

PROHIBITION OF SALES TO EEA 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 EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, or superseded **MiFID II**); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the **Insurance Mediation Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

Pricing Supplement dated 3 October 2019

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDFJUNNP53

Issue of USD 500,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2025 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL8282 to be consolidated and form a single Series with the issue of (i) USD 2,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2025 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL8282 issued on 15 July 2019 and (ii) USD 1,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2025 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL8282 issued on 5 September 2019

Guaranteed by Citigroup Global Markets Limited
Under the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

No prospectus is required in accordance with the Prospectus Directive (as defined below) in relation to Securities which are the subject of this Pricing Supplement.

The Current Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Securities in any Member State of the EEA which has implemented the Prospectus Directive (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer in that Relevant Member State of the Securities 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 Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. None of the Issuer, the CGMFL Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Securities in any other circumstances. For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC (as amended or superseded) and any relevant implementing measure in a Relevant Member State.

The Securities and the CGMFL 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 CGMFL 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 CGMFL 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 Current Base Listing Particulars.

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 plan 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.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the sections entitled "*General Conditions of the Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to the Underlying in the Base Listing Particulars and the Supplements to the Base Listing Particulars.

This document constitutes the Pricing Supplement of the Securities described herein and must be read in conjunction with the Current Base Listing Particulars and the Supplements to the Current Base Listing Particulars, save in respect of the Conditions which are extracted from the Base Listing Particulars as supplemented by the Supplements to the Base Listing Particulars and are incorporated by reference into the Current Base Listing Particulars. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars and the Supplements to the Base Listing Particulars and the Current Base Listing Particulars and the Supplements to the Current Base Listing Particulars.

The Base Listing Particulars and the Supplements to the Base Listing Particulars and the Current Base Listing Particulars and the Supplements to the Current Base Listing Particulars are available for viewing at the offices of the Paying Agents and on the website of the Central Bank of Ireland (<http://www.centralbank.ie>) and on the website of the Luxembourg Stock Exchange (www.bourse.lu).

For the purposes hereof, **Base Listing Particulars** means the CGMFL Underlying Linked Notes Base Listing Particulars relating to the Programme dated 25 January 2019, as supplemented by Supplement (No.1) dated 11 February 2019 (**Supplement (No.1)**), Supplement (No.2) dated 11 March 2019 (**Supplement (No.2)**), Supplement (No.3) dated 30 April 2019 (**Supplement (No.3)**), Supplement (No.4) dated 22 May 2019 (**Supplement (No.4)**) and Supplement (No.5) dated 25 June 2019 (**Supplement (No.5)**) and, together with Supplement (No.1), Supplement (No.2), Supplement (No.3), and Supplement (No.4), the **Supplements**).

For the purposes hereof, **Current Base Listing Particulars** means the CGMFL Underlying Linked Notes Base Prospectus relating to the Programme dated 19 July 2019, as supplemented by a Supplement (No.1) dated 23 August 2019 (the **Supplement**) and a Supplement (No.2) dated 9 September 2019 (**Supplement No.2**, together with Supplement No.1, the **Supplements**).

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
- (ii) Guarantor: Citigroup Global Markets Limited
2. (i) Type of Security: Notes
- (ii) Series Number: CGMFL8282
- (iii) Tranche Number: 3
- (iv) Date on which the Securities will be consolidated and form a single Series: On 4 October 2019, the Tranche Three Notes (as defined in item 4(ii) below) will be consolidated and form a single Series with the Tranche One Notes (as defined in item 4(ii) below)
3. Specified Currency or Currencies: USD
4. Aggregate Principal Amount:
 - (i) Series: USD 3,500,000.00
 - (ii) Tranche: Tranche 1: USD 2,000,000.00 (the **Tranche One Notes**)

- Tranche 2: USD 1,000,000.00 (the **Tranche Two Notes**)
- Tranche 3: USD 500,000.00 (the **Tranche Three Notes**)
5. Issue Price:
- Tranche 1: 100 per cent. of the Aggregate Principal Amount
- Tranche 2: 100 per cent. of the Aggregate Principal Amount
- Tranche 3: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: USD 1.00
- (ii) Calculation Amount: USD 1.00
7. (i) Issue Date:
- Tranche 1: 11 Business Days following the Initial Preference Share Reference Date, which is expected to be 15 July 2019
- Tranche 2: 5 September 2019
- Tranche 3: 4 October 2019
- (ii) Interest Commencement Date: Not Applicable
8. Maturity Date: The Final Valuation Date
9. Type of Securities: The Securities do not bear or pay any interest
- The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Redemption Provisions are applicable, item 14(v) below
- 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: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Senior

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY REDEMPTION

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 Underlying(s): Preference Share in Citigroup Global Markets Funding Luxembourg S.C.A. (Class 150, ISIN:

CGMFLPRE0392)

- (B) Classification: Preference Share
- (C) Electronic Page: Bloomberg Page: AZ3988500
- (ii) Particulars in respect of each Underlying:
- Preference Share(s):
- (A) Preference Share Company: Citigroup Global Markets Funding Luxembourg S.C.A.
- (B) Initial Preference Share Reference Date: 27 June 2019, subject as provided in the Preference Share Conditions
- (C) Valuation Time: As specified in Preference Share Condition 2
- (D) Preference Share Valuation Date: 27 June 2025, subject as provided in the Valuation and Settlement Conditions
- (E) Autocall Observation Date(s): 29 June 2020, 28 June 2021, 27 June 2022, 27 June 2023 and 27 June 2024, subject as provided in the Preference Share Conditions
- (iii) Elections in respect of each type of Underlying: Not Applicable
- (iv) Trade Date: 27 June 2019
- (v) Realisation Disruption: Not Applicable
- (vi) Hedging Disruption Termination Event: Early Not Applicable
- (vii) Hedging Disruption: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: As set out in Preference Share Condition 6(d)
- Deduction of Hedge Costs: Not Applicable
- (viii) Section 871(m) Event: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: As set out in Preference Share Condition 6(d)
- Deduction of Hedge Costs: Not Applicable
- (ix) Redemption for Taxation Reasons: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: As set out in Preference Share Condition 6(d)
- Deduction of Hedge Costs: Not Applicable

		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(x)	Change in Law:	Applicable
		Illegality: Applicable
		Material Increased Cost: Applicable
		Early Redemption Option: Applicable
		Early Redemption Amount: As set out in Preference Share Condition 6(d)
		Deduction of Hedge Costs: Not Applicable
(xi)	Increased Cost of Hedging:	Applicable
		Early Redemption Option: Applicable
		Early Redemption Amount: As set out in Preference Share Condition 6(d)
		Deduction of Hedge Costs: Not Applicable
(xii)	Illegality:	Applicable
		Early Redemption Amount: As set out in Preference Share Condition 6(d)
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable
(xiv)	Event of Default:	Early Redemption Amount: As set out in Preference Share Condition 6(d)
		Deduction of Hedge Costs: Not Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Not Applicable
		Additional Costs on account of Early Redemption: Not Applicable
(xv)	Minimum Return Amount:	Not Applicable
(xvi)	Administrator/Benchmark Event:	Valuation and Settlement Condition 3 (<i>Redemption or adjustment for an Administrator/Benchmark Event</i>):

Not Applicable

PROVISIONS RELATING TO ANY INTEREST AMOUNT, THE REDEMPTION AMOUNT AND ANY ENTITLEMENT DELIVERABLE

13. **Interest Provisions:** Not Applicable – the Securities do not bear or pay interest
14. **Redemption Provisions:**
- (i) Issuer Call Not Applicable
 - (ii) Investor Put Not Applicable
 - (iii) Mandatory Early Redemption Provisions Not Applicable
 - (iv) Redemption Amount: See item (v) below
 - (v) Underlying Linked Securities Redemption Provisions Applicable
- Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities Applicable - the Securities are Preference Share Linked Securities
- (A) Redemption Underlying: The Underlying
 - (B) Specified Final Valuation Date: 10 Business Days following the Preference Share Valuation Date, which is expected to be 14 July 2025
15. **FX Provisions:** Not Applicable
16. **FX Performance:** Not Applicable


GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

17. **Form of Securities:** Registered Securities
- Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
18. **New Safekeeping Structure:** Not Applicable
19. **Business Centre(s):** London and New York City
20. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** London and New York City
21. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
22. **Consolidation provisions:** The provisions of General Condition 14 (*Further Issues*) apply
23. **Substitution provisions:** Not Applicable: The provisions of General Condition 17 (*Substitution of the Issuer, the CGMHI Guarantor*)

and the CGMFL Guarantor) do not apply

24. **Name and address of Calculation Agent:** Citibank N.A. (acting through its New York US Equity Index Exotics Trading department/group (or any successor department/group)) at 390 Greenwich Street, 3rd Floor, New York, New York 10013, United States
25. **Determination Agent:** Not Applicable
26. **Determinations:**
- (i) Standard: Sole and Absolute Determination
 - (ii) Minimum Amount Adjustment Prohibition: Not Applicable
27. **Other final terms:** Not Applicable
28. **Additional provisions applicable to Italian Listed Certificates:** 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 will be made by the Issuer (or on its behalf) for the Tranche Three Notes to be admitted to trading on the Euro MTF of the Luxembourg Stock Exchange with effect from on or around the Issue Date of the Tranche Three Notes

Estimated expenses relating to admission to trading: EUR 2,000

2. RATINGS

Ratings: The Securities are not rated.

3. INFORMATION ABOUT THE PAST AND FURTHER PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING

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

The terms and conditions of the Preference Shares are available for inspection at the registered office of the Issuer.

4. EU BENCHMARKS REGULATION

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

5. DISCLAIMER

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6. OPERATIONAL INFORMATION

ISIN Code:	XS2016110756
Common Code:	201611075
CUSIP:	5C00FE9Q7
WKN:	Not Applicable
Valoren:	Not Applicable
SEDOL:	Not Applicable
CFI:	CITIGROUP GLOBA/ZERO CPNEMTN 202507

FISN:	DTZNFR
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 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 addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

7. 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. Stabilising Manager(s) (if any):	Not Applicable
V. If non-syndicated, name and address of Dealer:	Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
VI. Total commission and concession:	No commissions and concessions are payable by the Issuer to the Dealer. Tranche One Notes: The distribution fee payable by the Dealer to any distributor is up to 0.36% of the Aggregate Principal Amount. Tranche Two Notes: The distribution fee payable by the Dealer to any distributor is up to 0.36% of the Aggregate Principal Amount. Tranche Three Notes: The distribution fee payable by the Dealer to any distributor is up to 0.36% of the Aggregate Principal Amount. Investors can obtain more information about the fee by contacting the Dealer at the address set out above.
VII. Swiss selling restrictions:	Not Applicable

VIII. Prohibition of Sales to EEA Applicable
Retail Investors:

8. UNITED STATES TAX CONSIDERATIONS

General: The Securities are Non-U.S. Issuer Securities.

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