

Citigroup Defined Contribution Plans Prospectus

January 1, 2024

This document constitutes part of a prospectus covering securities registered under the Securities Act of 1933, as amended.

Citigroup Inc. (the “Company”), as the issuer of publicly traded common stock offered as an investment alternative under the tax-qualified plans and registered as an obligation of the Company to pay deferred compensation in the future (“Deferred Compensation Obligations”) under the non-qualified plans listed below, is required by federal securities laws to provide this prospectus. Neither this prospectus nor any of the documents filed with the Securities and Exchange Commission (“SEC”) and incorporated by reference into this prospectus is part of the summary plan description of any of the plans. This prospectus has been prepared by the Company pursuant to its obligations under the U.S. securities laws to its shareholders and not pursuant to the fiduciary obligations of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

This document covers the following plans sponsored by the Company:

TAX-QUALIFIED PLANS	NON-QUALIFIED PLANS
<p><u>Citi Retirement Savings Plan</u></p>	<p><u>Citi Head Office Retirement Savings Plan</u></p>
<p><u>Citi Retirement Savings Plan for Puerto Rico</u></p>	
<p>The Citi Retirement Savings Plan is a tax-qualified retirement plan under the Internal Revenue Code of 1986, as amended. The Citi Retirement Savings Plan for Puerto Rico is a tax-qualified plan under the Puerto Rico Internal Revenue Code of 2011, as amended.</p>	<p>The Citi Head Office Retirement Savings Plan is an unfunded non-qualified plan and exempt from most provisions of ERISA.</p>
<p>Both of the tax-qualified plans are subject to the provisions of ERISA.</p>	
<p>The summary plan descriptions for each of these plans can be found by visiting My Total Compensation and Benefits at www.totalcomponline.com. You can print a copy of the summary plan description from the plans’ website or you can obtain a copy by calling ConnectOne at 1(800) 881-3938.</p>	

Documents Incorporated by Reference

The following documents are incorporated into this prospectus by reference:

- The summary plan description for each of the plans. Each summary plan description described above is incorporated by reference into this prospectus solely for the purpose of furnishing information describing each plan and its operations.
- The most recent investment option menu for each plan, and the fund fact sheet for each investment option. You can access this information for the investment alternatives offered each plan by visiting My Total Compensation and Benefits at www.totlcomponline.com. You can print a copy from the plans’ website or you can obtain a copy of these documents by calling ConnectOne at 1(800) 881-3938.
- Any future supplements and amendments to these documents.
- Documents filed with the SEC as described below in this prospectus.

SEC Filings

The following documents filed by the Company with SEC are incorporated into this prospectus by reference (other than information that is furnished but that is not deemed to have been filed):

- The Company's most recent Annual Report on Form 10-K;
- For each of the tax-qualified plans, the most recent Form 11-K;
- All other reports filed by the Company or by a plan pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended since the end of the fiscal year covered by the annual reports referred to above; and
- The description of the Company's common stock contained in the Company's Form 8-K filed on May 11, 2009 and any amendments or reports filed to update such description.

You may, by written or oral request to the address or telephone number below, receive a copy of these documents or additional information about the plans and their administration:

Citi Document Services
111 Wall Street
New York, N. Y. 10005

1 (877) 936-2737

Additional Information

Additional information about the securities covered by this prospectus and the plans may be provided to you in the future as additions to the prospectus or in other written communications, if any.

Resales not Covered by the Prospectus

The Prospectus does not cover the resale of shares of Company common stock acquired under the plans by persons who may be deemed to be "affiliates" within the meaning of Rule 405 of the Securities Act. Rule 405, in effect, defines "affiliates" as persons who "directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with" the Company. Ordinarily this concept only extends to persons who are executive officers, directors, or substantial shareholders (5% or more) of the Company.

Non-affiliates may freely re-sell to the public any shares of Company common stock acquired under a plan. Affiliates, however, may only re-sell under a separate registration statement and prospectus (which the Company has no present intention of filing) or assuming the availability thereof, under Rule 144 of the Securities Act or another applicable exemption from registration.

Participants who are officers or directors of the Company are subject to the reporting and short-swing profits liability provisions of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"). Consequently, these participants should be aware that reporting obligations may arise as a result of switching into or out of the tax-qualified plans' Company stock fund at a profit within six months and may present risk of liability under Section 16 of the Exchange Act.

Restrictions on dealing in Company stock

Certain plan participants may be subject to restrictions on dealing in Company common stock through the plans. If your ability to deal in Company common stock is restricted, you will be notified of these restrictions.

Important legal information

The securities offered through the plans have not been approved or disapproved by the SEC, nor has any state securities commission passed upon the accuracy or adequacy of the prospectus. Any representation to the contrary is a criminal offense. No person is authorized to give any information or to make any representations not contained in this prospectus. Any information, data or representation not contained in this prospectus must not be relied upon as having been authorized with regard to the prospectus.