http://www.oblible.com

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Pricing Supplement dated 22 January 2018

Citigroup Global Markets Holdings Inc.

Issue of COP 3,750,000,000 Fixed Rate Medium Term USD-Settled Notes due June 2024 to be consolidated and form a single series with the COP4,000,000,000 Fixed Rate Medium Term USD-Settled Notes due June 2024 issued on 28 July 2017 and the COP 20,300,000,000 Fixed Rate Medium Term USD-Settled Notes due June 2024 issued on 28 June 2017 (the "Original Notes")

Guaranteed by Citigroup Inc.

Under the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme

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

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area 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 Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus 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 CGMHI Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances. For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and any relevant implementing measure in a Relevant Member State.

The Notes and the CGMHI Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (**Regulation S**) and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S). Each purchaser of the Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. For a description of certain restrictions on offers and sales of Notes, see "Subscription and sale and transfer and selling restrictions" of the Offering Circular and item 5 of Part B below.

The Notes and the CGMHI Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended.

http://www.oblible.com

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or an employee benefit plan or plan subject to any laws, rules or regulations substantially similar to Title I of ERISA or Section 4975 of the Code.

The Notes are Dual Currency Notes and therefore have certain risks

All amounts payable in respect of the Notes will be determined by converting all amounts due under the Notes from the Denomination Currency (Colombian Peso) into the Relevant Currency (United States Dollar) by dividing each such amount otherwise payable by the Dual Currency Exchange Rate on the Valuation Date falling immediately prior to the relevant payment date. In such circumstances, amounts that Noteholders receive in respect of the Notes are also linked to the performance of the Underlying (as defined at paragraph 16(i) below), which is the exchange rate used for such conversions. Investors should therefore also have regard to the risk factors relating to Notes linked to a currency exchange rate set out in the Offering Circular (save for the Risk Factor entitled "Risks relating to Notes that are Dual Currency Notes", which is superseded by this paragraph).

PART A - CONTRACTUAL TERMS

The Notes are English Law Notes that are also Registered Notes. The Notes are issued under the Offering Circular as defined below.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "General Conditions of the Notes" in the Offering Circular dated 16 December 2016 as supplemented by a Supplement dated 17 January 2017 (together the **Previous Offering Circular**) which are incorporated by reference into the Offering Circular, and the Underlying Schedules applicable to each Underlying in the Offering Circular.

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Offering Circular, save in respect of the Conditions which are extracted from the Previous Offering Circular and are incorporated by reference in the Offering Circular. Full information on the Issuer, the CGMHI Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement, the Previous Offering Circular and the Offering Circular.

The Offering Circular (including all documents incorporated by reference therein) and the Previous Offering Circular are available for viewing at the offices of the Fiscal Agent and the Paying Agents.

For the purposes hereof, **Offering Circular** means the Offering Circular dated 15 December 2017 in relation to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme including all documents incorporated by reference therein.

1. (i) Issuer: Citigroup Global Markets Holdings Inc.

(ii) Guarantor: Citigroup Inc.

2. (i) Series Number: GMTCH0977B

(ii) Tranche Number: 3

(iii) Date on which the Notes will be The consolidated and form a single single Series:

The Notes will, as of the Issue Date, be consolidated and form a single series with the Original Notes

3. Specified Currency or Currencies: The Notes are Dual Currency Notes.

Specified Currency means:

- (a) in respect of the Specified Denomination and the Calculation Amount (the **Denomination Currency**): Colombian Peso (**COP**)
- (b) in respect of payments and/or deliveries (the **Relevant Currency**): United States Dollar (**USD**)
- 4. Aggregate Principal Amount:

(i) Series: COP 28,050,000,000

(ii) Tranche: COP 3,750,000,000

5. Issue Price: 104.011 per cent. of the Aggregate Principal Amount converted into USD at the Initial USD/COP FX Rate, being

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USD1,370,970.46 (rounded to the nearest two decimal places, with 0.005 rounded upwards) in respect of the Aggregate

Principal Amount (the **Initial USD Proceeds**)

Where Initial USD/COP FX Rate means COP 2,845 per USD

1.00

6. (i) Specified Denomination: COP 10,000,000

(ii) Calculation Amount: COP 10,000,000

7. (i) Issue Date: 27 February 2018

(ii) Interest Commencement Date: 28 June 2017

8. Maturity Date: 28 June 2024 (the Scheduled Maturity Date), subject to

adjustment in accordance with the Modified Following Business

Day Convention

9. Types of Notes: (i) Underlying Linked Notes

(ii) The Notes are Underlying Linked Notes and relate to

the Underlying specified in item 16(i) below

(iii) The Notes are Cash Settled Notes

10. Interest Basis: Underlying Linked Interest. The Notes bear interest as specified

in item 16 and item 21 below

11. Redemption/Payment Basis Underlying Linked Redemption

12. Change of Interest or Redemption/Payment Not Applicable

Basis:

13. Put/Call Options: Not Applicable

14. (i) Status of the Notes: Senior

(ii) Status of the CGMHI Deed of Senior

Guarantee:

15. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

Underlying(s):

16. Underlying Linked Notes Provisions: Applicable – the provisions in Condition 19 of the General

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Conditions apply (subject as provided herein and in the relevant

Underlying Schedule)

(i) Underlying:

In respect of determining the FX Rate for purposes of payment:

(A) Description of The USD/COP FX Rate or the COP TRM Rate (COP02),

being, in respect of each Valuation Date, the USD/COP spot rate for such day (expressed as the number of units (or parts thereof) of COP for which one unit of USD can be exchanged) for settlement on the same day reported by the Colombian Financial Superintendency as the "Tasa Representativa del

Mercado" (TRM) (also referred to as the "Tasa de Cambio Representativa del Mercado" (TCRM)) on the relevant Electronic Page by not later than the Valuation Time on the first Reference Currency Business Day following such FX Valuation Date

(B) Classification: FX Rate (EMTA Provisions: Applicable)

(C) Electronic Pages: The website of the Colombian Financial Superintendency

(being, as of the date of this Pricing Supplement, www.banrep.gov.co), or the Reuters Screen CO/COL03 Page or any such page or screen which may replace such page for the purposes of displaying such COP TRM (COP02) Rate, provided that if there is any discrepancy between any relevant price or level displayed on the relevant Electronic Pages for any Valuation Date, the COP TRM (COP02) Rate found on the website of the Colombian Financial Superintendency shall be used for such Valuation Date (and the last sub-paragraph (i) of the definition of "Electronic Page" shall be amended accordingly)

(ii) Particulars in respect of each Underlying:

FX Rate where EMTA Provisions are Applicable:

(A) FX Rate Source: The Colombian Financial Superintendency

(B) Valuation Time: 12 noon, Bogotá time

(C) Reference Currency: COP

(D) Settlement Currency: USD

(E) Reference Currency Bogotá
Business Centre(s):

Business Days:

(F) Settlement Currency New York City Business Centre(s):

(G) Number of Settlement None. The Exchange Rate is for settlement the same day

(H) Maximum Days of Not Applicable Postponement:

(I) Dual Currency Notes: Applicable. The Dual Currency Exchange Rate is the

USD/COP FX Rate or the COP TRM Rate (COP02) as defined in paragraph 16 (i) (A) above and for which purpose the Specified Valuation Date shall be five Reference Currency Business Days prior to (but excluding) each day on which payment is scheduled to be made under the Notes (after

adjustment for the Business Day Convention)

(iii) Elections in respect of each type of Underlying:

FX Rate(s) where EMTA Provisions are Applicable:

(A) Disruption Events: Price Source Disruption

(B) Disruption Fallbacks: The following Disruption Fallbacks apply in the following order:

First Fallback Reference Price. For the purposes thereof:

- (i) First Fallback Reference Rate: EMTA COP Indicative Survey Rate (COP03)
- (ii) First Fallback Rate Source: EMTA, Inc. (EMTA). The First Fallback Reference Rate shall be calculated by EMTA (or a service provider EMTA may select in its sole discretion) pursuant to the EMTA COP Indicative Survey Methodology (being a methodology, dated as of 1 August 2006, as amended from time to time, for a centralised industry-wide survey of financial institutions that are active participants in the USD/COP markets for the purpose of determining the EMTA COP Indicative Survey Rate (COP03))
- (iii) First Fallback Valuation Time: approximately 11.30 am., Bogotá time
- (iv) First Fallback Electronic Page: The EMTA website (www.emta.org) and such page shall be deemed to be an Electronic Page

Calculation Agent Determination

(C) Correction Provisions: Not Applicable

(D) Settlement Disruption: Not Applicable

(iv) Trade Date: 15 February 2018

(v) Realisation Disruption: Not Applicable

(vi) Hedging Disruption Early Not Applicable Termination Event:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. **Fixed Rate Note Provisions** Not Applicable, save as provided in item 21 below

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18. Floating Rate Note Provisions Not Applicable

19. **Zero Coupon Note Provisions** Not Applicable

20. **Dual Currency Interest Provisions** Not Applicable

21. **Underlying Linked Notes Interest** Applicable **Provisions**

(i) Interest Amount/Interest Rate: For purposes of the interest accruing and payable under the

Notes, the Notes shall be Fixed Rate Notes and Condition 4(a) shall apply (subject to the application of Condition 4(j) (*Dual Currency Note Provisions*), as amended in the Schedule hereto).

The Interest Rate is 6.00 per cent. (6.00%) per annum

(ii) Interest Period(s): As defined in Condition 4(i)

(iii) Interest Payment Date(s): 28 June in each year, commencing 28 June 2018 and ending on,

and including, the Scheduled Maturity Date, in each case subject to adjustment in accordance with the Modified

Following Business Day Convention

(iv) Interest Period End Date(s): Each Interest Payment Date (in each case following adjustment

in accordance with the Modified Following Business Day

Convention)

(v) Day Count Fraction: Actual/365 (Fixed)

(vi) Specified Valuation Date(s): Five Reference Currency Business Days prior to (but excluding)

each Interest Payment Date

Such date shall be subject to adjustment as provided in the

relevant Underlying Schedule

(vii) Valuation Disruption (Scheduled

Trading Days):

Not Applicable

(viii) Valuation Disruption (Disrupted

Days):

Not Applicable

(ix) Valuation Roll: Not Applicable

PROVISIONS RELATING TO REDEMPTION

22. **Issuer Call** Not Applicable

23. **Investor Put** Not Applicable

24. **Redemption Amount of each Calculation** See item 25 below

Amount

25. **Underlying Linked Notes Redemption** Applicable **Provisions**

(i) Redemption Amount for The Specified Denomination

(ii) Specified Valuation Date(s): Five Reference Currency Business Days prior to (but excluding)

the Maturity Date

Such date shall be subject to adjustment as provided in the

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Underlying Linked Notes:

relevant Underlying Schedule

(iii) Valuation Disruption (Scheduled Trading Days):

Not Applicable

(iv) Valuation Disruption (Disrupted

Not Applicable

Days):

(v) Valuation Roll:

Not Applicable

26. **Mandatory Early Redemption Provisions**

Not Applicable

27. Early Redemption Amount

(i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the General Conditions) or on Event of Default (Condition 9 of the General Conditions) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same:

Condition 5(d)(iii)(A) of the General Conditions applies (for the purposes of Condition 4(j) (*Dual Currency Note Provisions*) the Specified Valuation Date shall be the fifth Reference Currency Business Day prior to the early redemption date of the Notes)

(ii) Early Redemption Amount includes amount in respect of accrued interest:

Not Applicable

28. Provisions applicable to Physical Delivery

Not Applicable

29. Variation of Settlement

(i) Issuer's or Intermediary's option to vary settlement

Not Applicable

(ii) Holder's option to vary settlement:

Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. Form of Notes: Registered Notes

Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depositary for Euroclear

and Clearstream, Luxembourg

31. Governing Law: English law applies

32. New Safekeeping Structure: No

33. Business Centres: Bogota, London and New York City

34. Business Day Jurisdiction(s) or other special Bogota, London and New York City provisions relating to payment dates:

35. Renminbi Settlement Centre(s): Not Applicable

36. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:

Not Applicable

37. Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:

Not Applicable

38. Redenomination, renominalisation and reconventioning provisions:

Not Applicable

39. Consolidation provisions:

The provisions of Condition 12 of the General Conditions apply

40. Other terms and conditions:

See the Schedule attached hereto

41. Name and address of Calculation Agent:

Citigroup Global Markets Inc. at 390 Greenwich Street, New York, New York 10013, United States of America, acting through its Equity Derivatives Desk (or any successor

department/group)

42. Determinations:

Sole and Absolute Determination

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for the issue and admission to trading on the Luxembourg Stock Exchange's Euro MTF Market of the Notes described herein pursuant to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme of Citigroup Inc., Citigroup Global Markets Holdings Inc., Citigroup Global Markets Funding Luxembourg S.C.A. and Citigroup Global Markets Limited.

RESPONSIBILITY

The Issuer and the CGMHI Guarantor accept responsibility for the information contained in this Pricing Supplement. Information relating to the Underlyings has been extracted from publicly available sources. Each of the Issuer and the CGMHI Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

Digitally signed by Michael Brevetti
DN: ____Michael Brevetti,
Ou=ADOBE(r)-CDS, o=Citigroup
Inc., c=US,
email=michael.brevetti@citi.com
Date: 2018.02.23 11:22:13 -05'00'

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading:

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on the Luxembourg Stock Exchange's Euro MTF Market with effect from the Issue Date.

2. **RATINGS**

Ratings:

The Notes are not rated. The Issuer's long term/short term senior debt is rated:

S&P: BBB+ (Stable Outlook)/A-2

Moody's: Baa1 (Positive Outlook)

Fitch: A (Stable Outlook)/F1

The CGMHI Guarantor's long term/short term senior debt is rated:

S&P: BBB+ (Stable Outlook)/A-2

Moody's: Baa1 (Positive Outlook)/P-2

Fitch: A (Stable Outlook)/F1

The ratings and outlooks are subject to change during the term of the Notes

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. Each rating should be evaluated independently of any other rating

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

The CGMHI Guarantor's credit ratings are an assessment of the CGMHI Guarantor's ability to meet its obligations under the CGMHI Deed of Guarantee in respect of the Notes, including making payments thereunder. Consequently, actual or anticipated changes in the CGMHI Guarantor's credit ratings may affect the trading value of the Notes. However, because the Notes' yield is dependent

on certain factors in addition to the CGMHI Guarantor's ability to pay its obligations under the CGMHI Deed of Guarantee, an improvement in the CGMHI Guarantor's credit ratings will not reduce the other investment risks related to the Notes

3. REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS

(i) Reasons for the issue: Not Applicable

(ii) Estimated net proceeds: Not Applicable

4. PERFORMANCE OF THE UNDERLYING(S), EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING(S)

The Notes are dual currency fixed rate notes and all amounts payable in respect of them will be determined by converting all amounts due in COP into USD by reference to the COP/USD exchange rate five Bogota business days prior to the relevant payment date. Accordingly, an investment in the Notes is linked to the prevailing COP/USD exchange rate and an investor may receive less than their initial investment amount on redemption of the Notes.

Information about the past and future performance and volatility of the COP/USD exchange rate is available from the Colombian Financial Superintendency, as published on www.banrep.gov.co.

4. **OPERATIONAL INFORMATION**

ISIN Code: XS1574943921

Common Code: 1574943921

Any clearing system(s) other than Euroclear, Clearstream Luxembourg 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 Notes Issuing Not Applicable

and Paying Agent (if any):

Names and address of the Finnish Notes Issuing Not Applicable

and Paying Agent (if any):

Names and address of additional Paying Agent(s) Not Applicable

(if any):

Intended to be held in a manner which would Not Applicable

allow Eurosystem eligibility:

5. **DISTRIBUTION**

If syndicated, names and addresses of Managers Not Applicable and underwriting commitments:

Date of Subscription Agreement: Not Applicable

Stabilisation Manager(s) (if any): Not Applicable

If non-syndicated, name and address of Dealer: Citigroup Global Markets Limited at Citigroup Centre,

Canada Square, Canary Wharf, London E14 5LB, United

Kingdom

Total commission and concession: Not Applicable

Additional selling restrictions: Not Applicable

6. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as debt. The Issuer has determined that the Notes are not Specified ELIs for the purpose of Section 871(m).

7. **OTHER INFORMATION**

Conflicts of Interest

Investors should note that the Calculation Agent, acting directly or through a branch or an affiliate, may be requested to provide a quotation or quotations from time to time for the purpose of determining the EMTA COP Indicative Survey Rate (COP03) and such quotation may affect, materially or otherwise, the Redemption Amount in respect of the Notes.

SCHEDULE

1. AMENDMENTS TO GENERAL CONDITIONS OF THE NOTES

Condition 4 (j) (*Dual Currency Note Provisions*) of the General Conditions of the Notes on pages 245-246 of the Offering Circular shall be replaced by the following language:

"(j) Dual Currency Note Provisions

Where the Notes are Dual Currency Notes, then in order to determine amounts payable or assets deliverable in respect of the Notes, the Calculation Agent shall:

- (i) in respect of any payments in respect of the Notes, convert the relevant payment amount (as otherwise determined in accordance with the provisions of the General Conditions, this Condition and/or the applicable Pricing Supplement) from the Denomination Currency into the Relevant Currency by dividing such amount by the Dual Currency Exchange Rate for the Valuation Date or, if more than one, the last occurring Valuation Date, relating to the date on which such payment is to be made; or
- (ii) in order to determine any cash amounts due in respect of Physical Delivery Notes, convert any such cash amounts due from the Denomination Currency into the Relevant Currency by dividing such amount by the Dual Currency Exchange Rate for the Valuation Date relating to the date on which such delivery is to be made.

Where:

Denomination Currency means the currency of the Specified Denomination and the Calculation Amount, as specified in the applicable Pricing Supplement.

Dual Currency Exchange Rate means any Underlying which is an FX Rate and as is designated as the Dual Currency Exchange Rate for the relevant payment and/or delivery in the applicable Pricing Supplement.

Relevant Currency means the currency in respect of payments and/or deliveries, as specified in the applicable Pricing Supplement."

2. ROUNDING

Notwithstanding anything else, in respect of each Note (of the Specified Denomination), each amount payable in the Relevant Currency shall be rounded to the nearest cent. (USD 0.005 being rounded upwards).

3. VALUATION POSTPONEMENT FOR UNSCHEDULED HOLIDAYS

If any Specified Valuation Date is an Unscheduled Holiday, then the relevant Valuation Date shall be the next following Reference Currency Business Day, provided that if such date is also an Unscheduled Holiday, the FX Rate shall be determined by the Calculation Agent on such day in its sole discretion acting in good faith in a commercially reasonable manner having taken into account relevant market practice and by reference to such additional sources as it deems appropriate. The relevant Underlying Schedule is amended accordingly.

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