

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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes 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, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution 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 Regulation (EU) 2017/1129 (the **Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PRICING SUPPLEMENT

Pricing Supplement dated 20 December 2019

Citigroup Global Markets Holdings Inc.

Legal Entity Identifier (LEI): 82VOJDD5PTRDMVVMGV31

Issue of ZAR50,000,000 Zero Coupon Notes due 24 December 2031
Guaranteed by Citigroup Inc.

Under the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

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 will be made pursuant to an exemption under the Prospectus Regulation, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that 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 Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, 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.

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 for Notes" of the Offering Circular and, if applicable, 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.

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.

PART A– CONTRACTUAL TERMS

The Notes are English Law 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.

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 and must be read in conjunction with the Offering Circular in order to obtain all the relevant information.

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 13 December 2019 in relation to the Programme, including all documents incorporated by reference therein.

1.	(i)	Issuer:	Citigroup Global Markets Holdings Inc.
	(ii)	Guarantor:	Citigroup Inc.
2.	(i)	Series Number:	GMTCH3473
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	South African Rand (“ ZAR ”)
4.		Aggregate Principal Amount:	
	(i)	Series:	ZAR 50,000,000
	(ii)	Tranche:	ZAR 50,000,000
5.		Issue Price:	35.15 per cent of the Aggregate Principal Amount
6.	(i)	Specified Denominations:	ZAR 10,000
	(ii)	Calculation Amount:	ZAR 10,000
7.	(i)	Issue Date:	24 December 2019

	(ii) Interest Commencement Date:	Not Applicable
8.	Maturity Date:	24 December 2031
9.	Types of Notes:	(i) Zero Coupon Notes (ii) The Notes are Cash Settled Notes
10.	Interest Basis:	Zero Coupon
11.	Redemption/Payment Basis:	See Section "Provisions Relating to Redemption" below
12.	Change of Interest or Redemption/Payment Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(i) Status of the Notes:	Senior
15.	Method of Distribution:	Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16.	Underlying Linked Notes Provisions:	Not Applicable
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PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Note Provisions	Not Applicable
18.	Floating Rate Note Provisions	Not Applicable
19.	Zero Coupon Note Provisions	Applicable
	(i) Amortisation Yield:	9.10 per cent. per annum
	(ii) Reference Price:	Calculation Amount
	(iii) Any other formula/basis of determining amount payable (including Day Count Fraction):	30/360
20.	Dual Currency Interest Provisions	Not Applicable
21.	Underlying Linked Notes Interest Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call	Not Applicable
23.	Investor Put	Not Applicable
24.	Redemption Amount of each Calculation Amount	ZAR10,000 per Calculation Amount
25.	Underlying Linked Notes Redemption Provisions	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)(ii) of the General Conditions applies
(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.	Administrator/Benchmark Event:	Condition 20 (<i>Redemption or adjustment for an Administrator/Benchmark Event</i>) of the General Conditions: Not Applicable
31.	USD Floating Rate Fallback Provisions:	Not Applicable
32.	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
33.	Governing Law:	English Law
34.	New Safekeeping Structure:	No
35.	Business Centres:	Johannesburg, London and New York
36.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	Johannesburg, London and New York
37.	Renminbi Settlement Centre(s):	Not Applicable
38.	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
39.	Details relating to Instalment Notes: amount of each Instalment Amount	Not Applicable

(including any maximum or minimum Instalment Amount), date on which each payment is to be made:

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| 40. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 41. | Consolidation provisions: | The provisions of Condition 12 of the General Conditions apply |
| 42. | Other terms and conditions: | Not Applicable |
| | Schedule A (<i>Redemption and Purchase and Events of Default</i>): | Not Applicable |
| 43. | Name and address of Calculation Agent: | Citibank, N.A. at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom acting through its London IR Derivative Calculations group (or any successor department/group) |
| 44. | 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.\$60,000,000,000 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 accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) 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 on or around the Issue Date.
- (ii) Estimated Net Proceeds: ZAR 17,575,000

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: A3 (Stable Outlook)/P-2
- 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: A3 (Stable Outlook)/P-2
- Fitch: A (Stable Outlook)/F1

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 NEW PROCEEDS

Reasons for the issue: See the paragraph headed "Use of Proceeds" in the description of the Issuer in the Offering Circular

4. OPERATIONAL INFORMATION

ISIN Code: XS2044958234

Common Code: 204495823

CUSIP: Not Applicable

WKN: Not Applicable

Valoren: Not Applicable

CFI: Not Applicable

FISIN: Not Applicable

Any clearing system(s) other than Euroclear, Clearstream, Luxembourg 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 Notes Issuing and Paying Agent (if any): Not Applicable

Names and address of the Finnish Notes Issuing and Paying Agent (if any): Not Applicable

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

Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

5. DISTRIBUTION

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

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: None

Additional selling restrictions: Not Applicable

Prohibition of Sales to EEA Retail Investors: 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).