

Citigroup Inc.

Issue of EUR 1,500,000,000 3.750 per cent. Fixed Rate/Floating Rate Callable Notes due May 2032
under the

Programme for the issuance of Euro Medium-Term Notes, Series C

The securities described herein have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

1. Specified Currency: Euro (“EUR”)
2. Aggregate Nominal Amount: EUR 1,500,000,000
3. Issue Price: 99.794 per cent. of the Aggregate Nominal Amount
4. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof
(ii) Calculation Amount: EUR 1,000
5. Issue Date: 14 May 2024
6. Maturity Date: The Interest Payment Date falling on or nearest to 14 May 2032
7. Interest Basis: 3.750 per cent. per annum Fixed Rate, from, and including, the Issue Date to, but excluding, 14 May 2031 (the “**Fixed Rate Period**”) Three-month EURIBOR + 1.050 per cent. per annum Floating Rate, from, and including, 14 May 2031 (the “**Floating Rate Period**”) (further particulars specified below)
8. Redemption/Payment Basis: Redemption at par
9. Put/Call Options: Issuer Call
(further particulars specified below)
10. Status of the Notes: Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

11. **Fixed Rate Note Provisions:** Applicable to the Fixed Rate Period
 - (i) Rate of Interest: 3.750 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Dates: 14 May in each year from, and including, 14 May 2024 to, but excluding 14 May 2031, subject, in each case, to adjustment in accordance with the Following Business Day Convention
 - (iii) Fixed Interest Amount: EUR 37.50 per Calculation Amount
 - (iv) Day Count Fraction: Actual/Actual (ICMA)
12. **Floating Rate Note Provisions:** Applicable to the Floating Rate Period
 - (i) Interest Periods: From, and including, each Specified Interest Payment Date to, but excluding, the next Specified Interest Payment Date; provided that for the first Floating Rate

		Period Interest Period, from, and including, 14 May 2031 to, but excluding, the First Floating Rate Period Interest Payment Date
(ii)	Specified Period(s):	Not Applicable
(iii)	Specified Interest Payment Dates:	Interest will be payable quarterly in arrears on 14 August 2031, 14 November 2031, 14 February 2032 and 14 May 2032, subject, in each case, to adjustment in accordance with the Business Day Convention specified below
(iv)	First Floating Rate Period Interest Payment Date:	14 August 2031
(v)	Business Day Convention:	Modified Following Business Day Convention
(vi)	Business Centre(s):	TARGET, London, New York
(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent):	Not Applicable
(ix)	Screen Rate Determination:	
	• Reference Rate:	Three-month EURIBOR
	• Interest Determination Date(s):	The second TARGET Business Day prior to the first day of each Floating Rate Period Interest Period
	• Relevant Screen Page:	The display page designated EURIBOR01 on Reuters
	• Relevant Time:	11:00 a.m. Brussels time
	• Relevant Financial Centre:	Eurozone
(x)	ISDA Determination:	Not Applicable
(xi)	Margin(s):	+ 1.050 per cent. per annum
(xii)	Minimum Rate of Interest:	0.000 per cent. per annum
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360
13.	Call Option:	Applicable
(i)	Optional Redemption Date (Call):	In whole at any time, or in part from time to time, on or after 14 November 2024 (or, if additional Notes are issued after the Issue Date, beginning six months after the issue date of such additional Notes) and prior to 14 May 2031 (“Make-Whole Call Period”). In whole, but not in part, on 14 May 2031 (“Par Call Date”) or in whole at any time or in part from time to time, on or after 14 March 2032 (“Par Call Period”).

(ii)	Optional Redemption Amount (Call) and method, if any, of calculation of such amount on Par Call Date and during Par Call Period:	EUR 1,000 per Calculation Amount
(a)	Make-Whole Amount:	The excess, if any, of: (i) the aggregate present value as of such Optional Redemption Date of the principal amount being so redeemed and the amount of interest (exclusive of interest accrued to the Optional Redemption Date) that would have been payable in respect of such principal amount if such redemption had not been made, determined by discounting, on an annual basis, such principal amount and interest at the Reinvestment Rate (determined on the third Business Day preceding the date that notice of such redemption is given pursuant to Condition 18 (<i>Notices</i>)) from the respective dates on which such principal amount and interest would have been payable if such redemption had not been made, to the Optional Redemption Date, over (ii) the aggregate nominal amount of Notes being redeemed, as calculated by the Issuer or a person designated by the Issuer.
(b)	Reinvestment Rate:	The mid-market annual yield on the Reference Security (or if the Reference Security is no longer outstanding, a Similar Security), calculated to 14 May 2031, plus the Redemption Margin
(c)	Reference Security:	DBR 0.000 per cent. Federal Government Bond of Bundesrepublik Deutschland due 15 February 2031
(d)	Similar Security:	Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity of 14 May 2031 that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issuances of corporate debt securities maturing on 14 May 2031
(e)	Redemption Margin:	25 basis points
14.	Final Redemption Amount:	EUR 1,000 per Calculation Amount
15.	Early Redemption Amount:	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or other early redemption (other than upon an event of default) and/or the method of calculating the same (if required or if different from that set out in the Conditions):	EUR 1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on	EUR 1,000 per Calculation Amount

redemption upon and event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 16. | Form of Notes: | Global Note exchangeable for Individual Note Certificates in the limited circumstances specified in the Global Note |
| 17. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | London, New York |
| 18. | Substitution provisions: | The provisions in Condition 23 (<i>Substitution of the Issuer</i>) are applicable |
| 19. | Listing: | Official List of the Luxembourg Stock Exchange |
| 20. | ISIN Code: | XS2577826386 |
| | Common Code: | 257782638 |