

**PRICING SUPPLEMENT**

**PROHIBITION OF SALES TO EEA 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 EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II;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 Directive 2003/71/EC the Prospectus Directive. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Warrants or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Warrants or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

17 October 2019

**Citigroup Global Markets Funding Luxembourg S.C.A.****Legal Entity Identifier: 549300EVRWDFJUNNP53****Issue of 2,000 Warrants linked to the S&P 500 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 Directive (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 which has implemented the Prospectus Directive (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, 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 Relevant Member State 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 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 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 Directive**” means Directive 2003/71/EC (as amended or superseded), and includes any relevant implementing measures in the Relevant Member State.

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 the Prospectus Directive. 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 and on the website of Euronext Dublin ([www.ise.ie](http://www.ise.ie)).

“**Base Listing Particulars**” means the CGMFL Base Listing Particulars dated 20 December 2018 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:	CGMFL2019-2831
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 2,000
	(b) Minimum trading size:	1 Warrant
8	(a) Trading in Units:	Warrants must be exercised in Units. Each Unit consists of 1 Warrant
	(a) Unit value:	USD 1,000 per Unit
9	Trading in Nominal:	Not Applicable
10	Issue Price:	The issue price per Warrant is USD 42.30
11	Issue Date:	The issue date of the Warrants is 18 October 2019

### **Exercise**

12	Exercise:	
	(a) Exercise Date:	The exercise date of the Warrants is 12 October 2020, 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

## Valuation

13	Valuation:	
	(a) Averaging:	Averaging does not apply to the Warrants
	(b) Valuation Date:	The Valuation Date shall be 12 October 2020
	(c) Valuation Date Adjustments:	Number of Roll Days: 8 Scheduled Trading Days
		Move in Block: Not Applicable
		Value What You Can: Not Applicable

## Settlement

14	Settlement:	Settlement will be by way of cash payment (“ <b>Cash Settled Warrants</b> ”)
15	Variation of Settlement	Not Applicable
16	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 19 October 2020
	(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
	(m) Rates Day Count Fraction:	Not Applicable
17	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is United States dollar (“ <b>USD</b> ”)
18	Business Day Centres:	The applicable Business Day Centres for the purposes of the definition of “Business Day” in General Condition 3 are London and New York
19	Hedging Taxes:	Applicable
20	Realisation Disruption:	Not Applicable
21	Section 871(m):	
	(a) Section 871(m) Event:	Applicable
	(b) Maximum withholding tax as at the Issue Date for the purposes of General Condition 5(c)(i):	Not Applicable

22	Hedging Disruption Early Termination Event:	Not Applicable
23	RMB Disruption Event:	Not Applicable
<b>Early Termination</b>		
24	Early Termination	Not Applicable
<b>Credit Warrants</b>		
25	Terms of Credit Warrants:	Not Applicable
<b>Index Warrants</b>		
26	Terms of Index Warrants:	Applicable
	For the purposes of the Index Conditions:	
	(a) Details of Index:	The S&P 500 Index (Price Index)
	(b) Exchange:	Each of the New York Stock Exchange and the National Association of Securities Dealers Automated Quotations System
	(c) Related Exchange:	All Exchanges
	(d) Index Sponsor:	S&P Dow Jones Indices LLC, or any successor or replacement hereto
	(e) Designated Multi-Exchange Index:	No
	(f) Commodity Index:	Not Applicable
	(g) Index Currency:	USD
	(h) Settlement Price:	The Settlement Price will be calculated as set out in sub-paragraph (a)(i) of the definition of "Settlement Price" in Index Condition 1
	(i) Relevant Time:	Not Applicable
	(j) Index Substitution:	Applicable
	(k) 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
	(l) Additional Disruption Events:	(a) The following Additional Disruption Events apply to the Warrants: Change in Law Hedging Disruption Increased Cost of Hedging (b) The Trade Date is 11 October 2019
<b>Depository Receipt Warrants</b>		
27	Terms of Depository Receipt Warrants:	Not Applicable
<b>ETF Warrants</b>		
28	Terms of ETF Warrants:	Not Applicable
<b>Mutual Fund Warrants</b>		
29	Terms of Mutual Fund Warrants:	Not Applicable

**Index Warrants relating to a Futures Contract or an Options Contract**

30 Terms of Index Warrants relating to a futures contract or an options contract: Not Applicable

**Debt Warrants**

31 Terms of Debt Securities: Not Applicable

**Commodity Warrants**

32 Terms of Commodity Warrants: Not Applicable

**Currency Warrants**

33 Terms of Currency Warrants: Not Applicable

**Gilt Warrants**

34 Terms of Gilt Warrants: Not Applicable

**Proprietary Index Warrants**

35 Terms of Proprietary Index Warrants: Not Applicable

**Physical Delivery**

36 Physical Delivery: Not Applicable

37 Terms of Rate Warrants: Not Applicable

**General**

38 Form of the Warrants: Registered Form: Global Warrant

39 Calculation Agent: The Calculation Agent is Citibank N.A. (acting through its Flow Derivatives Trading Desk in New York (or any successor department/group))

40 Determinations: Sole and Absolute Determination

41 Special conditions or other final terms: See the Schedule hereto

42 EU Benchmarks Regulation: Not Applicable

Signed on behalf of the Issuer

By:  .....

Duly Authorised

The Warrants will not become valid or obligatory for any purpose until this Pricing Supplement is attached to the applicable Global Warrant and the certificate of authentication on such Global Warrant has been signed by or on behalf of the relevant Warrant Agent.

**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 **DISCLAIMERS**

**S&P 500® Index (Price Index)**

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NEITHER S&P DOW JONES INDICES NOR THIRD PARTY LICENSOR GUARANTEES THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE INDEX

OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES AND THIRD PARTY LICENSOR SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES AND THIRD PARTY LICENSOR MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY THE ISSUER, OWNERS OF THE WARRANTS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES OR THIRD PARTY LICENSOR BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND THE ISSUER, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

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**3 INFORMATION ABOUT THE PAST AND FURTHER PERFORMANCE AND VOLATILITY OF THE UNDERLYING**

Information about the past and further performance of the Underlying is available from the Exchange specified for the Underlying in Part A above.

**4 OPERATIONAL INFORMATION**

- |   |                |
|---|----------------|
| (a) ISIN Code:  | LU1924523506   |
| (b) Common Code:  | 192452350      |
| (c) SEDOL:  | Not Applicable |
| (d) CFI:  | RMWXPM         |
| (e) FISN:   | Not Applicable |
| (f) Valoren:  | CH049321176    |
| (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 156 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**  
**CASH SETTLEMENT AMOUNT**

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

$$USD\ 1,000 \times \text{Min}(\text{Cap}, \text{Max}(0, 1 - \left(\frac{\text{Final Level}}{\text{Strike Level}}\right)))$$

The following words and expressions shall have the following meanings:

“**Cap**” means 15 per cent. (expressed as 0.15).

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

“**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 such amounts (or values) are the same, such amount (or value);

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

“**Strike Level**” means 2,982.60.