

PRICING SUPPLEMENT

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Warrants 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 (the “**EEA**”) or in the United Kingdom (the “**UK**”). 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, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, 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 (as amended, 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 Warrants or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Warrants or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

27 July 2020

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier: 549300EVRWDFJUNNP53

Issue of 100,000,000 Put Spread Warrants linked to the Nasdaq-100 Index[®] (the “Warrants”)

**Guaranteed by Citigroup Global Markets Limited
under the Citi Regulation S Warrant Programme**

No prospectus is required in accordance with the Prospectus Regulation (as defined below) in relation to Warrants which are the subject of this Pricing Supplement.

The Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Warrants in any Member State of the European Economic Area and in the UK will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Warrants. Accordingly and subject as provided above, any person making or intending to make an offer in that Member State or in the UK of the Warrants may only do so in circumstances in which no obligation arises for either of the Issuer or any Manager 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. None of the Issuer, the CGMFL Guarantor and any Manager has authorised, nor do they authorise, the making of any offer of the Warrants in any other circumstances.

For the purposes of the above paragraph, the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.

The Warrants 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 with any securities regulatory authority of any state or other jurisdiction of the United States and may not at any time be offered, sold, resold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the Securities Act, as amended (“**Regulation S**”)) or to others for offer, sale, resale or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person, nor may any U.S. persons at any time trade or maintain a position in the Warrants. Each purchaser of Warrants is hereby notified that the offer and sale of the Warrants is being made in reliance upon an exemption from the registration requirements of the Securities Act.

The Warrants 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 (“**CEA**”), and trading in the Warrants has not been approved by the United States Commodity Futures Trading Commission (the “**CFTC**”) pursuant to the CEA. For a description of certain restrictions on offers and sales

of Warrants, see “*Notice to Purchasers and Holders of Warrants and Transfer Restrictions*” in the Base Listing Particulars.

The Warrants may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Warrants is made on behalf of or with “plan assets” of, an employee benefit plan subject to Title I of the United States 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.

Notwithstanding anything to the contrary in this Pricing Supplement or the Base Listing Particulars (as defined below), all persons may disclose to any and all persons, without limitation of any kind, the United States federal, state and local tax treatment of the Warrants, any fact relevant to understanding the United States federal, state and local tax treatment of the Warrants, and all materials of any kind (including opinions or other tax analyses) relating to such United States federal, state and local tax treatment other than the names of the parties or any other person named herein, or information that would permit identification of the parties or other non-public business or financial information that is unrelated to the United States federal, state or local tax treatment of the Warrants with respect to such person and is not relevant to understanding the United States federal, state or local tax treatment of the Warrants with respect to such person.

The Issuer has not registered and will not register as an “investment company” under the U.S. Investment Company Act of 1940, as amended. Consequently, the Warrants may not be offered, sold, pledged, resold, delivered or otherwise transferred except in an “offshore transaction” (as such term is defined under Regulation S) to persons that are not “U.S. persons” (as such term is defined under Rule 902(k)(1) of Regulation S). In addition, no person has registered nor will register as a commodity pool operator of the Issuer under the CEA, and each purchaser of Warrants is hereby notified that the offer and sale of the Warrants is being made in reliance upon one or more exceptions and/or exclusions from regulation under the CEA. Consequently, unless otherwise specified in the relevant Issue Terms, Warrants may not be offered, sold, pledged, resold, delivered or otherwise transferred to any person that comes within any definition of U.S. person for any purpose under the CEA or any rule, order, guidance or interpretation proposed or issued by the CFTC under the CEA (including, without limitation, (i) any person who is not a “Non-United States person”, as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for the purposes of subsection (D) thereof, the exception for qualified eligible persons who are not “Non-United States persons”, and (ii) any person who is a “U.S. person”, “guaranteed affiliate” or “affiliate conduit” as such terms are defined in the “Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations” published by the CFTC on July 26, 2013, as such guidance may be amended, revised, supplemented or superseded). Any person permitted to acquire, purchase or hold the Warrants as described immediately above is referred to herein as a “**Permitted Purchaser**”. If a Permitted Purchaser acquiring the Warrants is doing so for the account or benefit of another person, such other person must also be a Permitted Purchaser. For a description of certain restrictions on offers, sales and transfers of Warrants, see “*Subscription, Sale and Transfer and Selling Restrictions*” below. Each purchaser and transferee of the Warrants will be deemed to have made certain acknowledgments, representations and agreements as set out in “*Notice to Purchasers and Holders of Warrants and Transfer Restrictions*” in the Base Listing Particulars.

Part A

Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Listing Particulars. This document constitutes the Pricing Supplement of the Warrants described herein and must be read in conjunction with the Base Listing Particulars. This Pricing Supplement does not constitute Final Terms for the purposes of Article 5.4 of Directive 2003/71/EC (the “**Prospectus Directive**”) or the Prospectus Regulation. Full information on the Issuer, the CGMFL Guarantor and the offer of the Warrants is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars. The Base Listing Particulars is available for viewing at the specified offices of the Principal Warrant Agent.

“**Base Listing Particulars**” means the CGMFL Base Listing Particulars dated 19 December 2019 relating to the Programme and any supplement(s) thereto approved on or before the Issue Date of the Warrants.

By the purchase of any Warrants, each Warrantholder will be deemed to have represented and warranted that the acquisition of the Warrant by it will not contravene any charter, investment objectives or internal policies, or any applicable laws or regulations, including without limitation, Section 12(d)(3) of the U.S. Investment Company Act and the rules promulgated thereunder.

References herein to numbered Conditions are to the terms and conditions of the Warrants and words and expressions defined in such terms and conditions shall bear the same meaning in this Pricing Supplement, save where otherwise expressly provided.

Type, Issue and General Provisions

1	(a) Issuer:	Citigroup Global Markets Funding Luxembourg S.C.A.
	(b) Guarantor:	Citigroup Global Markets Limited
2	Type:	Warrants
3	Governing Law:	English law
4	Series Number:	CGMFL2020-2023
5	Type of Warrant:	The Warrants are Index Warrants
6	Exercise Style:	The Warrants are European Style Warrants
7	(a) Number of Warrants being issued:	The number of Warrants being issued is 100,000,000
	(b) Minimum trading size	1,000 Warrants
8	(a) Trading in Units:	Warrants must be exercised in Units. Each Unit consists of 1 Warrant
9	(b) Unit Value	USD 1 per Unit
10	Trading in Nominal:	Not Applicable
11	Issue Price:	The issue price per Warrant is USD 0.0395
12	Nominal Amount per Warrant:	Not Applicable
13	Issue Date:	28 July 2020

Exercise

14	Exercise:	
	(a) Exercise Date:	The exercise date of the Warrants is 18 June 2021, provided that, if such date is not a Business Day, the Exercise Date shall be the immediately succeeding Business Day
	(b) Exercise Period:	Not Applicable
	(c) Extension of Exercise Period:	Not Applicable
	(d) Automatic Exercise:	Automatic Exercise applies
	(e) Minimum Exercise Number:	Not Applicable
	(f) Maximum Exercise Number:	Not Applicable

Interest (if any)

15	Administrator/Benchmark Event	Condition 19 (<i>Administrator/Benchmark Event</i>) of the General Conditions: Applicable Administrator/Benchmark Event (Limb (3)): Not Applicable Early Redemption following Administrator/Benchmark Event: Applicable
16	USD Floating Rate Fallback Provisions:	Not Applicable
Valuation		
17	Valuation:	
	(a) Averaging:	Averaging does not apply to the Warrants
	(b) Valuation Date:	The Valuation Date is 18 June 2021
	(c) Valuation Date Adjustments:	Number of Roll Days: 8 Scheduled Trading Days
Settlement		
18	Settlement:	Settlement will be by way of cash payment (“ Cash Settled Warrants ”)
19	Variation of Settlement	Not Applicable
20	Cash Settlement Amount:	For the purposes of Settlement on Exercise Condition 1(a)(v), the Cash Settlement Amount shall be determined as set out in the Schedule hereto
	(a) Commission:	Not Applicable
	(b) Exchange Rate:	Not Applicable
	(c) Cap:	Not Applicable
	(d) Floor:	Not Applicable
	(e) Weighting:	Not Applicable
	(f) Settlement Date:	The settlement date for the Warrants is 2 July 2021
	(g) Multiplier:	Not Applicable
	(h) Fixed Percentage:	Not Applicable
	(i) Lower Strike:	Not Applicable
	(j) Upper Strike:	Not Applicable
	(k) Nominal Amount:	Not Applicable
	(l) Strike:	Not Applicable
21	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is United States dollars (“ USD ”)
22	Business Day Centres:	The applicable Business Day Centre for the purposes of the definition of “Business Day” in General Condition 3 is London and New York City
23	Hedging Taxes:	Applicable
24	Realisation Disruption:	Not Applicable
25	Section 871(m) Event:	Applicable
26	Hedging Disruption Early Termination Event:	Applicable
27	RMB Disruption Event:	Not Applicable

Early Termination

28 Early Termination Not Applicable

Credit Warrants

29 Terms of Credit Warrants: Not Applicable

Index Warrants

30 Terms of Index Warrants: Applicable

For the purposes of the Index Conditions:

- (a) Details of Index: Nasdaq-100® Index
- (b) Exchange: The National Association of Securities Dealers Automated Quotations System
- (c) Related Exchange: All Exchanges
- (d) Index Sponsor: NASDAQ Group Inc.
- (e) Designated Multi-Exchange Index: Not Applicable
- (f) Commodity Index: Not Applicable
- (g) Index Currency: USD
- (h) Index Substitution: Applicable
- (i) Index Substitution Criteria: Any Substitute Index shall use the same or a substantially similar method of calculation as used in the calculation of the Index
- (j) Additional Disruption Events:
 - (a) The following Additional Disruption Events apply to the Warrants:
 - Change in Law
 - Hedging Disruption
 - Increased Cost of Hedging
 - Increased Cost of Stock Borrow
 - Loss of Stock Borrow
 - (b) The Trade Date is 14 July 2020

Depository Receipt Warrants

31 Terms of Depository Receipt Warrants: Not Applicable

ETF Warrants

32 Terms of ETF Warrants: Not Applicable

Mutual Fund Warrants

33 Terms of Mutual Fund Warrants: Not Applicable

Index Warrants relating to a Futures Contract or an Options Contract

34 Terms of Index Warrants relating to a futures contract or an options contract: Applicable

For the purposes of Index Condition 6:

- (a) Details of Contract: E-Mini Nasdaq-100 Futures June 2021 (Bloomberg Code: NQH21), being the futures contract relating to the Index with expiration on the third Friday of the month (the “Contract”)

	(b) Expiry Date:	18 June 2021
	(c) Related Exchange:	All Exchanges
	(d) Official Settlement Price:	As set out in the definition of Official Settlement Price in Index Condition 1
	(e) Settlement Price calculation:	The Settlement Price is the Official Settlement Price
Debt Warrants		
35	Terms of Debt Securities:	Not Applicable
Commodity Warrants		
36	Terms of Commodity Warrants:	Not Applicable
Currency Warrants		
37	Terms of Currency Warrants:	Not Applicable
Gilt Warrants		
38	Terms of Gilt Warrants:	Not Applicable
Proprietary Index Warrants		
39	Terms of Proprietary Index Warrants:	Not Applicable
Physical Delivery		
40	Physical Delivery:	Not Applicable
41	Terms of Rate Warrants:	Not Applicable
General		
42	Form of the Warrants:	Registered Form: Global Warrant
43	Calculation Agent:	The Calculation Agent is Citibank, N.A. (acting through its US Equity Index Exotic Trading Desk in New York (or any successor department/group))
44	Determinations	Sole and Absolute Determination
45	Special conditions or other final terms:	See the Schedule hereto
46	EU Benchmarks Regulation:	The Nasdaq-100® Stock Index is provided by NASDAQ Group Inc. As at the date hereof, NASDAQ Group Inc. does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation.
47	Details of where information about the past and future performance of the Underlying and its volatility can be obtained:	Information about the past and further performance of the Underlying is available free of charge from the website of the Index Sponsor at: https://indexes.nasdaqomx.com/Index/Overview/NDX
48	Details of where information relating to the Reference Entity is available:	Not Applicable

Part B
Other Information

1 LISTING AND ADMISSION TO TRADING

Admission to trading and listing: Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be listed and admitted to trading on the Global Exchange Market of Euronext Dublin with effect from on or around the Issue Date

Estimated expenses relating to admission to trading: EUR 1,000

2 INFORMATION ABOUT THE PAST AND FURTHER PERFORMANCE AND VOLATILITY OF THE UNDERLYING

Information about the past and further performance of the Underlying is available on Bloomberg Screen NDX <Index>.

3 DISCLAIMERS

NASDAQ-100 Index®

The Warrants are not sponsored, endorsed, sold or promoted by Nasdaq, Inc. (Nasdaq) or its affiliates (Nasdaq, with its affiliates, are referred to as the Corporations). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Warrants. The Corporations make no representation or warranty, express or implied to the owners of the Warrants or any member of the public regarding the advisability of investing in securities generally or in the Warrants particularly, or the ability of the NASDAQ-100 Index® (the Index) to track general stock market performance. The Corporations' only relationship to Citigroup Global Markets Holdings Inc. and its affiliates (Licensee) is in the licensing of the NASDAQ®, and Nasdaq-100 Index™ registered trademarks, and certain trade names of the Corporations and the use of the Index which is determined, composed and calculated by Nasdaq without regard to the Licensee or the Warrants. Nasdaq has no obligation to take the needs of the Licensee or the owners of the Warrants into consideration in determining, composing or calculating the Index. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Warrants to be issued or in the determination or calculation of the equation by which the Warrants are to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Warrants.

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF THE INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE LICENSEE, OWNERS OF THE WARRANTS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

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4 OPERATIONAL INFORMATION

(a) ISIN Code:	LU2148743698
(b) Common Code:	214874369
(c) SEDOL:	Not Applicable
(d) CFI:	Not Applicable
(e) FISN:	Not Applicable
(f) Valoren:	Not Applicable
(g) Any Additional or Alternative Clearing System(s) other than Clearstream, Luxembourg or Euroclear and the relevant identification number(s):	Not Applicable
(h) Names and addresses of additional Warrant Agent(s) (if any):	Not Applicable
(i) Delivery:	Delivery against payment

5 DISTRIBUTION

Additional Selling Restrictions and required certifications:	Not Applicable. The selling restriction in respect of the UK is amended by deleting the second paragraph of the section "United Kingdom of Great Britain & Northern Ireland (the United Kingdom) on page 107 of the Base Listing Particulars
Issuer meets the qualifications listed in Article 7(4)(5-2) of the Enforcement Decree of the Financial Investment Services and Capital Markets Act of Korea:	Not Applicable
Registered Broker/Dealer:	Not Applicable
Syndication:	The Warrants will be distributed on a non-syndicated basis.
If non-syndicated, name and address of relevant Manager:	Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
If syndicated, names and addresses of Managers:	Not Applicable
Date of Subscription Agreement:	Not Applicable
Prohibition of Sales to EEA Retail Investors:	Applicable

6 ADDITIONAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The Warrants are Non-U.S. Issuer Warrants.

The Issuer has determined that the Underlying(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities and, therefore, that the Warrants are not Specified ELIs.

7 **THIRD PARTY INFORMATION**

The information relating to the Underlying has been extracted from Bloomberg. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced information inaccurate or misleading.

SCHEDULE

1. Cash Settlement Amount on the Settlement Date

The “**Cash Settlement Amount**” in respect of each Warrant and the Exercise Date shall be an amount in the Settlement Currency (which shall not be less than zero) determined by the Calculation Agent in accordance with the following formula:

$$\text{USD } 1 \times [\text{Max } (0, \text{Upper Strike} - \text{Final Level}) - \text{Max } (0, \text{Lower Strike} - \text{Final Level})]$$

2. Definitions

The following words and expressions shall have the following meanings:

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

“**Lower Strike**” means 8,000.

“**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).

“**Upper Strike**” means 9,600.