Citigroup Inc.
Issue of EUR 750,000,000 Floating Rate Callable Notes due May 2028
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 750,000,000
3.	Issue Price:		100.000 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 2028
7.	Interest Basis:		Three-month EURIBOR + 0.60 per cent. per annum Floating Rate (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.	**Floating Rate Note Provisions**:		Applicable
	(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 Interest Period, from, and including, the Issue Date to, but excluding, the First Interest Payment Date
	(ii)	Specified Period(s):	Not Applicable
	(iii)	Specified Interest Payment Dates:	Interest will be payable quarterly in arrears on 14 February, 14 May, 14 August and 14 November in each year subject, in each case, to adjustment in accordance with the Business Day Convention specified below
	(iv)	First Interest Payment Date:	14 August 2024
	(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 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):	+ 0.60 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
12.	**Call Option**:		Applicable
	(i)	Optional Redemption Date(s) (Call):	In whole at any time, or in part from time to time, on or after 14 May 2027.
	(ii)	Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s):	EUR 1,000 per Calculation Amount
		(a) Make-Whole Amount:	Not Applicable
		(b) Reinvestment Rate:	Not Applicable
		(c) Reference Security:	Not Applicable
		(d) Similar Security:	Not Applicable
		(e) Redemption Margin:	Not Applicable
		(f) Par Call Date:	Not Applicable
		(g) Maturity Date of Similar Security:	Not Applicable

13.	**Final Redemption Amount**:	EUR 1,000 per Calculation Amount
14.	**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 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):	EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

15.	Form of Notes:	Global Note exchangeable for Individual Note Certificates in the limited circumstances specified in the Global Note
16.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	London
17.	Substitution provisions:	The provisions in Condition 23 (*Substitution of the Issuer*) are applicable
18.	Listing:	Official List of the Luxembourg Stock Exchange
19.	Reasons for the offer:	The Notes are intended to be issued as Green Bonds. *Use of Proceeds* An amount equal to the net proceeds of the sale of the Notes will be allocated exclusively to finance or refinance, in whole or in part, "Eligible Green Assets," which refers to loans and/or investments made by the Issuer for assets or projects that meet the Issuer's Green Bond Eligibility Criteria (as defined below) in accordance with the Issuer's Green Bond Framework ("Framework"). The Issuer has developed the Framework for notes issuances in order to finance projects that contribute to climate change mitigation as well as projects that promote sustainable infrastructure. The Framework has received a Second Party Opinion by an independent consultant. *Eligible Green Projects* The Issuer's "Environmental Finance Eligibility Criteria" reflect good practices for supporting the transition to a low-carbon economy through projects in one or more of the following areas ("Eligible Green Projects"):

- Renewable energy including land acquisition and leasing, purchase of renewable energy applications and technologies and associated equipment, construction work, maintenance work, equipment manufacturing and energy storage.
- Energy efficiency including warehouse facilities for residential energy efficiency loans, municipal district heating projects, commercial and residential energy efficiency projects and consumer finance companies that provide residential energy efficiency loans
- Sustainable transportation including building or operating mass transit and creating or constructing infrastructure to support mass transit
- Water quality and conservation including installation or upgrade of water treatment infrastructure, installation or upgrade of water capture and storage infrastructure, installation or upgrade of water irrigation systems and water metering activities to support conservation initiatives
- Green building including financing of existing or new construction / renovation of residential and commercial buildings that earn any of the following certifications; LEED Gold, LEED Platinum, or the Living Building Challenge.

The Issuer has developed a list of exclusionary criteria for the use of the proceeds from the sale of the Notes. The Issuer commits itself to not knowingly be involved in financing any of the following projects or activities through the proceeds of this offering:

- Large-scale hydropower plants that have a generation capacity of over 15MW;
- Nuclear power plants; or
- Fossil fuel projects, including refined or alternative coal technologies, gas-to-liquid projects, natural gas projects and transportation projects that promote diesel.

Project Evaluation and Selection Process

The Issuer's specialist teams, including the Sustainability & ESG team, formerly known as the Corporate Sustainability team, and the Environmental and Social Risk Management

("ESRM") teams, are responsible for screening potential eligible assets against the Green Bond Eligibility Criteria. Once screened, Eligible Green Assets will be added to a single pool that the Issuer maintains (the "Green Bond Asset Portfolio").

The Issuer's selection process for the Eligible Green Assets takes into account whether the potential eligible asset meets the Green Bond Eligibility Criteria for inclusion in the Green Bond Asset Portfolio. Additionally, each Eligible Green Asset is reviewed to ensure compliance with the Issuer's ESRM policies. If the Issuer's investment in any asset in the Green Bond Asset Portfolio is terminated or if an asset no longer meets the Green Bond Eligibility Criteria, the Issuer's Corporate Sustainability & ESG and ESRM teams will remove the asset from the Green Bond Asset Portfolio.

Management of Proceeds

All outstanding proceeds from the sale of the Notes will be allocated to Eligible Green Projects that meet the Issuer's Environmental Finance Eligibility Criteria by the Issuer's Green Bond Asset Selection Group. In the event the Issuer's investments, loans or other commitments are reduced or terminated, the Issuer will substitute such investments, loans or other commitments with another eligible asset. Proceeds from this offering that are not allocated to an Eligible Green Project will be held in cash, cash equivalents and/or other liquid marketable instruments, including U.S. Treasury securities, in the Issuer's liquidity portfolio until such proceeds can be allocated towards an Eligible Green Project. We expect amounts equal to the net proceeds of the sale of the Notes to be fully allocated to Eligible Green Projects within 18 months of the original issue date of the Notes.

Reporting

During the term of the Notes, until such time as the net proceeds from the sale of the Notes have been fully allocated to Eligible Green Projects, and in the event that any net proceeds from the bonds are reallocated, the Issuer will provide investors with an annual report on the use of proceeds for this offering. This annual report will be posted on the Issuer's Fixed Income Investor Relations website and will detail (1) allocation of the proceeds to Eligible Green Assets, (2) total amount outstanding of unused proceeds (if net proceeds from the sale of the Notes have not been fully allocated), and (3) positive impact of the Eligible Green Assets to the extent it is practical to do so. The annual report will be accompanied by a report from an independent accounting firm detailing such firm's review of the Eligible Green Assets. This annual review will provide assurance on the allocation of the net proceeds of the Notes to Eligible Green Assets, and the conformity of the Eligible Green Assets with the Environmental Finance Eligibility Criteria. Payment of principal and interest on the Notes will not be directly linked to the performance of any Eligible Green Project.

20.	ISIN Code:	XS2819338091
	Common Code:	281933809