

Final Terms dated 27 May 2019

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier (LEI): 549300EVRWDFJUNNP53

Issue of up to HUF800,000,000 Worst of Autocall Notes due June 2022 linked to a basket of Shares

Guaranteed by Citigroup Global Markets Limited
Under the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

Any person making or intending to make an offer of the Securities in any Member State of the EEA which has implemented the Prospectus Directive may only do so:

- (a) in those Public Offer Jurisdictions mentioned in item 9 of Part B below, provided such person is one of the persons mentioned in item 10 of Part B below and that such offer is made during the Offer Period specified for such purpose therein; or
- (b) otherwise 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 CGMFL Guarantor and any Dealer has authorised, nor do any of them authorise, the making of any offer of Securities in any other circumstances.

For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC, (as amended or superseded) and any relevant implementing measure in a Relevant Member State.

The Securities 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 Securities and the CGMFL Deed of Guarantee 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 Securities 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 Securities 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 Securities 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 Securities 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 Securities, see "*General Information relating to the Programme and the Securities - Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Securities may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Securities 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

The Securities are English Law Securities.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "*General Conditions of the Securities*", the Valuation and Settlement Schedule and the Underlying Schedule applicable to each Underlying in the Base Prospectus and the Supplement, which together constitute a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus, as so supplemented. Full information on the Issuer, the CGMFL Guarantor and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus, as so supplemented.

The Base Prospectus, the Supplement and the translation of the Summary into Hungarian are available for viewing at the offices of the Paying Agents and on the website of the Central Bank of Ireland (www.centralbank.ie). In addition, this Final Terms is available on the website of the Central Bank of Ireland (www.centralbank.ie) and on the website of the Authorised Offeror (www.mkb.hu).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus in relation to the Programme dated 25 January 2019 as supplemented by a Supplement (No.1) dated 11 February 2019 (**Supplement No.1**), a Supplement (No.2) dated 11 March 2019 (**Supplement No.2**), a Supplement (No.3) dated 30 April 2019 (**Supplement No.3**) and a Supplement (No.4) dated 22 May 2019 (**Supplement No.4** and, together with Supplement No.1, Supplement No.2 and Supplement No.3, the **Supplements**).

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
- (ii) Guarantor: Citigroup Global Markets Limited
2. (i) Type of Security: Notes
- (ii) Series Number: CGMFL[●]
- (iii) Tranche Number: 1
- (iv) Date on which the Securities will be consolidated and form a single Series: Not Applicable
3. Specified Currency or currencies: Hungarian Forint (**HUF**)
4. Aggregate Principal Amount:
 - (i) Series: Up to HUF800,000,000. It is anticipated that the final Aggregate Principal Amount of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and the website of the Authorised Offeror (www.mkb.hu) on or around [19] June 2019
 - (ii) Tranche: Up to HUF800,000,000. It is anticipated that the final Aggregate Principal Amount of the Securities to be issued on the Issue Date will be published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and the website of the Authorised Offeror (www.mkb.hu) on or around [19] June 2019
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: HUF400,000
- (ii) Calculation Amount: HUF400,000
7. (i) Issue Date: 28 June 2019
- (ii) Interest Commencement Date: Not Applicable

8. Maturity Date: 28 June 2022
9. Type of Securities: The Securities do not bear or pay any interest
- Mandatory Early Redemption Provisions are applicable as specified in item 14(iii) below
- The Securities are Underlying Linked Securities and the Redemption Amount of the Securities is determined in accordance with item 14(iv) and, as the Underlying Linked Securities Redemption Provisions are applicable, item 14(v) below
- The Securities are Cash Settled Securities
10. Put/Call Options: Not Applicable
11. (i) Status of the Securities: Senior
- (ii) Status of the CGMHI Deed of Guarantee: Not Applicable
- (iii) Status of the CGMFL Deed of Guarantee: Senior

PROVISIONS RELATING TO UNDERLYING LINKED SECURITIES AND EARLY REDEMPTION

12. **Underlying Linked Securities Provisions:** Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)
- (i) Underlying:
- (A) Description of Underlying(s): Each Underlying specified under the heading "Underlying" in the Table below
- (B) Classification: In respect of an Underlying, the Classification specified for such Underlying in the Table below
- (C) Electronic Page: In respect of an Underlying, the Electronic Page specified for such Underlying in the Table below

TABLE

Underlying	Classification	Electronic Page	Share Company	Exchange
Common stock of the share company (ISIN: US9839191015)	Share	Bloomberg page: XLNX UW <Equity>	Xilinx, Inc.	NASDAQ Select Market (NASDAQ)
Common stock of the share company (ISIN: US4581401001)	Share	Bloomberg page: INTC UW <Equity>	Intel Corporation	NASDAQ

- (ii) Particulars in respect of each Underlying:
- Share(s):

- (A) Share Company: In respect of an Underlying, the Share Company specified for such Underlying in the Table above
- (B) Exchange(s): In respect of an Underlying, the Exchange specified for such Underlying in the Table above
- (C) Related Exchange(s): All Exchanges
- (iii) Elections in respect of each type of Underlying: Applicable
- Share(s):
- (A) Additional Disruption Event(s): Increased Cost of Stock Borrow
Loss of Stock Borrow
- (B) Share Substitution: Applicable
Share Substitution Criteria: Reference Index
- (C) Additional Adjustment Event(s): Share Condition 4 – Corporate Action: Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Share Condition 4 – Delisting: Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Share Condition 4 – Insolvency: Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Share Condition 4 – Merger Event: Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Share Condition 4 – Nationalisation: Applicable
Early Redemption Option: Applicable
Early Redemption Amount: Fair Market Value
Deduction of Hedge Costs: Applicable
Share Condition 4 – Tender Offer: Applicable
Early Redemption Option: Applicable

			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
(iv)	Trade Date:		14 June 2019
(v)	Realisation Disruption:		Not Applicable
(vi)	Hedging Disruption Termination Event:	Early	Not Applicable
(vii)	Hedging Disruption:		Applicable
			Early Redemption Option: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
(viii)	Section 871(m) Event:		Applicable
			Early Redemption Option: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
(ix)	Redemption for Taxation Reasons:		Applicable
			Early Redemption Option: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
			Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
			Pro Rata Issuer Cost Reimbursement: Not Applicable
			Additional Costs on account of Early Redemption: Applicable
(x)	Change in Law:		Applicable
			Illegality: Applicable
			Material Increased Cost: Applicable
			Early Redemption Option: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
(xi)	Increased Cost of Hedging:		Applicable
			Early Redemption Option: Applicable
			Early Redemption Amount: Fair Market Value
			Deduction of Hedge Costs: Applicable
(xii)	Illegality:		Applicable

		Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Pro Rata Issuer Cost Reimbursement: Not Applicable
		Additional Costs on account of Early Redemption: Applicable
(xiii)	Continuance of Securities Provision:	Not Applicable
(xiv)	Event of Default	Early Redemption Amount: Fair Market Value
		Deduction of Hedge Costs: Applicable
		Deduction of Issuer Costs and Hedging and Funding Costs: Applicable
		Additional Costs on account of Early Redemption: Applicable
(xv)	Minimum Return Amount:	Not Applicable
(xvi)	Administrator/Benchmark Event:	Not Applicable

PROVISIONS RELATING TO ANY INTEREST AMOUNT, THE REDEMPTION AMOUNT AND ANY ENTITLEMENT DELIVERABLE

13. **Interest Provisions:** Not Applicable – the Securities do not bear or pay interest

14. **Redemption Provisions:**

- (i) Issuer Call Not Applicable
- (ii) Investor Put Not Applicable
- (iii) Mandatory Early Redemption Provisions Applicable

General:

- (A) Mandatory Early Redemption Strike Level, Specified Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and See Table below

Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date (as relevant):

- (B) Specified Mandatory Early Redemption Strike Date: For the purpose of determining whether a MER Barrier Event has occurred: 14 June 2019

Underlying(s) relevant to Mandatory Early Redemption, Mandatory Early Redemption Performance Provisions and levels of the Mandatory Early Redemption Underlying(s)

- (A) Mandatory Early Redemption Underlying: The Underlyings specified in item 12 above

- (B) Mandatory Early Redemption Barrier Underlying(s): All of the Mandatory Early Redemption Underlyings

Mandatory Early Redemption Performance Provisions: Not Applicable

Provisions relating to levels of the Mandatory Early Redemption Underlying(s) Applicable

- (A) Mandatory Early Redemption Initial Level: For the purpose of determining whether a MER Barrier Event has occurred: Closing Level on Mandatory Early Redemption Strike Date

- (B) Mandatory Early Redemption Reference Level: Not Applicable

Provisions relating to a Mandatory Early Redemption Barrier Event Applicable

- (A) Mandatory Early Redemption Barrier Event: Applicable – Mandatory Early Redemption Barrier Event European Observation

Provisions relating to a Mandatory Early Redemption Upper Barrier Event: Not Applicable

Provisions relating to the Mandatory Early Redemption Amount

- (A) Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Not Applicable: See MER Amount in Table below

- (B) Mandatory Early Redemption Amount due where MER Upper Barrier Percentage is Applicable: Not Applicable
- (C) Performance-Linked Mandatory Early Redemption Amount: Not Applicable
- Mandatory Early Redemption Underlying Provisions Valuation Applicable
- (A) Valuation (Scheduled Days): Disruption Trading Move in Block
- (B) Valuation (Disrupted Days): Disruption Value What You Can
- (C) Valuation Roll: Eight

MER Barrier Level (%)	Specified MER Observation Date	Barrier	MER Amount	MER Date
Greater than or equal to 90% of the MER Initial Level of the relevant MER Underlying	15 June 2020		HUF440,000	29 June 2020
Greater than or equal to 85% of the MER Initial Level of the relevant MER Underlying	14 June 2021		HUF480,000	28 June 2021

(iv) Redemption Amount: See item (v) below

(v) Underlying Linked Securities Redemption Provisions Applicable

Dates

(A) Specified Redemption Barrier Date: Observation For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 14 June 2022

(B) Specified Final Valuation Date: For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: 14 June 2022

(C) Specified Redemption Strike Date: In respect of each Redemption Underlying: 14 June 2019

Underlying(s) relevant to redemption, Final Performance provisions and levels of the Redemption Underlying(s)

(A) Redemption Underlying(s): The Underlyings specified in item 12 above

(B)	Redemption Barrier Underlying(s):	The Final Performance Underlying
	Final Performance Provisions:	Applicable
(A)	Single Underlying Observation:	Not Applicable
(B)	Weighted Basket Observation:	Not Applicable
(C)	Best of Basket Observation:	Not Applicable
(D)	Worst of Basket Observation:	Applicable for the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred where N th means: first (i.e. the lowest)
I.	Maximum Final Performance Percentage:	Not Applicable
II.	Minimum Final Performance Percentage:	Not Applicable
III.	Maximum Final Performance Percentage (Barrier Event):	Not Applicable
IV.	Minimum Final Performance Percentage (Barrier Event):	Not Applicable
V.	Maximum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VI.	Minimum Final Performance Percentage (Barrier Event Satisfied):	Not Applicable
VII.	Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
VIII.	Minimum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable

(E)	Outperformance Observation:		Not Applicable
(F)	Arithmetic Underlying Return:	Mean	Not Applicable
(G)	Cliquet:		Not Applicable
(H)	Himalaya Observation:	Final Performance – Asian	Not Applicable
Provisions relating to levels of the Redemption Underlying(s)			Applicable
(A)	Redemption Level:	Initial	For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Closing Level on Redemption Strike Date
(B)	Final Reference Level:		For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Closing Level on Final Valuation Date
(C)	Redemption Level:	Strike	For the purpose of determining whether a Redemption Barrier Event has occurred and the Performance-Linked Redemption Amount if a Redemption Barrier Event has occurred: Redemption Initial Level
Provisions relating to a Redemption Barrier Event			Applicable
(A)	Redemption Event:	Barrier	In respect of the Redemption Barrier Underlying: Applicable – Redemption Barrier Event European Observation
(B)	Final Barrier Level:		less than 60% of the Redemption Initial Level of the relevant Redemption Barrier Underlying
Provisions relating to the redemption amount due or entitlement deliverable			Applicable
Provisions applicable where Redemption Barrier Event is Not Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:			Not Applicable
Provisions applicable where Redemption Barrier Event is Applicable			
(A)	Provisions applicable to Physical Delivery:		Not Applicable
(B)	Redemption Barrier Event:	Upper	Applicable

Redemption Barrier Event Underlying Closing Level

greater than or equal to

The Specified Redemption Upper Barrier Event Valuation Date will be 14 June 2022

- (C) Redemption Amount due where no Redemption Barrier Event has occurred and no Redemption Upper Barrier Event is specified: Not Applicable
- (D) Redemption Upper Barrier Percentage: 80% of the Redemption Initial Level for the Redemption Barrier Underlying
- I. Upper Redemption Amount due where no Redemption Barrier Event has occurred: Applicable – HUF520,000 per Security
- II. Lower Redemption Amount due where no Redemption Barrier Event has occurred: Applicable – HUF400,000 per Security
- (E) Redemption Amount due where a Redemption Barrier Event has occurred: Applicable - the Performance-Linked Redemption Amount determined in accordance with Put Option Provisions

Performance-Linked Redemption Amount:

Put Option Applicable if a Redemption Barrier Event occurs

- I. Relevant Percentage: 100%
- II. Maximum Redemption Amount: Not Applicable
- III. Minimum Redemption Amount: Not Applicable
- IV. Maximum Redemption Amount (Barrier Event Satisfied): Not Applicable
- V. Minimum Redemption Amount (Barrier Event Satisfied): Not Applicable
- VI. Maximum Redemption Amount (Barrier Event Satisfied): Not Applicable

Not Satisfied):

VII. Minimum Redemption Amount (Barrier Event Not Satisfied):	Not Applicable
VIII. Final Participation Rate (FPR):	Not Applicable
IX. Redemption Adjustment:	Not Applicable
Call Option:	Not Applicable
Call Spread - Put Spread Option:	Not Applicable
Twin Win Option:	Not Applicable
Market Timer:	Not Applicable
Put Call Sum	Not Applicable
Swaption:	Not Applicable
Redemption Underlying Valuation Provisions	Applicable
(A) Valuation Disruption (Scheduled Trading Days):	Move in Block
(B) Valuation Disruption (Disrupted Days):	Value What You Can
(C) Valuation Roll:	Eight
Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Securities	Not Applicable

15. **FX Provisions:** Not Applicable

16. **FX Performance:** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

17. **Form of Securities:** Registered Securities
Regulation S Global Registered Security Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream Luxembourg
18. **New Safekeeping Structure:** Not Applicable
19. **Business Centre(s):** Budapest, London and New York City
20. **Business Day Jurisdiction(s) or other special provisions relating to payment dates:** Budapest, London and New York City

- | | | |
|-----|---|--|
| 21. | Redenomination, renominatisation and reconventioning provisions: | Applicable: The provisions of General Condition 18 (<i>Redenomination</i>) apply |
| 22. | Consolidation provisions: | The provisions of General Condition 14 (<i>Further Issues</i>) apply |
| 23. | Substitution provisions: | Applicable: The provisions of General Condition 17 (<i>Substitution of the Issuer, the CGMHI Guarantor and the CGMFL Guarantor</i>) apply |
| | Additional Requirements: | Not Applicable |
| 24. | Name and address of Calculation Agent: | Citibank N.A., New York Branch (acting through its US Equity Single Stock Exotics Trading Desk (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom |
| 25. | Determination Agent: | Not Applicable |
| 26. | Determinations: | |
| | (i) Standard: | Commercial Determination |
| | (ii) Minimum Amount Adjustment Prohibition: | Not Applicable |
| 27. | Additional provisions applicable to Italian Listed Certificates: | 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 will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from on or around the Issue Date

2. RATINGS

Ratings: The Securities are not rated.

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

Save for any fees payable to the Authorised Offeror, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the Offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the Offer: See "*Use of Proceeds*" wording in Section D.3 (*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*) of the CGMFL Base Prospectus

(ii) Estimated net proceeds: An amount equal to the final Aggregate Principal Amount of the securities issued on the Issue Date

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and the Distributor(s)]

(iii) Estimated total expenses: Approximately HUF4,700,000 (listing fees and legal expenses)

5. INFORMATION ABOUT THE PAST AND FURTHER PERFORMANCE AND VOLATILITY OF THE OR EACH UNDERLYING

Information about the past and further performance of the or each Underlying is available from the applicable Electronic Page(s) specified for such Underlying in Part A above

6. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Not Applicable statement on benchmarks:

7. DISCLAIMER

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Certain information contained in this Final Terms 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 Securities. Bloomberg® does not arrange, sponsor, endorse, sell or promote

the issue of the Securities.

8. OPERATIONAL INFORMATION

ISIN Code:	XS1991361194
Common Code:	199136119
CUSIP:	Not Applicable
WKN:	Not Applicable
Valoren:	Not Applicable
CFI:	DTZXFR
FISN:	CITIGROUP GLOBA/ZERO CPN MTN
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, 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 addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

9. 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 at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom |
| (vi) Total commission and concession: | Up to 4.00 per cent. of the Aggregate Principal Amount which comprises the distribution fee payable to the Authorised Offeror. Investors can obtain more |

information about this fee by contacting the relevant Authorised Offeror or the Dealer at the relevant address(es) set out herein. It is anticipated that the exact amount of the distribution fee will be published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and the website of the Authorised Offeror (www.mkb.hu) on or around the Issue Date.

In addition to the Hungarian Offer Price, the Authorised Offeror may charge investors in Hungary an initial participation commission of up to 1.50 per cent. of the Aggregate Principal Amount. Investors can obtain more information about this fee by contacting the Authorised Offeror at the address(es) set out herein

- (vii) Swiss selling restrictions: Not Applicable
- (viii) Non-exempt Offer: An offer (the **Hungarian Offer**) of the Securities may be made by MKB Bank ZRT (the **Hungarian Initial Authorised Offeror(s)**) other than pursuant to Article 3(2) of the Prospectus Directive during the period from (and including) 27 May 2019 to (and including) 14 June 2019 (the **Hungarian Offer Period**) in Hungary.

Offers (if any) in any Member State other than the Public Offer Jurisdiction(s) will only be made pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus

Authorised Offeror(s) means the Initial Authorised Offeror(s).

Initial Authorised Offeror(s) means the Hungarian Initial Authorised Offeror(s).

Public Offer Jurisdiction(s) means Hungary.

See further Paragraph 10 below.

- (ix) General Consent: Not Applicable
- (x) Other conditions to consent: Not Applicable
- (xi) Prohibition of Sales to EEA Retail Investors: Not Applicable

10. TERMS AND CONDITIONS OF THE OFFER

Offer Price: HUF400,000 per Specified Denomination (the **Hungarian Offer Price**)

In addition to the Hungarian Offer Price, the Hungarian Initial Authorised Offeror(s) may charge an initial participation commission as set out in item 9 (vi) of this part B above

Conditions to which the Offer is If the Issuer receives subscriptions for Securities with an Aggregate Principal Amount of HUF800,000,000,

subject:

the Issuer may end the Hungarian Offer Period before 14 June 2019 PROVIDED THAT the Hungarian Offer Period shall not be shorter than three Business Days

In the event that the Hungarian Offer Period is shortened as described above, the Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Hungarian Initial Authorised Offeror (www.mkb.hu)

The Issuer reserves the right, in its absolute discretion, to cancel the Hungarian Offer and the issue of the Securities in Hungary at any time prior to the Issue Date. In such an event all application monies relating to applications for Securities under the Hungarian Offer will be returned (without interest) to applicants at the applicant's risk by no later than 30 days after the date on which the Hungarian Offer of the Securities is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice in such manner as the Issuer shall determine, which may include publication on the website of the Hungarian Initial Authorised Offeror, (www.mkb.hu) in the event that the Hungarian Offer is cancelled and the Securities are not issued in Hungary pursuant to the above

Description of the application process:

Applications for the purchase of Securities may be made by a prospective investor in Hungary to the Hungarian Initial Authorised Offeror at the sale locations and during the business hours as set out below

Pursuant to anti-money laundering laws and regulations in force in the United Kingdom, the Issuer, Citigroup Global Markets Limited or any of their authorised agents may require evidence in connection with any application for Securities, including further identification of the applicant(s), before any Securities are issued

Each prospective investor in Hungary should ascertain from the Hungarian Initial Authorised Offeror when the Hungarian Initial Authorised Offeror will require receipt of cleared funds from it in respect of its application for the purchase of any Securities and the manner in which payment should be made to the Hungarian Initial Authorised Offeror

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

The Issuer may decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of HUF800,000,000, as further described below

It may be necessary to scale back applications under the Hungarian Offer

In the event that subscriptions for Securities under the Hungarian Offer are reduced due to over-subscription, the Issuer will allot Securities to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of HUF400,000 in principal amount of Securities, as determined by the Issuer, and subject to a minimum allotment per applicant of the Calculation Amount

The Issuer also reserves the right, in its absolute discretion, to decline in whole or in part an application for Securities under the Hungarian Offer in accordance with all applicable laws and regulations and/or in order to comply with any applicable laws and regulations. Accordingly, an applicant for Securities may, in such circumstances, not be issued the number of (or any) Securities for which it has applied

Excess application monies will be returned (without interest) to applicants by no later than seven days after the date that the Hungarian Offer Period ends. Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer also reserves the right to accept any subscriptions for Securities which would exceed the "up to" aggregate principal amount of the Securities of HUF800,000,000 and the Issuer may increase the "up to" aggregate principal amount of the Securities

The Issuer shall either publish a new final terms in respect of any fungible increase in aggregate principal amount or shall publish a supplement in respect thereof on the website of the Central Bank of Ireland (www.centralbank.ie) and/or the website of the Hungarian Initial Authorised Offeror (www.mkb.hu)

Details of the minimum and/or maximum amount of application:

The minimum amount of any subscription is HUF400,000 in principal amount of the Securities

Details of the method and time limits for paying up and delivering the Securities:

Securities will be available on a delivery versus payment basis

The Issuer estimates that the Securities will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date

Manner in and date on which results of the offer are to be made public:

By means of a notice published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and/or the website of the Hungarian Initial Authorised Offeror (www.mkb.hu)

Such notice shall be published within five calendar days of the close of the Hungarian Offer Period

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not Applicable

Whether tranche(s) have been reserved for certain countries:

Offers may be made by the Hungarian Initial Authorised Offeror to any person in Hungary

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Applicants in Hungary will be notified directly by the Hungarian Initial Authorised Offeror of the success of their application

Dealing in the Securities may commence on the Issue Date

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Apart from the Hungarian Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in Hungary

For details of withholding taxes applicable to subscribers in Hungary see the section entitled "*Hungarian Taxation*" under "*Taxation of Securities*" in the Base Prospectus

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

The Securities will be publicly offered in Hungary through the Hungarian Initial Authorised Offeror at the following locations:

1024 Budapest, Széna tér 4.

1032 Budapest, Bécsi út 154.

1051 Budapest, Hercegprímás u. 10.

1052 Budapest, Türr István u. 9.

1056 Budapest, Váci u. 38.

1095 Budapest, Soroksári út 3/c

1106 Budapest, Örs Vezér tere 25.

1117 Budapest, Október huszonharmadika u. 6-10.

1119 Budapest, Fehérvári út 95.

1124 Budapest, Alkotás út 53.

1132 Budapest, Nyugati tér 5.

1138 Budapest, Váci út 178-182.

1062 Budapest, Váci út 1-3

1143 Budapest, Hungária krt. 130.

11. UNITED STATES TAX CONSIDERATIONS

The Securities are Non-U.S Issuer Securities.

The Issuer has determined that the Securities are not Specified ELIs because (i) the Issue Date for the Securities is prior to 2021 and (ii) the Securities do not have a "delta" of one.

ANNEX

SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for Securities, the Issuer and the CGMHI Guarantor (where the Issuer is CGMHI) or the CGMFL Guarantor (where the Issuer is CGMFL). Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities, issuer and guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

SECTION A – INTRODUCTION AND WARNINGS

Element	Title	
A.1	Introduction	<p>This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. Civil liability in Member States attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms, or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.</p>
A.2	Consent	<p>The Securities may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (a Non-exempt Offer).</p> <p>Non-exempt Offer in Hungary:</p> <p>Subject to the conditions set out below, CGMFL and CGML consent(s) to the use of the Base Prospectus in connection with a Non-exempt Offer of Securities by MKB Bank ZRT:</p> <p>(each an Authorised Offeror in Hungary).</p> <p>CGMFL's and CGML's consent referred to above is given for Non-exempt Offers of Securities during the period from (and including) 27 May 2019 to (and including) 14 June 2019 (the Hungarian Offer Period). In the event the Base Prospectus is replaced by a base prospectus of the Issuer which is approved and published by the Issuer during the Hungarian Offer Period, then the Issuer's consent shall end on the date on which amended and restated Final Terms for any relevant Non-exempt Offer are published (the Consent Period).</p> <p>The conditions to the consent of CGMFL and CGML are that such consent:</p> <p>(a) is only valid during the Hungarian Offer Period or, if shorter, the</p>

Element	Title	
		<p>Consent Period; and</p> <p>(b) only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Hungary.</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY SECURITIES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH SECURITIES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.</p>

SECTION B – ISSUER AND GUARANTOR

Element	Title	
B.1	Legal and commercial name of the Issuer	Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL)
B.2	Domicile/ legal form/ legislation/ country of incorporation	CGMFL is a corporate partnership limited by shares (<i>société en commandite par actions</i>), incorporated on 24 May 2012 under Luxembourg law for an unlimited duration with its registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, telephone number +352 45 14 14 447 and registered with the Register of Trade and Companies of Luxembourg under number B 169.199.
B.4b	Trend information	Not Applicable. There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on CGMFL's prospects for its current financial year.
B.5	Description of the Group	<p>CGMFL is a wholly owned indirect subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the Group).</p> <p>Citigroup Inc. is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad, yet focused, range of financial products and services. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2018 Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other.</p>
B.9	Profit forecast or estimate	Not Applicable. CGMFL has not made a profit forecast or estimate in the Base Prospectus.

Element	Title																																																																												
B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																																																																											
B.12	Selected historical key financial information	<p>The table below sets out a summary of key financial information extracted from CGMFL's Annual Report for the year ended 31 December 2018:</p> <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;">At or for the year ended 31 December 2018 (audited)</th> <th style="text-align: right;">At or for the year ended 31 December 2017 (audited)</th> </tr> <tr> <th colspan="3" style="text-align: center;"><i>(in thousands of U.S. dollars)</i></th> </tr> </thead> <tbody> <tr> <td colspan="3">ASSETS</td> </tr> <tr> <td>Cash and cash equivalents</td> <td style="text-align: right;">1,694</td> <td style="text-align: right;">1,856</td> </tr> <tr> <td>Structured notes purchased</td> <td style="text-align: right;">6,750,065</td> <td style="text-align: right;">3,865,956</td> </tr> <tr> <td>Index linked certificates purchased</td> <td style="text-align: right;">744,423</td> <td style="text-align: right;">654,547</td> </tr> <tr> <td>Derivative assets</td> <td style="text-align: right;">258,766</td> <td style="text-align: right;">302,872</td> </tr> <tr> <td>Current income tax assets</td> <td style="text-align: right;">-</td> <td style="text-align: right;">30</td> </tr> <tr> <td>Other Assets</td> <td style="text-align: right;">800</td> <td style="text-align: right;">-</td> </tr> <tr> <td>TOTAL ASSETS</td> <td style="text-align: right;">7,755,748</td> <td style="text-align: right;">4,825,261</td> </tr> <tr> <td colspan="3">LIABILITIES</td> </tr> <tr> <td>Structured notes issued</td> <td style="text-align: right;">6,750,065</td> <td style="text-align: right;">3,865,956</td> </tr> <tr> <td>Index linked certificates issued</td> <td style="text-align: right;">744,423</td> <td style="text-align: right;">654,547</td> </tr> <tr> <td>Derivative liabilities</td> <td style="text-align: right;">258,766</td> <td style="text-align: right;">302,872</td> </tr> <tr> <td>Redeemable preference shares</td> <td style="text-align: right;">9</td> <td style="text-align: right;">7</td> </tr> <tr> <td>Other liabilities</td> <td style="text-align: right;">1,618</td> <td style="text-align: right;">1,150</td> </tr> <tr> <td>Current tax liabilities</td> <td style="text-align: right;">37</td> <td style="text-align: right;">61</td> </tr> <tr> <td>TOTAL LIABILITIES</td> <td style="text-align: right;">7,754,918</td> <td style="text-align: right;">4,824,593</td> </tr> <tr> <td colspan="3">EQUITY</td> </tr> <tr> <td>Share capital</td> <td style="text-align: right;">627</td> <td style="text-align: right;">627</td> </tr> <tr> <td>Reserves</td> <td style="text-align: right;">61</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Foreign currency translation reserve</td> <td style="text-align: right;">41</td> <td style="text-align: right;">(85)</td> </tr> <tr> <td>Retained earnings</td> <td style="text-align: right;">101</td> <td style="text-align: right;">126</td> </tr> <tr> <td>TOTAL EQUITY</td> <td style="text-align: right;">830</td> <td style="text-align: right;">668</td> </tr> <tr> <td>TOTAL LIABILITIES AND EQUITY</td> <td style="text-align: right;">7,755,748</td> <td style="text-align: right;">4,825,261</td> </tr> </tbody> </table>		At or for the year ended 31 December 2018 (audited)	At or for the year ended 31 December 2017 (audited)	<i>(in thousands of U.S. dollars)</i>			ASSETS			Cash and cash equivalents	1,694	1,856	Structured notes purchased	6,750,065	3,865,956	Index linked certificates purchased	744,423	654,547	Derivative assets	258,766	302,872	Current income tax assets	-	30	Other Assets	800	-	TOTAL ASSETS	7,755,748	4,825,261	LIABILITIES			Structured notes issued	6,750,065	3,865,956	Index linked certificates issued	744,423	654,547	Derivative liabilities	258,766	302,872	Redeemable preference shares	9	7	Other liabilities	1,618	1,150	Current tax liabilities	37	61	TOTAL LIABILITIES	7,754,918	4,824,593	EQUITY			Share capital	627	627	Reserves	61	-	Foreign currency translation reserve	41	(85)	Retained earnings	101	126	TOTAL EQUITY	830	668	TOTAL LIABILITIES AND EQUITY	7,755,748	4,825,261
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Element	Title	
		There has been: (i) no significant change in the financial or trading position of CGMFL since 31 December 2018 and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2018.
B.13	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to CGMFL which are to a material extent relevant to the evaluation of CGMFL's solvency, since 31 December 2018.
B.14	Dependence upon other group entities	See Element B.5 Description of the Group and CGMFL's position within the Group. CGMFL is dependent on other members of the Group.
B.15	Principal activities	The principal activity of CGMFL is to grant loans or other forms of funding directly or indirectly in whatever form or means to Citigroup Global Markets Limited, another subsidiary of Citigroup Inc., and any other entities belonging to the Group.
B.16	Controlling shareholders	The entire issued share capital of CGMFL is held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited.
B.17	Credit ratings	CGMFL has a long/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC and a long/short term senior debt rating of A/F1 by Fitch Ratings, Inc. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
B.18	Description of the Guarantee	The Securities issued will be unconditionally and irrevocably guaranteed by CGML pursuant to the CGMFL Deed of Guarantee. The CGMFL Deed of Guarantee constitutes direct, unconditional, unsubordinated and unsecured obligations of CGML and ranks and will rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) with all other outstanding, unsecured and unsubordinated obligations of CGML.
B.19	Information about the Guarantor	
B.19/B.1	Legal and commercial name of the Guarantor	Citigroup Global Markets Limited (CGML).
B.19/B.2	Domicile/legal form/legislation/country of incorporation	CGML is a private company limited by shares and incorporated in England under the laws of England and Wales.
B.19/ B.4b	Trend information	The banking environment and markets in which the Group conducts its businesses will continue to be strongly influenced by developments in the U.S. and global economies, including the results of the European Union sovereign debt crisis, Brexit and its associated economic,

Element	Title																																																																	
		political, legal and regulatory ramifications, protectionist policies such as the withdrawal by the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates and the implementation and rulemaking associated with recent financial reform.																																																																
B.19/B.5	Description of the Group	CGML is a wholly owned indirect subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries. See Element B.5 above for a description of the Group																																																																
B.19/B.9	Profit forecast or estimate	Not Applicable. CGML has not made a profit forecast or estimate in the Base Prospectus.																																																																
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B.19/B.12	Selected historical key financial information	<p>The table below sets out a summary of key financial information extracted from CGML's Financial Report for the year ended 31 December 2017:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">At or for the year ended 31 December</th> </tr> <tr> <th>2017 (audited)</th> <th>2016 (audited)</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;"><i>(in millions of U.S. dollars)</i></td> </tr> <tr> <td colspan="3">Income Statement Data:</td> </tr> <tr> <td>Gross Profit</td> <td style="text-align: right;">2,924</td> <td style="text-align: right;">2,735</td> </tr> <tr> <td>Fee and Commission income</td> <td style="text-align: right;">1,342</td> <td style="text-align: right;">1,320</td> </tr> <tr> <td>Net dealing income</td> <td style="text-align: right;">1,953</td> <td style="text-align: right;">1,612</td> </tr> <tr> <td>Operating profit on ordinary activities before taxation</td> <td style="text-align: right;">451</td> <td style="text-align: right;">380</td> </tr> <tr> <td colspan="3">Balance Sheet Data:</td> </tr> <tr> <td>Total Assets</td> <td style="text-align: right;">377,942</td> <td style="text-align: right;">345,608</td> </tr> <tr> <td>Subordinated Loans</td> <td style="text-align: right;">4,012</td> <td style="text-align: right;">4,585</td> </tr> <tr> <td>Shareholder's funds</td> <td style="text-align: right;">16,031</td> <td style="text-align: right;">13,880</td> </tr> </tbody> </table> <p>The table below sets out a summary of key financial information extracted from CGML's Interim Report for the six-month period ended 30 June 2018:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">At or for the six month period ended 30 June</th> </tr> <tr> <th>2018 (unaudited)</th> <th>2017 (unaudited)</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;"><i>(in millions of U.S. dollars)</i></td> </tr> <tr> <td colspan="3">Income Statement Data:</td> </tr> <tr> <td>Gross Profit</td> <td style="text-align: right;">1,804</td> <td style="text-align: right;">1,775</td> </tr> <tr> <td>Fee and Commission income</td> <td style="text-align: right;">825</td> <td style="text-align: right;">583</td> </tr> <tr> <td>Net dealing income.....</td> <td style="text-align: right;">1,258</td> <td style="text-align: right;">1,391</td> </tr> <tr> <td>Operating profit on ordinary activities before taxation</td> <td style="text-align: right;">345</td> <td style="text-align: right;">474</td> </tr> <tr> <td colspan="3" style="text-align: center;">At or for the six month period ended</td> </tr> <tr> <td></td> <td style="text-align: right;">30 June 2018</td> <td style="text-align: right;">31</td> </tr> </tbody> </table>		At or for the year ended 31 December		2017 (audited)	2016 (audited)	<i>(in millions of U.S. dollars)</i>			Income Statement Data:			Gross Profit	2,924	2,735	Fee and Commission income	1,342	1,320	Net dealing income	1,953	1,612	Operating profit on ordinary activities before taxation	451	380	Balance Sheet Data:			Total Assets	377,942	345,608	Subordinated Loans	4,012	4,585	Shareholder's funds	16,031	13,880		At or for the six month period ended 30 June		2018 (unaudited)	2017 (unaudited)	<i>(in millions of U.S. dollars)</i>			Income Statement Data:			Gross Profit	1,804	1,775	Fee and Commission income	825	583	Net dealing income.....	1,258	1,391	Operating profit on ordinary activities before taxation	345	474	At or for the six month period ended				30 June 2018	31
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		(in millions of U.S. dollars)	
		Balance Sheet Data:	
		Total Assets	410,950 377,940
		Subordinated Loans	4,610 4,012
		Shareholder's funds	17,757 16,028
		Statements of no significant or material adverse change	
		There has been: (i) no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2018 and (ii) no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2017.	
B.19/B.13	Events impacting the Guarantor's solvency:	Not Applicable. There are no recent events particular to CGML which are to a material extent relevant to the evaluation of CGML's solvency since 31 December 2017.	
B.19/B.14	Dependence upon other Group entities	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited, which is a wholly-owned indirect subsidiary of Citigroup Inc. See Element B.19/B.5 for CGML's position within the Group. CGML is dependent on other members of the Group.	
B.19/B.15	The Guarantor's Principal activities	CGML is a broker and dealer in fixed income, equity and commodity securities and related products in the international capital markets and an underwriter and provider of corporate finance services, operating globally from the UK and through its branches in Europe and the Middle East. CGML also markets securities owned by other group undertakings on a commission basis.	
B.19/B.16	Controlling shareholders	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited.	
B.19/B.17	Credit ratings	CGML has a long term/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC, A1/P-1 by Moody's Investors Service, Inc. and A/F1 by Fitch Ratings, Inc. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.	

SECTION C – SECURITIES

Element	Title	
C.1	Description of Securities/ISIN	<p>The Securities are notes. Securities are issued in Series. The Series number is CGMFL[●]. The Tranche number is 1.</p> <p>The International Securities Identification Number (ISIN) is XS1991361194. The Common Code is 199136119.</p>
C.2	Currency	<p>The Securities are denominated in Hungarian Forint (HUF) and the specified currency for payments in respect of the Securities is HUF.</p>
C.5	Restrictions on the free transferability of the Securities	<p>The Securities will be transferable, subject to offering, selling and transfer restrictions with respect to the United States of America, the European Economic Area, the United Kingdom, Australia, Austria, the Kingdom of Bahrain, Brazil, Chile, Columbia, Costa Rica, Republic of Cyprus, Denmark, the Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Hungary, Ireland, Israel, Italy, Japan, the State of Kuwait, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, the State of Qatar, the Russian Federation, the Kingdom of Saudi Arabia, Singapore, Switzerland, Taiwan, the Republic of Turkey, the United Arab Emirates and Uruguay and the laws of any jurisdiction in which the Securities are offered or sold.</p>
C.8	Rights attached to the Securities, including ranking and limitations on those rights	<p>The Securities have terms and conditions relating to, among other matters:</p> <p>Ranking</p> <p>The Securities will constitute unsubordinated and unsecured obligations of the Issuer and rank and will at all times rank <i>pari passu</i> and rateably among themselves and at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.</p> <p>Negative pledge and cross default</p> <p>The terms of the Securities will not contain a negative pledge provision or a cross-default provision in respect of the Issuer or the Guarantor.</p> <p>Events of default</p> <p>The terms of the Securities will contain, amongst others, the following events of default: (a) default in payment of any principal, interest or termination amounts due in respect of the Securities, continuing for a period of 30 days in the case of interest or 10 days in the case of principal or termination amounts, in each case after the due date; (b) default in the performance, or breach, of any other covenant by the Issuer or Guarantor, and continuance for a period of 60 days after the date on which written notice is given by the holders of at least 25 per cent, in principal amount or number of the outstanding Securities specifying such default or breach and requiring it to be remedied; (c) events relating to the winding up or dissolution or similar procedure of the Issuer or the Guarantor; and (d) the appointment of a receiver or other similar official or other similar arrangement of the Issuer or the Guarantor.</p>

Element	Title	
		<p><i>Taxation</i></p> <p>Payments in respect of all Securities will be made without withholding or deduction of taxes in (i) Luxembourg where the Issuer is CGMFL or the United Kingdom in the case of the Guarantor, or (ii) the United States where the Issuer is Citigroup Inc. or CGMHI, except as required by law and subject to certain categories of Securities which are not treated as debt for United States federal income purposes. In that event, additional interest will be payable in respect of such taxes, subject to specified exceptions.</p> <p><i>Meetings</i></p> <p>The terms of the Securities contain provisions for calling meetings of holders of such Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>
C.11	Admission to trading	Application will be made to Euronext Dublin for the Notes to be admitted to trading on Euronext Dublin.
C.15	Description of how the value of the investment is affected by the value of the underlying instrument(s)	<p>The Securities have a mandatory early redemption or "autocall" feature which means that, depending on the performance of the relevant underlying(s), the Securities may be redeemed prior to the maturity date. Whether the Securities are redeemed early is determined by reference to the performance of the relevant underlying(s). Where the mandatory early redemption amount due is calculated using the "performance linked mandatory early redemption provisions", the amount of any such mandatory early redemption amount is determined by reference to the performance of the relevant underlying(s). If the Securities are redeemed early, only the mandatory early redemption amount is payable and no further amount shall be due or assets deliverable</p> <p>The redemption amount payable at maturity depends on the performance of the relevant underlying(s).</p> <p>See also Element C.18 below.</p>
C.16	Maturity date and final reference date	<p>The maturity date is 28 June 2022 (subject to adjustment for non-business days). See the provisions relating to valuation dates in Element C.18 below in relation to the final reference date.</p> <p><i>Early redemption</i></p> <p>See "<i>Events of default</i>" in Element C.8 above and "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below for information on early redemption in relation to the Securities.</p> <p>In addition, (a) the Securities may be redeemed early for certain taxation reasons; and (b) if the Issuer determines that performance of its obligations of an issue of Securities or the Guarantor determines that performance of its obligations under the CGMFL Deed of Guarantee in respect of such Securities has or will become illegal in whole or in part for any reason (an Illegality Event) the Issuer may redeem the Securities early and, if and to the extent permitted by applicable law, will pay, in respect of each Security, an amount equal to the early redemption amount.</p>

Element	Title	
		<p>Where Securities are redeemed early for certain taxation reasons or as a result of an Illegality Event or as a result of an adjustment event or as a result of an event of default and the early redemption amount payable on such early redemption of the Securities is specified to be "Fair Market Value", then the early redemption amount will be an amount determined by the Calculation Agent to be the fair market value of the Securities on a day selected by the Issuer (which amount shall include amounts in respect of interest), but adjusted to fully account for losses, expenses and costs to the Issuer (or any of its affiliates) of unwinding any hedging and funding arrangements in relation to the Securities, PROVIDED THAT, for the purposes of determining the fair market value of the Securities following an event of default, no account shall be taken of the financial condition of the Issuer which shall be presumed to be able to perform fully its obligations in respect of the Securities.</p>
C.17	Settlement procedure of derivative securities	The Securities are cash settled Securities
C.18	Return on derivative securities	<p>The Securities do not pay any interest.</p> <p>The mandatory early redemption amount due on the relevant mandatory early redemption date if a mandatory early redemption event occurs will be determined in accordance with the mandatory early redemption provisions as follows</p> <p><i>Mandatory early redemption</i></p> <p>If (and only if), in respect of a mandatory early redemption date, a mandatory early redemption barrier event has occurred and as no "MER upper barrier event" is specified, the Securities will be redeemed on the relevant mandatory early redemption date at an amount for each Security equal to the amount specified as the MER amount for the relevant mandatory early redemption (MER) date in the Table below.</p> <p>If the Securities are redeemed early, only the relevant mandatory early redemption amount shall be payable and no further amounts shall be paid or assets deliverable.</p> <p><i>Definitions relating to mandatory early redemption:</i></p> <p><i>Dates</i></p> <p>A mandatory early redemption date or MER date is each date specified as such in the Table below.</p> <p>A mandatory early redemption valuation date or MER valuation date is, in respect of a MER date, each date or dates specified as such for such MER date in the Table below (subject to adjustment – see "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below).</p> <p>The MER strike date(s) is 14 June 2019 (subject to adjustment – see "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below).</p> <p><i>Definitions relating to the underlying(s) relevant for mandatory early</i></p>

Element	Title	
		<p><i>redemption, the performance of such underlying(s) and levels of such underlying(s)</i></p> <p>A MER underlying means the or each underlying specified as an underlying for the purpose of the MER provisions in Element C.20 below.</p> <p>The MER initial level for the or each MER underlying and a MER date:</p> <p>for the purpose of determining if a MER barrier event has occurred "closing level on MER strike date", being the underlying closing level for such MER underlying for the MER strike date</p> <p><i>Definitions relating to the determination of whether the mandatory early redemption amount is due on a mandatory early redemption date</i></p> <p>A mandatory early redemption barrier event or MER barrier event will occur in respect of a MER date if, in the determination of the calculation agent,</p> <p style="padding-left: 40px;">on the related MER barrier observation date, the underlying closing level of all MER underlying(s) (the MER barrier underlying(s)) is greater than or equal to the relevant MER barrier level (MER barrier event european closing observation).</p> <p>The MER barrier level is, in respect of a MER date the percentage specified for such MER date in the Table below.</p>

MER barrier level (%)	MER barrier observation date	MER amount	MER date
90% of the MER Initial Level of the relevant MER Underlying	15 June 2020	HUF440,000	29 June 2020
85% of the MER Initial Level of the relevant MER Underlying	14 June 2021	HUF480,000	28 June 2021

		<p>The redemption amount due on the maturity date will be determined in accordance with the redemption provisions as follows</p> <p>Redemption</p> <p>If:</p> <p>(a) a redemption barrier event has not occurred and as a "redemption upper barrier event" is specified, then the Securities will be redeemed on the maturity date at an amount for each Security equal to</p> <p style="padding-left: 40px;">(i) if a redemption upper barrier event has occurred (meaning that the underlying closing level of the redemption barrier underlying(s) on the redemption upper barrier event valuation date is equal to or greater than 80% (being the redemption upper barrier percentage) of the redemption strike level for the relevant redemption underlying(s), the redemption amount due where an upper barrier event</p>
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only has occurred being not less than HUF520,000;
OR

- (ii) if a redemption upper barrier event has not occurred, the redemption amount due where neither a upper barrier event nor a redemption barrier event has occurred, being HUF400,000; OR
- (b) a redemption barrier event has occurred, then the redemption amount due where a redemption barrier event only has occurred in respect of each Security will be the performance-linked redemption amount determined in accordance with the put option provisions below.

Definitions relating to redemption:

Dates

The **final valuation date** is 14 June 2022 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

The **redemption barrier observation date** is 14 June 2022 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

The **redemption strike date(s)** is 14 June 2019 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

The **redemption upper barrier event valuation date** is 14 June 2022 (subject to adjustment – see "*Disrupted Days, Market Disruption Events and Adjustments*" below).

Definitions relating to the underlying(s) relevant for redemption, the performance of such underlying(s) and levels of such underlying(s)

A **redemption underlying** means the or each underlying specified as an underlying for the purpose of the redemption provisions in Element C.20 below.

The **final performance underlying(s)** or (FPU) is,

as "worst of observation" applies and for the purpose of determining if a redemption barrier event has occurred and the performance-linked redemption amount determined in accordance with the put option provisions below, the redemption underlying with the first lowest (determined, if equal, by the calculation agent in accordance with the conditions) final performance

The **final performance** shall be determined in accordance with the:

"worst of basket observation" provisions for the purpose of determining if a redemption barrier event has occurred and the performance-linked redemption amount determined in accordance with the put option provisions below, meaning that the final performance in respect of a redemption underlying is, in the determination of the calculation agent, an amount expressed as a percentage equal to such redemption underlying's final reference level less its redemption strike level, all divided by its redemption initial level, expressed as a formula:

$$\frac{\text{final reference level} - \text{redemption strike level}}{\text{redemption initial level}}$$

The **redemption strike level** for a redemption underlying is the redemption initial level of such redemption underlying.

The **final reference level** means, in respect of a final valuation date or, as the case may be, final valuation dates and the or each redemption underlying:

for the purpose of determining if a redemption barrier event has occurred and the performance-linked redemption amount determined in accordance with the put option provisions below, "closing level on final valuation date", being the underlying closing level for such redemption underlying on such final valuation date.

The **redemption initial level** means, in respect of a final valuation date or, as the case may be, final valuation dates and the or each redemption underlying:

for the purpose of determining if a redemption barrier event has occurred and the performance-linked redemption amount determined in accordance with the put option provisions below, "closing level on redemption strike date", being the underlying closing level for such redemption underlying for the redemption strike date.

Definitions relating to the determination of the barrier event

A **redemption barrier event** will occur if, in the determination of the calculation agent, on the related redemption barrier observation date, the underlying closing level of the final performance underlying (the **redemption barrier underlying(s)**) is less than the final barrier level (**redemption barrier event european closing observation**).

The **final barrier level** is 60% of the redemption initial level of the relevant redemption barrier underlying.

Definitions relating to the determination of the performance-linked redemption amount due

The **performance-linked redemption amount determined in accordance with the "put option" provisions** means that the redemption amount will be a "put option" amount determined by the calculation agent to be the product of the calculation amount (CA) and the sum of 100% (being the **relevant percentage**) and the final performance of the final performance underlying(s) (FPU), expressed as a formula:

$$CA \times (100\% + \text{final performance of FPU})$$

The calculation amount or CA is HUF400,000.

Disrupted Days, Market Disruption Events and Adjustments

The terms and conditions of the Securities contain provisions, as applicable, relating to events affecting the relevant underlying(s), modification or cessation of the relevant underlying(s), settlement disruption and market disruption provisions and provisions relating to subsequent corrections of the level of an underlying and details of the consequences of such events. Such provisions may, where applicable,

		<p>permit the Issuer either to require the calculation agent to determine what adjustments should be made following the occurrence of the relevant event (which may include deferment of any required valuation or the substitution of another underlying and/or, in the case of an increased cost of hedging, adjustments to pass onto Securityholders such increased cost of hedging (including, but not limited to, reducing any amounts payable or deliverable in respect of the Securities to reflect any such increased costs) and/or, in the case of realisation disruption, payment in the relevant local currency rather than in the relevant specified currency, deduction of or payment by Securityholder(s) of amounts in respect of any applicable taxes, delay of payments or deliveries, determination of relevant exchange rates taking into consideration all available relevant information and/or (where legally permissible) procuring the physical delivery of any underlying(s) in lieu of cash settlement (or vice versa) and/or, in the case of mutual fund interests, adjustments to 'monetise' the mutual fund interest affected by the relevant adjustment event and adjust amounts payable under the Securities to account for such monetisation) or, where applicable to cancel the Securities and to pay an amount equal to the early redemption amount as specified in Element C.16 above.</p>
C.19	Exercise price/final reference price	See Element C.18 above
C.20	Underlying	Each underlying specified under the heading "description of underlying" in the Table below which is an underlying for, as specified in such Table for such underlying, the interest provisions and the mandatory early redemption (MER) provisions and the redemption provisions set out in Element C.18 above, and is of the classification specified for such underlying in the Table below. Information relating to the underlyings can be obtained from the electronic page specified for such underlying in the Table below and from other internationally recognised published or electronically displayed sources.

Description of underlying	classification	underlying for the purpose of the redemption provisions	underlying for the purpose of the MER provisions	Electronic page
Common stock of Xilinx, Inc. (ISIN: US9839191015)	Share	Yes	Yes	Bloomberg page: XLNX UW <Equity>
Common stock of Intel Corporation (ISIN: US4581401001)	Share	Yes	Yes	Bloomberg page: INTC UW <Equity>

C.21	Indication of the market where the Securities will be traded	Application will be made to Euronext Dublin for the Notes to be admitted to trading on Euronext Dublin.
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SECTION D – RISKS

Element	Title	
D.2	Key risks regarding the Issuers	<p>There are certain factors that may affect CGMFL's ability to fulfil its obligations under the Securities issued by it, including that such ability is dependent on the group entities to which it on-lends and funds raised through the issue of the Securities performing their obligations in respect of such funding in a timely manner. In addition, such ability and CGML's ability to fulfil its obligations as guarantor in respect of Securities issued by CGMFL is dependent on economic conditions, credit, market and market liquidity risk, by competition, country risk, operational risk, fiscal and monetary policies adopted by relevant regulatory authorities, reputational and legal risks and certain regulatory considerations.</p>
D.3	Key risks regarding the Securities	<p>Investors should note that the Securities (including Securities that are expressed to redeem at par or above) are subject to the credit risk of CGMFL and CGML. Furthermore, the Securities may be sold, redeemed or repaid early, and if so, the price for which a Security may be sold, redeemed or repaid early may be less than the investor's initial investment. There are certain other factors which are material for the purpose of assessing the risks associated with investing in any issue of Securities, which include, without limitation, (i) risk of disruption to valuations, (ii) adjustment to the conditions, substitution of the relevant underlying(s) and/or early redemption following an adjustment event or an illegality, (iii) cancellation or scaling back of public offers or the issue date being deferred, (iv) hedging activities of the Issuer and/or any of its affiliates, (v) conflicts of interest between the Issuer and/or any of its affiliates and holders of Securities, (vi) modification of the terms and conditions of Securities by majority votes binding all holders, (vii) discretions of the Issuer and Calculation Agent being exercised in a manner that affects the value of the Securities or results in early redemption, (viii) change in law, (ix) payments being subject to withholding or other taxes, (x) fees and commissions not being taken into account when determining secondary market prices of Securities, (xi) there being no secondary market, (xii) market value of Securities being affected by various factors independent of the creditworthiness of CGMFL and CGML such as market conditions, interest and exchange rates and macro-economic and political conditions and (xiii) credit ratings not reflecting all risks.</p> <p>See also Element D.6 below</p>
D.6	Key risks regarding the Securities and risk warning	<p>INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT OR PART OF IT AS THE CASE MAY BE. CGMFL DOES NOT REPRESENT THAT THE LIST BELOW IS COMPREHENSIVE. PROSPECTIVE INVESTORS SHOULD READ THE BASE PROSPECTUS IN ITS ENTIRETY AND FORM THEIR OWN CONCLUSIONS REGARDING CGMFL.</p> <p>An investment in Securities may entail significant risks and risks that are not associated with an investment in a debt instrument with a fixed principal amount and which bears interest at either a fixed rate or at a floating rate determined by reference to published interest rate references. The risks of a particular Security will depend on the terms of such Security, but may include, without limitation, the possibility of significant changes in the prices of the relevant Underlying(s). Such risks generally depend on factors over which none of the relevant Issuer and, where the relevant Issuer is CGMHI, the CGMHI Guarantor or where the relevant Issuer is CGMFL, the CGMFL Guarantor, has control and which cannot readily be foreseen, such as economic and</p>

Element	Title	
		<p>political events and the supply of and demand for the relevant Underlying(s). In recent years, currency exchange rates and prices for various Underlying(s) have been highly volatile, and such volatility may be expected in the future. Fluctuations in any such rates or prices that have occurred in the past are not necessarily indicative, however, of fluctuations that may occur during the term of any Security. The risk of loss as a result of the linkage to the relevant Underlying(s) can be substantial. Investors should note that their investment in Securities, may expose them to payments and/or deliveries which is/are determined by reference to one or more values of security indices, inflation indices, commodity indices, commodities, shares, depository receipts, exchange traded funds, mutual funds, currencies, warrants, proprietary indices (which may be linked or referenced to one or more asset classes), dividend futures contracts, interest rates or other bases of reference of formulae (the Underlying(s)), either directly or inversely, and for physically settled Securities this may result in the Securities being redeemable for certain assets.</p>

SECTION E – OFFER

Element	Title	
E.2b	Use of proceeds	The net proceeds of the issue of the Securities by CGMFL will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same group, and may be used to finance CGMFL itself.
E.3	Terms and conditions of the offer	<p>The Securities are the subject of a Non-exempt Offer, the terms and conditions of which are further detailed as set out below and in the applicable Final Terms.</p> <p>A Non-exempt Offer of the Securities may be made in Hungary (the Hungarian Offer) during the period from (and including) 27 May 2019 to (and including) 14 June 2019. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the Hungarian Offer.</p> <p>The offer price is HUF400,000 per calculation amount. In addition to any expenses detailed in Element E.7 below, an Authorised Offeror may charge investors under the Hungarian Offer a participation fee of up to 1.50 per cent. of the principal amount of the Securities to be purchased by the relevant investor. The minimum subscription amount is HUF400,000. The Issuer may decline in whole or in part an application for Securities under the Hungarian Offer.</p>
E.4	Interests of natural and legal persons involved in the issue/offer	The Dealer and/or any distributors will be paid up to 4.00 per cent. as fees in relation to the issue of Securities. Save as described above and, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the Offer(s).
E.7	Estimated expenses charged to the investor by the Issuer or an Authorised Offeror	No expenses are being charged to an investor by the Issuer. No expenses are being charged to an investor by an Authorised Offeror.