

Final Terms dated 4 April 2017

Citigroup Global Markets Holdings Inc.

Issue of EUR 2,500,000 Telecom Italia SpA Credit Linked Notes due 2022

Guaranteed by Citigroup Inc.

Under the Citi U.S.\$10,000,000,000 Global Structured Note Programme

Any person making or intending to make an offer of the Notes in any Member State which has implemented the Prospectus Directive may only do so or 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 do any of them authorise, the making of any offer of Notes in any other circumstances.

For the purpose hereof, the expression **Prospectus Directive** means Directive 2003/71/EC (as amended including by Directive 2010/73/EU) and includes any relevant implementing measures in the 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. The Notes and the CGMHI Deed of Guarantee and any Asset Amounts 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 and any Asset Amounts 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 Notes, see "*General Information relating to the Programme and the Notes - Subscription and sale and transfer and selling restrictions*" in the Base Prospectus.

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

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. 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 Final Terms and the Base Prospectus.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "*Terms and Conditions of the Notes*", the Valuation and Settlement Schedule and the relevant Underlying Schedule in the Base Prospectus which constitutes a base prospectus for the purposes of the Prospectus Directive.

The Base Prospectus is available for viewing at the offices of the Paying Agents and on the web-site of the Central Bank of Ireland (www.centralbank.ie). In addition, this Final Terms is available on the web-site of the Central Bank of Ireland (www.centralbank.ie).

For the purposes hereof, **Base Prospectus** means the Base Prospectus in relation to the Programme dated 24 March 2017.

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|----|-----------------------------|--|--|
| 1. | (i) | Issuer: | Citigroup Global Markets Holdings Inc. |
| | (ii) | Guarantor: | Citigroup Inc. |
| 2. | (i) | Series Number: | LTCLN2066 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | (i) | Specified Currency or Currencies: | Euro (EUR) |
| | (ii) | Settlement Currency: | EUR |
| 4. | Aggregate Principal Amount: | | |
| | (i) | Series: | EUR 2,500,000 |
| | (ii) | Tranche: | EUR 2,500,000 |
| 5. | Issue Price: | | 100 per cent. of the Aggregate Principal Amount |
| 6. | (i) | Specified Denominations: | EUR 100,000 |
| | (ii) | Calculation Amount: | EUR 100,000 |
| 7. | (i) | Issue Date: | 4 April 2017 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | | 20 June 2022 (the Scheduled Maturity Date) subject as provided in the Credit Conditions |
| 9. | Type of Notes: | | <p>The Notes are Floating Rate Notes</p> <p>The Notes are Underlying Linked Notes that are Credit Linked Notes</p> <p>The Notes are Cash Settled Notes and/or may be Physical Delivery Notes and the Redemption Amount</p> |

is EUR 100,000 per Calculation Amount

10. Put/Call Options: Not Applicable

11. (i) Status of the Notes: Senior

(ii) Status of the CGMHI Deed of Guarantee: Senior

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

12. **Underlying Linked Notes Provisions:** Applicable – the Notes are Credit Linked Notes and the provisions in Underlying Schedule 2 – Credit Linked Conditions (2014 Definitions) apply

(A) Trade Date: 21 March 2017

(B) First to Default Notes: Not Applicable

Spread Requirement Not Applicable
Percentage

(C) Calculation Agent City: London

(D) Reference Entity(ies): Telecom Italia SpA

(E) Succession Event Not Applicable
Backstop Date:

(F) Reference Obligation(s):

Standard Reference Obligation: Applicable

Senior Level: Applicable

Subordinated Level: Not Applicable

(G) All Guarantees: Not Applicable

(H) Credit Events: Bankruptcy
Failure to Pay
Grace Period Extension Not Applicable
Restructuring
Provisions relating to Multiple Holder Obligation:
Credit Condition 3(l): Applicable
Provisions relating to Restructuring Credit Event:
Credit Condition 3(k): Applicable
Mod R: Not Applicable
Mod Mod R: Applicable

(I) Financial Reference Entity Terms: Not Applicable

(J) Subordinated European Insurance Terms: Not Applicable

(K)	Default Requirement:	USD 10,000,000
(L)	Payment Requirement:	USD 1,000,000
(M)	Credit Event Backstop Date:	Applicable
(N)	Notice of Publicly Available Information:	Not Applicable
(O)	DC Determinations:	Applicable
(P)	DC Methodology Asset Market Value:	Not Applicable
(Q)	DC Approved Successor Rate Source:	Applicable
(R)	DC Asset Package Value:	Not Applicable
(S)	DC Settlement Suspension:	Applicable
(T)	Obligation(s):	
	I. Obligation Category:	Borrowed Money
	II. Obligation Characteristics:	Not Applicable
	III. Additional Obligation(s):	Not Applicable
(U)	Excluded Obligation(s):	Not Applicable
(V)	Merger Event:	Credit Condition 3(j): Not Applicable
(W)	Unwind Costs:	Standard Unwind Costs
(X)	Settlement Method:	Auction Settlement Applicable
(Y)	Credit Event Redemption Amount:	Credit Condition 8 applies
(Z)	Credit Event Redemption Date:	Ten Business Days
(AA)	LA Credit Linked Provisions:	Not Applicable

PROVISIONS RELATING TO ANY INTEREST AMOUNT, THE REDEMPTION AMOUNT AND ANY ASSET AMOUNT DELIVERABLE IN RELATION TO THE NOTES

13. **Interest Provisions:** Applicable – the Notes are Floating Rate Notes

(A) Fixed Rate Note Provisions Not Applicable

(B) Floating Rate Note Provisions: Applicable

I. Specified Period(s)/Specified Interest Payment Date(s): Subject as provided in the Credit Conditions, 20 March, 20 June, 20 September and 20 December in each year from (and including) 20 June 2017 to (and including) 20 June 2022

II. Interest Period End Date(s): 20 March, 20 June, 20 September and 20 December in each year from (and including) 20 June 2017 to (and including) 20 June 2022

III. Manner in which the Interest Rate(s) is/are to be determined: Screen Rate Determination

IV. Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s): Calculation Agent

V. Screen Rate Determination: Applicable

- Reference Rate: 3 month (the **Designated Maturity**) EURIBOR
- Specified Time: Condition 2.3 of the Valuation and Settlement Schedule applies
- Relevant Financial Centre: Condition 2.3 of the Valuation and Settlement Schedule applies
- Interest Determination Date(s): Second day on which the TARGET2 System is open prior to the start of each Interest Period
- Page: Reuters Screen EURIBOR01 Page

VI.	ISDA Determination:	Not Applicable
VII.	Linear Interpolation:	Applicable - the Interest Rate for the short first Interest Period shall be calculated using Linear Interpolation
VIII.	Margin(s):	+2.30 per cent. per annum
IX.	Minimum Interest Rate:	0 per cent. per annum
X.	Maximum Interest Rate:	Not Applicable
XI.	Day Count Fraction:	Actual/360

14. **Redemption Provisions:**

(i)	Issuer Call	Not Applicable
(ii)	Investor Put	Not Applicable
(iii)	Redemption Amount:	EUR 100,000 per Calculation Amount
(iv)	Underlying Linked Notes Redemption Provisions	Applicable
(A)	Provisions relating to Auction Settlement	Applicable
I.	Fallback Settlement Method:	Physical Delivery
II.	Auction Final Price Cut-Off Date:	Applicable
III.	Auction Cut- Off Date:	Credit Condition 8 applies
(B)	Provisions relating to Cash Settlement	Applicable
I.	Maturity Date Settlement:	Applicable
II.	Final Price:	Reference Obligation Final Price
III.	Fixed Recovery:	Not Applicable
IV.	Valuation Date:	Credit Condition 8 applies

V.	Valuation Time:	Credit Condition 3(i) applies
VI.	Quotation Method:	Credit Condition 3(i) applies
VII.	Quotation Amount:	Credit Condition 3(i) applies
VIII.	Minimum Quotation Amount:	Not Applicable
IX.	Quotation Dealers:	Credit Condition 8 applies
X.	Accrued Interest	Not Applicable
XI.	Valuation Method:	Credit Condition 3(i) applies
(C)	Provisions relating to Physical Delivery Notes	Applicable
I.	Physical Settlement Period:	Credit Condition 8 applies
II.	Include Accrued Interest:	Not Applicable
III.	Deliverable Obligations:	
	• Deliverable Obligation Category:	Bond or Loan
	• Deliverable Obligation Characteristics:	Not Subordinated Specified Currency: Standard Specified Currencies Assignable Loan Consent Required Loan Transferable Maximum Maturity: 30 years Not Bearer
	• Additional Deliverable	Not Applicable

		Obligation(s):	
	IV.	Excluded Deliverable Obligation(s):	Not Applicable
	V.	Indicative Quotations:	Applicable
	VI.	Cut-off Date:	15 Business Days prior to the Scheduled Settlement Date
	VII.	Hedge Disruption Event:	Applicable
15.	Early Redemption Amount:		As determined in Condition 5(d)(a) of the General Conditions
16.	Issuer Regulatory Call Event:		Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

17.	Form of Notes:		Regulation S Global Registered Note Certificate (EUR 2,500,000 principal amount) registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
18.	New Safekeeping Structure:		No
19.	Business Centres:		London and TARGET2 System
20.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:		London and TARGET2 System
21.	RMB Currency Event:		Not Applicable
22.	RMB Settlement Centre(s):		Not Applicable
23.	Relevant Currency:		Not Applicable
24.	Relevant Currency Valuation Time:		Not Applicable
25.	Relevant Spot Rate Screen Page:		Not Applicable
26.	Details relating to Instalment Notes:		
	(a)	LCY Instalment Notes:	Not Applicable
	(b)	Instalment Amount(s):	Not Applicable
	(c)	Instalment Date(s):	Not Applicable

27. Redenomination: Not Applicable
28. Further Issues: Applicable – the provisions of Condition 12 of the General Conditions apply
29. Name and address of Calculation Agent: Citigroup Global Markets Limited (acting through its Credit Structuring group (or any successor group)) at Citigroup Global Markets Limited, Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB England
30. Determinations: Sole and Absolute Determination
31. Notices to the Issuer: 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 has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Irish Stock Exchange and listed on the official list of the Irish Stock Exchange with effect from on or around the Issue Date

2. RATINGS

Ratings: The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Subscription and sale and transfer and selling restrictions*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer

4. REASONS FOR THE OFFER

Reasons for the Offer: See "Use Of Proceeds" in the section entitled "*Description of The Issuer*" in the Base Prospectus

5. OPERATIONAL INFORMATION

ISIN: XS1586688829

Common Code: 158668882

CUSIP: 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 depositary, if applicable: Not Applicable

Delivery: Delivery versus payment

Registrar and Transfer Agent: Citigroup Global Markets Deutschland AG

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

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper,

that is, held under the NSS. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. 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
Citigroup Centre
Canada Square, Canary Wharf
London, E14 5LB
England |
| (vi) | Total commission and concession: | None |

7. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Notes as contingent payment debt instruments, for which purpose, the comparable yield and the projected payment schedule are available by contacting European Structured Credit Desk at creditderiv structuring@citi.com.

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