



From: Citigroup Inc. (as **Issuer**)
388 Greenwich Street,
New York 10013,
United States of America

To: Euronext Dublin
Exchange Buildings, Foster Place
Dublin 2
Ireland

28 June 2024

Notice of Amendment

CITIGROUP INC.
(incorporated in Delaware)

as Issuer under the Citi Global Medium Term Note Programme (Programme)

**in respect of each Series of Notes identified by its International Securities Identification Number (ISIN)
and Series Number specified in the applicable row in the table set out in the Schedule to this Notice
(Series of Notes)**

Dear Noteholders,

We refer to the final terms or pricing supplement (as applicable) prepared in respect of each Series of Notes (**Issue Terms**) which must be read in conjunction with the offering document under the Programme described under the column headed "*Offering Document*" in the same row as such Series of Notes in the table set out in the Schedule to this Notice (as supplemented up to and including the issue date of the relevant Series of Notes, the **Offering Document**). Terms that are used, but not defined in this Notice shall have the meanings given to them in the relevant Issue Terms or Offering Document, as applicable.

Pursuant to its authority under General Condition 10 (*Modifications*) under the General Conditions of the Notes, the Issuer hereby amends the Terms and Conditions of each Series of Notes by:

- a) adding the following text in the Terms and Conditions of the Notes (which text shall be inserted immediately to the right of the item "Early Redemption:" or "Early Redemption Amount:" (as applicable) in the applicable Issue Terms):

"Notwithstanding anything else, the Early Redemption Amount (for the avoidance of doubt, as determined in respect of any event or circumstance (including without limitation, on the occurrence of a Realisation Disruption Event, if applicable)) shall not be less than an amount equal to the principal amount of the Note together with interest accrued to (but excluding) the date set for early redemption."

- b) adding the following text in the Terms and Conditions of the Notes (which text shall be inserted immediately below the section entitled "PART A – CONTRACTUAL TERMS" and immediately above item "1." in the applicable Issue Terms):

"For the avoidance of doubt, notwithstanding anything in the terms and conditions of the Notes to the contrary, the ability of the Issuer or Calculation Agent to exercise any discretionary authority

under the terms and conditions of the Notes shall be limited to exercises of such discretionary authority under which each Note of the series of Notes remains an "eligible debt security" for purposes of the Federal Reserve's total loss-absorbing capacity ("TLAC") rule."

The above amendment shall take effect from (and including) the date of this Notice and is binding on all Noteholders. For the avoidance of doubt, this amendment shall take effect as described above and regardless of whether or not an amended (and restated) final terms or pricing supplement (as applicable) has been prepared in respect of the relevant Series of Notes.

This Notice shall be governed by, and construed in accordance with, the law of the State of New York, without regard to the principles of conflicts of law.

Yours faithfully

CITIGROUP INC.

(as Issuer)

SCHEDULE

SERIES OF NOTES

	ISIN	Series Number	Offering Document
1.	XS2110103475	EMTN8080	Citigroup Inc. Rates Base Prospectus 8 July 2021
2.	XS2110096596	EMTN8071	Citigroup Inc. Rates Base Prospectus 8 July 2021
3.	XS2110088221	EMTN8056	Citigroup Inc. Rates Base Prospectus 8 July 2021
4.	XS2110090987	EMTN8041	Citigroup Inc. Rates Base Prospectus 8 July 2021
5.	XS2110102071	EMTN8033	Citigroup Inc. Rates Base Prospectus 8 July 2021
6.	XS2110103129	EMTN8029	Citigroup Inc. Rates Base Prospectus 8 July 2021
7.	XS1273441672	EMTN7796	Citigroup Inc. Rates Base Prospectus 19 July 2019
8.	XS1273448685	EMTN7774	Citigroup Inc. Rates Base Prospectus 19 July 2019
9.	XS1273439189	EMTN7770	Citigroup Inc. Rates Base Prospectus 19 July 2019
10.	XS1273448412	EMTN7767	Citigroup Inc. Rates Base Prospectus 19 July 2019
11.	XS1273446713	EMTN7743D	Citigroup Inc. Rates Base Prospectus 19 July 2019
12.	XS1273446713	EMTN7743C	Citigroup Inc. Rates Base Prospectus 19 July 2019
13.	XS1273446713	EMTN7743B	Citigroup Inc. Rates Base Prospectus 19 July 2019
14.	XS1273446713	EMTN7743A	Citigroup Inc. Rates Base Prospectus 19 July 2019
15.	XS2110107112	EMTN8188	Citigroup Inc. Rates Base Prospectus 8 July 2022
16.	XS2110100703	EMTN8138	Citigroup Inc. Rates Base Prospectus 8 July 2021
17.	XS2110103715	EMTN8168	Citigroup Inc. Rates Base Prospectus 8 July 2021
18.	XS2110099004	EMTN8247	Citigroup Inc. Rates Base Prospectus 8 July 2022
19.	XS2110113276	EMTN8151	Citigroup Inc. Rates Base Prospectus 8 July 2021
20.	XS2110096240	EMTN8426	Citigroup Inc. Rates Base Listing Particulars 7 July 2023
21.	XS2110085805	EMTN8395	Citigroup Inc. Rates Base Listing Particulars 7 July 2023
22.	XS2110091100	EMTN8317	Citigroup Inc. Rates Base Listing Particulars 7 July 2023
23.	XS2110101180	EMTN8271	Citigroup Inc. Rates Base Prospectus 8 July 2022
24.	XS2110114670	EMTN8192	Citigroup Inc. Rates Base Prospectus 8 July 2022
25.	XS2110100026	EMTN8165	Citigroup Inc. Rates Base Prospectus 8 July 2021
26.	XS2110095192	EMTN8149	Citigroup Inc. Rates Base Prospectus 8 July 2021
27.	XS2110107039	EMTN8141	Citigroup Inc. Rates Base Prospectus 8 July 2021
28.	XS2110097131	EMTN8131	Citigroup Inc. Rates Base Prospectus 8 July 2021
29.	XS2110099772	EMTN8114	Citigroup Inc. Rates Base Prospectus 8 July 2021
30.	XS2110106817	EMTN8095	Citigroup Inc. Rates Base Prospectus 8 July 2021
31.	XS2110105413	EMTN8091	Citigroup Inc. Rates Base Prospectus 8 July 2021
32.	XS2110113946	EMTN7996	Citigroup Inc. Rates Base Prospectus 8 July 2021
33.	XS1273446713	EMTN7743	Citigroup Inc. Rates Base Prospectus 19 July 2019

34.	XS2110112625	EMTN8010	Citigroup Inc. Rates Base Prospectus 8 July 2021
35.	XS2110114910	EMTN8109	Citigroup Inc. Rates Base Prospectus 8 July 2021