

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 European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (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 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.

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

PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND - Other than with respect to offers of the Warrants for which a key information document according to the Swiss Federal Financial Services Act ("FinSA") or an equivalent document under FinSA has been prepared or for the duration of the applicable transition period under FinSA and its implementing ordinance, for which a simplified prospectus pursuant to Article 5(2) of the Swiss Federal Act on Collective Investment Schemes, as such article was in effect immediately prior to the entry into effect of FinSA, has been prepared, the Warrants are not intended to be offered or recommended to private clients within the meaning of the FinSA in Switzerland. For these purposes, a private client means a person who is not one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.

This Pricing Supplement has not been and will not be filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) of FinSA. Accordingly, the Warrants may not be publicly offered, directly or indirectly, in Switzerland within the meaning of FinSA, other than pursuant to an exemption under Article 36(1) FinSA or where such offer does not qualify as a public offer in Switzerland. Neither this Pricing Supplement nor any other offering or marketing material relating to the Warrants constitutes a prospectus pursuant to FinSA, and neither this Pricing Supplement nor any other offering or marketing material relating to the Warrants may be publicly distributed or otherwise made publicly available in Switzerland.

**Amended and Restated Pricing Supplement dated 15
February 2024 amending and restating the Pricing
Supplement dated 15 November 2023**

Citigroup Global Markets Funding Luxembourg S.C.A.

Legal Entity Identifier: 549300EVRWDWFJUNNP53

Issue of 200,000 S&P 500 Index Linked Resettable Put Warrants (the "Warrants")

**Guaranteed by Citigroup Global Markets Limited
under the Citi 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 (i) any Member State of the European Economic Area will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Warrants and (ii) the United Kingdom ("UK") will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Warrants. Accordingly and subject as provided above, any person making or intending to make an offer in that Member State or the UK of the Warrants may only do so in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or section 85 of the Financial Services and Markets Act (as amended, the "FSMA"), as applicable, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or UK Prospectus Regulation, as applicable, 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) 2017/1127 and "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder.

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 other plan or arrangement 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. 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. 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 "Permitted Non-U.S. Purchasers" as defined below. **"Permitted Non-U.S. Purchaser"** means a person who (i) is not a "U.S. person" (as such term is defined under Rule 902(k)(1) of Regulation S), (ii) is both (A) a "Non-United States person" as such term is defined under the CFTC Rule 4.7(a)(1)(iv) under the CEA, but excluding, for the purposes of subsection (D) thereof, the exception for qualified eligible persons who are not "Non-United States persons" and (B) a "foreign located person" as defined in CFTC Rule 3.10(c)(1)(ii), (iii) is not a "U.S. Person" or a "Significant Risk Subsidiary", and does not benefit from a "Guarantee", in each case as such terms are defined in CFTC Rule 23.23(a) under the CEA (in each case as such rules may be amended, revised, supplemented or superseded), and (iv) is not a "U.S. Person" as defined in Rule 3a71-3(a)(4) under the Exchange Act as defined herein. If a Permitted Non-U.S. Purchaser acquiring the Warrants is doing so for the account or benefit of another person, such other person must also be a Permitted Non-U.S. 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, as so supplemented. This Pricing Supplement does not constitute Final Terms for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") or Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder (the "**UK 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, as so supplemented. The Base Listing Particulars is available for viewing at the specified offices of the Principal Warrant Agent, and on the website of Euronext Dublin (<https://live.euronext.com/en/markets/dublin>).

"Base Listing Particulars" means the CGMFL Base Listing Particulars dated 14 December 2022 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:	German law
4	Series Number:	CGMFL2023-7370
5	Type of Warrant:	The Warrants are Index Warrants.
6	Indian Compliance Representations, Warranties and Undertakings:	Not Applicable
7	China Compliance Representations, Warranties and Undertakings:	Not Applicable
8	Taiwan Compliance Representations, Warranties and Undertakings:	Not Applicable
9	Exercise Style:	The Warrants are European Style Warrants.
10	(a) Trading method:	Units
	(b) Number of Warrants being issued:	The number of Warrants being issued is 200,000 being the equivalent of 200,000 Units.
	(c) Minimum trading size:	1 Warrant, being the equivalent of 1 Unit.
11	(a) Trading in Units:	Warrants must be exercised in Units. Each Unit consists of 1 Warrant.
	(b) Unit value:	USD 4,388.1195 per Unit.
	(c) Aggregate Proceeds Amount:	USD 33,056,000

12	Trading in Nominal:	Not Applicable
13	Issue Price:	The issue price per Warrant is USD 165.28.
14	Issue Date:	The issue date of the Warrants is 24 November 2023.

Exercise

15	Exercise:	
	(a) Exercise Date:	The exercise date of the Warrants is 20 September 2024, 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

16	Valuation:	
	(a) Averaging:	Averaging does not apply to the Warrants.
	(b) Valuation Date:	The Valuation Date is 20 September 2024.
	(c) Valuation Date Adjustments:	Number of Roll Days: 8 Scheduled Trading Days. Move in Block: Not Applicable Value What You Can: Not Applicable
	(d) Disrupted Day:	In respect of the Valuation Date, if such date is a Disrupted Day for the Index, the provisions of Underlying Schedule 1 – Index Conditions shall apply.

Settlement

17	Settlement:	Settlement will be by way of cash payment (" Cash Settled Warrants ")
18	Variation of Settlement	Not Applicable
19	Cash Settlement Amount:	For the purposes of Settlement on Exercise Condition 1(a)(vi), the Cash Settlement Amount in respect of each Warrant shall be determined by the Calculation Agent in accordance with the following formula:

$$NA \times \text{Max}[0; \text{ Strike Level} - \text{Final Level}]$$

Where:

"Barrier Level" means each value specified as such in the table below.

"NA" means USD 4388.1195.

"Final Level" means the Settlement Price.

"Initial Strike Level" means 4,000.

"Max" followed by a series of amounts (or values) inside brackets, means whichever is the greater of the amount (or values) separated by a semicolon inside

those brackets, or, where such amounts (or values) are the same, such amount (or value).

"Maximum Index Level" means the highest of each official settlement price of the futures contract relating to the Index with expiration on the third Friday of the month in which the relevant Observation Date falls (E-Mini S&P 500 Futures; Bloomberg Codes: ESU3 Index (SEP 2023), ESZ3 Index (DEC 2023) and ESH4 Index (MAR 2024), as applicable) on the Observation Dates.

"Observation Dates" means 15 December 2023, 15 March 2024, 21 June 2024 and 20 September 2024, provided that, if any Observation Date is not a Scheduled Trading Day or is a Disrupted Day, such date shall be adjusted in accordance with the provisions of Underlying Schedule 1 – Index Conditions as if such date were a Valuation Date.

"Strike Level" means:

- (a) if the Maximum Index Level is lower than the lowest Barrier Level set out in the table below, the Initial Strike Level; or
- (b) if the Maximum Index Level is greater than (or equal to) a Barrier Level set out in the table below, the Strike Level corresponding to such Barrier Level set out in the table below.

Barrier Level	Strike Level
4488.1195	4,100
4588.1195	4,200
4688.1195	4,300
4788.1195	4,400

- (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 7 January 2025.
- (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.
20	Settlement Currency:	The settlement currency for the payment of each Cash Settlement Amount and/or any other amounts payable in respect of the Warrants is USD.
21	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 City.
22	Hedging Taxes:	Applicable
23	Realisation Disruption:	Not Applicable
24	(a) Section 871(m) Event:	Applicable
	(b) Maximum withholding tax as at Issue Date for the purposes of General Condition 5(c)(i):	Not Applicable
25	Hedging Disruption Early Termination Event:	Applicable
26	RMB Disruption Event:	Not Applicable

Early Termination

27	Early Termination	Not Applicable
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Terms of Long/Short Warrants

28	Terms of Long/Short Warrants	Not Applicable
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Credit Warrants

29	Terms of Credit Warrants:	Not Applicable
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Index Warrants

30	Terms of Index Warrants:	Applicable
For the purposes of the Index Conditions:		
(a)	Details of Index:	The S&P 500 Index
(b)	Exchange(s):	Each of the New York Stock Exchange and the NASDAQ Stock Market LLC.
(c)	Related Exchange:	All Exchanges.
(d)	Index Sponsor(s):	S&P Dow Jones Indices LLP, or any successor or replacement thereto.
(e)	Designated Multi-Exchange Index:	Not Applicable
(f)	Commodity Index:	Not Applicable
(g)	Index Currency:	USD
(h)	Settlement Price:	The Settlement Price in respect of the Index shall be the Official Settlement Price.
(i)	Index Substitution:	Applicable
(j)	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.
(k)	Additional Disruption Events:	(a) The following Additional Disruption Events apply to the Warrants:

- (i) Change in Law
- (ii) Hedging Disruption
- (iii) Increased Cost of Hedging

(b) The Trade Date is 9 November 2023.

Share Warrants

31 Terms of Share Warrants: Not Applicable

Depository Receipt Warrants

32 Terms of Depository Receipt Warrants: Not Applicable

ETF Warrants

33 Terms of ETF Warrants: Not Applicable

Mutual Fund Warrants

34 Terms of Mutual Fund Warrants: Not Applicable

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

35 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 S&P 500 (Jun 24) Futures (Bloomberg Code: ESM4 Index), being the futures contract relating to the S&P 500 Index with expiration on the third Friday of the month (the "Contract").
- (b) Expiry Date: 21 June 2024
- (c) Related Exchange: CME Group
- (d) Official Settlement Price: As set out in Condition 6 of the Index Conditions.
- (e) Settlement Price calculation: The Settlement Price is the Official Settlement Price.

Debt Warrants

36 Terms of Debt Warrants: Not Applicable

Commodity Warrants

37 Terms of Commodity Warrants: Not Applicable

Currency Warrants

38 Terms of Currency Warrants: Not Applicable

Gilt Warrants

39 Terms of Gilt Warrants: Not Applicable

Proprietary Index Warrants

40 Terms of Proprietary Index Warrants: Not Applicable

Physical Delivery

41 Physical Delivery: Not Applicable

Terms of Rate Warrants

42 Terms of Rate Warrants: Not Applicable

EMEA Participation Certificates and LATAM Participation Certificates

43 Terms of EMEA Participation Certificates and LATAM Participation Certificates: Not Applicable

Saudi Participation Certificates

44 Terms of Saudi Participation Certificates: Not Applicable

APAC Participation Certificates

45 Terms of APAC Participation Certificates: Not Applicable

APAC Convertible Bond Participation Certificates

46 Terms of APAC Convertible Bond Participation Certificates: Not Applicable

General

47 Form of the Warrants: Bearer Form: Permanent Global Warrant

48 Calculation Agent: The Calculation Agent is Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom (acting through its US Equity Index Flow Trading Desk (or any successor department/group))

49 Determinations Reasonable discretion (§ 317 BGB)

50 Special conditions or other final terms: **Non-Commencement and Discontinuance of the Contract**

Index Condition 6(c) shall be deleted and replaced in its entirety with the following:

"Subject to sub-paragraph (b) above, if there is no Official Settlement Price as a result of the fact that trading in the Contract never commences or is permanently discontinued at any time on or prior to the Expiry Date, the Official Settlement Price shall be deemed to be an amount (which shall be deemed to be a monetary value on the same basis as the Exercise Price) equal to the official closing level of the Index as calculated and published by the Index Sponsor, in each case on the Expiry Date which for these purposes shall be the date that, but for the non-commencement or permanent discontinuance of the Contract, would have been the Expiry Date, or if such date is not a Scheduled Trading Day, the immediately succeeding Scheduled Trading Day unless such day is a Disrupted Day, in which case the Calculation Agent shall determine the level of the Index for that date in accordance with sub-paragraph (a)(iii) of the definition of "Valuation Date" set out in Index Condition 1."

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

52 UK Benchmarks Regulation: Note Applicable

Article 29(2) statement on benchmarks:

53	Additional Requirements (General Condition 14):	Not Applicable
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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

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 on the Open Market (Regulated Unofficial Market) (<i>Freiverkehr</i>) of the Frankfurt Stock Exchange (<i>Börse Frankfurt AG</i>) with effect from on or around the Issue Date but there can be no assurance that any such listing will occur on or prior to such date, as the case may be, or at all.
Estimated expenses relating to admission to trading:	EUR 500

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

Information about the past and further performance of the Index is available from the following screen page: Bloomberg page <SPXIndex>.

DISCLAIMERS

S&P 500® Index

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OPERATIONAL INFORMATION

(a) ISIN Code:	LU2462669487
(b) Common Code:	246266948
(c) SEDOL:	Not Applicable
(d) CFI:	Not Applicable
(e) FISN:	Not Applicable
(f) WKN:	A3PMGA
(g) Valoren:	CH130650558
(h) Any Additional or Alternative Clearing System(s) other than Clearstream, Luxembourg or Euroclear and the relevant identification number(s):	
(i) Delivery:	Delivery against payment

DISTRIBUTION

Additional Selling Restrictions and required certifications: Not Applicable.

Eligible for sale in the United States under the exemption provided by Section 4(2) to IAIs:	No.
Eligible for sale in the United States within the meaning of Rule 144A to QIBs:	No.
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
Prohibition of Sales to UK Retail Investors	Applicable
Prohibition of Offer to Private Clients in Switzerland:	Applicable
Distribution fee:	None.

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.