Pricing Supplement dated 2 March 2015

Citigroup Global Markets Funding Luxembourg S.C.A.
Issue of USD1,343,000 Snowballing Autocall Notes due March 2018 linked to a Basket of Shares

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

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

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer, the CGMFL Guarantor 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 does any of them authorise, the making of any offer of Notes in any other circumstances. The expression "Prospectus Directive" means Directive 2003/71/EC (as amended by Directive 2010/73/EU), and includes any relevant implementing measures in the 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 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. For a description of certain restrictions on offers and sales of Notes, see "Subscription and sale and transfer and selling restrictions for Notes" of the Offering Circular and item 6 of Part B below.

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.

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 Registered Notes. The Notes are issued under the Offering Circular as defined below.

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", and the Schedule applicable to each Underlying in the Offering Circular.
This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Offering Circular. 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 Pricing Supplement and the Offering Circular.

The Offering Circular (including all documents incorporated by reference therein) is available for viewing at the offices of the Fiscal Agent and the Paying Agents.

For the purposes hereof, "Offering Circular" means the Offering Circular dated 22 January 2015 in relation to the Programme including all documents incorporated by reference therein.

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>(i) Issuer:</td>
<td>Citigroup Global Markets Funding Luxembourg S.C.A.</td>
</tr>
<tr>
<td></td>
<td>(ii) Guarantor:</td>
<td>Citigroup Global Markets Limited</td>
</tr>
<tr>
<td>2.</td>
<td>(i) Series Number:</td>
<td>CGMFL0102</td>
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<tr>
<td></td>
<td>(ii) Tranche Number:</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>(iii) Date on which the Notes will be consolidated and form a single Series:</td>
<td>Not Applicable</td>
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<tr>
<td>3.</td>
<td>Specified Currency or Currencies:</td>
<td>United States dollars (&quot;USD&quot;)</td>
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<td>4.</td>
<td>Aggregate Principal Amount:</td>
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<td></td>
<td>(i) Series:</td>
<td>USD1,343,000</td>
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<tr>
<td></td>
<td>(ii) Tranche:</td>
<td>USD1,343,000</td>
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<td>5.</td>
<td>Issue Price:</td>
<td>100 per cent of the Aggregate Principal Amount</td>
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<td>6.</td>
<td>(i) Specified Denominations:</td>
<td>USD1,000</td>
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<td></td>
<td>(ii) Calculation Amount:</td>
<td>USD1,000</td>
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<td>7.</td>
<td>(i) Issue Date:</td>
<td>6 March 2015</td>
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<tr>
<td></td>
<td>(ii) Interest Commencement Date:</td>
<td>Not Applicable</td>
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<td>8.</td>
<td>Maturity Date:</td>
<td>6 March 2018</td>
</tr>
<tr>
<td>9.</td>
<td>Types of Notes:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(i) Underlying Linked Notes</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(ii) The Notes relate to the Underlying(s) specified in item 16(i) below</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(iii) The Notes are Cash Settled Notes</td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td>Interest Basis:</td>
<td>The Notes do not bear or pay any interest</td>
</tr>
<tr>
<td>11.</td>
<td>Redemption/Payment Basis</td>
<td>Underlying Linked Redemption</td>
</tr>
<tr>
<td>12.</td>
<td>Change of Interest Redemption/Payment Basis:</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>13.</td>
<td>Put/Call Options:</td>
<td>Not Applicable</td>
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</table>
14. (i) Status of the Notes: Senior
(ii) Status of the CGMFL Deed of Guarantee, as applicable: Senior

15. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

16. Underlying Linked Notes Provisions: Applicable – the provisions in Condition 19 of the General Conditions apply (subject as provided in the relevant Schedule)

(i) Underlying:
   (A) Description of Underlying(s): Each Underlying specified under the heading "Underlying" in the Table set out in Schedule 2 attached hereto
   (B) Classification: The classification specified for such Underlying under the heading "Classification" in the Table set out in Schedule 2 attached hereto
   (C) Electronic Page: The Bloomberg Page specified for such Underlying under the heading "Electronic Page" in the Table set out in Schedule 2 attached hereto

(ii) Particulars in respect of each Underlying:
    Share:
    (A) Share Company: In respect of an Underlying, the Share Company specified for such Underlying under the heading "Share Company" in the Table set out in Schedule 2 attached hereto
    (B) Exchange(s): The Exchange specified for such Underlying under the heading "Exchange" in the Table set out in Schedule 2 attached hereto
    (C) Related Exchange(s): In respect of an Underlying, All Exchanges

(iii) Elections in respect of each type of Underlying:
    Share:
    (A) Additional Event(s): Disruption Increased Cost of Stock Borrow Loss of Stock Borrow
    (B) Share Substitution Criteria: Reference Index

(iv) Trade Date: 26 February 2015
(v) Realisation Disruption: Not Applicable
(vi) Hedging Disruption Early Termination Event: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. Fixed Rate Note Provisions Not Applicable
18. Floating Rate Note Provisions Not Applicable
20. Dual Currency Interest Provisions Not Applicable
21. Underlying Linked Notes Interest Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

22. Issuer Call Not Applicable
23. Investor Put Not Applicable
24. Redemption Amount of each Calculation Amount See item 25 below and Schedule 1 and Schedule 2 attached hereto
25. Underlying Linked Notes Redemption Provisions Applicable
   (i) Redemption Amount for Underlying Linked Notes: See paragraph 1 of Schedule 1 attached hereto
   (ii) Specified Valuation Date(s): 26 February 2018. Such date shall be subject to adjustment as provided in Condition 19 of the General Conditions (such Valuation Date, as so adjusted, the 'Final Valuation Date')
   (iii) Valuation Disruption (Scheduled Trading Days): Move in Block
   (iv) Valuation Disruption (Disrupted Days):
   (v) Valuation Roll: Eight

   (i) Mandatory Early Redemption Event: A Mandatory Early Redemption Event shall occur if, on any Mandatory Early Redemption Valuation Date, the Underlying Closing Level of every Underlying is equal to or greater than 100% of its respective Underlying Strike Level.
   (ii) Mandatory Early Redemption Amount(s): In respect of a Mandatory Early Redemption Date and a Calculation Amount, an amount in USD determined by the Calculation Agent in accordance with the following formula:
(iii) Mandatory Early Redemption Date(s): USD1,000 x (100% + Snowball Percentage)

In respect of a Mandatory Early Redemption Valuation Date on which a Mandatory Early Redemption Event occurs, the date specified for the related Specified Valuation Date under the heading “Mandatory Early Redemption Date” in the Table set out in paragraph 3 of Schedule 1 attached hereto.

(iv) Specified Valuation Date(s): Each date specified under the heading "Specified Mandatory Early Redemption Valuation Date" in the Table set out in paragraph 3 of Schedule 1 attached hereto. Each such date shall be subject to adjustment as provided in Condition 19 of the General Conditions (each such Valuation Date, as so adjusted, a "Mandatory Early Redemption Valuation Date")

(v) Valuation Disruption (Scheduled Trading Days): Move in Block

(vi) Valuation Disruption (Disrupted Days): Value What You Can

(vii) Valuation Roll: Eight

27. Early Redemption Amount

(i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the General Conditions) or on Event of Default (Condition 9 of the General Conditions) or other relevant early redemption pursuant to the Conditions and/or the method of calculating the same:

(ii) Early Redemption Amount includes amount in respect of accrued interest: Not Applicable

Condition 5(d)(iii)(A) of the General Conditions applies

28. Provisions applicable to Physical Delivery Not Applicable

29. Variation of Settlement

(i) Issuer's or Intermediary's option to vary settlement Not Applicable

(ii) Holder's option to vary settlement: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. Form of Notes: Registered Notes
31. New Safekeeping Structure: Not Applicable
32. Business Centres: London and New York City
33. Business Day Jurisdiction(s) or other special provisions relating to payment dates: London and New York City
34. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
35. Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: Not Applicable
36. Redenomination, renomalisation and reconventioning provisions: Not Applicable
37. Consolidation provisions: The provisions of Condition 12 of the General Conditions apply
38. Other terms and conditions: See Schedule 1 and Schedule 2 attached hereto
39. Name and address of Calculation Agent: Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom, acting through its Equity Exotics trading desk in London (or any successor department/group)
40. Determinations: Commercial Determination
PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the Pricing Supplement required for the issue of the Notes described herein pursuant to the U.S.$30,000,000,000 Global Medium Term Note Programme of Citigroup Inc., Citigroup Global Markets Funding Luxembourg S.C.A. and Citigroup Global Markets Limited.

RESPONSIBILITY

The Issuer and the CGMFL Guarantor accept responsibility for the information contained in this Pricing Supplement. Information relating to the Shares and Share Companies has been extracted from the Bloomberg pages. The Issuer and the CGMFL Guarantor confirm that such information has been accurately reproduced and that, so far as they are aware and are able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: ...........................................
Duly authorised
PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING
Listing and admission to trading: None

2. RATINGS
Ratings: The Notes are not rated

3. Bloomberg®
Certain information contained in this Pricing Supplement 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.

4. OPERATIONAL INFORMATION
ISIN Code: XS1185960561
Common Code: 118596056
Any clearing system(s) other than Euroclear, Clearstream Luxembourg and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable: Not Applicable
Delivery: Delivery versus payment
Names and address of the Swedish Notes Issuing and Paying Agent (if any): Not Applicable
Names and address of the Finnish Notes Issuing and Paying Agent (if any): Not Applicable
Names and address of additional Paying Agent(s) (if any): Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility: No

5. UNITED STATES TAX CONSIDERATIONS
The Issuer will treat the Notes as options for U.S. federal income tax purposes, and by purchasing a Note each Noteholder shall be deemed to agree to such treatment. Prospective purchasers of the Notes should consult with their own tax advisors regarding U.S. federal income tax consequences of an investment in the Notes as well as the application of state, local and foreign tax laws.

References in the section entitled "United States Federal Tax Considerations" in the Offering Circular to payments made by CGMFL and failure by a Noteholder to provide to CGMFL any required
information shall be construed to also refer to payments made by the CGMFL Guarantor and to provision of information to the CGMFL Guarantor

6. DISTRIBUTION

If syndicated, names and addresses of Managers and underwriting commitments:

- Not Applicable

Date of Subscription Agreement: Not Applicable

Stabilising Manager(s) (if any): Not Applicable

If non-syndicated, name and address of Dealer:

- Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom

Total commission and concession:

- No commissions and concessions are payable by the Issuer to the Dealer

The Distribution fee payable by the Dealer to any distributor is 3.00 per cent. of the Aggregate Principal Amount.

Investors can obtain more information about the fee by contacting the Dealer at the address set out in item 44 above

Additional selling restrictions: Not Applicable
SCHEDULE 1

1. **REDEMPTION AMOUNT**

   For the purposes of items 24 and 25 of Part A above, the Issuer shall pay the Redemption Amount on the Maturity Date (subject as provided herein and in the Conditions) as determined by the Calculation Agent by reference to the following:

   (i) if, on the Final Valuation Date, the Underlying Closing Level of every Underlying is equal to or greater than 100% of their respective Underlying Strike Levels, then the Redemption Amount in respect of each Calculation Amount shall be USD1,558; or

   (ii) if on the Final Valuation Date, the Underlying Closing Level of any Underlying is less than 100% of the Underlying Strike Level AND the Underlying Closing Level of every Underlying is equal to or greater than the Barrier Level, then the Redemption Amount shall be USD1,000.

   (iii) otherwise, if on the Final Valuation Date, the Underlying Closing Level of any Underlying is less than the Barrier Level, then the Redemption Amount shall be determined by the Calculation Agent by reference to the following formula:

   \[
   \text{USD1,000 x Final Return}
   \]

2. **DEFINITIONS**

   For the purposes hereof:

   **Barrier Level** means, in respect of an Underlying, 60 per cent. of the Underlying Strike Level for such Underlying.

   **Final Performance** means, in respect of an Underlying and the Final Valuation Date, an amount expressed as a percentage equal to the Underlying Closing Level for such Underlying on the Final Valuation Date divided by the Underlying Strike Level of such Underlying.

   **Final Return** means, in respect of the Final Valuation Date, the lowest or equal lowest Final Performance of any of the Underlyings, as determined by the Calculation Agent.

   **Snowball Percentage** means, in respect of a Mandatory Early Redemption Valuation Date, the percentage specified for such Specified Mandatory Early Redemption Valuation Date under the heading “Snowball Percentage” in the table set out below.

   **Strike Date** means 26 February 2015, which shall be deemed to be a Valuation Date for the purpose of the Conditions and the provisions of item 25(iii), item 25(iv) and item 25(v) of Part A shall apply thereto.

   **Underlying Strike Level** means, in respect of an Underlying, the amount specified for such Underlying under the heading "Underlying Strike Level" in the Table set out in Schedule 2 attached hereto, being 100 per cent. of the Underlying Closing Level for such Underlying on the Strike Date.

3. **DATES**
<table>
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<tr>
<th>Specified Mandatory Early Redemption Valuation Date</th>
<th>Snowball Percentage</th>
<th>Mandatory Early Redemption Date</th>
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</thead>
<tbody>
<tr>
<td>26 August 2015</td>
<td>9.300%</td>
<td>08 September 2015</td>
</tr>
<tr>
<td>27 November 2015</td>
<td>13.950%</td>
<td>07 December 2015</td>
</tr>
<tr>
<td>26 February 2016</td>
<td>18.600%</td>
<td>07 March 2016</td>
</tr>
<tr>
<td>26 May 2016</td>
<td>23.250%</td>
<td>06 June 2016</td>
</tr>
<tr>
<td>26 August 2016</td>
<td>27.900%</td>
<td>06 September 2016</td>
</tr>
<tr>
<td>28 November 2016</td>
<td>32.550%</td>
<td>06 December 2016</td>
</tr>
<tr>
<td>27 February 2017</td>
<td>37.200%</td>
<td>06 March 2017</td>
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<tr>
<td>26 May 2017</td>
<td>41.850%</td>
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<tr>
<td>28 August 2017</td>
<td>46.500%</td>
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<tr>
<td>27 November 2017</td>
<td>51.150%</td>
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## SCHEDULE 2

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<th>Electronic Page</th>
<th>Underlying</th>
<th>Share Company</th>
<th>Classification</th>
<th>Exchange</th>
<th>Underlying Strike Level</th>
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<td>HMB SS</td>
<td>Common Stock</td>
<td>Hennes &amp; Mauritz AB</td>
<td>Share</td>
<td>Stockholm Stock Exchange</td>
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<td>ITX SQ</td>
<td>Common Stock</td>
<td>Inditex SA</td>
<td>Share</td>
<td>Sociedad de Bolsas</td>
<td>28.04</td>
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<td>PVH UN</td>
<td>Common Stock</td>
<td>PVH Corp.</td>
<td>Share</td>
<td>New York Stock Exchange</td>
<td>107.98</td>
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