



Key Information Document ("KID")

Purpose

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

Product

Product name	Autocallable Barrier Phoenix Note Linked to a Basket of Indices
Product identifier	ISIN: XS1923338815 Series number: CGMFL5764
PRIIP manufacturer	Citigroup Global Markets Limited (http://www.citigroup.com/). The product issuer is Citigroup Global Markets Funding Luxembourg S.C.A. with a guarantee by Citigroup Global Markets Limited. Call +44 (0)20 7500 8371 for more information.
Competent authority of the PRIIP manufacturer	Authorised by the U.K. Prudential Regulation Authority and regulated by the U.K. Financial Conduct Authority and U.K. Prudential Regulation Authority
Date and time of production	9 January 2019 17:20 London local time

You are about to purchase a product that is not simple and may be difficult to understand.

1. What is this product?

Type English law governed notes

Objectives

The product is designed to provide a return in the form of (1) conditional interest payments and (2) a cash payment on termination of the product. The timing and amount of these payments will depend on the performance of the **underlyings**. The product has a fixed term and will terminate on the **maturity date**, unless terminated early. If, at maturity, the **worst performing underlying** has fallen below its **barrier level**, the product may return less than the **product notional amount** or even zero.

Early termination following an autocall: The product will terminate prior to the **maturity date** if, on any **autocall observation date**, the **reference level** of the **worst performing underlying** is at or above its **autocall barrier level**. On any such early termination, you will on the immediately following **autocall payment date** receive, in addition to any final interest payment, a cash payment equal to the autocall payment of GBP 1,000.00. No interest payments will be made on any date after such **autocall payment date**.

Interest: If the product has not terminated early, on each **interest payment date** you will receive an interest payment of GBP 19.50 if the **reference level** of the **worst performing underlying** is at or above its **interest barrier level** on the immediately preceding **interest observation date**. If this condition is not met, you will receive no interest payment on such **interest payment date**.

Termination on the maturity date: If the product has not terminated early, on the **maturity date** you will receive:

- if the **final reference level** of the **worst performing underlying** is at or above its **barrier level**, a cash payment equal to GBP 1,000.00; or
- if the **final reference level** of the **worst performing underlying** is below its **barrier level**, a cash payment directly linked to the performance of the **worst performing underlying**. The cash payment will equal (i) the **product notional amount** multiplied by (ii) (A) the **final reference level** of the **worst performing underlying** divided by (B) its **strike level**.

Under the product terms, certain dates specified below will be adjusted if the respective date is either not a business day or not a trading day (as applicable). Any adjustments may affect the return, if any, you receive.

The product terms also provide that if certain exceptional events occur (1) adjustments may be made to the product and/or (2) the product issuer may terminate the product early. These events are specified in the product terms and principally relate to the **underlyings**, the product and the product issuer. The return (if any) you receive on such early termination is likely to be different from the scenarios described above and may be less than the amount you invested.

When purchasing this product during its lifetime, the purchase price does not include accrued interest on a pro rata basis.

Underlyings	S&P 500 Index (SPX; ISIN: US78378X1072; Bloomberg: SPX Index; RIC:.SPX) and FTSE 100 Index (UKX; ISIN: GB0001383545; Bloomberg: UKX Index; RIC:.FTSE)	Final reference level	The reference level on the final valuation date
Underlying market	Equity	Initial valuation date	11 February 2019
Product notional amount	GBP 1,000.00	Final valuation date	12 February 2029
Issue price	100.00% of the product notional amount	Maturity date / term	26 February 2029
Product currency	Pound Sterling (GBP)	Autocall observation dates	The 11th calendar day of each February, May, August and November from February 2021 (inclusive) to the final valuation date (inclusive)
Underlying currencies	• SPX: U.S. Dollar (USD) • UKX: GBP	Autocall barrier level	105.00% of the initial reference level
Issue date	25 February 2019	Autocall payment dates	The 26th calendar day of each February, May, August and November from February 2021 (inclusive) to the maturity date (inclusive)
Initial reference level	The reference level on the initial valuation date	Interest observation dates	The 11th calendar day of each February, May, August and November from May 2019 (inclusive) to the final valuation date (inclusive)
Strike level	100.00% of the initial reference level	Interest barrier level	75.00% of the initial reference level
Barrier level	60.00% of the initial reference level	Interest payment dates	The 26th calendar day of each February, May, August and November from May 2019 (inclusive) to the maturity date (inclusive)
Reference level	The closing level of an underlying as per the relevant reference source	Worst performing underlying	For purposes of the payment at maturity: The underlying with the worst performance between the initial reference level and the final reference level For all other purposes: For a given date, the underlying with the worst performance

Reference sources	<ul style="list-style-type: none"> • SPX: Standard & Poor's • UKX: FTSE
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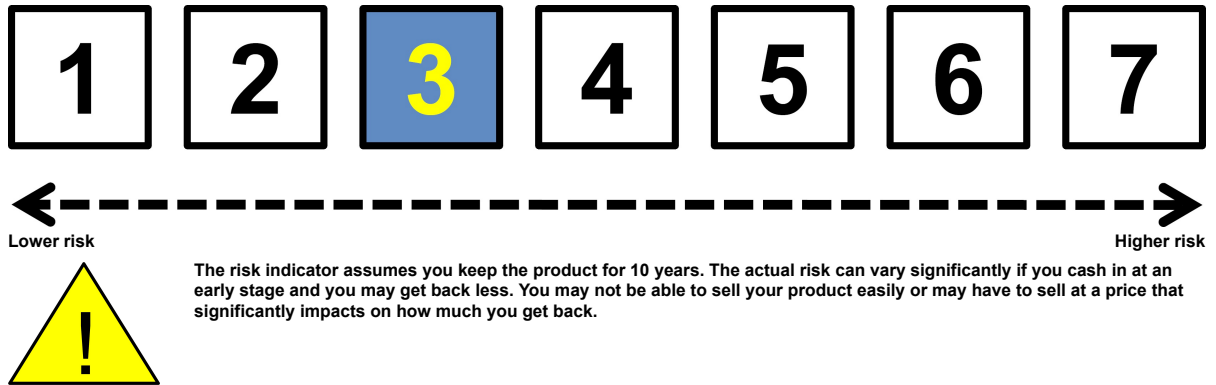
Intended retail investor The product is intended to be offered to retail investors who fulfil all of the criteria below:

1. they have the ability to make an informed investment decision through sufficient knowledge and understanding of the product and its specific risks and rewards, with experience of investing in and/or holding a number of similar products providing a similar market exposure, either independently or through professional advice;
2. they seek income, expect the movement in the underlying to perform in a way that generates a favourable return, have an investment horizon of the recommended holding period specified below and understand that the product may terminate early;
3. they accept the risk that the issuer or guarantor could fail to pay or perform its obligations under the product and they are able to bear a total loss of their investment; and
4. they are willing to accept a level of risk to achieve potential returns that is consistent with the summary risk indicator shown below.

The product is not intended to be offered to retail clients who do not fulfil these criteria.

2. What are the risks and what could I get in return?

Risk indicator



The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are not able to pay you.

We have classified this product as 3 out of 7, which is a medium-low risk class. This rates the potential losses from future performance at a medium-low level, and poor market conditions are very unlikely to impact our capacity to pay you.

Be aware of currency risk: If the currency of your account is different to the currency of this product, you will be exposed to the risk of suffering a loss as a result of the conversion of the currency of the product into the account currency. This risk is not considered in the indicator shown above.

This product does not include any protection from future market performance so you could lose some or all of your investment.

For detailed information about all risks relating to the product please refer to the risk sections of the prospectus and any supplements thereto as specified in the section "7. Other relevant information" below.

Performance scenarios

Investment: GBP 10,000				
Scenarios		1 year	6 years	10 years (Recommended holding period)
Stress scenario	What you might get back after costs	GBP 6,601.06	GBP 5,801.84	GBP 4,559.03
	Average return each year	-33.99%	-8.67%	-7.55%
Unfavourable scenario	What you might get back after costs	GBP 11,402.09	GBP 10,820.38	GBP 11,133.62
	Average return each year	14.02%	1.32%	1.08%
Moderate scenario	What you might get back after costs*	GBP 11,800.25	GBP 12,324.37	GBP 11,755.00
	Average return each year	18.00%	3.54%	1.63%
Favourable scenario	What you might get back after costs	GBP 12,087.31	GBP 13,517.74	GBP 15,655.00
	Average return each year	20.87%	5.15%	4.58%

* This scenario assumes that the product early terminates in May 2021 and you do not reinvest the proceeds.

This table shows the money you could get back over the next 10 years under different scenarios, assuming that you invest GBP 10,000.

The scenarios shown illustrate how your investment could perform. You can compare them with the scenarios of other products. The scenarios presented are an estimate of future performance based on evidence from the past on how the value of this investment varies, and are not an exact indicator. What you get will vary depending on how the market performs and how long you keep the product. The stress scenario shows what you might get back in extreme market circumstances, and it does not take into account the situation where we are not able to pay you. In addition, you should note that the results shown for the intermediate holding periods do not reflect estimates of the product's future value. You should therefore not base your investment decision on the results shown for these interim holding periods.

The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

3. What happens if the manufacturer is unable to pay out?

You are exposed to the risk that the issuer or guarantor might be unable to meet its obligations in connection with the product for instance in the event of bankruptcy or an official directive for resolution action. This may materially adversely affect the value of the product and could lead to you losing some or all of your investment in the product. The product is not a deposit and as such is not covered by any deposit protection scheme.

4. What are the costs?

The Reduction in Yield (RIY) shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs.

The amounts shown here are the cumulative costs of the product itself, for three different holding periods. They include potential early exit penalties. The figures assume you invest GBP 10,000. The figures are estimates and may change in the future.

Costs over time

Investment: GBP 10,000

Scenarios*	If you cash in after 1 year	If you cash in after 6 years	If you cash in at the end of the recommended holding period
Total costs	GBP 826.009852	GBP 751.884893	GBP 717.148541
Impact on return (RIY) per year	8.2601%	1.02703%	0.60346%

* The costs are calculated on the basis that the product early termination feature activates in May 2021 and that you do not reinvest the proceeds.

The costs shown in the table above represent how much the expected costs of the product would affect your return, assuming the product performs in line with the moderate performance scenario. Disregarding the impact on your return in that scenario, the estimated entry and exit costs as a percentage of the **product notional amount** are estimated to be 6.75% if you cash in after year 1, 6.75% if you cash in after 6 years and 5.75% if you cash in after the recommended holding period.

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Composition of costs

The table below shows:

- The impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period.
- The meaning of the different cost categories.

The table shows the impact on return per year.

One-off costs	<i>Entry costs</i>	0.60346%	The impact of the costs already included in the price.
	<i>Exit costs</i>	0.00%	The impact of the costs of exiting your investment when it matures.
Ongoing costs	<i>Other ongoing costs</i>	0.00%	The impact of the costs that we take each year for managing your investments.

The costs shown in the table above represent the split of the reduction in yield shown in the costs over time table at the end of the recommended holding period. The split of the actual estimated costs of the product as a percentage of the **product notional amount** is estimated to be as follows: entry costs: 5.75% and exit costs: 0.00%.

5. How long should I hold it and can I take money out early?

Recommended holding period: 10 years

The product aims to provide you with the return described under "1. What is this product?" above. However, this only applies if the product is held to maturity. It is therefore recommended that the product is held until 26 February 2029 (maturity).

The product does not guarantee the possibility to disinvest other than by selling the product either (1) through the exchange (if the product is listed) or (2) off-exchange, where an offer for such product exists. No fees or penalties will be charged by the issuer for any such transaction, however an execution fee might be chargeable by your broker if applicable. By selling the product before its maturity, you may receive back less than you would have received if you had kept the product until maturity.

Exchange listing	Irish Stock Exchange - All Market	Last exchange trading day	12 February 2029
Smallest tradable unit	GBP 1,000.00	Price quotation	Percentage

In volatile or unusual market conditions, or in the event of technical faults/disruptions, the purchase and/or sale of the product can be temporarily hindered and/or suspended and may not be possible at all.

6. How can I complain?

Any complaint regarding the conduct of the person advising on, or selling, the product can be submitted directly to that person.

Any complaint regarding the product or the conduct of the manufacturer of this product can be submitted in writing at the following address: Citigroup Centre, Canary Wharf, 33 Canada Square, London, E14 5LB, United Kingdom, by email to: EMEA.Markets.Complaints@citi.com or at the following website: <http://www.citigroup.com/>.

7. Other relevant information

The information contained in this Key Information Document does not constitute a recommendation to buy or sell the product and is no substitute for individual consultation with your bank or advisor.

The product is not in any way sponsored, sold or promoted by any relevant stock market, relevant index, related exchange or index sponsor. Further information in respect of the index is available from the index administrator.

The offering of this product has not been registered under the U.S. Securities Act of 1933. This product may not be offered or sold, directly or indirectly, in the United States of America or to U.S. persons. The term "U.S. person" is defined in Regulation S under the U.S. Securities Act of 1933, as amended.

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