

Final Terms dated 15 September 2017

Citigroup Global Markets Holdings Inc.

Issue of UAH 480,000,000 Ukraine 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 Reference 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 Reference 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

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.

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 as supplemented. 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.

The Base Prospectus and the Supplements are 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, including all documents incorporated by reference therein as supplemented by a Supplement (No.1) dated 12 June 2017 (**Supplement No.1**) and a Supplement (No.2) dated 30 August 2017 (**Supplement No.2** and together with Supplement No.1, **the Supplements**).

1. (i) Issuer: Citigroup Global Markets Holdings Inc.
(ii) Guarantor: Citigroup Inc.
2. (i) Series Number: LTCLN2086
(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: Ukrainian Hryvina (**UAH**), United States dollar (**USD**, the **Settlement Currency**)
4. Aggregate Principal Amount:
(i) Series: UAH 480,000,000
(ii) Tranche: UAH 480,000,000
5. Issue Price: USD 18,851,651.84 being equal to 101.524 per cent of the Aggregate Principal Amount.
6. (i) Specified Denominations: UAH 5,000,000 and integral multiples of UAH 1.00 in excess thereof.
(ii) Calculation Amount: UAH 1.00
7. (i) Issue Date: 15 September 2017
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 2 August 2019 (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 LA Final Redemption Amount
10. Put/Call Options: Issuer Call as specified in item 14 (i) below
11. (i) Status of the Notes: Senior
- (ii) Status of the CGMHI Deed of Senior Guarantee: Senior

PROVISIONS RELATING TO UNDERLYING LINKED NOTES THAT ARE CREDIT 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: 6 September 2017
- (B) First to Default Notes: Not Applicable
- (C) Calculation Agent City: London
- (D) Reference Entity(ies): Ukraine
- (E) Succession Event Not Applicable
Backstop Date:
- (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 Not Applicable

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| | 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: | LA Physical Settlement Applicable | |
| (Y) | Credit Event Redemption Amount: | Not Applicable | |
| (Z) | Credit Event | Not Applicable | |

Redemption Date:

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| (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 31 July 2019 and an original face amount equal to the Applicable Principal Currency Amount. |
| II. | Maturity Date of Reference Assets: | 31 July 2019 |
| III. | Reference Assets Only Settlement | Applicable |
| IV. | Reference Custodian: | PJSC Citibank |
| V. | Reference Jurisdiction: | Ukraine |
| VI. | LA Relevant Currency: | UAH |
| VII. | USD Principal Amount: | Not Applicable |
| VIII. | LCY Reference Amount: | UAH 480,000,000 |
| IX. | Applicable Principal Currency Amount: | LCY Reference Amount |
| X. | LA Interest: | Applicable |
| | LA Interest Amounts | Applicable |

LA Interest Amounts

| Interest Payment Date | LA Interest Amount |
|-----------------------|---|
| 31 January 2018 | UAH 31,920,000 divided by the applicable FX Rate. |

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| 1 August 2018 | UAH 31,920,000 divided by the applicable FX Rate. |
| 30 January 2019 | UAH 31,920,000 divided by the applicable FX Rate. |
| 31 July 2019 | UAH 31,920,000 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 LA Redemption Amount: Not Applicable

XVII. LA Zero Recovery: Not Applicable

XVIII. Credit Business Day Convention: Not Applicable

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

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| (iii) | Redemption Amount: | LA Final Redemption Amount |
| (iv) | Underlying Linked Notes Redemption Provisions | 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. **Obligor Regulatory Call Event:** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

17. **Form of Notes:**

Regulation S Global Registered Note Certificate (UAH 480,000,000 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 Kiev

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) **Instalment Amount(s):** Not Applicable

(b) **Instalment Date(s):** Not Applicable

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| 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 |

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: XS1682650269

Common Code: 168265026

CUSIP: 3006059A2

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

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| (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).