

**Final Terms dated 11 April 2017**

**Citigroup Global Markets Holdings Inc.**

Issue of KZT 7,975,000,000 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 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 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.

## STCLN1505

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 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](http://www.centralbank.ie)). In addition, this Final Terms is available on the web-site of the Central Bank of Ireland ([www.centralbank.ie](http://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: STCLN1505  
(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: Kazakhstan Tenge (**KZT**)  
(ii) Settlement Currency: United States dollar (**USD**)
4. Aggregate Principal Amount:  
(i) Series: KZT 7,975,000,000  
(ii) Tranche: KZT 7,975,000,000
5. Issue Price: USD 24,339,776.19 (being equal to 95.8331 per cent. of the Aggregate Principal Amount converted into USD at an FX rate of 314)
6. (i) Specified Denominations: KZT 100,000,000 and integral multiples of KZT 1.00 in excess thereof.  
(ii) Calculation Amount: KZT 1.00
7. (i) Issue Date: 11 April 2017  
(ii) Interest Commencement Date: Not Applicable
8. Maturity Date: 2 October 2017 , subject to adjustment in accordance with the Following Business Day Convention (the **Scheduled Maturity Date**) subject as provided in the Credit 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: 31 March 2017
- (B) First to Default Notes: Not Applicable
- (C) Calculation Agent City: London
- (D) Reference Entity(ies): National Bank of Kazakhstan
- (E) Succession Event Not Applicable  
Backstop Date:
- (F) Reference Obligation(s): Not Applicable
- Standard Reference Obligation: Not Applicable
- (G) All Guarantees: Not Applicable
- (H) Credit Events:
- Failure to Pay  
Grace Period Extension: Applicable  
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 Not Applicable

	Entity Terms:		
(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:	Standard Unwind Costs	
(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	The Credit Linked Notes are LA Credit Linked Notes and the provisions of Credit Condition 5 apply
	Provisions:			
I.	Reference	Asset(s):		An amount of Notes issued by the Reference Entity with an original maturity date of 29 September 2017 and an original face amount equal to the Applicable Principal Currency Amount
II.	Maturity Date of	Reference		29 September 2017
	Assets:			
III.	Reference Assets	Only Settlement		Applicable
IV.	Reference	Custodian:		Citibank Kazakhstan
V.	Reference	Jurisdiction:		The Republic of Kazakhstan
VI.	LA	Relevant		KZT
	Currency:			
VII.	USD	Principal		Not Applicable
	Amount:			
VIII.	LCY	Reference		KZT 7,975,000,000
	Amount:			
IX.	Applicable	Principal		LCY Reference Amount
	Currency	Amount:		
X.	LA Interest:			Not Applicable
	LA	Interest		Not Applicable
	Amounts			
XI.	Additional	Risk		Applicable: Inconvertibility Event, Ownership
	Event:			Restriction Event and Settlement/Custodial Event
XII.	Additional	Risk		Trade Date
	Event	Start		
	Date:			
XIII.	Potential	Risk		Applicable
	Event			

## Postponement:

XIV.	LA Settlement	Cash	Not Applicable
XV.	LA Settlement:	Physical	Applicable see item 14(iv)(C) below
XVI.	Fixed LA Redemption Amount:	Recovery	Not Applicable
XVII.	LA Recovery:	Zero	Not Applicable
XVIII.	Credit Day Convention:	Business	Not Applicable
XIX.	LA Redemption Amount:	Final	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.	<b>Interest Provisions:</b>		Not Applicable
14.	<b>Redemption Provisions:</b>		
(i)	Issuer Call		Not Applicable
(ii)	Investor Put		Not Applicable
(iii)	Redemption Amount:		LA Final Redemption Amount
(iv)	Underlying Redemption Provisions	Linked 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 (KZT 7,975,000,000 principal amount) registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg

18. **New Safekeeping Structure:** Not Applicable

19. **Business Centres:** London, New York and Almaty

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. **Further Issues:** Credit Condition 5(h) applies

29. **Name and address of Calculation Agent:** Citigroup Global Markets Limited

Citigroup Centre

Canada Square

Canary Wharf London

**STCLN1505**

E14 5LB

- 30. Determinations: Sole and Absolute Determination
- 31. Notices to the Issuer: Notice Delivery Business Day Centre: London

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 will not be 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: XS1593583997

Common Code: 159358399

CUSIP: 0802149H4

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<br>Citigroup Centre Canada Square<br>Canary Wharf<br>London<br>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 short-term Notes. The Issuer has determined that the Notes are not Specified Notes for the purpose of Section 871(m).