

[Amended and Restated Pricing Supplement dated 27 June 2024 amending and restating the Pricing Supplement dated 29 May 2024¹](#)

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI):82VOJDD5PTRDMVVMGV31

Issue of HKD42,000,000 2.59 per cent. Fixed Rate Notes due January 2032

(to be consolidated and form a single series with the Issue of HKD400,000,000 2.59 per cent. Fixed Rate Notes due January 2032 issued on 25 January 2022 and the Issue of HKD23,000,000 2.59 per cent. Fixed Rate Notes due January 2032 issued on 25 April 2024 (the Original Notes))

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 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 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 Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer; and

(b) any offer of Notes in the United Kingdom (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 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 **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

¹ [Updating Title to reflect amended and restated version](#)

Notes, see "*Subscription and sale and transfer and selling restrictions for Notes*" of the Offering Circular and, if applicable, 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 section entitled "*General Conditions of the Notes*" and "*Schedules to the Terms and Conditions of the Notes*" in the Offering Circular dated 3 September 2021, as supplemented by Supplement (No. 1) dated 15 October 2021, Supplement (No. 2) dated 2 November 2021, Supplement (No. 3) dated 1 December 2021, Supplement (No. 4) dated 21 January 2022, Supplement (No. 5) dated 1 February 2022, Supplement (No. 6) dated 16 March 2022, Supplement (No.7) dated 24 May 2022, the Offering Circular dated 30 June 2022, as supplemented by Supplement No. 1 dated 16 September 2022, Supplement No. 2 dated 18 October 2022, and the Offering Circular (No.1) dated 14 December 2022, as supplemented by a Supplement (No.1) dated 10 July 2023, a Supplement (No.2) dated 3 October 2023 and any additional supplement(s) thereto approved on or before the Issue Date of the Notes (together the Previous Offering Circular) which is incorporated by reference into 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 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 Luxembourg Stock Exchange's website (www.bourse.lu).

For the purposes hereof, "Offering Circular" means the Offering Circular (No.1) dated 14 December 2023 in relation to the Programme including all documents incorporated by reference therein, and 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) | Type of Security: | Notes |
| | (ii) | Series Number: | GMTCH6385B |
| | (iii) | Tranche Number: | 3 |

(iv)	Date on which the Notes will be consolidated and form a single Series:	The Notes will, as of the Issue Date, be consolidated and form a single series with the Original Notes.
3.	Specified Currency or Currencies:	Hong Kong Dollar (HKD)
4.	Aggregate Principal Amount:	
	(i) Series:	HKD465,000,000
	(ii) Tranche:	HKD42,000,000
5.	Issue Price:	100 per cent. of the Aggregate Principal Amount which includes accrued interest of 0 0.97213698 per cent ²
6.	(i) Specified Denominations:	HKD1,000,000
		The Notes may not be subdivided or reissued in a smaller denomination
	(ii) Calculation Amount:	HKD1,000,000
7.	(i) Trade Date:	24 May 2024
	(ii) Issue Date:	3 June 2024
	(iii) Interest Commencement Date:	25 January 2022
8.	Maturity Date:	18 January 2032, subject to adjustment in accordance with the Modified Following Business Day Convention, provided that no interest shall be payable with respect to any period beginning on or after 18 January 2032, except as provided in Condition 4(h) (<i>Accrual of interest</i>) of the General Conditions
9.	Types of Notes:	(i) Fixed Rate Notes (ii) The Notes are Cash Settled Notes
10.	Interest Basis:	Fixed Rate. The Notes bear interest as specified in item 18 below
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest or Redemption/Payment Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(i) Status of the Notes:	Senior
	(ii) Status of the CGMHI Deed of Guarantee:	Senior

² [Updating Issue price to reflect correct amount and removing mistake of '0.'](#)

15. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16. **Underlying Linked Notes Provisions:** 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: 2.59 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 18 January in each year, from and including 18 January 2023, to and including 18 January 2032 adjusted in accordance with the Modified Following Business Day Convention.
 - (iii) Interest Period End Date(s): 18 January in each year, from and including 18 January 2023, to and including 18 January 2032, adjusted in accordance with the Modified Following Business Day Convention
 - (iv) Interest Amount: Not Applicable
 - (v) Broken Amount(s): Not Applicable
 - (vi) Day Count Fraction: Actual/365 (Fixed)
 - (vii) Determination Dates: Not Applicable
 - (viii) 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	HKD1,000,000 per Calculation Amount
27.	Underlying Linked Notes Redemption Provisions	Not Applicable
28.	Mandatory Early Redemption Provisions	Not Applicable
29.	Early Redemption Amount	
	(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:	HKD1,000,000 per Calculation Amount
	(ii) 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	
	(i) Issuer's or Intermediary's option to vary settlement	Not Applicable
	(ii) Holder's option to vary settlement:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

32.	Fallback Provisions relating to Notes other than Underlying Linked Notes:	Not Applicable
33.	Administrator/Benchmark Event:	Early Redemption following Administrator/Benchmark Event: Not Applicable
34.	Reference Rate Event Provisions:	Not Applicable
35.	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

36.	Governing Law:	English law applies
37.	New Safekeeping Structure:	Not Applicable
38.	Business Centres:	London, New York City and Hong Kong
39.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London, New York City and Hong Kong
40.	Renminbi Settlement Centre(s):	Not Applicable
41.	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
42.	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
43.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
44.	Consolidation provisions:	The provisions of Condition 12 (<i>Further Issues</i>) of the General Conditions apply
45.	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
46.	Additional provisions applicable to Italian Listed Certificates:	Not Applicable
47.	Other terms and conditions:	Not Applicable
48.	China Compliance Representations, Warranties and Undertakings	Not Applicable
49.	Taiwan Compliance Representations, Warranties and Undertakings	Not Applicable
50.	Name and address of Calculation Agent:	Citibank, N.A. at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom acting through its London IR Derivative Calculations group (or any successor department/group)
51.	Determination Agent:	Not Applicable

52. Determinations:

Sole and Absolute 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.

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 the Official List and to trading on the Luxembourg Stock Exchange's Euro MTF Market with effect from the Issue Date.

Tranche 1 of the Original Notes was admitted to the Official List and to trading on the Luxembourg Stock Exchange's Euro MTF Market on 18 January 2022

Tranche 2 of the Original Notes was admitted to the Official List and to trading on the Luxembourg Stock Exchange's Euro MTF Market on 25 April 2024

2. RATINGS

Ratings: The Notes to be issued are expected, on issue, to be assigned a rating of:

Moody's: A2

Moody's is not established in the European Union or in the United Kingdom and has not applied for registration under the CRA Regulation. The Moody's ratings have been endorsed by Moody's Investors Service Ltd. in accordance with the CRA Regulation. Moody's Investors Service Ltd. is established in the United Kingdom and registered under the CRA Regulation. As such, Moody's Investors Service Ltd. is included in the list of credit rating agencies published by ESMA on its website (at <http://www.esma.europa.eu/page/List> registered and certified CRAs) in accordance with the CRA Regulation. ESMA has indicated that ratings issued in the United States of America which have been endorsed by Moody's Investors Service Ltd. may be used in the European Union (which for these purposes includes the United Kingdom) by the relevant market participants.

A credit rating is not a recommendation to buy, sell or hold securities and may be

revised or withdrawn by the rating agency at any time. Each rating should be evaluated independently of any other rating

The Issuer's credit ratings are an assessment of the Issuer's ability to meet its obligations under the Notes, including making payments under the Notes. Consequently, actual or anticipated changes in the Issuer's credit ratings may affect the trading value of the Notes. However, because the Notes' yield is dependent on certain factors in addition to the Issuer's ability to pay its obligations on the Notes, an improvement in the Issuer's credit ratings will not reduce the other investment risks related to the Notes

3. REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS

- | | | |
|------|-------------------------|--|
| (i) | Reasons for the issue: | See "Use of Proceeds" wording in the description of the relevant Issuer in the Offering Circular |
| (ii) | Estimated net proceeds: | HKD465,000,000 |

4. OPERATIONAL INFORMATION

- | | |
|--------------|----------------|
| ISIN Code: | XS2410470756 |
| Common Code: | 241047075 |
| CUSIP: | Not Applicable |
| WKN: | Not Applicable |
| Valoren: | Not Applicable |
| CFI: | Not Applicable |
| FISN: | 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 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 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, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom

Total commission and concession: None

Additional selling restrictions: Not Applicable

Prohibition of Sales to EEA Retail Investors: Not Applicable

Prohibition of Offer to Private Clients in Switzerland: Applicable

Prohibition of Sales to UK Retail Investors: Not Applicable

Swiss Non-exempt Offer: Not Applicable

6. 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).