

Final Terms dated 17 April 2017

Citigroup Global Markets Holdings Inc.

Issue of GHS 92,225,000 Ghana Credit Linked Unsecured Notes

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 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. The Notes and the CGMHI Deed of Guarantee and any LA Settlement Assets 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 LA Settlement Assets 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

LTCLN2071

relevant Underlying Schedules 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.

1. (i) Issuer: Citigroup Global Markets Holdings Inc.
(ii) Guarantor: Citigroup Inc.
2. (i) Series Number: LTCLN2071
(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: Ghanaian Cedi (**GHS**)
(ii) Settlement Currency: United States dollar (**USD**)
4. Aggregate Principal Amount:
(i) Series: GHS 92,225,000
(ii) Tranche: GHS 92,225,000
5. Issue Price: USD 21,987,098.13 being equal to 100.727015 per cent of the Aggregate Principal Amount converted into USD at an FX Rate of 4.225
6. (i) Specified Denominations: GHS 1,000,000 and integral multiples of GHS 1.00 in excess thereof.
(ii) Calculation Amount: GHS 1.00
7. (i) Issue Date: 17 April 2017
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 18 March 2032, (the **Scheduled Maturity Date**), subject to adjustment in accordance with the Following Business Day Convention and subject as provided in the Credit Linked Conditions

9. Type of Notes: The Notes are Underlying Linked Notes that are Credit Linked Notes
- The Notes are Cash Settled Notes and/or may be Physical Delivery Notes and the Redemption Amount is the LA Final Redemption 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 1 - Credit Linked Conditions apply
- (A) Trade Date: 3 April 2017
- (B) First to Default Notes: Not Applicable
- (C) Calculation Agent City: London
- (D) Reference Entity(ies): The Republic of Ghana or any Successor, as determined by the Calculation Agent.
- (E) Succession Event Backstop Date: Not Applicable
- (F) Reference Obligation(s): Reference Assets
- Standard Reference Obligation: Not Applicable
- (G) All Guarantees: Not Applicable
- (H) Credit Events: Failure to Pay
Grace Period Extension: Applicable
Grace Period: Credit Condition 7 applies
Obligation Acceleration
Repudiation/Moratorium
Restructuring
Provisions relating to Multiple Holder Obligation:
Credit Condition 2 (l): Not Applicable
Provisions relating to Restructuring Credit Event:
Credit Condition 2 (k): 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:	Not Applicable
(N)	Notice of Publicly Available Information:	Not Applicable
(O)	DC Determinations:	Not Applicable
(P)	DC Methodology Asset Market Value:	Not Applicable
(Q)	DC Approved Successor Rate Source:	Not Applicable
(R)	DC Asset Package Value:	Not Applicable
(S)	DC Settlement Suspension:	Not Applicable
(T)	Obligation(s):	
	I. Obligation Category:	Not Applicable
	II. Obligation Characteristics:	Not Applicable
	III. Additional Obligation(s):	Reference Assets
(U)	Excluded Obligation(s):	Not Applicable
(V)	Merger Event:	Credit Condition 2 (j): Not Applicable
(W)	Unwind Costs:	An amount determined by the Calculation Agent equal to the sum of (without duplication) all costs, fees, charges, expenses (including loss of funding), tax and duties incurred by the Issuer, and/or any of their respective Affiliates in connection with the redemption of the Credit Linked Notes, and (if the Issuer has elected to hedge its exposure and such hedge is held at the related termination) all costs related to the termination, settlement or re-establishment of any hedge or related trading position, such amount to be apportioned <i>pro rata</i> amongst each principal amount of Credit Linked Notes

in the Calculation Amount

(X)	Settlement Method:	Physical Delivery (LA Physical) Settlement Applicable
(Y)	Credit Event Redemption Amount:	Not Applicable
(Z)	Credit Event Redemption Date:	Not Applicable
(AA)	LA Credit Linked Provisions:	The Credit Linked Notes are LA Credit Linked Notes and the provisions of Credit Condition 5 apply
	I. Reference Asset(s):	An amount of bonds issued by the Reference Entity with an original maturity date of 15 March 2032 and an original face amount equal to the Applicable Principal Currency Amount, as such bonds may be amended from time to time (including without limitation any securities, cash proceeds or other assets into which such bills shall have been exchanged or converted from time to time, provided that when determining whether any of the events or conditions that may be applicable to the Note(s) have occurred, such determination shall be made by the Calculation Agent with reference to the terms and conditions of the original Reference Assets and not such replacement securities or assets).
	II. Maturity Date of Reference Assets:	15 March 2032
	III. Reference Assets Only Settlement	Applicable
	IV. Reference Custodian:	Standard Chartered Ghana
	V. Reference Jurisdiction:	The Republic of Ghana
	VI. LA Relevant Currency:	GHS being the lawful currency of the Reference Jurisdiction, or if GHS ceases to be the lawful currency of the Reference Jurisdiction, any other lawful currency in effect in such jurisdiction.
	VII. USD Principal Amount:	Not Applicable.
	VIII. LCY Reference	GHS 92,225,000

Amount:

IX. Applicable LCY Reference Amount
 Principal
 Currency
 Amount:

X. LA Interest: Applicable

LA Interest Applicable
 Amounts

LA Interest Amounts

Interest Payment Date	LA Interest Amount
6th October 2017	GHS 8,646,093.75 divided by the applicable FX Rate.
6th April 2018	GHS 8,646,093.75 divided by the applicable FX Rate.
5th October 2018	GHS 8,646,093.75 divided by the applicable FX Rate.
5th April 2019	GHS 8,646,093.75 divided by the applicable FX Rate.
3rd October 2019	GHS 8,646,093.75 divided by the applicable FX Rate.
3rd April 2020	GHS 8,646,093.75 divided by the applicable FX Rate.
2nd October 2020	GHS 8,646,093.75 divided by the applicable FX Rate.
2nd April 2021	GHS 8,646,093.75 divided by the applicable FX Rate.
1st October 2021	GHS 8,646,093.75 divided by the applicable FX Rate.

1st April 2022	GHS 8,646,093.75 divided by the applicable FX Rate.
30th September 2022	GHS 8,646,093.75 divided by the applicable FX Rate.
29th April 2023	GHS 8,646,093.75 divided by the applicable FX Rate.
29th October 2023	GHS 8,646,093.75 divided by the applicable FX Rate.
28th March 2024	GHS 8,646,093.75 divided by the applicable FX Rate.
28th September 2024	GHS 8,646,093.75 divided by the applicable FX Rate.
27th March 2025	GHS 8,646,093.75 divided by the applicable FX Rate.
27th September 2025	GHS 8,646,093.75 divided by the applicable FX Rate.
26th March 2026	GHS 8,646,093.75 divided by the applicable FX Rate.
26th September 2026	GHS 8,646,093.75 divided by the applicable FX Rate.
25th March 2027	GHS 8,646,093.75 divided by the applicable FX Rate.
25th September 2027	GHS 8,646,093.75 divided by the applicable FX Rate.
24th March 2028	GHS 8,646,093.75 divided by the applicable FX Rate.

24th September 2028	GHS 8,646,093.75 divided by the applicable FX Rate.
23rd March 2029	GHS 8,646,093.75 divided by the applicable FX Rate.
23rd September 2029	GHS 8,646,093.75 divided by the applicable FX Rate.
22nd March 2030	GHS 8,646,093.75 divided by the applicable FX Rate.
22nd September 2030	GHS 8,646,093.75 divided by the applicable FX Rate.
20th March 2031	GHS 8,646,093.75 divided by the applicable FX Rate.
20th September 2031	GHS 8,646,093.75 divided by the applicable FX Rate.
18th March 2032	GHS 8,646,093.75 divided by the applicable FX Rate.

XI. Additional Risk Event: Applicable: Inconvertibility Event, Ownership Restriction Event and Settlement/Custodial Event

XII. Additional Risk Event Start Date: Trade Date

XIII. Potential Risk Event Postponement: Applicable

XIV. LA Cash Settlement Not Applicable

XV. LA Physical Settlement: Applicable see item 14(iv)(C) below

XVI. Fixed Recovery Not Applicable

	LA Redemption Amount:		
XVII.	LA Recovery:	Zero	Not Applicable
XVIII.	Credit Business Day Convention:		Not Applicable
XIX.	LA Final Redemption Amount:		As set out in Credit Condition 7

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

13.	Interest Provisions:		Not Applicable
14.	Redemption Provisions:		
	(i)	Issuer Call	Not Applicable
	(ii)	Investor Put	Not Applicable
	(iii)	Redemption Amount:	LA Final Redemption Amount
	(iv)	Underlying Linked Redemption Provisions	Notes Applicable
	(A)	Provisions relating to Auction Settlement	Not Applicable
	(B)	Provisions relating to Cash Settlement	Not Applicable
	(C)	Provisions relating to Physical Delivery Notes	LA Physical Settlement applies
15.	Early Redemption Amount:		Recovery Value
16.	Issuer Regulatory Call Event:		Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

17.	Form of Notes:		Regulation S Global Registered Note Certificate (GHS 92,225,000 principal amount) registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
18.	New Safekeeping Structure:		Not Applicable

LTCLN2071

- | | | |
|-----|---|---|
| 19. | Business Centres: | London, New York and Accra. |
| 20. | Business Day Jurisdiction(s) or other special provisions relating to payment dates: | Not Applicable |
| 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. | Consolidation provisions: | Not Applicable |
| 29. | Name and address of Calculation Agent: | Citigroup Global Markets Limited

Citigroup Centre

Canada Square

Canary Wharf London

E14 5LB |
| 30. | Determinations: | Sole and Absolute Determination |
| 31. | Notices to the Issuer: | Notice Delivery Business Day Centre: London, New York and Accra |

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 is expected to be 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 to listing 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. OPERATIONAL INFORMATION

ISIN:	XS1594589035
-------	--------------

Common Code:	159458903
--------------	-----------

CUSIP:	9997419Y9
--------	-----------

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.

5. 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 |
| (vi) | Total commission and concession: | None |

6. UNITED STATES TAX CONSIDERATIONS

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