PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities 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 EUWA and regulations made thereunder; (ii) a customer within the meaning of the provisions of the 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 Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

FINAL TERMS

Final Terms dated 13 October 2022

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI):

82VOJDD5PTRDMVVMGV31

Issue of 3,000 Units of Euro 1,000 Protected Coupon Barrier Target Redemption Certificates Based Upon the Worst Performing of Intesa Sanpaolo S.p.A. and Nestle S.A.

Guaranteed by Citigroup Inc.
Under the Citi Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities 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 Securities in any other circumstances.

For the purposes hereof, the expression "**EU Prospectus Regulation"** means Regulation (EU) 2017/1129, (as amended).

The Securities 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 Securities and the CGMHI Deed of Guarantee 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 Securities 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 Securities 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 Securities 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 Securities 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 Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Securities may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Securities 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 Securities are English Law Securities. A Summary of the Securities is annexed to these Final Terms.

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 Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to each Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purpose of the EU Prospectus Regulation.

This document constitutes the Final Terms of the Securities 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 listing of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented up to, and including the date of listing of the Securities.

The Base Prospectus and the Supplements are available for viewing at the offices of the Paying Agents and on the website of Euronext Dublin (www.ise.ie). In addition, this Final Terms is available on the website of Euronext Dublin (www.ise.ie). This Final Terms is also available on the website of the Issuer (https://it.citifirst.com/Home).

For the purposes hereof, **Base Prospectus** means the CGMHI Underlying Linked Notes Base Prospectus relating to the Programme dated 17 December 2021, as supplemented by a Supplement (No.1) dated 01 February 2022 ("**Supplement No.1**"), a Supplement (No.2) dated 16 March 2022 ("**Supplement No.2**"), a Supplement (No.3) dated 5 May 2022 ("**Supplement No.3**") and a Supplement (No.4) dated 24 May 2022 ("**Supplement No.4**"), a Supplement (No.5) dated 2 August 2022 ("**Supplement No.5"**), a Supplement (No.6) dated 19 August 2022 ("**Supplement No.6**") and a Supplement (No.7) dated 16 September 2022 ("**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**").

The multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. (the **EuroTLX**) is not a regulated market for the purpose of MiFID II.

1.	(i)	Issuer:	Citigroup Global Markets Holdings Inc.
	(ii)	Guarantor:	Citigroup Inc.
2.	(i)	Type of Security:	Italian Listed Certificates
	(ii)	Series Number:	GMTCH9259
	(iii)	Tranche Number:	1
	(iv)	Date on which the Securities will be consolidated and form a single Series:	Not Applicable

3.	Specified Currency or currencies:		Euro (**EUR**)
4.	Aggregate Principal Amount:		
	(i)	Series:	3,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).
	(ii)	Tranche:	3,000 Units (each Unit being EUR 1,000 in principal amount of the Securities). The Securities are issued in Units. Accordingly, references herein to a Unit shall be deemed to be references to EUR 1,000 in principal amount of the Securities and all references in the Conditions to payments and/or deliveries being made in respect of a Security shall be construed to such payments and/or deliveries being made in respect of a Unit
5.	Issue Price:		EUR 1,000 per Security
6.	(i)	Specified Denominations:	1 Unit
	(ii)	Calculation Amount:	1 Unit
7.	(i)	Trade Date:	In respect of each Underlying 30 September 2022
	(ii)	Issue Date:	14 October 2022
	(iii)	Premium Commencement Date:	Not Applicable
8.	Final Termination Date:		21 October 2027, subject to adjustment in accordance with the Following Business Day Convention
9.	Type of Securities:		Fixed Rate Securities. The Securities do not bear or pay any premium if a Premium Barrier Event does not occur. Mandatory Early Termination Provisions are applicable as specified in item 14(iii) below The Securities are Underlying Linked Securities and the Termination Amount of the Securities is determined in accordance with item 14(iv) The Securities are Cash Settled Securities
10.	Put/Call Options:		Not Applicable
11.	(i)	Status of the Securities:	Senior
	(ii)	Status of the CGMHI Deed of Guarantee:	Senior
	(iii)	Status of the CGMFL Deed of Guarantee:	Not Applicable

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY TERMINATION

12. Underlying Linked Securities Provisions: Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)

(i) Underlying:

(A) Description of Underlyings(s): Each Underlying specified under the heading "Underlying" in the Table below

(B) Classification: In respect of an Underlying, the Classification specified for such Underlying in the Table below

(C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

Underlying	Classification	Electronic Page	Share Company	Exchange
Common stock of the share company (ISIN: IT0000072618)	Share	Bloomberg Page: ISP IM Equity	Intesa Sanpaolo S.p.A.	Borsa Italiana
Common stock of the share company (ISIN: CH0038863350)	Share	Bloomberg Page: NESN SE Equity	Nestle S.A.	SIX Swiss Exchange

(ii) Particulars in respect of each Underlying:

Share(s):

(A) Share Company: In respect of an Underlying, the Share Company specified for such Underlying in the Table above

(B) Exchange(s): In respect of an Underlying, the Exchange specified for such Underlying in the Table above

(C) Related Exchange(s): All Exchanges

(D) Stapled Share: Not Applicable

(iii)	Elections in respect of each type of Underlying:		Applicable
	Share(s):		
	(A)	Additional Disruption Event(s):	In respect of each Underlying: Increased Cost of Stock Borrow Loss of Stock Borrow Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable
	(B)	Share Substitution:	In respect of each Underlying: Applicable Share Substitution Criteria: Reference Index
	(C)	Additional Adjustment Event(s):	In respect of each Underlying: Share Condition 4 – Corporate Action: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable Share Condition 4 – Delisting: Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable

Share Condition 4 – Insolvency: Applicable

Early Termination Option: Applicable

Early Termination 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 Termination: Not Applicable

Share Condition 4 – Merger Event: Applicable

Early Termination Option: Applicable

Early Termination 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 Termination: Not Applicable

Share Condition 4 – Nationalisation: Applicable

Early Termination Option: Applicable

Early Termination 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 Termination: Not Applicable

Share Condition 4 – Tender Offer: Applicable

Early Termination Option: Applicable

Early Termination 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 Termination: Not Applicable Share Condition 4 – De-stapling Event: Not Applicable Share Condition 4 – Component Share Additional Adjustment Event: Not Applicable
	(D) Dividend Adjusted Performance:	Not Applicable
(iv)	Trade Date:	In respect of each Underlying 30 September 2022
(v)	Realisation Disruption:	Not Applicable
(vi)	Hedging Disruption Early Termination Event:	Not Applicable
(vii)	Hedging Disruption:	Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable
(viii)	Section 871(m) Event:	Applicable Section 871(m) Event (Hedging Positions): Not Applicable Early Termination Option: Applicable Early Termination 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 Termination: Not Applicable
(ix)	Termination for Taxation Reasons:	Applicable Early Termination Option: Applicable Early Termination 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 Termination: Applicable
(x)	Change in Law:	Applicable Illegality: Applicable Material Increased Cost: Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable
(xi)	Increased Cost of Hedging:	Applicable Early Termination Option: Applicable Early Termination Amount: Fair Market Value Deduction of Hedge Costs: Applicable Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Not Applicable
(xii)	Illegality:	Applicable Early Termination 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 Termination: Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable
(xiv)	Event of Default	Early Termination Amount: Fair Market Value

		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable Additional Costs on account of Early Termination: Applicable
(xv)	Minimum Return Amount:	Not Applicable

PROVISIONS RELATING TO ANY PREMIUM AMOUNT, THE TERMINATION AMOUNT AND ANY ENTITLEMENT DELIVERABLE

13.	**Premium Provisions:**		Applicable
(i)	Premium Strike Level, Specified Valuation Date(s), Premium Amount/Rate, IPR, Premium Payment Date(s), Specified Premium Valuation Date(s), Lower Premium Barrier Level, Upper Premium Barrier Level, Premium Barrier Level, Specified Premium Barrier Observation Date:		See Table below
(ii)	Non-Contingent Premium Provisions		Not Applicable
(iii)	Premium Strike Dates		Applicable for the purpose of determining whether a Premium Barrier Event has occurred
	Specified Premium Strike Date:		In respect of each Premium Underlying: 12 October 2022
(iv)	Underlying(s) relevant to premium, Interim Performance Provisions and provisions relating to levels of the Premium Underlying(s)		Applicable
	Underlying(s) relevant to premium:		
	(A)	Premium Underlying:	Each Underlying specified in item 12 above
	(B)	Premium Barrier Underlying(s):	The Interim Performance Underlying
	Interim Performance Provisions:		Applicable
	(A)	Single Underlying Observation:	Not Applicable
	(B)	Weighted Basket Observation:	Not Applicable
	(C)	Best of Basket Observation:	Not Applicable
	(D)	Worst of Basket Observation:	Applicable for the purpose of determining whether a Premium Barrier Event has occurred where **Nth** means: 1st (i.e., the lowest)

	I.	Maximum Interim Performance Percentage:	Not Applicable
	II.	Minimum Interim Performance Percentage:	Not Applicable
	III.	Maximum Interim Performance Percentage (Barrier Event):	Not Applicable
	IV.	Minimum Interim Performance Percentage (Barrier Event):	Not Applicable
	V.	Maximum Interim Performance Percentage (Barrier Event Satisfied):	Not Applicable
	VI.	Minimum Interim Performance Percentage (Barrier Event Satisfied):	Not Applicable
	VII.	Maximum Interim Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
	VIII.	Minimum Interim Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
	IX.	Interim Performance Adjustment Percentage:	Not Applicable
	X.	Himalaya Interim Performance – European Observation:	Not Applicable
(E)		Outperformance Observation:	Not Applicable
(F)		Arithmetic Mean Underlying Return:	Not Applicable
(G)		Cliquet	Not Applicable

	(H)	Himalaya Interim Performance – Asian Observation:	Not Applicable
	Provisions relating to levels of the Premium Underlying(s)		
	(A)	Premium Initial Level:	For the purpose of determining whether a Premium Barrier Event has occurred: Closing Level on Premium Strike Date
	(B)	Premium Reference Level:	For the purpose of determining whether a Premium Barrier Event has occurred: Closing Level on Premium Valuation Date
(v)	Provisions relating to a Premium Barrier Event:		Applicable
	(A)	Premium Barrier Event:	Premium Barrier Event European Performance Observation
	(B)	Premium Barrier Event Lock-In:	Not Applicable
(vi)	Provisions relating to the rate or amount of premium due		
	(A)	Fixed Rate Security Provisions	Applicable
		I. Accrual:	Not Applicable
		II. Lookback Securities:	Not Applicable
		III. Multi-Chance Securities:	Not Applicable
	(B)	Floating Rate Security Provisions:	Not Applicable
	(C)	CMS Rate Security:	Not Applicable
	(D)	Spread Securities:	Not Applicable
	(E)	Range Accrual (Expanded) Securities:	Not Applicable
	(F)	Inflation Rate Security Provisions:	Not Applicable
	(G)	Interim Performance Premium Provisions:	Not Applicable
	(H)	Buy the Dip Securities Premium Provisions:	Not Applicable
(vii)	Premium Underlying Valuation Provisions:		Applicable

(A) Valuation Disruption (Scheduled Trading Days): Move in Block

(B) Valuation Disruption (Disrupted Days): Value What You Can

(C) Valuation Roll: Eight

TABLE							
Premium Strike Level	**Specified Premium Valuation Date(s)**	**Premium Barrier Level (%)**	**Premium Lock-in Level (%)**	**Specified Premium Barrier Observation Date**	**Premium Amount if a Premium Barrier Event occurs in respect of the relevant Premium Payment Date**	**IPR**	**Premium Payment Date**
Zero (0)	16 January 2023	Greater than or equal to 100%	Not Applicable	16 January 2023	EUR 26.00	Not Applicable	23 January 2023
Zero (0)	14 April 2023	Greater than or equal to 100%	Not Applicable	14 April 2023	EUR 26.00	Not Applicable	21 April 2023
Zero (0)	14 July 2023	Greater than or equal to 100%	Not Applicable	14 July 2023	EUR 26.00	Not Applicable	21 July 2023
Zero (0)	16 October 2023	Greater than or equal to 100%	Not Applicable	16 October 2023	EUR 26.00	Not Applicable	23 October 2023
Zero (0)	15 January 2024	Greater than or equal to 95%	Not Applicable	15 January 2024	EUR 26.00	Not Applicable	22 January 2024
Zero (0)	15 April 2024	Greater than or equal to 95%	Not Applicable	15 April 2024	EUR 26.00	Not Applicable	22 April 2024
Zero (0)	15 July 2024	Greater than or equal to 95%	Not Applicable	15 July 2024	EUR 26.00	Not Applicable	22 July 2024
Zero (0)	14 October 2024	Greater than or equal to 95%	Not Applicable	14 October 2024	EUR 26.00	Not Applicable	21 October 2024
Zero (0)	14 January 2025	Greater than or equal to 90%	Not Applicable	14 January 2025	EUR 26.00	Not Applicable	22 January 2025
Zero (0)	14 April 2025	Greater than or equal to 90%	Not Applicable	14 April 2025	EUR 26.00	Not Applicable	23 April 2025
Zero (0)	14 July 2025	Greater than or equal to 90%	Not Applicable	14 July 2025	EUR 26.00	Not Applicable	21 July 2025
Zero (0)	14 October 2025	Greater than or equal to 90%	Not Applicable	14 October 2025	EUR 26.00	Not Applicable	21 October 2025

Zero (0)	14 January 2026	Greater than or equal to 85%	Not Applicable	14 January 2026	EUR 26.00	Not Applicable	22 January 2026
Zero (0)	14 April 2026	Greater than or equal to 85%	Not Applicable	14 April 2026	EUR 26.00	Not Applicable	21 April 2026
Zero (0)	14 July 2026	Greater than or equal to 85%	Not Applicable	14 July 2026	EUR 26.00	Not Applicable	21 July 2026
Zero (0)	14 October 2026	Greater than or equal to 85%	Not Applicable	14 October 2026	EUR 26.00	Not Applicable	21 October 2026
Zero (0)	14 January 2027	Greater than or equal to 80%	Not Applicable	14 January 2027	EUR 26.00	Not Applicable	22 January 2027
Zero (0)	14 April 2027	Greater than or equal to 80%	Not Applicable	14 April 2027	EUR 26.00	Not Applicable	21 April 2027
Zero (0)	14 July 2027	Greater than or equal to 80%	Not Applicable	14 July 2027	EUR 26.00	Not Applicable	21 July 2027
Zero (0)	14 October 2027	Greater than or equal to 80%	Not Applicable	14 October 2027	EUR 26.00	Not Applicable	Final Termination Date

14. Termination Provisions:

(i) Issuer Call — Not Applicable

(ii) Investor Put — Not Applicable

(iii) Mandatory Early Termination Provisions — Applicable

General:

(A) Mandatory Early Termination Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Termination Amount and Lower Mandatory Early Termination Amount, MERPR, MERPR Call, MERPR Put, — See Table below

	MER Date, MER Coupon, MER Coupon Payment Date (as relevant):	
(B)	Specified Mandatory Early Termination Strike Date:	Not Applicable
Underlying(s) relevant to Mandatory Early Termination, Mandatory Early Termination Performance Provisions and levels of the Mandatory Early Termination Underlying(s)		
(A)	Mandatory Early Termination Underlying:	Not Applicable
(B)	Mandatory Early Termination Barrier Underlying(s):	Not Applicable
Mandatory Early Termination Performance Provisions:		Not Applicable
Provisions relating to levels of the Mandatory Early Termination Underlying(s)		Not Applicable
Provisions relating to a Mandatory Early Termination Barrier Event		Applicable
(A)	Mandatory Early Termination Barrier Event:	Applicable – Target Mandatory Early Redemption Barrier Event and, for which purpose: Target Mandatory Early Redemption (Capped) Provisions: Not Applicable Target Mandatory Early Redemption Threshold Amount: EUR 104.00 Include Any Premium Amount Due on Mandatory Early Termination Date
Provisions relating to a Mandatory Early Termination Upper Barrier Event:		Not Applicable
Provisions relating to the Mandatory Early Termination Amount		

(A)	Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Not Applicable:	See MER Amount in Table below
(B)	Mandatory Early Termination Amount due where MER Upper Barrier Percentage is Applicable:	Not Applicable
(C)	Performance-Linked Mandatory Early Termination Amount:	Not Applicable
(D)	Snowball Accrual Mandatory Early Termination Amount:	Not Applicable
	Mandatory Early Termination Underlying Valuation Provisions	Not Applicable

MER Strike Level	**Specified MER Valuation Date(s)**	**Specified MER Upper Barrier Event Valuation Date**	**MER Barrier Level (%)**	**Specified MER Barrier Observation Date**	**MER Amount**	**MERPR (%)**	**MER Date**
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	23 January 2023
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 April 2023
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 July 2023
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	23 October 2023
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	22 January 2024
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	22 April 2024
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	22 July 2024
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 October 2024
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	22 January 2025
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	23 April 2025
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 July 2025

Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 October 2025
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	22 January 2026
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 April 2026
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 July 2026
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 October 2026
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	22 January 2027
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 April 2027
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	EUR 1,000	Not Applicable	21 July 2027

(iv)Termination Amount: Euro 1,000 per Security

(v)Underlying Linked Securities Termination Provisions: Not Applicable

Underlying(s) relevant to termination, Final Performance provisions and levels of the Termination Underlying(s)

(A) Termination Underlying(s): Not Applicable

(B) Termination Barrier Underlying(s): Not Applicable

Final Performance Provisions: Not Applicable

Provisions relating to levels of the Termination Underlying(s): Not Applicable

Provisions relating to a Termination Barrier Event: Not Applicable

Provisions relating to the termination amount due or entitlement deliverable: Not Applicable

Provisions applicable where Termination Barrier Event is Not Applicable and the Termination Amount is a Performance-Linked Termination Amount: Not Applicable

Provisions applicable where Termination Barrier Event is Applicable	
(A)Provisions applicable to Physical Delivery:	Not Applicable
(B)Termination Upper Barrier Event:	Not Applicable
(C)Termination Amount due where no Termination Barrier Event has occurred and no Termination Upper Barrier Event is specified:	Not Applicable
(D)Termination Upper Barrier Percentage:	Not Applicable
I. Upper Termination Amount due where no Termination Barrier Event has occurred.	Not Applicable
II. Lower Termination Amount due where no Termination Barrier Event has occurred.	Not Applicable
(E) Termination Amount due where a Termination Barrier Event has occurred and no Termination Lower Barrier Event is specified:	Not Applicable
(F)Termination Lower Barrier Event:	Not Applicable
(G)Termination Amount due where a Termination Barrier Event has occurred and a Termination Lower Barrier Event si specified	Not Applicable
I. Lower Barrier Event Termination Amount due	Not Applicable

		where a Termination Barrier Event has occurred:	
	II.	Non Lower Barrier Event Termination Amount due where a Termination Barrier Event has occurred:	Not Applicable
	Performance-Linked Termination Amount:		
	Put Option		Not Applicable
	Call Option:		Not Applicable
	Call Spread - Put Spread Option:		Not Applicable
	Twin Win Option:		Not Applicable
	Market Timer:		Not Applicable
	Put Call Sum		Not Applicable
	Swaption:		Not Applicable
	Provisions relating to Buy the Dip Securities:		Not Applicable
	Termination Underlying Valuation Provisions		Not Applicable
	Provisions relating to the Preference Share-Linked Termination Amount in respect of Preference Share Linked Securities		Not Applicable
	Split Payment Conditions:		Not Applicable
15.	**FX Provisions:**		Not Applicable
16.	**FX Performance:**		Not Applicable

PROVISIONS RELATING TO CREDIT LINKED NOTES

17.	**Credit Linked Notes:**	Not Applicable

PROVISIONS RELATING TO INDEX SKEW NOTES

18.	Index Skew Notes:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

19.	**Form of Securities:**	Registered Securities Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
20.	**New Safekeeping Structure:**	Not Applicable
21.	**Business Centre(s):**	New York City and TARGET2
22.	**Business Day Jurisdiction(s) or other special provisions relating to payment dates:**	New York City and TARGET2
23.	**Redenomination, renominalisation and reconventioning provisions:**	Not Applicable
24.	**Consolidation provisions:**	The provisions of General Condition 14 (*Further Issues*) apply
25.	**Substitution provisions:**	Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor*) apply
	Additional Requirements:	Not Applicable
26.	**Name and address of Calculation Agent:**	Citigroup Global Markets Limited (acting through its EMEA Equity Stocks Exotic Trading Desk (or any successor department/group) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
27.	**Determination Agent:**	Calculation Agent
28.	**Determinations:**	
	(i)Standard:	Commercial Determination
	(ii)Minimum Amount Adjustment Prohibition:	Applicable
29.	**Determinations and Exercise of Discretion (BEC):**	Not Applicable
30.	**Prohibition of sales to consumers in Belgium:**	Applicable
31.	**Additional provisions applicable to Italian Listed Certificates:**	Applicable

	(i)Expiry Date (*Data di Scadenza*) for the purposes of EuroTLX:	21 October 2027
32.	**Details relating to Instalment Securities: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:**	Not Applicable

Signed on behalf of the Issuer:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:	Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date. Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("**EuroTLX**") with effect from on or around the Issue Date.

2. RATINGS

Ratings:	The Securities are not rated.

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

So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the Offer:	See "Use of Proceeds" wording in Section E.2 (Description of Citigroup Global Markets Holdings Inc.) of the CGMHI Base Prospectus
(ii)	Estimated net proceeds:	An amount equal to the final Aggregate Principal Amount of the Securities issued on the Issue Date. For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date.
(iii)	Estimated total expenses:	Approximately, Euro 4,000 (legal expenses) and Euro 1,500 (listing fees)

5. INFORMATION ABOUT THE PAST AND FUTURE PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING

Information about the past and future performance of the or each Underlying is electronically available free of charge from the applicable Electronic Page(s) specified for such Underlying in Part A above

6. EU BENCHMARKS REGULATION

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

7. DISCLAIMER

Bloomberg®

Certain information contained in this Final Terms consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg®**). The Issuer accepts responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer is aware and are able to ascertain from such publicly-available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Bloomberg® makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Securities. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Securities.

8. OPERATIONAL INFORMATION

ISIN Code:	XS1762771498
Common Code:	176277149
CUSIP:	5C02YE9C3
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DEXXTX
FISN:	CITIGROUP GLOBA/UT 20271021
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 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 addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

9. 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 at Reuterweg 16, 60323 Frankfurt am Main, Germany
(vi)	Total commission and concession:	None
(vii)	Non-exempt Offer:	Not Applicable
(viii)	General Consent:	Not Applicable
(ix)	Other conditions to consent:	Not Applicable
(x)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(xi)	Prohibition of Sales to UK Retail Investors:	Applicable

10. UNITED STATES TAX CONSIDERATIONS

General: For U.S. federal income tax purposes, the Issuer intends to treat the Securities as debt.

The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).

ANNEX

SUMMARY

INTRODUCTION AND WARNINGS

The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

The Securities: Issue of 3,000 Units of Euro 1,000 Protected Coupon Barrier Target Redemption Certificates Based Upon the Worst Performing of Intesa Sanpaolo S.p.A. and Nestle S.A. (ISIN: XS1762771498)

The Issuer: Citigroup Global Markets Holdings Inc. Its principal offices are located at 388 Greenwich Street, New York, NY 10013 and its telephone number is +1 (212) 559-1000. Its Legal Entity Identifier ("**LEI**") is 82VOJDD5PTRDMVVMGV31.

Competent authority: The Base Prospectus was approved on 17 December 2021 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: The Issuer was incorporated in New York on 23 February 1977 and exists under the laws of the state of New York in the United States of America. The Issuer is a New York corporation. Its Federal Employee Identification Number issued by the US Internal Revenue Service is 11-2418067. Its LEI is 82VOJDD5PTRDMVVMGV31.

Issuer's principal activities: The Issuer, operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the *Institutional Clients Group* business segment of Citigroup Inc.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The Issuer's issued share capital is 1,000 Common Stock which is fully paid up and held by Citigroup Inc.

Key managing directors: The officers of the Issuer are Shawn K. Feeney, Daniel S. Palomaki, Charles Marquardt, Gonzalo Martin, Victor Spadafora, Alexia Breuvart, Donald Bendernagel, Sarah Blotner, Norma Castro, Robert F. Klein, Stacey Berg Keller, Myongsu Kong, Moshe Malina, Anne E. Moses, Ronny Ostrow, Sofia Rahman, Rachel Stine, Raysa Torriente and Elizabeth Zidones. The members of the Notes Committee of the Issuer are Colin Brennan, Gonzalo Martin, Mark Mason, Johnbull Okpara, Daniel S. Palomaki, Victor Spadafora, Elissa Steinberg, Shawn Stolar and Michael Verdeschi.

Statutory auditors: The Issuer's auditors are KPMG LLP, independent registered public accountants, 345 Park Avenue, New York, New York 10154, United States.

What is the key financial information regarding the Issuer?

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2021 and 2020.

Summary information – income statement		
	Year ended 31 December 2021 (audited)	**Year ended 31 December 2020 (audited)**
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements (*in millions of U.S. dollars*)	2,247	3,554
Summary information – balance sheet		
	Year ended 31 December 2021 (audited)	**Year ended 31 December 2020 (audited)**
Net financial debt (long term debt plus short term debt minus cash) (*in millions of U.S. dollars*)	155,445	129,545
Current ratio (current assets/current liabilities)	1.2	1.2

Debt to equity ratio (total liabilities/total shareholder equity)	16	16.4
Interest cover ratio (operating income/interest expense)	2.5	2.1
Summary information – cash flow statement		
	Year ended 31 December 2021 (audited)	**Year ended 31 December 2020 (audited)**
Net cash flows from operating activities (*in millions of U.S. dollars*)	43,228	(27,032)
Net cash flows from financing activities (*in millions of U.S. dollars*)	2,312	82,884
Net cash flows from investing activities (*in millions of U.S. dollars*)	(38,986)	(52,182)

Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Issuer on its audited historical financial information.

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- The Issuer is a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Issuer, the Issuer's ability to fulfil its obligations under the Securities may be adversely affected, and consequently the value of and return on the Securities may be adversely affected.

- The Issuer may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Issuer and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities, including security identification numbers

The Securities are derivative securities in the form of Italian listed certificates, and are linked to a basket of underlying shares. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

The issue date of the Securities is 14 October 2022 (the "**Issue Date**"). The issue price of the Securities is Euro 1,000 per Security.

Series Number: GMTCH9259; ISIN: XS1762771498; Common Code: 176277149; CFI: DEXXTX ; FISN: CITIGROUP GLOBA/UT 20271021; CUSIP: 5C02YE9C3

Currency, specified denomination, calculation amount, number of Securities and final termination date of the Securities

The Securities are denominated in Euro ("EUR"). The Securities have a specified denomination of 1 Unit (each Unit being EUR 1,000 in principal amount of the Securities) and the calculation amount is 1 Unit (each Unit being EUR 1,000 in principal amount of the Securities). The number of the Securities to be issued is 3,000 Units (each Unit being EUR 1,000 in principal amount of the Securities).

Final Termination Date: 21 October 2027. This is the date on which the Securities are scheduled to terminate, subject to an early termination of the Securities. The Securities will be automatically exercised on 21 October 2027 and the expiry date (*Data di Scadenza*) of the Securities is 21 October 2027.

Rights attached to the Securities

The return on the Securities will derive from Premium Amount payable (if any), and the potential payment of a Mandatory Early Termination Amount following early termination of the Securities due to the occurrence of a Mandatory Early Termination Barrier Event, and, unless the Securities have been previously terminated or purchased and cancelled, the payment of the Termination Amount on the Final Termination Date of the Securities.

Premium Amount: If, in respect of a Premium Payment Date:

(a) a Premium Barrier Event has not occurred, no amount in respect of coupon will be paid on such Premium Payment Date;

(b) a Premium Barrier Event has occurred, an amount in respect of each Security specified for such Premium Payment Date in the table below

Where:

Premium Barrier Event: in respect of a Premium Payment Date, if the Interim Performance of the Interim Performance Underlying on the related Premium Barrier Observation Date, (the "**Premium Barrier Underlying**") is greater than or equal to the relevant Premium Barrier Level.

Premium Barrier Level: in respect of a Premium Payment Date, the percentage(s) specified in relation to the relevant Premium Barrier Underlying for such Premium Payment Date in the table below.

Premium Barrier Observation Date(s): in respect of a Premium Payment Date, each date specified as such for such Premium Payment Date in the table below, subject to adjustment.

Premium Initial Level: in respect of a Premium Underlying, the underlying closing level for such Premium Underlying for the Premium Strike Date.

Premium Payment Date(s): each date specified as such in the table below.

Interim Performance: in respect of a Premium Payment Date and a Premium Underlying, an amount expressed as a percentage equal to such Premium Underlying's Premium Reference Level for that Premium Payment Date less its Premium Strike Level, all divided by its Premium Initial Level. Expressed as a formula:

$$\frac{Coupon\ Reference\ Level\ for\ such\ Coupon\ Payment\ Date\ -\ Coupon\ Strike\ Level}{Coupon\ Initial\ Level}$$

Interim Performance Underlying: in respect of a Premium Payment Date, the Premium Underlying with the lowest (determined, if equal, by the calculation agent) Interim Performance for that Premium Payment Date.

Premium Reference Level: in respect of Premium Underlying, the underlying closing level for such Premium Underlying for the relevant Premium Valuation Date.

Premium Strike Date: 12 October 2022, subject to adjustment.

Premium Strike Level: in respect of a Premium Underlying, the level specified for such Premium Underlying in the table below.

Premium Underlying(s): each Underlying specified as an underlying for the purpose of the coupon provisions in the underlying table below.

Premium Valuation Date(s): in respect of a Premium Payment Date, each date specified as such for such Premium Payment Date in the table below, subject to adjustment.

Premium Strike Level	Premium Valuation Date(s)	Premium Barrier Level (%)	Premium Barrier Observation Date	Premium Amount	Premium Payment Date
Zero (0)	16 January 2023	Greater than or equal to 100%	16 January 2023	EUR 26.00	23 January 2023
Zero (0)	14 April 2023	Greater than or equal to 100%	14 April 2023	EUR 26.00	21 April 2023
Zero (0)	14 July 2023	Greater than or equal to 100%	14 July 2023	EUR 26.00	21 July 2023
Zero (0)	16 October 2023	Greater than or equal to 100%	16 October 2023	EUR 26.00	23 October 2023
Zero (0)	15 January 2024	Greater than or equal to 95%	15 January 2024	EUR 26.00	22 January 2024
Zero (0)	15 April 2024	Greater than or equal to 95%	15 April 2024	EUR 26.00	22 April 2024
Zero (0)	15 July 2024	Greater than or equal to 95%	15 July 2024	EUR 26.00	22 July 2024
Zero (0)	14 October 2024	Greater than or equal to 95%	14 October 2024	EUR 26.00	21 October 2024
Zero (0)	14 January 2025	Greater than or equal to 90%	14 January 2025	EUR 26.00	22 January 2025
Zero (0)	14 April 2025	Greater than or equal to 90%	14 April 2025	EUR 26.00	23 April 2025
Zero (0)	14 July 2025	Greater than or equal to 90%	14 July 2025	EUR 26.00	21 July 2025
Zero (0)	14 October 2025	Greater than or equal to 90%	14 October 2025	EUR 26.00	21 October 2025
Zero (0)	14 January 2026	Greater than or equal to 85%	14 January 2026	EUR 26.00	22 January 2026
Zero (0)	14 April 2026	Greater than or equal to 85%	14 April 2026	EUR 26.00	21 April 2026
Zero (0)	14 July 2026	Greater than or equal to 85%	14 July 2026	EUR 26.00	21 July 2026
Zero (0)	14 October 2026	Greater than or equal to 85%	14 October 2026	EUR 26.00	21 October 2026
Zero (0)	14 January 2027	Greater than or equal to 80%	14 January 2027	EUR 26.00	22 January 2027
Zero (0)	14 April 2027	Greater than or equal to 80%	14 April 2027	EUR 26.00	21 April 2027
Zero (0)	14 July 2027	Greater than or equal to 80%	14 July 2027	EUR 26.00	21 July 2027
Zero (0)	14 October 2027	Greater than or equal to 80%	14 October 2027	EUR 26.00	Final Termination Date

Mandatory Early Termination Amount: If, in respect of a Mandatory Early Termination Date, a Mandatory Early Termination Barrier Event has occurred, the Securities will be terminated on the relevant Mandatory Early Termination Date at an amount for each Security equal to the amount specified as the Mandatory Early Termination Amount for the relevant Mandatory Early Termination Date in the table below. If the Securities are terminated early, no further amounts shall be paid after the Mandatory Early Termination Date.

Where:

Mandatory Early Termination Barrier Event: in respect of a Mandatory Early Termination Date, if on the Premium Payment Date scheduled to fall on such Mandatory Early Termination Date, the sum of the aggregate Premium Amount(s) paid in respect of all of the Premium Payment Dates falling prior to such Premium Payment Date and any Premium Amount due on such Premium Payment Date, is equal to or greater than the Target Mandatory Early Termination Threshold Amount.

Mandatory Early Termination Date: each date specified as such in the table below.

Target Mandatory Early Termination Threshold Amount: EUR 104.00

Mandatory Early Termination Amount	Mandatory Early Termination Date
EUR 1,000	23 January 2023
EUR 1,000	21 April 2023
EUR 1,000	21 July 2023
EUR 1,000	23 October 2023
EUR 1,000	22 January 2024
EUR 1,000	22 April 2024
EUR 1,000	22 July 2024
EUR 1,000	21 October 2024
EUR 1,000	22 January 2025
EUR 1,000	23 April 2025
EUR 1,000	21 July 2025
EUR 1,000	21 October 2025
EUR 1,000	22 January 2026
EUR 1,000	21 April 2026
EUR 1,000	21 July 2026
EUR 1,000	21 October 2026
EUR 1,000	22 January 2027
EUR 1,000	21 April 2027
EUR 1,000	21 July 2027

Termination Amount: Unless the Securities have been previously terminated or purchased and cancelled, the Issuer shall terminate each Security on the Final Termination Date at an amount equal to Euro 1,000.

The Underlying(s)				
Description	Underlying for the purpose of the coupon provisions	Underlying for the purpose of the termination provisions	Underlying for the purpose of the mandatory early termination provisions	Electronic page
Common stock of the share company (ISIN: IT0000072618)	Yes	Yes	Yes	Bloomberg Page: ISP IM Equity
Common stock of the share company (ISIN: CH0038863350)	Yes	Yes	Yes	Bloomberg Page: NESN SE Equity

Early Termination: The Securities may be terminated early following the occurrence of certain specified events or circumstances (for example, including an event affecting the Underlying(s) or the Issuer's hedging arrangements, an event of default, and circumstances relating to taxation and illegality) at an amount which will be determined by the calculation agent in accordance with the terms and conditions of the Securities.

Adjustments: The terms and conditions of the Securities contain provisions, including provisions relating to events affecting the Underlying(s) or hedging arrangements in respect of the Securities, market disruption provisions and provisions relating to subsequent corrections of the price of the Underlying(s) and details of the consequences of such events. Such provisions may where applicable permit adjustments to be made to the terms and conditions of the Securities. The terms and conditions of the Securities also permit the adjustment of payments dates for non-business days.

Meetings: The terms and conditions of the Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

Governing law: The Securities will be governed by English law.

Acknowledgement of United States special resolution regimes: The Securities contain an express contractual recognition that, in the event the Issuer or the Guarantor becomes subject to a proceeding under a U.S. special resolution regime, the transfer of Securities to which the relevant U.S. legislation applies, and (in relation to such Securities) the deed of guarantee (and the transfer of any interest and obligation in or under such Securities or deed of guarantee) from the Issuer or the Guarantor, as applicable, will be effective to the same extent as the transfer would be effective under such U.S. special resolution regime. In addition, the Securities contain an express contractual recognition that, in the event the Issuer or the Guarantor and any of their affiliates becomes subject to a proceeding under a U.S. special resolution regime, certain default rights against the Issuer or the Guarantor, as applicable with respect to such Securities or deed of guarantee, are permitted to be exercised to no greater extent than they could be exercised under such U.S. special resolution regime. The exercise of any power under the U.S. special resolution regimes could materially adversely affect the rights of the holders of such Securities, and accordingly, the price or value of their investment in such Securities.

Status of the Securities: The Securities constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will at all times rank *pari passu* and rateably among themselves and at least *pari passu* with all other unsecured and unsubordinated outstanding obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Description of restrictions on free transferability of the Securities

The Securities will be transferable, subject to offering, selling and transfer restrictions of the laws of any jurisdiction in which the Securities are offered or sold.

Where will the Securities be traded?

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date.

Application has been be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("**EuroTLX**") with effect from on or around the Issue Date.

The EuroTLX is not a regulated market for the purpose of Directive 2014/65/EU (as amended, varied or replaced from time to time).

Is there a guarantee attached to the Securities?

Brief description of the Guarantor: Citigroup Inc. (the "**Guarantor**") was established as a corporation incorporated in Delaware on 8 March 1988, registered at the Delaware Division of Corporations with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. The principal offices for the Guarantor are located at 388 Greenwich Street, New York, NY 10013, and its telephone number is + 1 212 559-1000. Its LEI is 6SHGI4ZSSLCXXQSBB395. The Guarantor is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad, yet focused, range of financial products and services.

Nature and scope of guarantee: The Securities issued will be unconditionally and irrevocably guaranteed by Citigroup Inc. pursuant to a deed of guarantee, which constitutes direct, unconditional, unsubordinated and unsecured obligations of Citigroup Inc. and ranks and will rank at least *pari passu* with all other outstanding, unsecured and unsubordinated obligations of Citigroup Inc., save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Key financial information of the Guarantor: The following key financial information has been extracted from the audited consolidated financial statements of the Guarantor for the years ended 31 December 2021 and 2020, and from the unaudited consolidated interim financial statements of the Guarantor for the period ended 31 March 2022.

Summary information – income statement				
	Year ended 31 December 2021 (audited)	**Year ended 31 December 2020 (audited)**	**Three months ended 31 March 2022 (unaudited)**	**Three months ended 31 March 2021 (unaudited)**
Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements (*in millions of U.S. dollars*)	22,018	11,107	4,325	7,977

Summary information – balance sheet			
	Year ended 31 December 2021 (audited)	**Year ended 31 December 2020 (audited)**	**Three months ended 31 March 2022 (unaudited)**
Net financial debt (long term debt plus short term debt minus cash) (*in millions of U.S. dollars*)	254,832	274,851	256,330
Debt to equity ratio (total liabilities/total shareholder equity)	10.34	10.33	11.11

Summary information – cash flow statement				
	Year ended 31 December 2021 (audited)	**Year ended 31 December 2020 (audited)**	**Three months ended 31 March 2022 (unaudited)**	**Three months ended 31 March 2021 (unaudited)**
Net cash flows from operating activities (*in millions of U.S. dollars*)	61,249	(20,621)	(13,544)	23,198
Net cash flows from financing activities (*in millions of U.S. dollars*)	17,272	233,595	58,354	33,255
Net cash flows from investing activities (*in millions of U.S. dollars*)	(124,905)	(95,312)	(34,523)	(40,934)

Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Guarantor on its audited historical financial information.

Key risks in respect of the Guarantor: The Guarantor is subject to the following key risks:

- The Guarantor is a holding company that does not engage in any material amount of business activities that generate revenues. It services its obligations primarily with dividends and advances from its subsidiaries. Its subsidiaries that operate in the banking, insurance and securities businesses can only pay dividends if they are in compliance with applicable regulatory requirements imposed on them by federal and state regulatory authorities, and may also be subject to credit agreements that may restrict their ability to pay dividends. If such subsidiaries do not realise sufficient earnings to satisfy applicable regulatory requirements, or if such requirements are changed to further restrict the ability of such subsidiaries to pay dividends to the Guarantor, the Guarantor's ability to fulfil its obligations under the Securities may be adversely affected, and consequently the value of and return on the Securities may be adversely affected.

- The Guarantor is expected to act as a source of financial strength for its subsidiary banks and to commit resources to support such banks. As a result, the Guarantor may be required to commit resources (in the form of investments or loans) to its subsidiary banks in amounts or at times that could adversely affect its ability to also fulfil its obligations under the Securities, and consequently the value of and return on the Securities.

- The Guarantor may not be able to maintain its current ratings. If a rating agency reduces, suspends or withdraws its rating of the Guarantor and/or any affiliate thereof, the liquidity and market value of the Securities are likely to be adversely affected. In addition, ratings downgrades could have a significant and immediate

impact on the Guarantor's funding and liquidity through cash obligations, reduced funding capacity and derivative triggers and additional margin requirements. Ratings downgrades could also have a negative impact on other funding sources, such as secured financing and other margin requirements, for which there are no explicit triggers. A reduction in the Guarantor's or its subsidiaries' credit ratings could also widen the Guarantor's credit spreads or otherwise increase its borrowing costs and limit its access to the capital markets. Any of the foregoing factors may negatively impact the value of and return on the Securities.

- Adequate liquidity and sources of funding are essential to the Guarantor's businesses, and can be significantly and negatively impacted by factors the Guarantor cannot control, such as general disruptions in the financial markets, governmental fiscal and monetary policies, regulatory changes or negative investor perceptions of the Guarantor's creditworthiness. The Guarantor's ability to obtain funding may be impaired if other market participants are seeking to access the markets at the same time, or if market appetite declines, as is likely to occur in a liquidity stress event or other market crisis. A sudden drop in market liquidity could also cause a temporary or lengthier dislocation of underwriting and capital markets activity. In addition, clearing organisations, central banks, clients and financial institutions with which the Guarantor interacts may exercise the right to require additional collateral based on their perceptions or the market conditions, which could further impair the Guarantor's access to and cost of funding. These factors may negatively impact the market value of the Securities.

What are the key risks that are specific to the Securities?

The Securities are subject to the following key risks:

- You should be prepared to sustain a total or partial loss of the purchase price of your Securities. The value of Securities prior to their scheduled redemption may vary due to a number of interrelated factors, including the value, dividend yield and volatility of the Underlying(s) and any changes in interim interest rates if applicable, and a sale of Securities prior to their scheduled termination may be at a substantial discount from the original purchase price and you may lose some or all of your investment. Further, you may receive no coupon if a Coupon Barrier Event does not occur.

- The Issuer's obligations under the Securities and the Guarantor's obligations under the deed of guarantee represent general contractual obligations of each respective entity and of no other person. Accordingly, payments under the Securities are subject to the credit risk of the Issuer and the Guarantor. Securityholders will not have recourse to any secured assets of the Issuer and Guarantor in the event that the Issuer or Guarantor is unable to meet its obligations under the Securities, including in the event of an insolvency, and therefore risk losing some or all of their investment.

- Securities may have no established trading market when issued, and one may never develop, so investors should be prepared to hold the Securities until maturity. If a market does develop, it may not be very liquid. Consequently, you may not be able to sell your Securities easily or at all or at prices equal to or higher than your initial investment and in fact any such price may be substantially less than the original purchase price. Illiquidity may have a severely adverse effect on the market value of Securities.

- Amounts due in respect of the Securities are linked to the performance of the Underlying(s), which is a basket of shares. The value of a share may go down as well as up and the value of a share on any date may not reflect its performance in any prior period. The value and price volatility of a share, may affect the value of and return on the Securities.

- The Securities do not create an actual interest in, or ownership of, an Underlying and accordingly you will not have voting rights or rights to receive dividends or distributions or any other rights with respect to an Underlying. A Security will not represent a claim against an Underlying and, in the event that the amount paid on redemption of the Securities is less than your investment, you will not have recourse under any relevant Security to an Underlying in respect of such Securities. You will have no legal or beneficial interest in an Underlying. You may receive a lower return on the Securities than you would have received had you invested directly in an Underlying or through another product.

- The terms and conditions of Securities include provisions dealing with the postponement of dates on which the price of an Underlying is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of such Securities.

- The calculation agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities or an Underlying and/or hedging arrangements, or may replace an Underlying with a new share. Any such adjustments may have an adverse effect on the value of such Securities.

- In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early terminated. If the Securities are terminated early, the amount paid may be less than your initial investment and you may therefore sustain a loss.

- Following the occurrence of a Mandatory Early Termination Barrier Event, the Securities will be terminated on the relevant Mandatory Early Termination Date at the relevant Mandatory Early Termination Amount and no further amount shall be payable in respect of the Securities after the Mandatory Early Termination Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in the Securities with an investment that has a similar profile of chances and risks as the Securities.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Securities?

Terms and conditions of the offer

The Securities are not being publicly offered.

Estimated expenses or taxes charged to investor by issuer/offeror

No expenses are being charged to an investor by the Issuer.

Who is the offeror and/or the person asking for admission to trading?

The Issuer is the entity requesting for the admission to trading of the Securities.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The net proceeds of the issue of Securities will be used by the Issuer and/or its subsidiaries for general corporate purposes, which include making a profit. The estimated net amount of proceeds is an amount equal to the final number of Securities issued on the issue date multiplied by the issue price per Secuirty.

Underwriting agreement on a firm commitment basis: The issue of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Description of any interest material to the issue/offer, including conflicting interests

The terms of the Securities confer on the Issuer, the calculation agent and certain other persons discretion in making judgements, determinations and calculations in relation to the Securities. Potential conflicts of interest may exist between the Issuer, calculation agent and holders of the Securities, including with respect to such judgements, determinations and calculations. The Issuer, Citigroup Inc. and/or any of their affiliates may also from time to time engage in transactions or enter into business relationships for their own account and/or possess information which affect or relate to the Securities and/or the Underlying(s). The Issuer, Citigroup Inc. and/or any of their affiliates have no obligation to disclose to investors any such information and may pursue actions and take steps that they deem necessary or appropriate to protect their interests without regard to the consequences for investors. Save as described above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.