

Final Terms dated 4 April 2018

Citigroup Global Markets Funding Luxembourg S.C.A.

Issue of up to SEK80,000,000 Notes due June 2023 linked to a Basket of FX Rates

Guaranteed by Citigroup Global Markets Limited
Under the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme

Any person making or intending to make an offer of the Notes 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 10 of Part B below, provided such person is one of the persons mentioned in item 11 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 Notes in any other circumstances.

For the purposes hereof, the expression **Prospectus Directive** means Directive 2003/71/EC, (as amended, including by Directive 2010/73/EU) and any relevant implementing measure in a Relevant Member State.

The Notes and the CGMFL Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law. The Notes 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 Notes or any beneficial interest therein will be deemed to have represented and agreed that it is outside the United States and is not a U.S. person and will not sell, pledge or otherwise transfer the Notes or any beneficial interest therein at any time within the United States or to, or for the account or benefit of, a U.S. person, other than the Issuer or any affiliate thereof. The Notes and the CGMFL Deed of Guarantee do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act, as amended, and trading in the Notes has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. For a description of certain restrictions on offers and sales of Notes, see "*General Information relating to the Programme and the Notes - Subscription and sale and transfer and selling restrictions*" in the Base Prospectus.

The Notes may not be offered or sold to, or acquired by, any person that is, or whose purchase and holding of the Notes is made on behalf of or with "plan assets" of, an employee benefit plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**), a plan, individual retirement account or other arrangement subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or an employee benefit plan or 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 Notes are English Law Notes that are also Swedish Notes (and therefore the Issuer shall have the right to obtain extracts from the register of creditors (*Sw.skuldbok*) from Euroclear Sweden).

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 Notes*", the Valuation and Settlement Schedule and the Underlying Schedules applicable to each Underlying in the Base Prospectus and the Supplements, which together constitute a base prospectus for the purposes of the Prospectus Directive.

This document constitutes the Final Terms of the Notes 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 Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus as so supplemented.

The Base Prospectus and the Supplements 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.garantum.se).

For the purposes hereof, **Base Prospectus** means the CGMFL Underlying Linked Notes Base Prospectus in relation to the Programme dated 2 February 2018, as supplemented by a Supplement (No.1) dated 13 March 2018 (the **Supplement**).

1. (i) Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
- (ii) Guarantor: Citigroup Global Markets Limited
2. (i) Series Number: CGMFL2932
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or currencies: Swedish krona (**SEK**)
4. Aggregate Principal Amount:
 - (i) Series: Up to SEK80,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes 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.garantum.se) on or around 5 June 2018
 - (ii) Tranche: Up to SEK80,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes 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.garantum.se) on or around 5 June 2018
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: SEK50,000
- (ii) Calculation Amount: SEK50,000
7. (i) Issue Date: 12 June 2018
- (ii) Interest Commencement Date: Not Applicable
8. Maturity Date: 12 June 2023
9. Type of Notes: Fixed Rate Notes

The Notes are Underlying Linked Notes and the Redemption Amount of the Notes is determined in accordance with item 14(iv) and, as the Underlying Linked Notes Redemption Provisions are applicable, item 14(v) below

The Notes are Cash Settled Notes

10. Put/Call Options: Not Applicable

11. (i) Status of the Notes: 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 NOTES AND EARLY REDEMPTION

12. **Underlying Linked Notes Provisions:** Applicable – the provisions in the Valuation and Settlement Schedule apply (subject as provided in any relevant Underlying Schedule)

(i) Underlying:

(A) Description of Underlyings(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

Underlying	Classification	Electronic Page
EUR/ZAR FX Rate	FX Rate (EMTA Provisions: Not Applicable)	Bloomberg page: WMCO EURZAR
EUR/BRL FX Rate Cross-rates: - the USD/BRL exchange rate; and - the EUR/USD exchange rate	FX Rate (EMTA Provisions: Not Applicable)	USD/BRL exchange rate: Reuters page: BRLPTAX = at 1:15 p.m. São Paulo time EUR/USD exchange rate: Bloomberg page: WMCO EURUSD
EUR/INR FX Rate Cross-rates: - the USD/INR exchange rate; and - the EUR/USD exchange rate	FX Rate (EMTA Provisions: Not Applicable)	USD/INR exchange rate: Reuters page: RBIB USDINR EUR/USD exchange rate: Bloomberg page: WMCO EURUSD

(ii) Particulars in respect of each Underlying:

FX Rate(s) where EMTA
Provisions are Not Applicable:

EUR/ZAR FX Rate

- (A) FX Rate: "cross-rate/formula": Not Applicable
- (B) Exchange Rate: EUR/ZAR
- Base Currency: Euro (**EUR**)
 - Quote Currency: South African rand (**ZAR**)
 - Specified Financial Centres: London
 - Valuation Time: 4:00 p.m. London time
- (C) Dual Currency Notes: Not Applicable
- (D) FX Performance: Not Applicable

EUR/BRL FX Rate

- (A) FX Rate: "cross-rate/formula": Applicable
- The FX Rate is the product of the USD/BRL exchange rate and the EUR/USD exchange rate
- (B) (i) Exchange Rate: USD/BRL exchange rate
- Base Currency: United States dollars (**USD**)
 - Quote Currency: Brazilian real (**BRL**)
 - Specified Financial Centres: London, São Paulo
 - Valuation Time: 1:15 p.m. São Paulo time
- (ii) Exchange Rate: EUR/USD exchange rate
- Base Currency: EUR
 - Quote Currency: USD
 - Specified Financial Centres: London
 - Valuation Time: 4:00 p.m. London time
- (C) Dual Currency Notes: Not Applicable
- (D) FX Performance: Not Applicable

EUR/INR FX Rate

- (A) FX Rate: "cross-rate/formula": Applicable

The FX Rate is the product of the USD/INR exchange rate and the EUR/USD exchange rate

- (B) (i) Exchange Rate: USD/INR exchange rate
- Base Currency: USD
 - Quote Currency: Indian rupee (**INR**)
 - Specified Financial Centres: London, Mumbai
 - Valuation Time: 2:30 p.m. Mumbai time
- (ii) Exchange Rate: EUR/USD exchange rate
- Base Currency: EUR
 - Quote Currency: USD
 - Specified Financial Centres: London
 - Valuation Time: 4:00 p.m. London time
- (C) Dual Currency Notes: Not Applicable
- (D) FX Performance: Not Applicable
- (iii) Elections in respect of each type of Underlying: Applicable
- FX Rate(s) where EMTA Provisions are Not Applicable:
- (A) Currency Disruption Event(s): Dual Exchange Rate
General Inconvertibility
General Non-Transferability
Governmental Authority Default
Illiquidity
Material Change in Circumstances
Nationalisation
Specific Inconvertibility
Specific Non-Transferability
- (B) Additional Adjustment Event(s): FX Rate Part A Condition 4: Applicable
- Early Redemption Option: Applicable
- Early Redemption Amount: Fair Market Value
- Deduction of Hedge Costs: Applicable
- (iv) Trade Date: 17 May 2018
- (v) Realisation Disruption: Not Applicable

- | | | |
|--------|---|--|
| (vi) | Hedging Disruption Early Termination Event: | Not Applicable |
| (vii) | Hedging Disruption: | <p>Applicable</p> <p>Early Redemption Option: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> |
| (viii) | Section 871(m) Event: | <p>Applicable</p> <p>Early Redemption Option: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> |
| (ix) | Redemption for Taxation Reasons: | <p>Applicable</p> <p>Early Redemption Option: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> <p>Deduction of Issuer Costs and Hedging and Funding Costs: Applicable</p> <p>Pro Rata Issuer Cost Reimbursement: Not Applicable</p> <p>Additional Costs on account of Early Redemption: Applicable</p> |
| (x) | Change in Law: | <p>Applicable</p> <p>Illegality: Applicable</p> <p>Material Increased Cost: Applicable</p> <p>Early Redemption Option: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> |
| (xi) | Increased Cost of Hedging: | <p>Applicable</p> <p>Early Redemption Option: Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> <p>Deduction of Hedge Costs: Applicable</p> |
| (xii) | Illegality: | <p>Applicable</p> <p>Early Redemption Amount: Fair Market Value</p> |

		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 Notes 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

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

13.	Interest Provisions:		Applicable
(i)	Interest Strike Level, Specified Valuation Date(s), Interest Amount/Rate, IPR, Interest Payment Date(s), Specified Interest Valuation Date(s), Lower Interest Barrier Level, Upper Interest Barrier Level, Interest Barrier Level, Specified Interest Barrier Observation Date:		See Table below
(ii)	Non-Contingent Interest Provisions:		Applicable
(A)	Non-Contingent Interest Amount:		Not less than SEK3,750, indicative SEK5,000 ¹
(B)	Non-Contingent Interest Amount Payment Dates:	(i)	12 June 2019;
		(ii)	12 June 2020;
		(iii)	14 June 2021;
		(iv)	13 June 2022; and
		(v)	12 June 2023,

¹ such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Interest Amount will be published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and on the website of the Authorised Offeror (www.guarantum.se) on or around the Issue Date.

subject to adjustment in accordance with the Following Business Day Convention

- (iii) Interest Strike Dates: Not Applicable
- (iv) Underlying(s) relevant to interest, Interim Performance Provisions and provisions relating to levels of the Interest Underlying(s): Not Applicable
- (v) Provisions relating to an Interest Barrier Event: Not Applicable
- (vi) Provisions relating to the rate or amount of interest due:
 - (A) Fixed Rate Note Provisions Not Applicable
- (vii) Interest Underlying Valuation Provisions: Not Applicable

14. Redemption Provisions:

- (i) Issuer Call Not Applicable
- (ii) Investor Put Not Applicable
- (iii) Mandatory Early Redemption Provisions Not Applicable
- (iv) Redemption Amount: See item (v) below
- (v) Underlying Linked Notes Redemption Provisions Applicable
 - Dates
 - (A) Specified Redemption Barrier Observation Date: Not Applicable
 - (B) Specified Final Valuation Date(s): For the purpose of determining the Performance-Linked Redemption Amount:
 - (i) 21 December 2022;
 - (ii) 23 January 2023;
 - (iii) 21 February 2023;
 - (iv) 21 March 2023;
 - (v) 21 April 2023; and
 - (vi) 22 May 2023
 - (C) Specified Redemption Strike Date: In respect of each Redemption Underlying: 21 May 2018

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

(A) Redemption Underlying(s): Each Underlying

(B) Redemption Barrier Underlying(s): Not Applicable

Final Performance Provisions: Applicable

(A) Single Underlying Observation: Not Applicable

(B) Weighted Basket Observation: Applicable for the purpose of determining the Performance-Linked Redemption Amount:

I. Rainbow Weighting: Not Applicable. Therefore W_n shall be determined as set out below:

Redemption Underlying	W_n
EUR/ZAR FX Rate	$\frac{1}{3}$
EUR/BRL FX Rate	$\frac{1}{3}$
EUR/INR FX Rate	$\frac{1}{3}$

II. Maximum Final Performance Percentage: Not Applicable

III. Minimum Final Performance Percentage: Not Applicable

IV. Maximum Final Performance Percentage (Barrier Event): Not Applicable

V. Minimum Final Performance Percentage (Barrier Event): Not Applicable

VI. Maximum Final Performance Percentage (Barrier Event Satisfied): Not Applicable

VII. Minimum Final Performance Percentage (Barrier Event): Not Applicable

	Satisfied):	
VIII.	Maximum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
IX.	Minimum Final Performance Percentage (Barrier Event Not Satisfied):	Not Applicable
X.	Final Performance Adjustment Percentage:	Not Applicable
(C)	Best of Basket Observation:	Not Applicable
(D)	Worst of Basket Observation:	Not Applicable
(E)	Outperformance Observation:	Not Applicable
(F)	Arithmetic Mean Underlying Return:	Not Applicable
(G)	Cliquet:	Not Applicable
(H)	Himalaya Performance – Asian Observation:	Not Applicable
	Provisions relating to levels of the Redemption Underlying(s)	Applicable
(A)	Redemption Initial Level:	For the purpose of determining the Performance-Linked Redemption Amount: Closing Level on Redemption Strike Date
(B)	Final Reference Level:	For the purpose of determining the Performance-Linked Redemption Amount: Arithmetic Average Closing Level on Final Valuation Dates
(C)	Redemption Strike Level:	For the purpose of determining the Performance-Linked Redemption Amount: Zero
	Provisions relating to a Redemption Barrier Event:	Not Applicable
	Provisions relating to the redemption amount due or entitlement deliverable	Applicable
	Provisions applicable where Redemption Barrier Event is Not	Applicable

Applicable and the Redemption Amount is a Performance-Linked Redemption Amount:

Performance-Linked Redemption Amount:

Put Option	Applicable
I. Relevant Percentage:	Zero
II. Maximum Redemption Amount:	Not Applicable
III. Minimum Redemption Amount:	SEK 0
IV. Maximum Redemption Amount (Barrier Event Satisfied):	Not Applicable
V. Minimum Redemption Amount (Barrier Event Satisfied):	Not Applicable
VI. Maximum Redemption Amount (Barrier Event Not Satisfied):	Not Applicable
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 (Scheduled Days): Disruption Trading	Move in Block
(B) Valuation (Disrupted Days): Disruption	Value What You Can

(C)	Valuation Roll:	Eight
	Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Notes	Not Applicable
15.	FX Provisions:	Not Applicable
16.	FX Performance:	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
17.	Form of Notes:	Swedish Notes
		Dematerialised uncertificated book-entry form in accordance with the Swedish CSD Rules
18.	New Safekeeping Structure:	Not Applicable
19.	Business Centre(s):	Stockholm
20.	Business Day Jurisdiction(s) or other special provisions relating to payment dates:	Stockholm
21.	Redenomination, renominalisation and reconventioning provisions:	Applicable: The provisions of General Condition 16 (<i>Redenomination</i>) apply
22.	Consolidation provisions:	The provisions of General Condition 12 (<i>Further Issues</i>) apply
23.	Substitution provisions:	Applicable: The provisions of General Condition 15 (<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:	Citigroup Global Markets Limited (acting through its FX Derivatives Trading CBNA London department/group (or any successor department/group)) at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
25.	Determinations:	
	(i) Standard:	Commercial Determination
	(ii) Minimum Amount Adjustment Prohibition:	Not Applicable
26.	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 the NASDAQ Stockholm AB and to listing on the official list of the NASDAQ Stockholm AB with effect from on or around the Issue Date

2. RATINGS

Ratings: The Notes 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 Notes 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 notes 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 SEK140,000 (listing fees and legal expenses)

5. YIELD

Indication of yield: For the purposes of the Swedish Offer, the yield is not less than 7.5 per cent. per annum. It is anticipated that the upper level of the yield will be published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and/or the website of the Authorised Offeror (www.guarantum.se) on or around the Issue Date

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price and the Interest Amounts. It is not an indication of future yield

6. 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

7. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Applicable: The EUR/ZAR FX Rate and the

statement on benchmarks:

EUR/USD Exchange Rate are each provided by WM Company, the USD/BRL Exchange Rate is provided by Banco Central do Brasil and the USD/INR Exchange Rate is provided by the Reserve Bank of India. As at the date hereof, each of WM Company, Banco Central do Brasil and the Reserve Bank of India does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation.

8. DISCLAIMER

Bloomberg®

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 Notes. Bloomberg® does not arrange, sponsor, endorse, sell or promote the issue of the Notes.

Thomson Reuters

Certain information contained in this Final Terms consists of extracts from or summaries of information that is publicly-available from Thomson Reuters (**Reuters**). 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. Reuters makes no representation, warranty or undertaking, express or implied, as to the accuracy of the reproduction of such information, and accepts no responsibility for the reproduction of such information or for the merits of an investment in the Notes does not arrange, sponsor, endorse, sell or promote the issue of the Notes.

9. OPERATIONAL INFORMATION

ISIN Code: SE0011063122

Common Code: 179962454

CUSIP: Not Applicable

WKN: Not Applicable

Valoren: Not Applicable

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 depository, if applicable: Euroclear Sweden AB

Delivery: Delivery versus payment

Names and address of the Swedish Notes Issuing and Paying Agent (if any): Citibank Europe plc (Sweden Branch), Stockholm, Sweden

Names and address of the Finnish Notes 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

10. 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 6.00 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.garantum.se) on or around the Issue Date
- (vii) Swiss selling restrictions: Not Applicable
- (viii) Non-exempt Offer: An offer (the **Swedish Offer**) of the Notes may be made by Garantum Fondkommission AB (the **Swedish Initial Authorised Offeror(s)**) other than pursuant to Article 3(2) of the Prospectus Directive during the period from (and including) 4 April 2018 to (and including) 14 May 2018 (the **Swedish Offer Period**) in the Kingdom of Sweden (**Sweden**)
- 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 Swedish Initial Authorised Offeror(s).

Public Offer Jurisdiction(s) means Sweden.

See further Paragraph 11 below.

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

11. TERMS AND CONDITIONS OF THE OFFER

Offer Price: SEK50,000 per Specified Denomination (the **Swedish Offer Price**)

Conditions to which the Offer is subject: If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of SEK80,000,000, the Issuer may end the Swedish Offer Period before 14 May 2018

In the event that the Swedish 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 Swedish Initial Authorised Offeror (www.garantum.se)

The Issuer reserves the right, in its absolute discretion, to cancel the Swedish Offer and the issue of the Notes in Sweden at any time prior to the Issue Date. In such an event all application monies relating to applications for Notes under the Swedish 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 Swedish Offer of the Notes 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 Swedish Initial Authorised Offeror (www.garantum.se) in the event that the Swedish Offer is cancelled and the Notes are not issued in Sweden pursuant to the above

Description of the application process: Applications for the purchase of Notes may be made by a prospective investor in Sweden to the Swedish Initial Authorised Offeror

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 Notes, including further identification of the applicant(s), before any Notes are issued

Each prospective investor in Sweden should ascertain

from the Swedish Initial Authorised Offeror when the Swedish Initial Authorised Offeror will require receipt of cleared funds from it in respect of its application for the purchase of any Notes and the manner in which payment should be made to the Swedish 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 SEK80,000,000, as further described below

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

In the event that subscriptions for Notes under the Swedish Offer are reduced due to over-subscription, the Issuer will allot Notes to applicants on a pro rata basis, rounded up or down to the nearest integral multiple of SEK50,000 in principal amount of Notes, 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 Notes under the Swedish 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 Notes may, in such circumstances, not be issued the number of (or any) Notes for which it has applied

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 Notes which would exceed the "up to" aggregate principal amount of the Notes of SEK80,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

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 Swedish Initial Authorised Offeror (www.garantum.se)

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

The minimum amount of any subscription is SEK50,000 in principal amount of the Notes

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

Notes will be available on a delivery versus payment basis

The Issuer estimates that the Notes 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 Swedish Initial Authorised Offeror (www.garantum.se)
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 Swedish Initial Authorised Offeror to any person in Sweden
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants in Sweden will be notified directly by the Swedish Initial Authorised Offeror of the success of their application Dealing in the Notes may commence on the Issue Date
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the Swedish Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser in Sweden For details of withholding taxes applicable to subscribers in Sweden see the section entitled " <i>Swedish Taxation</i> " under " <i>Taxation of Notes</i> " 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 Notes will be publicly offered in Sweden through the Swedish Initial Authorised Offeror: Garantum Fondkommission AB Norrholmstorg / Smålandsgatan 16 103 90 Stockholm Sweden

12. UNITED STATES TAX CONSIDERATIONS

General: The Notes are Non-U.S. Issuer Notes.

Section 871(m): The Issuer has determined that the Notes are not Specified ELIs for the purpose of Section 871(m).

ANNEX

SUMMARY OF THE NOTES

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 Notes, 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 Notes 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 Notes.</p>
A.2	Consent	<p>The Notes 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 the Kingdom of Sweden (Sweden):</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 Notes by Garantum Fondkommission AB</p> <p>(each an Authorised Offeror in Sweden).</p> <p>CGMFL's and CGML's consent referred to above is given for Non-exempt Offers of Notes during the period from (and including) 4 April 2018 to (and including) 14 May 2018 (the Swedish 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 Swedish 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>

Element	Title	
		<p>(a) is only valid during the Swedish Offer Period or, if shorter, the 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 Notes in Sweden.</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES 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 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 2017 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.
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	The table below sets out a summary of key financial information extracted from CGMFL's Annual Report for the year ended 31 December 2016:

Element	Title		
		At or for the year ended 31 December 2016 (audited)	At or for the year ended 31 December 2015 (audited)
		EUR	
	ASSETS		
	Cash and cash equivalents	681,476	822,481
	Structured notes purchased	2,283,259,926	455,484,248
	Index linked certificates purchased	81,407,634	-
	Derivative assets	71,586,573	792,416
	Current income tax assets	8,838	8,838
	Other Assets	141,203	3,786
	TOTAL ASSETS	2,437,085,650	457,111,769
	LIABILITIES		
	Bank loans and overdrafts	-	93,496
	Structured notes issued	2,283,259,926	455,484,248
	Index linked certificates issued	81,407,634	-
	Derivative liabilities	71,586,573	792,416
	Redeemable preference shares	1,234	1
	Other liabilities	388,353	291,328
	Current tax liabilities	6,144	-
	TOTAL LIABILITIES	2,436,649,864	456,661,489
	EQUITY		
	Share capital	500,000	500,000
	Retained earnings	(64,214)	(49,720)
	TOTAL EQUITY	435,786	450,280
	TOTAL LIABILITIES AND EQUITY	2,437,085,650	457,111,769
	The table below sets out a summary of key financial information extracted from CGMFL's unaudited interim report and financial statements for the six months ended on 30 June 2017:		
		At 30 June 2017 (unaudited)	At 30 June 2016 (unaudited)
		EUR	
	ASSETS		
	Cash and cash equivalents	599,642	924,143
	Structured notes purchased	2,659,765,264	1,669,142,697
	Index linked certificates purchased	520,665,896	-
	Derivative assets	214,964,815	7,382,059
	Current income tax assets	16,198	8,839
	Other Assets	497,460	40,620
	TOTAL ASSETS	3,396,509,275	1,677,498,358
	LIABILITIES		
	Bank loans and overdrafts	-	93,496
	Structured notes issued	2,659,765,264	1,669,142,698

Element	Title		
	Index linked certificates issued	520,665,896	-
	Derivative liabilities	214,964,815	7,382,059
	Redeemable preference shares	2,700	439
	Other liabilities	613,367	164,533
	Current tax liabilities	6,144	79,507
	TOTAL LIABILITIES	3,396,018,186	1,676,862,732
	EQUITY		
	Share capital	500,000	500,000
	Other Comprehensive Income	11,508	-
	Retained earnings	(20,419)	135,626
	TOTAL EQUITY	491,089	635,626
	TOTAL LIABILITIES AND EQUITY	3,396,509,275	1,677,498,358
		For the six months ended	For the six months ended
		30 June 2017	30 June 2016
		(unaudited)	(unaudited)
		EUR	
	Interest and similar income	-	-
	Interest expense and similar charges	-	-
	Net interest expense	-	-
	Net fee and commission income	175,152	162,019
	Net trading income	-	-
	Net income from financial instruments at fair value through profit or loss	-	-
	Other income	-	-
	Total operating income	175,152	162,019
	General and administrative expenses	(131,358)	102,834
	Profit (Loss) before income tax	43,794	264,853
	Income tax expense	-	(79,507)
	Profit (Loss) for the period	43,794	185,346
	Other comprehensive income for the period net of tax	-	-
	Total comprehensive income for the financial period	43,794	185,346
	<i>Statements of no significant or material adverse change</i>		
	There has been: (i) no significant change in the financial or trading position of CGMFL since 30 June 2017 and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2016.		

Element	Title	
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 2016.
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 Notes 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, 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.

Element	Title																																																																																		
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.																																																																																	
B.19/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.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 2016:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2">At or for the year ended 31 December</th> </tr> <tr> <th></th> <th>2016 (audited)</th> <th>2015 (audited)</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2"><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>2,735</td> <td>3,259</td> </tr> <tr> <td>Commission income and fees</td> <td>1,320</td> <td>2,063</td> </tr> <tr> <td>Net dealing income</td> <td>1,612</td> <td>1,237</td> </tr> <tr> <td>Operating profit/loss ordinary activities before taxation</td> <td>380</td> <td>373</td> </tr> <tr> <td colspan="3">Balance Sheet Data:</td> </tr> <tr> <td>Total assets</td> <td>345,608</td> <td>323,339</td> </tr> <tr> <td>Debt (Subordinated)</td> <td>4,585</td> <td>5,437</td> </tr> <tr> <td>Total Shareholder's funds</td> <td>13,880</td> <td>13,447</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 2017:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2">At or for the six month period ended 30 June</th> </tr> <tr> <th></th> <th>2017 (unaudited)</th> <th>2016 (unaudited)</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2"><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>1,775</td> <td>1,423</td> </tr> <tr> <td>Commission income and fees</td> <td>583</td> <td>593</td> </tr> <tr> <td>Net dealing income</td> <td>1,391</td> <td>942</td> </tr> <tr> <td>Operating profit/loss ordinary activities before taxation</td> <td>474</td> <td>277</td> </tr> <tr> <td colspan="3">At or for the six month period ended</td> </tr> <tr> <th></th> <th>30 June 2017 (unaudited)</th> <th>31 December 2016 (audited)</th> </tr> <tr> <td></td> <td colspan="2"><i>(in millions of U.S. dollars)</i></td> </tr> <tr> <td colspan="3">Balance Sheet Data</td> </tr> <tr> <td>Total assets</td> <td>372,404</td> <td>345,608</td> </tr> <tr> <td>Debt (Subordinated)</td> <td>2,918</td> <td>4,585</td> </tr> <tr> <td>Total Shareholder's funds</td> <td>15,957</td> <td>13,880</td> </tr> </tbody> </table>		At or for the year ended 31 December			2016 (audited)	2015 (audited)		<i>(in millions of U.S. dollars)</i>		Income Statement Data:			Gross Profit.....	2,735	3,259	Commission income and fees	1,320	2,063	Net dealing income	1,612	1,237	Operating profit/loss ordinary activities before taxation	380	373	Balance Sheet Data:			Total assets	345,608	323,339	Debt (Subordinated)	4,585	5,437	Total Shareholder's funds	13,880	13,447		At or for the six month period ended 30 June			2017 (unaudited)	2016 (unaudited)		<i>(in millions of U.S. dollars)</i>		Income Statement Data			Gross Profit	1,775	1,423	Commission income and fees	583	593	Net dealing income	1,391	942	Operating profit/loss ordinary activities before taxation	474	277	At or for the six month period ended				30 June 2017 (unaudited)	31 December 2016 (audited)		<i>(in millions of U.S. dollars)</i>		Balance Sheet Data			Total assets	372,404	345,608	Debt (Subordinated)	2,918	4,585	Total Shareholder's funds	15,957	13,880
	At or for the year ended 31 December																																																																																		
	2016 (audited)	2015 (audited)																																																																																	
	<i>(in millions of U.S. dollars)</i>																																																																																		
Income Statement Data:																																																																																			
Gross Profit.....	2,735	3,259																																																																																	
Commission income and fees	1,320	2,063																																																																																	
Net dealing income	1,612	1,237																																																																																	
Operating profit/loss ordinary activities before taxation	380	373																																																																																	
Balance Sheet Data:																																																																																			
Total assets	345,608	323,339																																																																																	
Debt (Subordinated)	4,585	5,437																																																																																	
Total Shareholder's funds	13,880	13,447																																																																																	
	At or for the six month period ended 30 June																																																																																		
	2017 (unaudited)	2016 (unaudited)																																																																																	
	<i>(in millions of U.S. dollars)</i>																																																																																		
Income Statement Data																																																																																			
Gross Profit	1,775	1,423																																																																																	
Commission income and fees	583	593																																																																																	
Net dealing income	1,391	942																																																																																	
Operating profit/loss ordinary activities before taxation	474	277																																																																																	
At or for the six month period ended																																																																																			
	30 June 2017 (unaudited)	31 December 2016 (audited)																																																																																	
	<i>(in millions of U.S. dollars)</i>																																																																																		
Balance Sheet Data																																																																																			
Total assets	372,404	345,608																																																																																	
Debt (Subordinated)	2,918	4,585																																																																																	
Total Shareholder's funds	15,957	13,880																																																																																	

		<p><i>Statements of no significant or material adverse change</i></p> <p>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 2017 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 2016.</p>
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 2016.
B.19/B.14	Dependence upon other Group entities	<p>CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited, which is a wholly-owned indirect subsidiary of Citigroup Inc.</p> <p>See Element B.19/B.5 for CGML's position within the Group. CGML is dependent on other members of the Group.</p>
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	<p>CGML has a long term/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC, A2/P-1 by Moody's Investors Service, Inc. and A/F1 by Fitch Ratings, Inc.</p> <p>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.</p>

SECTION C – SECURITIES

Element	Title	
C.1	Description of Notes/ISIN	<p>Notes are issued in Series. The Series number is CGMFL2932. The Tranche number is 1.</p> <p>The International Securities Identification Number (ISIN) is SE0011063122. The Common Code is 179962454.</p>
C.2	Currency	<p>The Notes are denominated in Swedish krona (SEK) and the specified currency for payments in respect of the Notes is SEK.</p>
C.5	Restrictions on the free transferability of the Notes	<p>The Notes 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 Notes are offered or sold.</p>
C.8	Rights attached to the Notes, including ranking and limitations on those rights	<p>The Notes have terms and conditions relating to, among other matters:</p> <p>Ranking</p> <p>The Notes will constitute unsecured 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 unsecured 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 Notes 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 Notes will contain, amongst others, the following events of default: (a) default in payment of any principal or interest due in respect of the Notes, continuing for a period of 30 days in the case of interest or 10 days in the case of principal, 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 of the outstanding Notes 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> <p>Taxation</p>

Element	Title	
		<p>Payments in respect of all Notes 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 Notes 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 Notes contain provisions for calling meetings of holders of such Notes 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.9	Description of the rights attached to the Notes, including nominal interest rate, the date from which interest becomes payable and interest payment dates, description of the underlying (where the rate is not fixed), maturity date, repayment provisions and indication of yield	Indication of yield: Not less than 7.5% per annum
C.10	If the Note has a derivative component in the interest payment, a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying	Not Applicable. The Notes do not have a derivative component in interest payment.

Element	Title	
	instrument(s), especially under the circumstances when the risks are most evident.	
C.11	Admission to trading	Application has been made to the NASDAQ Stockholm AB for the Notes to be admitted to trading on the NASDAQ Stockholm AB.
C.15	Description of how the value of the investment is affected by the value of the underlying instrument(s)	<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 12 June 2023 (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 dates.</p> <p><i>Early redemption</i></p> <p>See "Events of default" in Element C.8 above and "Disrupted Days, Market Disruption Events and Adjustments" below for information on early redemption in relation to the Notes.</p> <p>In addition, (a) the Notes may be redeemed early for certain taxation reasons; and (b) if the Issuer determines that performance of its obligations of an issue of Notes or the Guarantor determines that performance of its obligations under the CGMFL Deed of Guarantee in respect of such Notes has or will become illegal in whole or in part for any reason (an Illegality Event), the Issuer may redeem the Notes early and, will pay, in respect of each Note, an amount equal to the early redemption amount.</p> <p>Where Notes 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 Notes 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 Notes 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 Notes, PROVIDED THAT, for the purposes of determining the fair market value of the Notes 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 Notes.</p>
C.17	Settlement procedure of derivative securities	The Notes are cash settled Notes.

C.18	Return on derivative securities	<p>The interest amount (if any) due on each interest payment date is determined in accordance with the interest provisions as follows.</p> <p>The interest amount in respect of each calculation amount and an interest payment date will be the interest amount calculated by reference to the fixed rate note provisions set out below.</p> <p><i>Definitions relating to the determination of the amount of interest due on an interest payment date</i></p> <p>The interest amount determined in accordance with the fixed rate note provisions, means that the interest amount in respect of each calculation amount, an interest payment date and if due as provided above, is fixed interest and will be:</p> <p style="padding-left: 40px;">as "accrual" is not applicable, the relevant amount specified for such interest payment date in the Table below</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2" style="text-align: center;">TABLE</th> </tr> <tr> <th style="text-align: left;">interest amount</th> <th style="text-align: left;">interest payment date</th> </tr> </thead> <tbody> <tr> <td>Not less than SEK3,750, indicative SEK5,000²</td> <td>12 June 2019</td> </tr> <tr> <td>Not less than SEK3,750, indicative SEK5,000²</td> <td>12 June 2020</td> </tr> <tr> <td>Not less than SEK3,750, indicative SEK5,000²</td> <td>14 June 2021</td> </tr> <tr> <td>Not less than SEK3,750, indicative SEK5,000²</td> <td>13 June 2022</td> </tr> <tr> <td>Not less than SEK3,750, indicative SEK5,000²</td> <td>12 June 2023</td> </tr> </tbody> </table> <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>The redemption amount in respect of each calculation amount will be the performance-linked redemption amount determined in accordance with the put option provisions below.</p> <p>Definitions relating to redemption:</p> <p><i>Dates</i></p> <p>The final valuation dates are 21 December 2022, 23 January 2023, 21 February 2023, 21 March 2023, 21 April 2023 and 22 May 2023 (subject to adjustment – see "<i>Disrupted Days, Market Disruptions Events and Adjustments</i>" below).</p> <p>The redemption strike date is 21 May 2018 (subject to adjustment – see</p>	TABLE		interest amount	interest payment date	Not less than SEK3,750, indicative SEK5,000 ²	12 June 2019	Not less than SEK3,750, indicative SEK5,000 ²	12 June 2020	Not less than SEK3,750, indicative SEK5,000 ²	14 June 2021	Not less than SEK3,750, indicative SEK5,000 ²	13 June 2022	Not less than SEK3,750, indicative SEK5,000 ²	12 June 2023
TABLE																
interest amount	interest payment date															
Not less than SEK3,750, indicative SEK5,000 ²	12 June 2019															
Not less than SEK3,750, indicative SEK5,000 ²	12 June 2020															
Not less than SEK3,750, indicative SEK5,000 ²	14 June 2021															
Not less than SEK3,750, indicative SEK5,000 ²	13 June 2022															
Not less than SEK3,750, indicative SEK5,000 ²	12 June 2023															

² such amount to be determined by the Calculation Agent on or around the Trade Date based on market conditions. It is anticipated that the Interest Amount will be published by the Issuer on the website of the Central Bank of Ireland (www.centralbank.ie) and on the website of the Authorised Offeror (www.guarantum.se) on or around the Issue Date.

"Disrupted Days, Market Disruptions 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 "weighted basket observation" applies the performance-linked redemption amount determined in accordance with the put option provisions below, all of the redemption underlyings (as final performance is determined by reference to the weighted basket of all of the redemption underlyings)

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

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

$$\sum_{n=1}^n W_n \times \frac{\text{final reference level} - \text{redemption strike level}}{\text{redemption initial level}}$$

W_n of each redemption underlying is one third (therefore the redemption underlyings are equally weighted)

The **redemption strike level** for a redemption underlying is the level specified for such redemption underlying below:

redemption underlying	redemption strike level
EUR/ZAR FX Rate	0
EUR/BRL FX Rate	0
EUR/INR FX Rate	0

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

for the purpose of determining the performance-linked redemption amount determined in accordance with the put option provisions below "arithmetic average closing level on final valuation dates", being the arithmetic average underlying closing level for such redemption underlying for the relevant final valuation dates.

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

for the purpose of determining 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

		<p>redemption strike date</p> <p><i>Definitions relating to the determination of the performance-linked redemption amount due.</i></p> <p>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 0% (being the relevant percentage) and the final performance of the final performance underlying(s) (FPU), expressed as a formula:</p> $CA \times (0 + \text{final performance of FPU})$ <p>Such redemption amount is subject to a minimum amount (floor) of SEK 0.</p> <p>The calculation amount or CA is SEK 50,000.</p> <p><i>Disrupted Days, Market Disruption Events and Adjustments</i></p> <p>The terms and conditions of the Notes 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 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 Noteholders such increased cost of hedging (including, but not limited to, reducing any amounts payable or deliverable in respect of the Notes 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 Noteholder(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 Notes to account for such monetisation) or, where applicable to cancel the Notes 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 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	Electronic page

EUR/ZAR FX Rate	FX Rate	Yes	Bloomberg page: WMCO EURZAR at 4:00 p.m. London time
EUR/BRL FX Rate "cross-rate/formula": - the product of the USD/BRL and EUR/USD exchange rates	FX Rate	Yes	USD/BRL exchange rate: - Reuters page: BRLTAX= at 1.15 p.m. São Paulo time EUR/USD exchange rate: - Bloomberg page: WMCO EURUSD at 4:00 p.m. London time
EUR/INR FX Rate "cross-rate/formula": - the product of the USD/INR and EUR/USD exchange rates	FX Rate	Yes	USD/INR exchange rate: - Reuters page: RBIB USDINR at 2.30 p.m. Mumbai time EUR/USD exchange rate: - Bloomberg page: WMCO EURUSD at 4:00 p.m. London time
C.21	Indication of the market where the Notes will be traded	Application has been made to the NASDAQ Stockholm AB for the Notes to be admitted to trading on the NASDAQ Stockholm AB	

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 Notes 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 Notes performing their obligations in respect of such funding in a timely manner. In addition, such ability and CGMFL's ability to fulfil its obligations as guarantor in respect of Notes 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 Notes	<p>Investors should note that the Notes (including Notes that are expressed to redeem at par or above) are subject to the credit risk of CGMFL and CGML. Furthermore, the Notes may be sold, redeemed or repaid early, and if so, the price for which a Note may be sold, redeemed or repaid early may be less than the investor's initial investment. There are other certain factors which are material for the purpose of assessing the risks associated with investing in any issue of Notes, 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) postponement of interest payments and/or minimum and/or maximum limits imposed on interest rates, (iv) cancellation or scaling back of public offers or the issue date being deferred, (v) hedging activities of the Issuer and/or any of its affiliates, (vi) conflicts of interest between the Issuer and/or any of its affiliates and holders of Notes, (vii) modification of the terms and conditions of Notes by majority votes binding all holders, (viii) discretions of the Issuer and Calculation Agent being exercised in a manner that affects the value of the Notes or results in early redemption, (ix) change in law, (x) payments being subject to withholding or other taxes, (xi) fees and commissions not being taken into account when determining secondary market prices of Notes, (xii) there being no secondary market, (xiii) market value of Notes 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 (xiv) credit ratings not reflecting all risks.</p> <p>See also Element D.6 below</p>
D.6	Key risks regarding the Notes 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 Notes 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 Note will depend on the terms of such Note, 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 political events and the supply of and demand for the relevant Underlying(s). In recent years, currency exchange rates and prices for</p>

		<p>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 Note. 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 Notes, 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, depositary 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 Notes this may result in the Notes being redeemable for certain assets.</p>
--	--	--

SECTION E – OFFER

Element	Title	
E.2b	Use of proceeds	The net proceeds of the issue of the Notes 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 Notes 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 Notes may be made in Sweden (the Swedish Offer) during the period from (and including) 4 April 2018 to (and including) 14 May 2018. Such period may be shortened at the option of the Issuer. The Issuer reserves the right to cancel the Swedish Offer.</p> <p>The offer price is SEK50,000 per calculation amount. The minimum subscription amount is SEK50,000. The Issuer may decline in whole or in part an application for Notes under the Swedish 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 6.00 per cent. as fees in relation to the issue of Notes. Save as described above and, so far as the Issuer is aware, no person involved in the offer of the Notes 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.