whole or in part, "**Eligible Green Assets**", which refers to loans and/or investments made by the Issuer and its affiliates ("**Citigroup**") for assets or projects that meet Citigroup's Green Bond Eligibility Criteria (as defined below) in accordance with Citigroup's Green Bond Framework ("**Framework**"). Citigroup has developed the Framework for notes issuances in order to finance projects that contribute to climate change mitigation as well as projects that promote sustainable infrastructure. The Framework has received a "second-party opinion" by, an independent consultant. For the avoidance of doubt, the Framework does not take into account any of the European Union criteria for environmentally sustainable investments, including as set out under the Regulation of the European Parliament and of the Council on the Establishment of a Framework to Facilitate Sustainable Investment.

Eligible Green Projects

Citigroup's **Green Bond Eligibility Criteria** reflect good practices for supporting the transition to a low-carbon economy through projects in one or more of the following areas ("**Eligible Green Projects**"):

- Renewable energy including land acquisition and leasing, purchase of

renewable energy applications and technologies and associated equipment, construction work, maintenance work, equipment manufacturing and energy storage.

- Energy efficiency including warehouse facilities for residential energy efficiency loans, municipal district heating projects, commercial and residential energy efficiency projects and consumer finance companies that provide residential energy efficiency loans.
- Sustainable transportation including building or operating mass transit and creating or constructing infrastructure to support mass transit.
- Water quality and conservation including installation or upgrade of water treatment infrastructure, installation or upgrade of water capture and storage infrastructure, installation or upgrade of water irrigation systems and water metering activities to support conservation initiatives.
- Green building including financing of existing or new construction / renovation of residential and commercial buildings that earn any of the following certifications; LEED Gold, LEED Platinum, or the Living Building Challenge.

Citigroup has developed a list of exclusionary criteria ("**Exclusionary Criteria**") for the use of the proceeds from the sale of the Notes. Citigroup commits itself to not knowingly be involved in financing any of the following projects or activities through the proceeds of this offering:

- Large-scale hydropower plants that have a generation capacity of over 15MW;
- Nuclear power plants; or
- Fossil fuel projects, including refined or alternative coal technologies, gas-to-liquid projects and natural gas projects.

Project Evaluation and Selection Process

Citigroup's specialist teams, including Corporate Sustainability and Environmental and Social Risk Management ("**ESRM**") teams, are responsible for screening potential eligible assets against the Green

Bond Eligibility Criteria. Once screened, Eligible Green Assets will be added to a single pool that Citigroup maintains (the "**Green Bond Asset Portfolio**").

Citigroup's selection process for the Eligible Green Assets takes into account the following objectives, features and benefits:

- Each Eligible Green Asset included meets the Green Bond Eligibility Criteria for inclusion in the Green Bond Asset Portfolio.
- Each Eligible Green Asset included is also reviewed to ensure compliance with Citigroup's ESRM policies.

If Citigroup's investment in any asset in the Green Bond Asset Portfolio is terminated or if an asset no longer meets the Green Bond Eligibility Criteria, Citigroup's Corporate Sustainability and ESRM teams will remove the asset from the Green Bond Asset Portfolio.

Management of Proceeds

Citigroup's Green Bond Asset Working Group (the "**Group**") is responsible for supervising the Green Bond Asset Portfolio and total aggregate amount issued by Citigroup in Green Bonds, including the Notes. The Group meets quarterly aiming to ensure that the aggregate amount in the Green Bond Asset Portfolio is equal to or greater than the aggregate amount raised by Green Bonds. For this purpose, the aggregate size and maturity of the Green Bond Asset Portfolio is monitored quarterly.

If for any reason the aggregate amount in the Green Bond Asset Portfolio is less than the total outstanding amount of Green Bonds issued, Citigroup will hold the balance unallocated amount in cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) in Citigroup's liquidity portfolio until the amount can be allocated towards the Green Bond Asset Portfolio.

Reporting

Citigroup will publish a report (the "**Green Bond Report**") on its website (https://www.citigroup.com/citi/fixedincome/green_bonds.htm) within a year from issuance of the Notes and will renew it annually until full allocation and in case of any material changes. The Green Bond Report will detail the total amount of assets in the Green Bond Asset Portfolio and the total outstanding amount raised by Green Bond issuances, including the Notes.

Furthermore, the Green Bond Report will provide details of eligible assets within the Green Bond Asset Portfolio along with the Issuer's financial

commitments to each asset; the total amount of unallocated proceeds, if any; and environmental impacts of the Green Bond Asset Portfolio to the extent it is practical to do so.

The Issuer has engaged external independent accountants to review that the assets included in the Green Bond Asset Portfolio meet the Green Bond Eligibility Criteria and are not invested in assets as defined by the Exclusionary Criteria. Further, the independent accountants have been engaged to review that the aggregate amount in the Green Bond Asset Portfolio is equal to or greater than the aggregate amount raised by Green Bonds, and to the extent the total amount of the outstanding bonds is greater than the aggregate amount in Green Bond Asset Portfolio, the difference will be held in cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) in the Issuer's liquidity portfolio.

5. PERFORMANCE OF THE UNDERLYING

Details of the performance of the Rate can be obtained but not free of charge from Bloomberg

6. OPERATIONAL INFORMATION

ISIN Code:	XS2782927896
Common Code:	278292789
CUSIP:	5C1X7U9A2
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTFNFR
FISN:	CITIGROUP GLOBA/4.25EMTN 20390328
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depository, 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 addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

7. DISTRIBUTION

- | | | |
|--------|---|--|
| (i) | Method of distribution: | Non-syndicated |
| (ii) | If syndicated, names and addresses of the Lead Manager and the other Managers and underwriting commitments: | Not Applicable |
| (iii) | Date of Subscription Agreement: | Not Applicable |
| (iv) | Stabilisation Manager(s) (if any): | Not Applicable |
| (v) | If non-syndicated, name and address of Dealer: | Citigroup Global Markets Europe AG of Reuterweg 16, Frankfurt Am Main, Germany, 60 323 |
| (vi) | Total commission and concession: | None |
| (vii) | Non-exempt Offer: | Not Applicable |
| (viii) | Prohibition of Sales to EEA Retail Investors: | Applicable |
| (ix) | Prohibition of Sales to UK Retail Investors: | Applicable |

8. EU BENCHMARKS REGULATION AND UK BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: Not Applicable

9. 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).