

CITIGROUP INC
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Additional Considerations

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For all offerings documented herein (other than the Market-Linked Certificates of Deposit):

Investment Products

Not FDIC Insured

May Lose Value

No Bank Guarantee

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Introduction to CitiFirst Investments

CitiFirst is the brand name for Citi's offering of investments including notes and deposits. Tailored to meet the needs of a range of investors, CitiFirst investments are divided into three categories based on the amount of principal due at maturity:

CitiFirst Protection

CitiFirst Performance

CitiFirst Opportunity

Full principal amount due at maturity

Investments provide for the full principal amount to be due at maturity, subject to the credit risk of the issuer, and are for investors who place a priority on the preservation of principal while looking for a way to potentially outperform cash or traditional fixed income investments

The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment. The SEC registered securities described herein are not bank deposits but are senior, unsecured debt obligations of Citi. All returns and any principal amount due at maturity are subject to the applicable issuer credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Structured investments are not conventional debt securities. They are complex in nature and the specific terms and conditions will vary for each offering.

Payment due at maturity may be less than the principal amount

Investments provide for a payment due at maturity, subject to the credit risk of the issuer, that may be less than the principal amount and in some cases may be zero, and are for investors who are seeking the potential for current income and/or growth, in addition to partial or contingent downside protection

Payment due at maturity may be zero

Investments provide for a payment at maturity, subject to the credit risk of the issuer, that may be zero and are for investors who are willing to take full market risk in return for either leveraged principal appreciation at a predetermined rate or access to a unique underlying strategy

CitiFirst operates across all asset classes meaning that underlying assets include equities, commodities, currencies, interest rates and alternative investments. When depicting a specific product, the relevant underlying asset will be shown as a symbol on the cube:

For instance, if a CitiFirst Performance investment were based upon a single stock, which belongs to an equity asset class, its symbol would be shown as follows:

Classification of investments into categories is not intended to guarantee particular results or performance. Though the potential returns on structured investments are based upon the performance of the relevant underlying asset or index, investing in a structured investment is not

equivalent to investing directly in the underlying asset or index.

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Market-Linked Notes Based on the S&P 500® Index

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying index:	The S&P 500® Index (ticker symbol: SPX)
Stated principal amount:	\$1,000 per note
Pricing date:	May , 2015 (expected to be May 22, 2015)
Issue date:	May , 2015 (three business days after the pricing date)
Valuation date:	May , 2022 (expected to be May 23, 2022), subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	May , 2022 (expected to be May 26, 2022)
Payment at maturity:	For each note you hold at maturity, the \$1,000 stated principal amount per note <i>plus</i> the note return amount, which will be either zero or positive
Note return amount:	; If the final index level is greater than the initial index level: \$1,000 x index return, subject to the maximum return at maturity ; If the final index level is less than or equal to the initial index level: \$0
Initial index level:	, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Index return:	The final index level <i>minus</i> the initial index level, <i>divided</i> by the initial index level
Maximum return at maturity:	\$400.00 to \$500.00 per note (40.00% to 50.00% of the stated principal amount), to be determined on the pricing date. Because of the maximum return at maturity, the payment at maturity will not exceed \$1,400.00 to \$1,500.00 per note.

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CUSIP: 17298CAQ1

Listing: The notes will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the notes unless you are willing to hold them to maturity.

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Investor Profile

Investor Seeks:

- i A medium-term equity index-linked investment
- i Full principal amount due at maturity

Investor Can Accept:

- i A holding period of approximately 7 years
- i The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Summary Risk Factors section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Market-Linked Notes Based on the

EURO STOXX 50[®] Index

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying index:	The EURO STOXX 50 [®] Index (ticker symbol: SX5E)
Stated principal amount:	\$1,000 per note
Pricing date:	May , 2015 (expected to be May 22, 2015)
Issue date:	May , 2015 (three business days after the pricing date)
Valuation date:	May , 2022 (expected to be May 23, 2022), subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	May , 2022 (expected to be May 26, 2022)
Payment at maturity:	For each note you hold at maturity, the \$1,000 stated principal amount per note <i>plus</i> the note return amount, which will be either zero or positive
Note return amount:	⌋ If the final index level is greater than the initial index level: \$1,000 x index return, subject to the maximum return at maturity ⌋ If the final index level is less than or equal to the initial index level: \$0
Initial index level:	, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Index return:	The final index level <i>minus</i> the initial index level, <i>divided</i> by the initial index level
Maximum return at maturity:	\$700.00 to \$800.00 per note (70.00% to 80.00% of the stated principal amount), to be determined on the pricing date. Because of the maximum return at maturity, the payment at maturity will not exceed \$1,700.00 to \$1,800.00 per note.
CUSIP:	17298CAP3
Listing:	The notes will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the notes unless you are willing to hold them to maturity.
For questions, please call your Financial Advisor	

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Investor Profile

Investor Seeks:

- i A medium-term equity index-linked investment
- i Full principal amount due at maturity

Investor Can Accept:

- i A holding period of approximately 7 years
- i The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Summary Risk Factors section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

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Fixed to Floating Rate Notes

Linked to the 10-Year Constant Maturity Swap Rate

Indicative Terms*

Issuer:
Stated principal amount:
Pricing date:
Issue date:
Maturity date:

Payment at maturity:
Interest:

CMS 10:

Citigroup Inc.
\$1,000 per note
May , 2015 (expected to be May 12, 2015)
May , 2015 (three business days after the pricing date)
May , 2030 (expected to be May 15, 2030). If the maturity date is not a business day, then the payment required to be made on the maturity date will be made on the next succeeding business day with the same force and effect as if it had been made on the maturity date. No additional interest will accrue as a result of delayed payment.

\$1,000 per note *plus* any accrued and unpaid interest
i During each interest period from and including the issue date to but excluding May , 2020 (expected to be May 15, 2020), the notes will bear interest at a fixed rate of 4.00% per annum
ii During each interest period commencing on or after May , 2020 (expected to be May 15, 2020), the notes will bear interest at a floating rate equal to CMS10, as determined on the interest determination date for that interest period, subject to a minimum interest rate of 0.00% per annum.

The amount of interest you receive on each interest payment date for each note you hold will be equal to (i) \$1,000 *times* the applicable interest rate per annum *divided* by (ii) 4.

After the first five years of the term of the notes, interest payments will vary based on fluctuations in the CMS10, subject to the minimum interest rate specified above. After the first five years, the notes may pay a below-market rate for an extended period of time, or even throughout the entire remaining term.
On any interest determination date, the 10-year Constant Maturity Swap Rate, as published on Reuters page ISDAFIX1 at 11:00 am (New York time) on that date of determination.

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Interest determination date:	For any interest period commencing on or after May , 2020 (expected to be May 15, 2020), the second business day prior to the first day of that interest period.
Interest period:	Each three-month period from and including an interest payment date (or the issue date, in the case of the first interest period) to but excluding the next interest payment date
Interest payment dates:	Interest on the notes is payable quarterly on the day of each February, May, August and November (expected to be the 15 th day of each February, May, August and November), beginning on August , 2015 (expected to be August 15, 2015) and ending on the maturity date. If any interest payment date is not a business day, then the payment required to be made on that interest payment date will be made on the next succeeding business day with the same force and effect as if it had been made on that interest payment date. No additional interest will accrue as a result of delayed payment.
Day count convention:	30/360 Unadjusted.
CUSIP:	17298CAF5
Listing:	The notes will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the notes unless you are willing to hold them to maturity.
For questions, please call your Financial Advisor	

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Investor Profile

Investor Seeks:

- ‡ Exposure to the 10-year Constant Maturity Swap Rate
- ‡ A long-term interest rate investment

Investor Can Accept:

- ‡ A holding period of approximately 15 years
- ‡ The possibility of losing part or all of the principal amount invested if not held to maturity
- ‡ The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Risk Factors Relating to the Notes section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

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Callable Step-Up Coupon Notes

Indicative Terms*

Issuer:	Citigroup Inc.
Stated principal amount:	\$1,000 per note
Pricing date:	May , 2015 (expected to be May 22, 2015)
Original Issue date:	May , 2015 (expected to be May 28, 2015). See General Information Supplemental information regarding plan of distribution; conflicts of interest in the pricing supplement for more information.
Maturity date:	May , 2020 (expected to be May 28, 2020). If the maturity date is not a business day, then the payment required to be made on the maturity date will be made on the next succeeding business day with the same force and effect as if it had been made on the maturity date. No additional interest will accrue as a result of delayed payment.
Principal due at maturity:	Full principal due at maturity
Payment at maturity:	\$1,000 per note <i>plus</i> any accrued and unpaid interest
Interest rate per annum:	Unless redeemed by us on or after May , 2016 (expected to be May 28, 2016), from and including the original issue date to but excluding May , 2018 (expected to be May 28, 2018): 1.70% From and including May , 2018 (expected to be May 28, 2018) to but excluding the maturity date, unless redeemed by us: 2.00%
Interest period:	The three-month period from the original issue date to but excluding the immediately following interest payment date, and each successive three-month period from and including an interest payment date to but excluding the next interest payment date
Interest payment dates:	Quarterly on the day of each February, May, August and November of each year (expected to be the 28 th day of each February, May, August and November of each year), commencing August , 2015 (expected to be August 28, 2015) and ending on the maturity date, provided that if any such day is not a business day, the applicable interest payment will be made on the next succeeding business day. No additional interest will accrue on that succeeding business day. Interest will be payable to the persons in whose names the notes are registered at the close of business on the business day preceding each interest payment date, which we refer to as a regular record date, except that the interest payment due at maturity or upon earlier redemption will be paid to the persons who hold the notes on the maturity date or earlier date of redemption, as applicable.
Day count convention:	30/360 Unadjusted. See Determination of Interest Payments in the preliminary pricing supplement.
Redemption:	Beginning on May , 2016 (expected to be May 28, 2016), we have the right to call the notes for mandatory redemption, in whole and not in part, on any redemption date and pay to you 100% of the principal amount of the notes plus accrued and unpaid interest to but excluding the date of such redemption. If we decide to redeem the notes, we will give you notice at least five business days before the redemption date specified in the notice.

So long as the notes are represented by global securities and are held on behalf of The Depository Trust Company (DTC), redemption notices and other notices will be given by delivery to DTC. If the notes are no longer represented by global securities and are not held on behalf of DTC, redemption notices

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and other notices will be published in a leading daily newspaper in New York City, which is expected to be The Wall Street Journal.

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Redemption dates:	May , 2016 (expected to be May 28, 2016) and each interest payment date thereafter
Business day:	Any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions are authorized or obligated by law or executive order to close
Business day convention:	Following
CUSIP:	17298CAB4
Listing:	The notes will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the notes unless you are willing to hold them to maturity.

Investor Profile

Investor Seeks:

- Full principal amount due at maturity
- Contingent interest payments
- A callable medium-term interest rate investment

Investor Can Accept:

- A holding period of approximately 5 years
- The possibility of losing part or all of the principal amount invested if not held to maturity
- The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Risk Factors Relating to the Notes section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

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Fixed to Floating Rate Notes

Indicative Terms*

Issuer:	Citigroup Inc.
Stated principal amount:	\$1,000 per note
Pricing date:	May , 2015 (expected to be May 22, 2015)
Issue date:	May , 2015 (three business days after the pricing date)
Maturity date:	Unless earlier called by us, May , 2035 (expected to be May 28, 2035)
Payment at maturity:	At maturity, unless we have earlier called the notes, you will receive for each note you then hold an amount in cash equal to \$1,000 plus any accrued and unpaid interest
Interest:	i During each interest period from and including the issue date to but excluding May , 2016 (expected to be May 28, 2016), the notes will bear interest at a fixed rate of 10.00% per annum ii During each interest period commencing on or after May , 2016 (expected to be May 28, 2016), the notes will bear interest at a floating rate equal to 10 times the modified CMS reference index, as determined on the CMS reference determination date for that interest period, subject to a maximum interest rate of 10.00% per annum and a minimum interest rate of 0.00% per annum
CMS reference index:	After the first year of the term of the notes, interest payments will vary based on fluctuations in the modified CMS reference index. After the first year, the notes may pay a below-market rate for an extended period of time, or even throughout the entire remaining term. On any CMS reference determination date, CMS30 <i>minus</i> CMS2, each as determined on that CMS reference determination date
Modified CMS	The CMS reference index <i>minus</i> 0.875%
reference index:	
CMS reference	
determination date:	For any interest period commencing on or after May , 2016 (expected to be May 28, 2016), the second U.S. government securities business day prior to the first day of that interest period
Interest period:	Each three-month period from and including an interest payment date (or the issue date, in the case of the first interest period) to but excluding the next interest payment date
Interest payment dates:	The day of each February, May, August and November (expected to be the 28 th day of each February, May, August and November), beginning on August , 2015 (expected to be August 28, 2015) and ending on the maturity date or, if applicable, the date when the notes are redeemed
Day count convention:	

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During each interest period, interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The amount of each interest payment, if any, will equal (i) the stated principal amount of the notes *multiplied* by the interest rate in effect during the applicable interest period *divided* by (ii) 4

Call right:

We may call the notes, in whole and not in part, for mandatory redemption on any interest payment date beginning on May , 2016 (expected to be May 28, 2016), upon not less than five business days' notice. Following an exercise of our call right, you will receive for each note you then hold an amount in cash equal to \$1,000 plus any accrued and unpaid interest.

CUSIP:

17298CAR9

Listing:

The notes will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the notes unless you are willing to hold them to maturity.

For questions, please call your Financial Advisor

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Investor Profile

Investor Seeks:

- Exposure to CMS30 minus CMS2
- A long-term interest rate investment

Investor Can Accept:

- A holding period of approximately 20 years
- The possibility of losing part or all of the principal amount invested if not held to maturity
- The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Risk Factors Relating to the Notes section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

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Barrier Digital Plus Securities Based on the S&P 500® Index

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying index:	The S&P 500® Index (ticker symbol: SPX)
Stated principal amount:	\$1,000 per security
Pricing date:	May , 2015 (expected to be May 27, 2015)
Issue date:	June , 2015 (three business days after the pricing date)
Valuation date:	May , 2020 (expected to be May 27, 2020), subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	June , 2020 (expected to be June 1, 2020)
Payment at maturity:	For each \$1,000 stated principal amount security you hold at maturity: ┆ If the final index level is greater than or equal to the initial index level: \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 x the index percent increase ┆ If the final index level is less than the initial index level but greater than or equal to the barrier level: \$1,000 ┆ If the final index level is less than the barrier level: \$1,000 x the index performance factor If the final index level is less than the barrier level, your payment at maturity will be less, and possibly significantly less, than \$800.00 per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.
Initial index level:	, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Fixed return amount:	\$250.00 to \$300.00 per security (25.00% to 30.00% of the stated principal amount), to be determined on the pricing date. You will receive the fixed return amount only if the final index level is greater than or equal to the initial index level.
Index performance factor:	The final index level <i>divided</i> by the initial index level
Index percent increase:	The final index level <i>minus</i> the initial index level, <i>divided</i> by the initial index level
Barrier level:	, 80.00% of the initial index level
Listing:	The securities will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the securities unless you are willing to hold them to maturity.
CUSIP:	17298CAH1
For questions, please call your Financial Advisor	

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Investor Profile

Investor Seeks:

- A medium-term equity index-linked investment
- A risk-adjusted equity complement

Investor Can Accept:

- A holding period of approximately 5years
- The possibility of losing a significant portion of the principal amount invested
- The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Summary Risk Factors section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

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CitiFirst Offerings Brochure | May 2015

Barrier Digital Plus Securities Based on the EURO STOXX 50® Index

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying index:	The EURO STOXX 50® Index (ticker symbol: SX5E)
Stated principal amount:	\$1,000 per security
Pricing date:	May , 2015 (expected to be May 27, 2015)
Issue date:	June , 2015 (three business days after the pricing date)
Valuation date:	May , 2020 (expected to be May 27, 2020), subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	June , 2020 (expected to be June 1, 2020)
Payment at maturity:	For each \$1,000 stated principal amount security you hold at maturity: ┆ If the final index level is greater than or equal to the initial index level: \$1,000 + the greater of (i) the fixed return amount and (ii) \$1,000 x the index percent increase ┆ If the final index level is less than the initial index level but greater than or equal to the barrier level: \$1,000 ┆ If the final index level is less than the barrier level: \$1,000 x the index performance factor If the final index level is less than the barrier level, your payment at maturity will be less, and possibly significantly less, than \$750.00 per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.
Initial index level:	, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Fixed return amount:	\$300.00 to \$350.00 per security (30.00% to 35.00% of the stated principal amount), to be determined on the pricing date. You will receive the fixed return amount only if the final index level is greater than or equal to the initial index level.
Index performance factor:	The final index level <i>divided</i> by the initial index level
Index percent increase:	The final index level <i>minus</i> the initial index level, <i>divided</i> by the initial index level
Barrier level:	, 75.00% of the initial index level
Listing:	The securities will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the securities unless you are willing to hold them to maturity.
CUSIP:	17298CAK4

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For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Investor Profile

Investor Seeks:

- A medium-term equity index-linked investment
- A risk-adjusted equity complement

Investor Can Accept:

- A holding period of approximately 5 years
- The possibility of losing a significant portion of the principal amount invested
- The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Summary Risk Factors section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Autocallable Contingent Coupon Equity Linked Securities Based on the Common Stock of Valero Energy Corporation

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying shares:	Shares of the common stock of Valero Energy Corporation (NYSE Arca symbol: VLO) (the underlying share issuer)
Stated principal amount:	\$1,000 per security
Pricing date:	May , 2015 (expected to be May 7, 2015)
Issue date:	May , 2015 (three business days after the pricing date)
Valuation dates:	The day of each February, May, August and November (expected to be the 7 th day of each February, May, August and November), beginning in August 2015 and ending on May , 2016 (the final valuation date , which is expected to be May 9, 2016), each subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	Unless earlier redeemed, May , 2016 (expected to be May 12, 2016)
Contingent coupon payment dates:	For any valuation date, the fifth business day after such valuation date, except that the contingent coupon payment date for the final valuation date will be the maturity date
Contingent coupon:	On each quarterly contingent coupon payment date, unless previously redeemed, the securities will pay a contingent coupon at a rate of 8.00% to 10.00% per annum (equal to 2.00% to 2.50% of the stated principal amount of the securities per quarter) if and only if the closing price of the underlying shares on the related valuation date is greater than or equal to the coupon barrier price. If the closing price of the underlying shares on any quarterly valuation date is less than the coupon barrier price, you will not receive any contingent coupon payment on the related contingent coupon payment date.
Automatic early redemption:	If, on any quarterly valuation date beginning August , 2015 (expected to be August 7, 2015) and prior to the final valuation date, the closing price of the underlying shares is greater than or equal to the initial share price, each security you then hold will be automatically redeemed on the related contingent coupon payment date for an amount in cash equal to \$1,000 plus the related contingent coupon payment.
Payment at maturity:	If the securities are not automatically redeemed prior to maturity, you will be entitled to receive at maturity, for each security you then hold: • If the final share price is greater than or equal to the final barrier price: \$1,000 plus the contingent coupon payment due at maturity • If the final share price is less than the final barrier price: a fixed number of underlying shares equal to the equity ratio (or, if we exercise our cash election right, the cash value of those shares based on the closing price of the underlying shares on the final valuation

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date)

If the final share price is less than the final barrier price, you will receive underlying shares (or, in our sole discretion, cash) worth less than 75.00% of the stated principal amount of your securities, and possibly nothing, at maturity, and you will not receive any contingent coupon payment at maturity.

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Initial share price:	, the closing level of the underlying shares on the pricing date
Final share price:	The closing level of the underlying shares on the final valuation date
Coupon barrier price:	\$, 75.00% of the initial share price
Final barrier price:	\$, 75.00% of the initial share price
Equity ratio:	, the stated principal amount divided by the initial share price, subject to anti-dilution adjustments for certain corporate events
Listing:	The securities will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the securities unless you are willing to hold them to maturity.
CUSIP:	1730T07M5
Investor Profile	

Investor Seeks:

- A medium-term equity-linked investment
- Contingent coupon payments

Investor Can Accept:

- A holding period of approximately 1 year
- The possibility of losing a significant portion of the principal amount invested
- The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Summary Risk Factors section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Annual Reset Coupon Securities Based on the Russell 2000® Index

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying index:	The Russell 2000® Index (ticker symbol: RTY)
Stated principal amount:	\$1,000 per security
Pricing date:	May , 2015 (expected to be May 27, 2015)
Issue date:	May , 2015 (two business days after the pricing date)
Coupon payment dates:	Annually on the day of each May (expected to be the 29th day of each May), commencing May 2016, or if such day is not a business day, the immediately following business day, provided that, if the valuation date immediately preceding any coupon payment date is postponed, such coupon payment date will be postponed for the same number of business days and no additional interest will accrue as a result of such delayed payment. Notwithstanding the foregoing, the coupon payment date for the final valuation date will be the maturity date.
Valuation dates:	With respect to each coupon payment date, the fifth business day preceding such coupon payment date, and are expected to be May 23, 2016, May 22, 2017, May 21, 2018, May 21, 2019, May 21, 2020 and May 24, 2021 (the final valuation date), each subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur.
Annual observation period:	The period commencing on and including the pricing date and ending on and including the first valuation date, and each subsequent period from and including a valuation date to and including the next succeeding valuation date. We refer to the pricing date together with the valuation dates as the observation dates .
Maturity date:	June , 2021 (expected to be June 1, 2021)
Coupon:	On each annual coupon payment date, the securities will pay a coupon at an annual rate determined as follows: ; If the applicable annual index return percentage is zero or positive: 5.00% to 5.50% (to be determined on the pricing date) ; If the applicable annual index return percentage is negative: 3.00% If the annual index return percentage for any coupon payment date is negative (meaning that the closing level of the underlying index is lower at the end of the most recent annual observation period than it was at the beginning of that annual observation period), you will only receive the lower of the two possible annual interest rates specified above.
Annual index return percentage:	For any annual coupon payment date, the annual index return percentage is the percentage change from the closing level of the underlying index on the observation date occurring at the beginning of the most recently ended annual observation period to the closing level of the underlying index on the observation

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Initial annual index level:

Final annual index level:

date occurring at the end of that annual observation period, calculated as follows: (i) final annual index level *minus* initial annual index level, *divided* by (ii) initial annual index level

For purposes of calculating the annual index return percentage, the closing level of the underlying index on the observation date occurring at the beginning of the relevant annual observation period

For purposes of calculating the annual index return percentage, the closing level of the underlying index on the observation date occurring at the end of the relevant annual observation period

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Payment at maturity:	At maturity, for each security you then hold, you will receive the applicable annual coupon <i>payment plus:</i>
	¶ If the final index level is greater than or equal to the buffer level: \$1,000 ¶ If the final index level is less than the buffer level: (\$1,000 x the index performance factor) + \$150.00
	If the final index level is less than the buffer level, your payment at maturity will be less, and possibly significantly less, than the \$1,000 stated principal amount per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.
Initial index level:	, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Index performance factor:	The final index level <i>divided by</i> the initial index level
Buffer level:	, 85.00% of the initial index level
Listing:	The securities will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the securities unless you are willing to hold them to maturity.
CUSIP:	17298CAM0
Investor Profile	

Investor Seeks:	Investor Can Accept:
¶ A medium-term equity index-linked investment ¶ Annual coupon payment	¶ A holding period of approximately 6 years ¶ The possibility of losing a significant portion of the principal amount invested ¶ The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment
A complete description of the risks associated with this investment is outlined in the <i>Summary Risk Factors</i> section of the applicable preliminary pricing supplement.	

For questions, please call your Financial Advisor

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* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Buffer Securities Based on the Dow Jones Industrial Average™

Indicative Terms*

Issuer:	Citigroup Inc.
Underlying index:	The Dow Jones Industrial Average™ (ticker symbol: INDU)
Stated principal amount:	\$1,000 per security
Pricing date:	May , 2015 (expected to be May 27, 2015)
Issue date:	June , 2015 (three business days after the pricing date)
Valuation date:	May , 2020 (expected to be May 27, 2020), subject to postponement if such date is not a scheduled trading day or if certain market disruption events occur
Maturity date:	June , 2020 (expected to be June 1, 2020)
Payment at maturity:	For each \$1,000 stated principal amount security you hold at maturity: ⌋ If the final index level is greater than the initial index level: \$1,000 + the return amount ⌋ If the final index level is equal to or less than the initial index level by an amount equal to or less than the buffer amount: \$1,000 ⌋ If the final index level is less than the initial index level by an amount greater than the buffer amount: (\$1,000 x the index performance factor) + (\$1000.00 x buffer amount) If the underlying index decreases from the initial index level to the final index level by more than the buffer amount, your payment at maturity will be less, and possibly significantly less, than the \$1,000 stated principal amount per security. You should not invest in the securities unless you are willing and able to bear the risk of losing a significant portion of your investment.
Initial index level:	, the closing level of the underlying index on the pricing date
Final index level:	The closing level of the underlying index on the valuation date
Fixed return amount:	\$175.00 to \$225.00 per security (17.50% to 22.50% of the stated principal amount), to be determined on the pricing date. You will receive the fixed return amount only if the final index level is not less than the initial index level by an amount greater than the buffer amount.
Index performance factor:	The final index level <i>divided</i> by the initial index level
Index percent increase:	The final index level <i>minus</i> the initial index level, <i>divided</i> by the initial index level
Return amount:	\$1,000 x the index percent increase
Buffer amount:	10.00% to 15.00% (to be determined on the pricing date)
Listing:	

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The securities will not be listed on any securities exchange and, accordingly, may have limited or no liquidity. You should not invest in the securities unless you are willing to hold them to maturity.

CUSIP:

17298CAJ7

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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Investor Profile

Investor Seeks:

- A medium-term equity index-linked investment
- A risk-adjusted equity complement

Investor Can Accept:

- A holding period of approximately 5 years
- The possibility of losing a significant portion of the principal amount invested
- The structured investments discussed herein are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment

A complete description of the risks associated with this investment is outlined in the Summary Risk Factors section of the applicable preliminary pricing supplement.

For questions, please call your Financial Advisor

* The information listed above is not intended to be a complete description of all of the terms, risks and benefits of a particular investment. All maturities are approximate. All terms in brackets are indicative only and will be set on the applicable pricing date. All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of the Market-Linked Certificates of Deposit which have FDIC insurance, subject to applicable limitations. Please refer to the relevant investment's offering documents and related material(s) for additional information.

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General Overview of Investments

Investments	Maturity	Risk Profile*	Return*
Contingent			
Absolute Return	1-2 Years	Full principal amount due at maturity	If the underlying never crosses either an upside or downside threshold, the return on the investment equals the absolute value of the return of the underlying. Otherwise, the return equals zero
MLDs/Notes			
Contingent Upside			
Participation	1-3 Years	Full principal amount due at maturity	If the underlying crosses an upside threshold, the return on the investment equals an interest payment paid at maturity. Otherwise, the return equals the greater of the return of the underlying and zero
MLDs/Notes			
Minimum Coupon	3-5 Years	Full principal amount due at maturity	If the underlying ever crosses an upside threshold during a coupon period, the return for the coupon period equals the minimum coupon. Otherwise, the return for a coupon period equals the greater of the return of the underlying during the coupon period and the minimum coupon
Notes			

Investments	Maturity	Risk Profile*	Return*
ELKS®	6-13 Months	Payment at maturity may be less than the principal amount	A fixed coupon is paid regardless of the performance of the underlying. If the underlying never crosses a downside threshold, the return on the investment equals the coupons paid. Otherwise, the return equals the sum of the coupons paid and the return of the underlying at maturity
Buffer Notes	1-3 Years	Payment at maturity may be less than the principal amount	If the return of the underlying is positive at maturity, the return on the investment equals the lesser of (a) the return of the underlying multiplied by a participation rate and (b) the maximum return on the notes. If the return of the underlying is either zero or negative by an amount lesser than the buffer amount, the investor receives the stated principal amount. Otherwise, the return on the investment equals the return of the underlying plus the buffer amount
PACERSSM	3-5 Years	Payment at maturity may be less than the principal amount	If the underlying is equal to or greater than a threshold (such as its initial value) on any call date, the note is called and the return on the investment equals a fixed premium. If the note has not been called, at maturity, if the underlying has crossed a downside threshold, the return on the investment equals the return of the underlying, which will be negative. Otherwise, the return equals zero
LASERSSM	3-4 Years		

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Payment at maturity may be less than the principal amount	If the return of the underlying is positive at maturity, the return on the investment equals the return of the underlying multiplied by a participation rate (some versions are subject to a maximum return on the notes). If the return of the underlying is negative and the underlying has crossed a downside threshold, the return on the investment equals the return of the underlying, which will be negative. Otherwise, the return equals zero
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Investments	Maturity	Risk Profile*	Return*
Upturn Notes	1-2 Years	Payment at maturity may be zero	If the underlying is above its initial level at maturity, the return on the investment equals the lesser of the return of the underlying multiplied by a participation rate and the maximum return on the notes. Otherwise, the return equals the return of the underlying
Fixed Upside Return Notes	1-2 Years	Payment at maturity may be zero	If the underlying is equal to or above its initial level at maturity, the return on the investment equals a predetermined fixed amount. Otherwise, the return equals the return of the underlying
Strategic Market Access Notes	3-4 Years	Payment at maturity may be zero	The return on the investment equals the return of a unique index created by Citi

***All returns and any principal amount due at maturity are subject to the applicable issuer's credit risk, with the exception of Market-Linked Certificates of Deposit which has FDIC insurance, subject to applicable limitations.** This is not a complete list of CitiFirst structures. The descriptions above are not intended to completely describe how an investment works or to detail all of the terms, risks and benefits of a particular investment. The return profiles can change. Please refer to the offering documents and related material(s) of a particular investment for a comprehensive description of the structure, terms, risks and benefits related to that investment.

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Important Information for the Monthly Offerings

Investment Information

The investments set forth in the previous pages are intended for general indication only of the CitiFirst Investments offerings. The issuer reserves the right to terminate any offering prior to its pricing date or to close ticketing early on any offering.

SEC Registered (Public) Offerings

Each issuer has separately filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the "SEC") for the SEC registered offerings by that issuer to which this communication relates. Before you invest in any of the registered offerings identified in this Offerings Brochure, you should read the prospectus in the applicable registration statement and the other documents the issuer have filed with the SEC for more complete information about that issuer and offerings. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov.

For Registered Offerings Issued by: [Citigroup Inc.](#)

Issuer's Registration Statement Number [333-192302](#)

Issuer's CIK on the SEC Website [0000831001](#)

Alternatively, you can request a prospectus and any other documents related to the offerings, either in hard copy or electronic form, by calling toll-free 1-877-858-5407 or by calling your Financial Advisor.

The SEC registered securities described herein are not bank deposits but are senior, unsecured debt obligations of the issuer. The SEC registered securities are not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other governmental agency or instrumentality.

Market-Linked Certificates of Deposit

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The Market-Linked Deposits (MLDs) are not SEC registered offerings and are not required to be so registered. For indicative terms and conditions on any MLD, please contact your Financial Advisor or call the toll-free number 1-800-831-9146.

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Overview of Key Benefits and Risks of CitiFirst Investments

Benefits

- i Investors can access investments linked to a variety of underlying assets or indices, such as domestic and foreign indices, exchange-traded funds, commodities, foreign-exchange, interest rates, equities, or a combination thereof.
- i Structured investments can offer unique risk/return profiles to match investment objectives, such as the amount of principal due at maturity, periodic income, and enhanced returns.

Risks

- i The risks below are not intended to be an exhaustive list of the risks associated with a particular CitiFirst Structured Investment offering. Before you invest in any CitiFirst Structured Investment, you should thoroughly review the particular investment's offering document(s) and related material(s) for a comprehensive description of the risks and considerations associated with the particular investment.
- i Potential for Loss
 - i The terms of certain investments provide that the full principal amount is due at maturity, subject to the issuer credit risk. However, if an investor sells or redeems such investment prior to maturity, the investor may receive an amount less than his/her original investment.
 - i The terms of certain investments provide that the payment due at maturity could be significantly less than the full principal amount and, for certain investments, could be zero. In these cases, an investor may receive an amount significantly less than his/her original investment and may receive nothing at maturity of the investment.
- i Appreciation May Be Limited Depending on the investment, an investor's appreciation may be limited by a maximum amount payable or by the extent to which the return reflects the performance of the underlying asset or index.

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- i Issuer Credit Risk All payments on CitiFirst Structured Investments are dependent on the applicable issuer's ability to pay all amounts due on these investments, including any principal due at maturity, and therefore investors are subject to the credit risk of the applicable issuer.
- i Secondary Market There may be little or no secondary market for a particular investment. If the applicable offering document(s) so specifies, the issuer may apply to list an investment on a securities exchange, but it is not possible to predict whether any investment will meet the listing requirements of that particular exchange, or if listed, whether any secondary market will exist.
- i Resale Value of a CitiFirst Structured Investment May be Lower than Your Initial Investment Due to, among other things, the changes in the price of and dividend yield on the underlying asset, interest rates, the earnings performance of the issuer of the underlying asset, and the applicable issuer of the CitiFirst Structured Investment's perceived creditworthiness, the investment may trade, if at all, at prices below its initial issue price and an investor could receive substantially less than the amount of his/her original investment upon any resale of the investment.
- i Volatility of the Underlying Asset or Index Depending on the investment, the amount you receive at maturity could depend on the price or value of the underlying asset or index during the term of the trade as well as where the price or value of the underlying asset or index is at maturity; thus, the volatility of the underlying asset or index, which is the term used to describe the size and frequency of market fluctuations in the price or value of the underlying asset or index, may result in an investor receiving an amount less than he/she would otherwise receive.
- i Potential for Lower Comparable Yield The effective yield on any investment may be less than that which would be payable on a conventional fixed-rate debt security of the same issuer with comparable maturity.
- i Affiliate Research Reports and Commentary Affiliates of the particular issuer may publish research reports or otherwise express opinions or provide recommendations from time to time regarding the underlying asset or index which may influence the price or value of the underlying asset or index and, therefore, the value of the investment. Further, any research, opinion or recommendation expressed within such research reports may not be consistent with purchasing, holding or selling the investment.
- i The United States Federal Income Tax Consequences of Structured Investments are Uncertain No statutory, judicial or administrative authority directly addresses the characterization of structured investments for U.S. federal income tax purposes. The tax treatment of a structured investment may be very different than that of its underlying asset. As a result, significant aspects of the U.S. federal income tax consequences and treatment of an investment are not certain. The offering document(s) for each structured investment contains tax conclusions and discussions about the expected U.S. federal income tax consequences and treatment of the related structured investment. However, no ruling is being requested from the Internal Revenue Service with respect to any structured investment and no assurance can be given that the Internal Revenue Service will agree with the tax conclusions and treatment expressed within the offering document(s) of a particular structured investment. Citigroup Inc., its affiliates, and employees do not provide tax or legal advice. Investors should consult with their own professional advisor(s) on such matters before investing in any structured investment.
- i Fees and Conflicts The issuer of a structured investment and its affiliates may play a variety of roles in connection with the investment, including acting as calculation agent and hedging the issuer's obligations under the investment. In performing these duties, the economic interests of the affiliates of the issuer may be adverse to the interests of the investor.

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Additional Considerations

Please note that the information contained in this brochure is current as of the date indicated and is not intended to be a complete description of the terms, risks and benefits associated with any particular structured investment. Therefore, all of the information set forth herein is qualified in its entirety by the more detailed information provided in the offering documents(s) and related material for the respective structured investment.

The structured investments discussed within this brochure are not suitable for all investors. Prospective investors should evaluate their financial objectives and tolerance for risk prior to investing in any structured investment.

Tax Disclosure

Citigroup Inc., its affiliates and employees do not provide tax or legal advice. To the extent that this brochure or any offering document(s) concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. Any such taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

ERISA and IRA Purchase Considerations

Employee benefit plans subject to ERISA, entities the assets of which are deemed to constitute the assets of such plans, governmental or other plans subject to laws substantially similar to ERISA and retirement accounts (including Keogh, SEP and SIMPLE plans, individual retirement accounts and individual retirement annuities) are permitted to purchase structured investments as long as either (A) (1) no Citi affiliate or employee is a fiduciary to such plan or retirement account that has or exercises any discretionary authority or control with respect to the assets of such plan or retirement account used to purchase the structured investments or renders investment advice with respect to those assets, and (2) such plan or retirement account is paying no more than adequate consideration for the structured investments, or (B) its acquisition and holding of the structured investment is not prohibited by any such provisions or laws or is exempt from any such prohibition.

However, individual retirement accounts, individual retirement annuities and Keogh plans, as well as employee benefit plans that permit participants to direct the investment of their accounts, will not be permitted to purchase or hold the structured investments if the account, plan or annuity is for the benefit of an employee of Citi or a family member and the employee receives

any compensation (such as, for example, an addition to bonus) based on the purchase of structured investments by the account, plan or annuity. You should refer to the section *ERISA Matters* in the applicable offering document(s) for more information.

Distribution Limitations and Considerations

This document may not be distributed in any jurisdiction where it is unlawful to do so. The investments described in this document may not be marketed, or sold or be available for offer or sale in any jurisdiction outside of the U.S., unless permitted under applicable law and in accordance with the offering documents and related materials. In particular:

WARNING TO INVESTORS IN HONG KONG ONLY: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. Investors are advised to exercise caution in relation to the offer. If Investors are in any doubt about any of the contents of this document, they should obtain independent professional advice.

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(b) a trust (other than a trust the trustee of which is an accredited investor) whose sole purpose is to hold investments and of which each beneficiary is an individual who is an accredited investor, should note that securities of that corporation or the beneficiaries' rights and interest in that trust may not be transferred for 6 months after that corporation or that trust has acquired the structured investments under Section 275 of the Securities and Futures Act pursuant to an offer made in reliance on an exemption under Section 275 of the Securities and Futures Act unless:

(i) the transfer is made only to institutional investors, or relevant persons as defined in Section 275(2) of that Act, or arises from an offer referred to in Section 275(1A) of that Act (in the case of a corporation) or in accordance with Section 276(4)(i)(B) of that Act (in the case of a trust);

(ii) no consideration is or will be given for the transfer; or

(iii) the transfer is by operation of law.

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