



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 Amortised Face Amount. For such purpose, "Amortised Face Amount" means the amount calculated by the Calculation Agent in accordance with the following formula:

$$RP \times [1 + (AY \times y)]$$

where:

"RP" means the Calculation Amount;

"**AY**" means the percentage (expressed as a decimal amount) set out in the column headed "Amortisation Yield" in the same row as the Notes (identified by ISIN and Series number) below; and

"y" means 30/360, unadjusted

<i>ISIN/series number</i>	<i>Amortisation Yield</i>
<i>EMTN7691/ XS1273445152</i>	<i>1 per cent."</i>

- 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.	XS1273445152	EMTN7691	Citigroup Inc. Rates Base Prospectus 19 July 2019