

ISIN XS2366322613

Series CGMFL35227

Offering Circular – CGMFL

9 September 2021

NOTICE

Pursuant to the Pricing Supplement dated 9 August 2021

(the Pricing Supplement)

Relating to

Citigroup Global Markets Funding Luxembourg S.C.A.

Issue of USD 550,000 Autocallable Reverse Convertible Notes linked to the iShares® 20+ Year Treasury Bond ETF due August 2022

Guaranteed by Citigroup Global Markets Limited

Under the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

(Series Number: CGMFL35227 ISIN: XS2366322613)

This Notice is supplemental to and should be read in conjunction with the Pricing Supplement for the Original Notes (the **Pricing Supplement**). Terms used but not defined herein shall be as defined in the Pricing Supplement.

The Issuer hereby provides notice that the Strike Date was incorrectly stated in the Schedule 1, paragraph 2-Definitions of the Pricing Supplement. To correct these proven errors pursuant to Condition 10(b)(ii) of the General Conditions and with effect from the date hereof, the following amendments are made to Schedule 1, paragraph 2-Definitions of the Pricing Supplement:

“**Strike Date**” means 26 July 2021. Such date shall be deemed to be a “Specified Valuation Date” for the purposes of the Conditions and the provisions of item 25(v) of Part A above shall apply thereto.

The Pricing Supplement shall be deemed to be amended accordingly.

PRICING SUPPLEMENT

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 European Economic Area (**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one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not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.

PROHIBITION OF SALES TO UK 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 United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Amended and Restated Pricing Supplement dated 9 September 2021 amending and restating Pricing Supplement dated 5 August 2021

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDWFJUNNP53

Issue of USD 550,000 Leveraged Participation Notes linked to the iShares® 20+ Treasury Bond ETF
due August 2022

Guaranteed by Citigroup Global Markets Limited
Under the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that:

- (a) any offer of Notes in any Member State 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 or the UK 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; and
- (b) any offer of Notes in the United Kingdom (UK) will be made pursuant to an exemption under the UK 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 the UK 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 section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer. None of the Issuer, the CGMFL Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances.

None of the Issuer, the CGMFL Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances. For the purposes hereof, the expression Prospectus Regulation means Regulation (EU) 2017/1129 (as amended) and UK Prospectus Regulation means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of EUWA.

The Notes and the CGMFL 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 item 6 of Part B below.

The Notes and the CGMFL 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 other plan or arrangement 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 that are also Registered 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*" and the Underlying Schedule applicable to the Underlying 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 in order to obtain all the relevant information.

The Offering Circular (including all documents incorporated by reference therein) is available for viewing at the offices of the Fiscal Agent and the Paying Agents and in electronic form on the Luxembourg Stock Exchange's website (www.bourse.lu).

For the purposes hereof, **Offering Circular** means the Offering Circular dated 11 December 2020 in relation to the Programme including all documents incorporated by reference therein as supplemented by any supplements thereto approved on or before the Issue Date of the Notes.

1.	(i)	Issuer:	Citigroup Global Markets Funding Luxembourg S.C.A.
	(ii)	Guarantor:	Citigroup Global Markets Limited
2.	(i)	Series Number:	CGMFL35227
	(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:	United States dollar (USD)

4. Aggregate Principal Amount:
 - (i) Series: USD 550,000
 - (ii) Tranche: USD 550,000
5. Issue Price: 100.00 per cent. of the Aggregate Principal Amount
6.
 - (i) Specified Denominations: USD 1,000
 - (ii) Calculation Amount: USD 1,000
7.
 - (i) Issue Date: 9 August 2021
 - (ii) Interest Commencement Date: Not Applicable
8. Maturity Date: 9 August 2022
9. Types of Notes:
 - (i) Underlying Linked Notes
 - (ii) The Notes are Underlying Linked Notes and relate to the Underlying(s) specified in item 16(i) below
 - (iii) The Notes are Cash Settled Notes
10. Interest Basis: The Notes do not bear or pay any interest
11. Redemption/Payment Basis: Underlying Linked Redemption
12. Change of Interest or Redemption/Payment Basis: Not Applicable
13. Put/Call Options: Not Applicable
14.
 - (i) Status of the Notes: Senior
 - (ii) Status of the CGMFL Deed of Guarantee: Senior
15. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16. **Underlying Linked Notes Provisions:** Applicable – the provisions in Condition 19 of the General Conditions apply (subject as provided in the relevant Underlying Schedule)
 - (i) Underlying:
 - (A) Description of Underlying(s): Common Unit of the Fund
 - (B) Classification: ETF Share
 - (C) Electronic Page: TLT UQ Equity
 - (ii) Particulars in respect of each Underlying:
ETF Share:
 - (A) Fund: iShares® 20+ Treasury Bond ETF

	(B)	Exchange(s):	NASDAQ Global Market
	(C)	Related Exchange(s)	All Exchanges
(iii)	Elections in respect of each type of Underlying:		
	ETF Share:		
	(A)	Additional Disruption Event(s):	Increased Cost of Stock Borrow Loss of Stock Borrow
	(B)	ETF Share Substitution Criteria:	Related Index. For which purpose, the Related Index is the ICE U.S. Treasury 20+ Years Bond Index
(iv)	Trade Date:		26 July 2021
(v)	Realisation Disruption:		Not Applicable
(vi)	Hedging Disruption Termination Event:	Early	Not Applicable

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	Not Applicable
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	See item 25 below
25.	Underlying Linked Notes Redemption Provisions	Applicable
	(i) Redemption Amount for Underlying Linked Notes:	See Schedule 1 hereto
	(ii) Specified Valuation Date(s):	26 July 2022. Such date shall be subject to adjustment as provided in Condition 19 of the General Conditions
	(iii) Valuation Disruption (Scheduled Trading Days):	Condition 19(c)(i) of the General Conditions applies
	(iv) Valuation Disruption (Disrupted Days):	Condition 19(d)(i) of the General Conditions applies
	(v) Valuation Roll:	Eight
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)(iii)(A) 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:	Not Applicable
31.	USD Floating Rate Fallback Provisions:	Not Applicable
32.	Reference Rate Event Provisions:	Not Applicable
33.	Form of Notes:	Registered Notes Regulation S Global Registered Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
34.	Governing Law:	English law applies
35.	New Safekeeping Structure:	Not Applicable
36.	Business Centres:	London and New York City
37.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	London and New York City
38.	Renminbi Settlement Centre(s):	Not Applicable
39.	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
40.	Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made:	Not Applicable

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| 41. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 42. | Consolidation provisions: | The provisions of Condition 12 of the General Conditions apply |
| 43. | Other terms and conditions: | See Schedule 1 and Schedule 2 hereto |
| 44. | China Compliance Representations, Warranties and Undertakings: | Not Applicable |
| 45. | Taiwan Compliance Representations, Warranties and Undertakings: | Not Applicable |
| 46. | Name and address of Calculation Agent: | Citibank, N.A at 390 Greenwich Street, New York, New York 10013, United States, acting through its US Equity Single Stock Exotics Trading Desk (or any successor department/group) |
| 47. | 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.\$80,000,000,000 Global Medium Term Note Programme of Citigroup Inc., Citibank, N.A., Citigroup Global Markets Holdings Inc., Citigroup Global Markets Funding Luxembourg S.C.A. and Citigroup Global Markets Limited.

RESPONSIBILITY

The Issuer and the CGMFL Guarantor accept responsibility for the information contained in this Pricing Supplement. The information relating to the Underlyings has been extracted from publicly available sources. Each of the Issuer and the CGMFL Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

PART B– OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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 the Issue Date
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2. RATINGS

Ratings:	Not Applicable
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3. REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS

(i) Reasons for the issue:	Not Applicable
(ii) Estimated net proceeds:	Not Applicable

4. UNDERLYING DISCLAIMER

Bloomberg®

Certain information contained in this Pricing Supplement consists of extracts from or summaries of information that is publicly-available from Bloomberg L.P. (**Bloomberg®**). The Issuer and the CGMFL Guarantor accept responsibility for accurately reproducing such extracts or summaries and, as far as the Issuer and the CGMFL Guarantor are aware and are able to ascertain from such publicly-available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Bloomberg® makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Notes. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Notes.

5. OPERATIONAL INFORMATION

ISIN Code:	XS2366322613
Common Code:	236632261
CUSIP:	5C01ZU9N4
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	Not Applicable
FISN:	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 Securities Issuing and Paying Agent (if any):	Not Applicable
Names and address of the Finnish Securities Issuing and Paying Agent (if any):	Not Applicable

Names and address of the French Securities 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

6. 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 Europe AG at Reuterweg 16, 60323 Frankfurt am Main, Germany

Total commission and concession: No commissions and concessions are payable by the Issuer to the Dealer.

The distribution fee payable by the Dealer to any distributor is 1.00 % or USD 10.00 per Specified Denominations.

Investors can obtain more information about the fee by contacting the Dealer at the address set out above..

Additional selling restrictions: Not Applicable

Prohibition of Sales to EEA Retail Investors: Applicable

Prohibition of Sales to UK Retail Investors: Applicable

7. UNITED STATES TAX CONSIDERATIONS

The Notes are Non-U.S. Notes.

The Issuer has determined that the Underlying(s) for the Notes consist solely of (i) one or more Qualified Indices and/or Qualified Index Securities and/or (ii) Underlying(s) that are neither U.S. equities nor indices that include U.S. equities and, therefore, that the Notes are not Specified ELIs.

SCHEDULE 1 REDEMPTION AMOUNT

1. REDEMPTION AMOUNT

For the purposes of Condition 5(a) of the General Conditions, the Redemption Amount in respect of each principal amount of Notes equal to the Calculation Amount shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with paragraph (i) or paragraph (ii) below, as applicable:

- (i) if a Barrier Event has occurred, as determined by the Calculation Agent, an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

$$CA \times 0.25$$

- (ii) if a Barrier Event has not occurred, as determined by the Calculation Agent, and:

- (a) the Final Level is less than or equal to the Strike Level, as determined by the Calculation Agent, an amount in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$CA \times \text{Min}[1.75, \text{Max}(1, (1 + 1 \times \text{Put Final Return} \times \text{Put Participation}))]; \text{ or}$$

- (b) the Final Level is greater than the Strike Level, as determined by the Calculation Agent, an amount in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$CA \times \text{Min}[1, \text{Max}(0.25, (1 - 1 \times \text{Call Final Return} \times \text{Call Participation}))]$$

2. DEFINITIONS

The following words and expressions shall have the following meanings:

“**Barrier Event**” means that the price at which the Underlying trades on the Exchange at any time on any Barrier Observation Date is greater than or equal to the Barrier Level, as determined by the Calculation Agent.

“**Barrier Event Period**” means the period commencing on (but excluding) the Strike Date and ending on (and including) the Valuation Date.

“**Barrier Observation Date**” means each day falling in the Barrier Event Period on which the Underlying is traded on the Exchange, regardless of whether such day is a Scheduled Trading Day or is a Disrupted Day in respect of the Underlying, as determined by the Calculation Agent.

“**Barrier Level**” means 115 per cent. of the Initial Level, as determined by the Calculation Agent and subject to adjustment and/or correction in accordance with the Conditions and being, as at the date of this Pricing Supplement, USD 170.269.

“**CA**” means the Calculation Amount.

“**Call Final Return**” means an amount (expressed as a percentage) calculated by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Final Level} - \text{Strike Level}}{\text{Initial Level}}$$

“**Call Participation**” means 500 per cent. (expressed as 5.00).

“**Final Level**” means the Underlying Closing Level in respect of the Underlying on the Valuation Date, as determined by the Calculation Agent, and subject to adjustment and/or correction in accordance with the Conditions

“**Initial Level**” means the Underlying Closing Level in respect of the Underlying on the Strike Date, as determined by the Calculation Agent, and subject to adjustment and/or correction in accordance with the Conditions and being, as at the date of this Pricing Supplement, USD 148.06.

“**Max**” followed by a series of amounts (or values) inside brackets, means whichever is the greater of the amounts (or values) separated by a comma inside those brackets, or, where each such amount (or value) is the same, such amount (or value).

“**Min**” followed by a series of amounts (or values) inside brackets, means whichever is the lesser of the amounts (or values) separated by a comma inside those brackets, or, where such amounts (or values) are the same, such amount (or value).

“**Put Final Return**” means an amount (expressed as a percentage) calculated by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Strike Level} - \text{Final Level}}{\text{Initial Level}}$$

“**Put Participation**” means 500 per cent. (expressed as 5.00).

“**Strike Level**” means 100 per cent. of the Initial Level, as determined by the Calculation Agent and subject to adjustment and/or correction in accordance with the Conditions and being, as at the date of this Pricing Supplement, 148.06.

“**Strike Date**” means 26 July 202¹⁹. Such date shall be deemed to be a “Specified Valuation Date” for the purposes of the Conditions and the provisions of item 25(v) of Part A above shall apply thereto.