CITIGROUP INC
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PRODUCT SUPPLEMENT NO. IE-05-06

(To the prospectus and prospectus supplement each dated May 14, 2018)

Citigroup Global Markets Holdings Inc.

Medium-Term Senior Notes, Series N

Payments Due from Citigroup Global Markets Holdings Inc.

Fully and Unconditionally Guaranteed by Citigroup Inc.

Range Accrual Securities

This product supplement sets forth terms that will apply generally to securities that we may offer from time to time using this product supplement. The specific terms of a particular issuance of securities will be set forth in a pricing supplement that we will deliver in connection with that issuance. A separate underlying supplement or the applicable pricing supplement will describe the equity index to which the securities are linked. If the terms specified in any pricing supplement are inconsistent with the terms specified in this product supplement, in any applicable underlying supplement or in the accompanying prospectus supplement or prospectus, the terms specified in the applicable pricing supplement will control. We refer to all securities offered under this product supplement as the "securities."

Linked to Underlying Market Measure(s). Your return on the securities will be linked to an equity index (the "underlying index") and, if applicable, one or more market interest or other rates (each, an "underlying rate"), as specified in the applicable pricing supplement. We refer to the underlying index and, if applicable, any underlying rate to which the securities are linked as the "underlying market measure(s)."

Coupon Payments. Subject to the terms set forth in the applicable pricing supplement, the securities will pay a variable coupon at an annual rate that may be as high as the "contingent rate" specified in the applicable pricing supplement and may be as low as 0%. The actual variable coupon rate for any coupon payment date will depend on:

the contingent rate for the related accrual period specified in the applicable pricing supplement, which may either be a fixed rate or a floating rate determined based on the level of a specified underlying rate; and

the number of elapsed days during the related accrual period on which the "accrual condition" specified in the applicable pricing supplement is satisfied.

Whether the accrual condition is satisfied on any elapsed day will depend on the level(s) of the applicable underlying market measure(s) on that elapsed day, as specified in the applicable pricing supplement.

Risk of Loss at Maturity. Unlike conventional debt securities, the securities do not provide for the repayment of the stated principal amount at maturity in all circumstances. You should carefully read the applicable pricing supplement to understand the circumstances in which you may receive less, and possibly significantly less, than the stated principal amount of your securities at maturity. The risk that you may receive less than the stated principal amount of your securities at maturity will depend on the performance of the underlying index, as more fully described in the applicable pricing supplement.

No Upside Exposure. Although you will have downside exposure to the underlying index, you will not benefit from any appreciation of the underlying index over the term of the securities.

Credit Risk. The securities are unsecured senior debt securities of Citigroup Global Markets Holdings Inc., and the guarantee of the securities is an unsecured obligation of Citigroup Inc. Accordingly, all payments on the securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc. If Citigroup Global Markets Holdings Inc. and Citigroup Inc. default on their obligations, you may not receive any payments that may be owed to you under the securities.

Call Right. If so specified in the applicable pricing supplement, we may have the right to redeem the securities prior to maturity, which may limit the potential benefits offered by the securities.

No Listing. The securities will not be listed on any securities exchange, unless otherwise specified in the applicable pricing supplement. Accordingly, unless otherwise specified, the securities may have limited or no liquidity, and you should not invest in the securities unless you are willing to hold them until maturity. If you choose to and are able to sell your securities prior to maturity, you may receive significantly less than the stated principal amount.

Tax Consequences. For important information regarding certain tax consequences of investing in the securities, see "United States Federal Tax Considerations" beginning on page EA-24.

You should carefully review the specific terms of the securities described in the applicable pricing supplement together with the information contained in this product supplement, any applicable underlying supplement and the accompanying prospectus supplement and prospectus before investing in the securities.

Investing in the securities is subject to risks not associated with an investment in conventional debt securities. See "Risk Factors Relating to the Securities" beginning on page EA-6.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or determined if this product supplement, any applicable underlying supplement, the accompanying prospectus supplement and prospectus or any pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The securities, and the guarantee of the securities by Citigroup Inc., are not deposits or savings accounts but are, respectively, unsecured debt obligations of Citigroup Global Markets Holdings Inc. and unsecured obligations of Citigroup Inc. The securities are not insured or guaranteed by the Federal Deposit Insurance Corporation or by any other governmental agency or instrumentality.

Investment Products Not FDIC Insured May Lose Value No Bank Guarantee
Citigroup

March 7, 2019

We are responsible for the information contained or incorporated by reference in this product supplement, any applicable underlying supplement, the accompanying prospectus supplement and prospectus and any applicable pricing supplement. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. You should not assume that the information contained or incorporated by reference in this product supplement, any applicable underlying supplement, the accompanying prospectus supplement and prospectus or any applicable pricing supplement is accurate as of any date other than the date on the front of such document. We are not making an offer of these securities in any state where the offer is not permitted.

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About this Product Supplement

The pricing supplement for a particular issuance of securities will describe certain specific terms of those securities, but will not describe all of the material terms of those securities or contain all of the other material disclosures that you should consider before investing in those securities. The material terms of the securities and other material disclosures that are not contained in the applicable pricing supplement are set forth in this product supplement and, to the extent not set forth in this product supplement, in the accompanying prospectus supplement and prospectus. A separate underlying supplement or the applicable pricing supplement will describe the underlying index to which the securities are linked. Accordingly, it is important that you read the applicable pricing supplement together with this product supplement, any applicable underlying supplement and the accompanying prospectus supplement and prospectus before investing in the securities.

You may find the Prospectus and Prospectus Supplement each dated May 14, 2018 here:
https://www.sec.gov/Archives/edgar/data/200245/000119312518162183/d583728d424b2.htm

References in this product supplement, the applicable pricing supplement, any applicable underlying supplement and the accompanying prospectus supplement and prospectus to “we,” “our” or “us” are to Citigroup Global Markets Holdings Inc., and not any of its subsidiaries, unless the context indicates otherwise.

Summary Payment Terms

Your return on the securities will be linked to an equity index (the "underlying index") and, if applicable, one or more market interest or other rates (each, an "underlying rate"), as specified in the applicable pricing supplement. We refer to the underlying index and, if applicable, any underlying rate to which the securities are linked as the "underlying market measure(s)."

Subject to the terms set forth in the applicable pricing supplement, the securities will pay a variable coupon at an annual rate that may be as high as the "contingent rate" specified in the applicable pricing supplement and may be as low as 0%. The actual variable coupon rate for any coupon payment date will depend on:

the contingent rate for the related "accrual period," as defined in the applicable pricing supplement, which may either be a fixed rate or a floating rate determined based on the level of a specified underlying rate; and

the number of "elapsed days," as defined in the applicable pricing supplement, during the related accrual period on which the "accrual condition" specified in the applicable pricing supplement is satisfied.

Whether the accrual condition is satisfied on any elapsed day will depend on the level(s) of the applicable underlying market measure(s) on that elapsed day, as specified in the applicable pricing supplement. We refer to each elapsed day on which the accrual condition is satisfied as an "accrual day."

The actual variable coupon rate applicable to any coupon payment date will be an annual rate calculated as follows:

Unlike conventional debt securities, the securities do not provide for the repayment of the stated principal amount at maturity in all circumstances. The risk that you may receive less, and possibly significantly less, than the stated principal amount of your securities at maturity will depend, solely or in part, on the closing level of the underlying index on the "final valuation date" specified in the applicable pricing supplement, subject to the specific terms set forth in the applicable pricing supplement.

You may lose some or all of the stated principal amount of the securities, subject to the terms set forth in the applicable pricing supplement, but in no circumstance will you receive more than the stated principal amount of your securities at maturity (excluding any final variable coupon payment). In addition to the risks associated

with the performance of the underlying market measure(s), any payments due on the securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., as guarantor of the obligations of Citigroup Global Markets Holdings Inc.

The particular payment terms of the securities will be set forth in the applicable pricing supplement. You should carefully read that pricing supplement to understand the payment terms of the securities, the circumstances in which you may receive little or no coupon payments on the securities and the circumstances in which you may receive less than the stated principal amount of the securities at maturity. In addition, you should understand whether we have the right to call the securities prior to maturity. The specific terms of the securities will be determined on the date we price the securities for initial sale to the public, which we refer to as the "pricing date."

Before deciding whether to invest in the securities, you should carefully read and understand the sections "Risk Factors Relating to the Securities" and "Description of the Securities" in this product supplement as well as the particular terms and risk factors described in the applicable pricing supplement.

Certain events may happen that could affect one or more payments owed to you under the securities, such as the occurrence of market disruption events or other events affecting the underlying market measure(s). Those events are described in this product supplement under "Description of the Securities" and will not be repeated in the applicable pricing supplement. As a result, you should carefully review and understand the section "Description of the Securities" in this product supplement.

Risk Factors Relating to the Securities

An investment in the securities is significantly riskier than an investment in conventional debt securities. The securities are subject to all of the risks associated with an investment in our conventional debt securities, including the risk that we may default on our obligations under the securities, and are also subject to risks associated with the relevant underlying market measure(s) because your return on the securities will depend on the performance of the relevant underlying market measure(s).

The risk factors below describe certain significant risks associated with an investment in the securities. You should read these risk factors together with the risk factors included in the applicable pricing supplement, which will describe more specifically those risks associated with the terms of the particular issuance of securities. You should also read these risk factors together with the risk factors included in the documents incorporated by reference into the accompanying prospectus, including Citigroup Inc.'s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, which describe risks relating to the business of Citigroup Inc. more generally. In addition, you should also read the relevant portions of any applicable underlying supplement, which may describe certain risks specific to the underlying index to which the securities are linked.

You may lose some or all of your investment in the securities.

Unlike conventional debt securities, the securities do not provide for the repayment of the stated principal amount at maturity in all circumstances. Instead, your payment at maturity will depend on the performance of the underlying index, as described in the applicable pricing supplement. You should carefully read the applicable pricing supplement to understand the circumstances in which the performance of the underlying index will cause you to receive less than the stated principal amount of your securities at maturity. Depending on the particular terms of the securities, you may lose up to all of your investment in the securities. You should not invest in the securities if you are unable or unwilling to the bear the risk of losing a significant portion or all of your investment in the securities, subject to the terms set forth in the applicable pricing supplement.

The securities offer a variable coupon rate, and the securities may not pay any coupon on one or more coupon payment dates.

Subject to the terms set forth in the applicable pricing supplement, the coupon payments on the securities are variable and may be zero on one or more, or all, coupon payment dates. Any variable coupon payment will be paid at a rate equal to the contingent rate specified in the applicable pricing supplement **only** if the accrual condition is satisfied on **each** elapsed day during the related accrual period. Whether the accrual condition is satisfied on any elapsed day will depend on the level(s) of the applicable underlying market measure(s) on that elapsed day. If, on **each** elapsed day during an accrual period, the accrual condition is not satisfied, no variable coupon payment will be made on the related coupon payment date. If, on **any** elapsed day during an accrual period, the accrual condition is not satisfied, the applicable variable coupon payment will be paid at a rate that is less, and possibly significantly less, than the contingent rate. Accordingly, there can be no assurance that you will receive a variable coupon payment on any coupon payment date or that any variable coupon payment you do receive will be calculated at the full contingent rate.

Furthermore, if the contingent rate is itself a floating rate determined by reference to an underlying rate, there will be an additional contingency associated with that underlying rate. A floating contingent rate may be as low as zero for any accrual period, unless otherwise specified in the applicable pricing supplement. If the contingent rate is zero for any accrual period, you will not receive any variable coupon payment on the related coupon payment date even if the accrual condition is satisfied on each elapsed day in the accrual period.

As a result, your actual yield on the securities, if any, may be less than that of a conventional debt security we issue. You should not invest in the securities if you seek certainty of receiving current income during the term of the securities, since the coupon payments are variable and may be zero.

Higher contingent rates are associated with greater risk.

The securities offer variable coupon payments with the potential to result in a higher yield than the yield on our conventional debt securities of the same maturity. You should understand that, in exchange for this potentially higher yield, you will be exposed to significantly greater risks than investors in our conventional debt securities. These risks include the risk that the variable coupon payments you receive, if any, will be calculated at a rate that is lower (perhaps significantly) than the full contingent rate and that may be zero, and the risk that you may receive less, and potentially significantly less, than the stated principal amount of your securities at maturity. In general, higher contingent rates are associated with greater levels of expected risk as of the pricing date for the securities.

The volatility of the underlying market measure(s) is an important factor affecting the risks described in the preceding paragraph. Volatility is a measure of the average magnitude of fluctuations in the level of the underlying market measure(s) over any given time period. Investors in the securities will be adversely affected by volatility of the underlying market measure(s). This is because greater volatility generally means a greater risk that the level(s) of the applicable underlying market measure(s) on one or more elapsed days will be such that the accrual condition is not satisfied and, as a result, that you receive little or no coupon on the securities, or that the performance of the underlying index will be such that you will receive less than the stated principal amount of the securities (and possibly nothing) at maturity. Greater expected volatility of the underlying market measure(s) as of the pricing date may result in a higher contingent rate, but it would also represent a greater expected likelihood as of the pricing date that you will not receive any variable coupon payment on one or more coupon payment dates and that you will not be repaid the stated principal amount of your securities at maturity.

You may not be adequately compensated for assuming the downside risks of the underlying market measure(s).

The variable coupon payments on the securities are the compensation you receive for assuming the downside risks of the underlying market measure(s), as well as all the other risks of the securities. That compensation is effectively "at risk" and may, therefore, be less than you currently anticipate. First, the actual yield you realize on the securities could be lower than you anticipate because the coupon is variable and any coupon payments you receive may be calculated at a rate that is lower (perhaps significantly) than the full contingent rate and that may be zero. Second, the variable coupon payments are the compensation you receive not only for the downside risks of the underlying market measure(s), but also for all of the other risks of the securities, including interest rate risk and our credit risk. If those other risks increase or are otherwise greater than you currently anticipate, the variable coupon payments may turn out to be inadequate to compensate you for all the risks of the securities, including the downside risks of the underlying market measure(s).

Securities linked to more than one underlying market measure will be subject to risks associated with each underlying market measure and will be adversely affected by unfavorable movements in any underlying market measure, regardless of the performance of the other(s).

For securities linked to more than one underlying market measure, you will be adversely affected if the level of any underlying market measure moves in an unfavorable direction, even if the level of the other(s) moves in a favorable direction. Accordingly, investors in such securities will be subject to risks associated with each underlying market measure. For example, if the accrual condition depends on the performance of two underlying market measures, either underlying market measure may cause the accrual condition to fail to be satisfied, even if the other underlying market measure performs favorably. To take another example, if the accrual condition depends only on the performance of the underlying index but the contingent rate is a floating rate determined by reference to an underlying rate, you will receive no variable coupon payment on a particular coupon payment date if the accrual condition fails to be satisfied on each elapsed day in the applicable accrual period, even if the contingent rate for that accrual period is high; alternatively, you will receive a low variable coupon payment or no variable coupon payment on a particular coupon payment date if the contingent rate is low or zero, even if the accrual condition is satisfied on each elapsed day in the accrual period. Accordingly, securities linked to more than one underlying market measure are particularly risky.

If applicable, we may have the right to call the securities prior to maturity, which may limit your opportunity to receive variable coupon payments if the underlying market measure(s) perform favorably.

If specified in the applicable pricing supplement, we may have the right to call the securities prior to maturity. In determining whether to exercise our call right, we will consider various factors, including then current market interest rates and our expectations about payments we will be required to make on the securities in the future. If we have the right to call the securities, we will do so at a time that is advantageous to us and without regard to your interests. We are more likely to call the securities at a time when the underlying market measure(s) are performing favorably from your perspective and when we expect them to continue to do so. Therefore, although the securities offer variable coupon payments with the potential to result in a higher yield than the yield on our conventional debt securities of the same maturity, if the securities are paying that higher rate, it is likely that we would call the securities at that time. Accordingly, the call feature of the securities is likely to limit the benefits you receive from the variable coupon payments. If we exercise our call right prior to maturity, you may not be able to reinvest your funds in another investment that provides a similar yield with a similar level of risk.

You will have downside exposure, but no upside exposure, to the underlying index.

Even though you will be subject to the risk of a decline in the level of the underlying index, you will not participate in any appreciation in the level of the underlying index over the term of the securities, and your maximum possible return on the securities will be limited to the sum of the variable coupon payments you receive, if any. Consequently, your return on the securities may be significantly less than the return you could achieve on a direct investment in the underlying index. You should not invest in the securities if you seek to participate in any appreciation of the underlying index.

The securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., the guarantor of any payments due on the securities.

You are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc. The securities are not guaranteed by any entity other than Citigroup Inc. Any actual or anticipated changes to Citigroup Global Markets Holdings Inc.’s or Citigroup Inc.’s credit ratings or credit spreads may adversely affect the value of the securities. If Citigroup Global Markets Holdings Inc. defaults on its obligations and Citigroup Inc. defaults on its guarantee obligations under the securities, your investment will be at risk and you could lose some or all of your investment. As a result, the value of the securities prior to maturity will be affected by changes in the market’s view of Citigroup Global Markets Holdings Inc.’s and Citigroup Inc.’s creditworthiness. Any decline, or anticipated decline, in either of their credit ratings or increase, or anticipated increase, in the credit spreads charged by the market for taking either of their credit risk is likely to adversely affect the value of the securities.

The securities will not be listed on a securities exchange and you may not be able to sell your securities prior to maturity.

Unless otherwise specified in the applicable pricing supplement, the securities will not be listed on a securities exchange. Accordingly, the securities may have limited or no liquidity, and you should not invest in the securities unless you are willing to hold them to maturity.

Citigroup Global Markets Inc. ("CGMI") or, if applicable, any other entity named as underwriter or agent in the applicable pricing supplement may, but is not obligated to, make a market in the securities. If CGMI or such other underwriter or agent does make a market in the securities, it may discontinue doing so at any time. Because we do not expect that other broker-dealers will participate significantly in any secondary market for the securities, the price at which you may be able to sell your securities prior to maturity is likely to depend on the price, if any, at which CGMI or such other underwriter or agent is willing to transact. If at any time CGMI or such other underwriter or agent were not to make a market in the securities, it is likely that there would be no secondary market at all for the securities. The price, if any, at which CGMI, such other underwriter or agent or any other buyer may be willing to purchase your securities in any secondary market that may develop may be significantly less than the stated principal amount; therefore, any sale of the securities prior to maturity may result in a substantial loss. As a result, you should be prepared to hold your securities to maturity.

The value of your securities prior to maturity will fluctuate based on many unpredictable factors.

The value of your securities prior to maturity will fluctuate based on the level of the underlying market measure(s) and a number of other factors, including those described below. Some of these factors are interrelated in complex ways. As a result, the effect of any one factor may be offset or magnified by the effect of one or more other factors. The paragraphs below describe what we expect to be the impact on the value of the securities of a change in a specific factor, assuming all other conditions remain constant. You should understand that the value of your securities at any time prior to maturity may be significantly less than the stated principal amount.

Level of Underlying Market Measure(s). We expect that the value of the securities at any time will depend substantially on the level of the underlying market measure(s) at that time. If the level of the underlying market measure(s) moves in an unfavorable direction after the pricing date, the value of your securities will likely decline, perhaps significantly. In all cases, the value of your securities prior to maturity may be significantly less than the stated principal amount of your securities because of expectations that the level of the underlying market measure(s) will continue to fluctuate over the term of the securities, among other reasons.

The level of any underlying index to which the securities may be linked will be determined by the value of the stocks that constitute the index, which in turn will be affected by complex and interrelated political, economic, financial and other factors that affect the capital markets generally. The level of any underlying rate to which the securities may be linked will generally be influenced by perceptions about future levels of the underlying rate, general economic conditions in the relevant market and prevailing market interest rates. Hedging by us or our counterparties (which may include our affiliates), the issuance of other securities similar to the securities and other trading activities by our affiliates may also affect such levels, which could negatively affect the value of the securities.

Volatility of the Underlying Market Measure(s). Volatility refers to the average magnitude of changes in the level of an underlying market measure over any given period. Any increase in the expected volatility of the underlying market measure(s) is likely to adversely affect the value of the securities. This is because greater volatility in the level of the underlying market measure(s) is associated with a greater likelihood that the level of the underlying market measure(s) will move in a way that adversely affects one or more payments to you on the securities.

Changes in Correlation. For securities linked to more than one underlying market measure, if the correlation between those underlying market measures changes, the value of the securities may be adversely affected.

Dividend Yield. If the dividend yield on the stocks included in the underlying index increases, we expect that the value of the securities may decrease. You will not be entitled to receive any dividends paid on the stocks included in the underlying index during the term of the securities.

Interest Rates. We expect that the value of the securities will be affected by changes in U.S. interest rates. In general, if U.S. interest rates increase, the value of the securities is likely to decrease.

Time Remaining to Maturity. At any given time, a portion of the value of the securities will be attributable to time value, which is based on the amount of time then remaining to maturity. If you sell the securities at any time prior to maturity, you will be giving up any increase in the time value of the securities that may result as the time remaining to maturity shortens.

Creditworthiness of Citigroup Global Markets Holdings Inc. and Citigroup Inc. The securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., the guarantor of any payments due on the securities. Therefore, any actual or anticipated changes to either of their credit ratings or credit spreads may adversely affect the value of the securities.

It is important for you to understand that the impact of one of the factors discussed above may offset, or magnify, some or all of any change in the value of the securities attributable to one or more of the other factors.

If a U.S. Dollar LIBOR rate is an underlying rate, that rate will be affected by a number of factors.

U.S. Dollar LIBOR rates are influenced by a number of factors. U.S. Dollar LIBOR rates are generally short-term rates and, as such, are significantly affected by the policies of the Federal Reserve Board regarding interest rates. An increase in the Federal Reserve Board's "federal funds target rate" has historically been associated with an increase in U.S. Dollar LIBOR rates. If the securities would be adversely affected by an increase in a U.S. Dollar LIBOR rate, as would be the case if the contingent rate is a floating rate that floats inversely with respect to changes in a U.S. Dollar LIBOR rate, or if the accrual condition would not be satisfied if a U.S. Dollar LIBOR rate exceeds a specified level, then one significant risk of the securities is that the Federal Reserve Board will increase its federal funds target rate. However, you should also understand that U.S. Dollar LIBOR rates are affected by factors other than the federal funds target rate, such that a U.S. Dollar LIBOR rate may increase even in the absence of any change in the federal funds target rate. These other factors that affect U.S. Dollar LIBOR rates include perceptions about future levels of U.S. Dollar LIBOR rates, general economic conditions in the United States and other prevailing market interest rates.

If a U.S. Dollar LIBOR rate is an underlying rate, the manner in which that rate is calculated may change in the future.

The method by which a relevant U.S. Dollar LIBOR is calculated may change in the future, as a result of governmental actions, actions by the publisher of LIBOR or otherwise. We cannot predict whether the method by which U.S. Dollar LIBOR is calculated will change or what the impact of any such change might be. Any such change could affect the level of U.S. dollar LIBOR in a way that has a significant adverse effect on the notes.

Your payment at maturity will depend on the closing level of the underlying index solely on the final valuation date, which makes the securities particularly sensitive to volatility of the underlying index.

Whether you are repaid the stated principal amount of your securities at maturity will depend, solely or in part, on the closing level of the underlying index on the final valuation date. As a result, you are subject to the risk that the closing level of the underlying index may be lower, and possibly significantly lower, on the final valuation date than on one or more other dates during the term of the securities, including other dates near the final valuation date. The fact that the payment at maturity depends on the closing level of the underlying index on a single day means that the securities will be particularly sensitive to volatility in the closing level of the underlying index.

Our offering of the securities does not constitute a recommendation of the underlying market measure(s).

You should not take our offering of the securities as an expression of our views about how the underlying index or any underlying rate to which your securities may be linked will perform in the future or as a recommendation to invest in the underlying index or such underlying rate, including through an investment in the securities. As we are part of a global financial institution, our affiliates may, and often do, have positions (including short positions) that conflict with an investment in the securities, including positions in shares included in the underlying index. You should undertake an independent determination of whether an investment in the securities is suitable for you in light of your specific investment objectives, risk tolerance and financial resources.

Our affiliates may have published research, expressed opinions or provided recommendations that are inconsistent with investing in the securities and may do so in the future, and any such research, opinions or recommendations could adversely affect the level of the underlying market measure(s).

CGMI and other of our affiliates may publish research from time to time relating to the financial markets or the underlying index or any underlying rate to which the securities may be linked. Any research, opinions or recommendations provided by CGMI may influence the level of the underlying index or such underlying rate and the value of the securities, and they may be inconsistent with purchasing or holding the securities. CGMI and other of our affiliates may have published or may publish research or other opinions that call into question the investment view implicit in an investment in the securities. Any research, opinions or recommendations expressed by such affiliates of ours may not be consistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the underlying market measure(s) and the merits of investing in the securities.

The level of the underlying market measure(s) may be affected by our or our affiliates' hedging and other trading activities.

In anticipation of the sale of any issuance of the securities, we expect to hedge our obligations under the securities through CGMI or other of our affiliates, who may take positions directly in the underlying market measure(s) or in derivative instruments that may affect the level of the underlying market measure(s). For example, our counterparties may take positions directly in the shares included in the underlying index, and for securities linked to an underlying rate, our counterparties may take positions in instruments linked to the underlying rate. This hedging activity on or prior to the pricing date could potentially affect the level of the underlying market measure(s) on the pricing date and, accordingly, potentially increase any initial level established on the pricing date, which may adversely affect your return on the securities. Additionally, this hedging activity during the term of the securities could negatively affect the level of the underlying market measure(s) on any elapsed day or the final valuation date and, therefore, adversely affect your return on the securities. This hedging activity may present a conflict of interest between your interests as a holder of the securities and the interests we and/or our counterparties, which may be our affiliates, have in executing, maintaining and adjusting hedging transactions. These hedging activities could also affect the price, if any, at which CGMI or, if applicable, any other entity named as underwriter or agent in the applicable pricing supplement may be willing to purchase your securities in a secondary market transaction.

CGMI and other of our affiliates may also trade the underlying market measure(s) or other instruments that may affect the level of the underlying market measure(s) on a regular basis (taking long or short positions or both), for their accounts, for other accounts under their management or to facilitate transactions, including block transactions, on behalf of customers. As with our or our affiliates' hedging activity, this trading activity could affect the level of the underlying market measure(s) on any elapsed day or the final valuation date and, therefore, adversely affect the performance of the securities.

It is possible that these hedging or trading activities could result in substantial returns for us or our affiliates while the value of the securities declines.

We and our affiliates may have economic interests that are adverse to those of the holders of the securities as a result of our affiliates' business activities.

Our affiliates may currently or from time to time engage in business with the issuer of any shares that are included in the underlying index (each, a "relevant issuer"). These activities may include extending loans to, making equity investments in or providing advisory services to a relevant issuer, including merger and acquisition advisory services. In the course of this business, we or our affiliates may acquire non-public information about a relevant issuer and we will not disclose any such information to you. Any prospective purchaser of the securities should undertake an independent investigation of any relevant issuer as in its judgment is appropriate to make an informed decision with respect to an investment in the securities. We do not make any representation or warranty to any purchaser of the securities with respect to any matters whatsoever relating to our affiliates' business with any relevant issuer.

If any of our affiliates is or becomes a creditor of a relevant issuer or otherwise enters into any transaction with a relevant issuer in the course of its business, such affiliate may exercise remedies against that issuer without regard to the impact on your interests as a holder of the securities.

Additionally, we or one of our affiliates may serve as issuer, agent or underwriter for issuances of other securities or financial instruments with returns linked or related to changes in the level of the underlying market measure(s). To the extent that we or one of our affiliates does so, our or their interests with respect to these products may be adverse to those of the holders of the securities. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the value of the securities.

In the case of securities linked to an underlying index that is composed primarily of securities issued by non-U.S. companies, our affiliates may currently or from time to time engage in trading activities related to the currency in which the equity securities underlying any such underlying index trade. These trading activities could potentially affect the exchange rate with respect to that currency and, if currency exchange rate calculations are involved in the calculation of the level of the underlying index, could affect the value of the securities.

The historical performance of the underlying market measure(s) is not an indication of future performance.

The historical performance of any underlying market measure to which the securities may be linked, which will be included in the applicable pricing supplement, should not be taken as an indication of the future performance of that underlying market measure during the term of the securities. Changes in the level of the applicable underlying market measure(s) will affect your return on, and the value of, the securities, but it is impossible to predict whether the level of the applicable underlying market measure(s) will rise or fall.

The calculation agent, which is an affiliate of ours, will make important determinations with respect to the securities.

As calculation agent, CGMI, our affiliate, will determine, among other things, any level required to be determined under the securities and any amounts owed to you under the terms of the securities. In addition, if certain events occur, CGMI will be required to make certain discretionary judgments that could significantly affect your return on the securities. In making these judgments, CGMI's interests as an affiliate of ours could be adverse to your interests as a holder of the securities. Such judgments could include, among other things:

- determining whether a market disruption event has occurred;
- if a market disruption event has occurred on the final valuation date, determining whether to postpone the final valuation date;
- determining the level of the underlying index if it is not otherwise available or a market disruption occurs on the final valuation date;
- if the contingent rate is determined based on an underlying rate, determining the level of that underlying rate if it is not otherwise available on a date of determination;
- selecting a successor index or performing an alternative calculation of the level of the underlying index if the underlying index is discontinued or materially modified (see "Description of the Securities—Terms Related to the Underlying Index—Discontinuance or Material Modification of the Underlying Index" below); and
- selecting a successor rate if an underlying rate is discontinued (see "Description of the Securities—Terms Related to an Underlying Rate—Discontinuance of a U.S. Dollar LIBOR Rate" below).

Any of these determinations made by CGMI, in its capacity as calculation agent, may adversely affect your return on the securities.

Securities with a barrier feature are subject to particular risks.

If the applicable pricing supplement so provides, any limitation on the downside exposure of the securities to the negative performance of the underlying index may not apply if the level of the underlying index is less than a specified barrier level on the final valuation date. For such securities, if the level of the underlying index is less than the specified barrier level on the final valuation date, you will be fully exposed to the decline in the underlying index from its initial level. Unlike securities with a buffer, such securities offer no protection at all if the level of the underlying index is less than that specified barrier level, and it is possible that you will lose all of the stated principal amount of such securities.

Securities with a knock-in, knock-out or similar feature are subject to particular risks.

If the applicable pricing supplement so provides, one or more payments on the securities may be adversely affected if a specified event occurs, which may be described as a trigger event, a knock-in event, a knock-out event, a downside event, a fixing event or by another term. Any such event may occur if the closing level or intra-day level of the underlying index is less than, less than or equal to, greater than or greater than or equal to a specified level during a specified observation period, as specified in the applicable pricing supplement. Any such event may occur even if only as a result of a temporary drop or spike in the level of the underlying index that is quickly reversed. For such securities, you should carefully read the applicable pricing supplement to understand when the applicable event will occur and what the consequences of that event are on the amounts owed to you under the securities. Securities that are subject to any such event may not perform as well as securities that are not subject to such an event.

Securities with a diminishing buffer are subject to particular risks.

If the applicable pricing supplement so provides, any limitation on the downside exposure of the securities to the negative performance of the underlying index may be diminished if the level of the underlying index is less than a specified buffer level on the final valuation date. For such securities, if the level of the underlying index is less than the specified buffer level on the final valuation date, you will lose more than 1% of the stated principal amount of the securities for every 1% the underlying index declines beyond the buffer level. The percentage of such magnified loss, which will progressively offset any protection that the buffer would offer, will be specified in the applicable pricing supplement. The lower the level of the underlying index on the final valuation date, the less benefit you will receive from the buffer. Unlike securities with a fixed buffer, securities with a diminishing buffer feature may expose you to the full negative performance of the underlying index.

The initial level of the underlying index may be determined after the securities are issued.

If the applicable pricing supplement so specifies, the initial level of the underlying index may be determined based on the arithmetic average of the closing levels of the underlying index on one or more dates on or after the pricing date and possibly the issue date of the securities. As a result, the initial level of the underlying index may not be determined, and you may therefore not know the initial level of the underlying index, until after the pricing date and possibly the issue date. Any change to the initial level of the underlying index as a result of changes in the level of the underlying index after the pricing date or the issue date may adversely affect your return on the securities.

Adjustments to the underlying index could adversely affect the value of the securities.

The publisher of the underlying index may add, delete or substitute the stocks that constitute the underlying index or make other methodological changes that could affect the level of the underlying index. Moreover, the underlying index publisher may discontinue or suspend calculation or publication of the underlying index at any time. In this latter case, the calculation agent will have the sole discretion to substitute a successor index as described under "Description of the Securities—Terms Related to the Underlying Index—Discontinuance or Material Modification of the Underlying Index" below, and is not precluded from considering indices that are calculated and published by the calculation agent or any of its affiliates.

We have no affiliation with the publisher of any underlying market measure to which the securities may be linked and are not responsible for its public disclosures.

We are not affiliated with the publisher of the underlying index or any underlying rate to which the securities may be linked, and no such publisher will be involved in any of our offerings of the securities in any way. Consequently, we have no control over the actions of any such publisher, including any actions that could adversely affect the level of the underlying index or such underlying rate. No such publisher has any obligation to consider your interests as an investor in the securities in taking any such actions. None of the money you pay for the securities will go to any such publisher.

In addition, as we are not affiliated with the publisher of the underlying index or any underlying rate to which the securities may be linked, we do not assume any responsibility for the accuracy or adequacy of any information about the underlying index or such underlying rate contained in the public disclosures of any such publisher. We have made no "due diligence" or other investigation into any such publisher in connection with the offering of the securities. As an investor in the securities, you should make your own investigation into each applicable underlying index or underlying rate and its publisher.

The U.S. federal tax consequences of an investment in the securities are unclear.

Due to the lack of controlling legal authority, the U.S. federal tax consequences of an investment in the securities are unclear. We do not plan to request a ruling from the Internal Revenue Service (the "IRS"), and the IRS or a court might not agree with the treatment of the securities as prepaid forward contracts with associated coupon payments. If the IRS were successful in asserting an alternative treatment for the securities, the tax consequences of ownership and disposition of the securities might be materially and adversely affected. Moreover, the securities may be assumed by Citigroup Inc., as provided in the accompanying prospectus. The law regarding whether or not such an assumption would be considered a "significant modification" of the securities is not entirely clear and, if the IRS were to treat the assumption as a significant modification, a U.S. investor would generally be required to recognize gain (if any) on the securities and the timing and character of income recognized with respect to the securities after the assumption could be affected significantly.

As described below under "United States Federal Tax Considerations," the U.S. Treasury Department and the IRS have requested comments on various issues regarding the U.S. federal income tax treatment of "prepaid forward contracts" and similar financial instruments and have indicated that such transactions may be the subject of future regulations or other guidance. In addition, members of Congress have proposed legislative changes to the tax treatment of derivative contracts. Any legislation, Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

Because of the uncertain treatment of the securities, non-U.S. investors should expect to be subject to withholding tax in respect of coupon payments on the securities at a rate of 30% or a lower treaty rate. In addition, non-U.S. investors should review the discussion in "United States Federal Tax Considerations—Tax Consequences to Non-U.S. Holders—Possible Withholding under Section 871(m) of the Code" regarding potential withholding tax risks under Section 871(m) of the Internal Revenue Code of 1986, as amended (the "Code"). We will not be required to pay any additional amounts with respect to amounts withheld.

Both U.S. and non-U.S. persons considering an investment in the securities should review carefully the section of this product supplement entitled "United States Federal Tax Considerations" and consult their tax advisers regarding the U.S. federal tax consequences of an investment in the securities, as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Description of the Securities

The following description of the general terms of the Securities supplements the general terms and provisions set forth in the accompanying prospectus supplement and prospectus. If any specific information regarding the Securities in this product supplement is inconsistent with the more general terms described in the accompanying prospectus supplement and prospectus, you should rely on the information in this product supplement.

The pricing supplement applicable to a particular issuance of Securities will contain the specific terms of those Securities. A separate underlying supplement or the applicable pricing supplement will describe the equity index to which the Securities are linked. If any information in the applicable pricing supplement is inconsistent with this product supplement, you should rely on the information in the applicable pricing supplement. The applicable pricing supplement may also add, update or change information contained in this product supplement, in any applicable underlying supplement or in the accompanying prospectus supplement and prospectus. It is important for you to consider carefully the information contained in this product supplement together with the information contained in the applicable pricing supplement, any applicable underlying supplement and the accompanying prospectus supplement and prospectus before investing in the Securities.

General

The securities offered under this product supplement (the "Securities") are senior unsecured debt securities issued by Citigroup Global Markets Holdings Inc. under the senior debt indenture described in the accompanying prospectus supplement and prospectus. Any payments due on the Securities are fully and unconditionally guaranteed by Citigroup Inc. The Securities will constitute part of the senior debt of Citigroup Global Markets Holdings Inc. and will rank equally with all other unsecured and unsubordinated debt of Citigroup Global Markets Holdings Inc. The guarantee of payments due on the Securities will constitute part of the senior debt of Citigroup Inc. and will rank equally with all other unsecured and unsubordinated debt of Citigroup Inc.

Your return on the Securities will be linked to an equity index (the "Underlying Index") and, if applicable, one or more market interest or other rates (each, an "Underlying Rate"), as specified in the applicable pricing supplement. We refer to the Underlying Index and, if applicable, any Underlying Rate to which the Securities are linked as the "Underlying Market Measure(s)."

The "Calculation Agent" for each issuance of Securities will be our affiliate, Citigroup Global Markets Inc. ("CGMI"), or any successor appointed by us, unless otherwise specified in the applicable pricing supplement. The Calculation Agent will make the determinations specified in this product supplement or in the applicable pricing supplement. All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on Citigroup Global Markets Holdings Inc., Citigroup Inc. and the holders of the Securities. The Calculation Agent is obligated to carry out its duties and functions in good faith and using its reasonable judgment.

The stated principal amount of the Securities will be set forth in the applicable pricing supplement. Unless otherwise specified in the applicable pricing supplement, the Securities will be denominated in amounts equal to the stated principal amount and integral multiples thereof.

Payment at Maturity

Unlike conventional debt securities, the Securities do not provide for the repayment of the stated principal amount at maturity in all circumstances. You should carefully read the applicable pricing supplement to understand the circumstances in which you may receive less, and possibly significantly less, than the stated principal amount of your Securities at maturity. The risk that you may receive less than the stated principal amount of your Securities at maturity will depend on the performance of the Underlying Index, as more fully described in the applicable pricing supplement.

The Securities will mature on the date specified in the applicable pricing supplement (the "Maturity Date"). If the originally scheduled Maturity Date is not a Business Day, any payment required to be made on the Maturity Date will be made on the next succeeding Business Day, and no interest will accrue as a result of delayed payment.

A "Business Day" means any day that is not a Saturday, a Sunday or a day on which the Federal Reserve Bank of New York is closed.

The payment to be made on the Maturity Date will be based, solely or in part, on the Closing Level of the Underlying Index on the date specified in the applicable pricing supplement (the "Final Valuation Date"), subject to the specific terms set forth in the applicable pricing supplement.

You may lose some or all of the stated principal amount of the Securities, subject to the terms set forth in the applicable pricing supplement, but in no circumstance will you receive more than the stated principal amount of the Securities at maturity (excluding any final variable coupon payment). In addition to the risks associated with the performance of the Underlying Market Measure(s), any payments due on the Securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc., as guarantor of any payments due on the Securities.

Coupon Payments

Subject to the terms set forth in the applicable pricing supplement, the Securities will pay a variable coupon on each Coupon Payment Date at an annual rate that may be as high as the Contingent Rate and may be as low as 0%. The actual "Variable Coupon Rate" for any Coupon Payment Date will be calculated as follows:

On each Coupon Payment Date, the amount of the variable coupon payment per Security will equal (i) (A) the stated principal amount *multiplied by* (B) the Variable Coupon Rate applicable to that Coupon Payment Date *divided by* (ii) the number of scheduled Coupon Payment Dates in one year. If the applicable pricing supplement provides for fixed coupon payments at a non-contingent rate per annum for an initial period, the amount payable on any Coupon Payment Date during that initial period will be calculated in the manner provided in the immediately preceding sentence, but substituting that fixed, non-contingent rate per annum for the Variable Coupon Rate.

The "Contingent Rate" will be specified in the applicable pricing supplement and may either be a fixed rate or a floating rate determined by reference to an Underlying Rate.

Each "Coupon Payment Date" will be specified in the applicable pricing supplement. If any Coupon Payment Date is not a Business Day, any payment due on that Coupon Payment Date will be made on the next succeeding Business Day with the same force and effect as if made on the Coupon Payment Date, and no interest will accrue as a result of delayed payment.

An "Accrual Day" is an Elapsed Day on which the Accrual Condition is satisfied.

An "Elapsed Day" will be a day specified in the applicable pricing supplement.

The "Accrual Condition" will be specified in the applicable pricing supplement. Whether the Accrual Condition is satisfied on any Elapsed Day will depend on the level(s) of the applicable Underlying Market Measure(s) on that Elapsed Day.

The "Accrual Period" applicable to any Coupon Payment Date will be specified in the applicable pricing supplement.

If the applicable pricing supplement specifies that an Accrual Period is a period from one "valuation date" (or the Pricing Date, in the case of the first Accrual Period) to another "valuation date" and any scheduled valuation date is not a Business Day, such valuation date will be postponed to the next succeeding Business Day. If such valuation date is the Final Valuation Date, any postponement of such valuation date for purposes of the Accrual Condition will be governed solely by this paragraph and not by the provisions set forth below under "—Terms Related to the Underlying Index—Consequences of a Market Disruption Event; Postponement of the Final Valuation Date."

Unless otherwise specified in the applicable pricing supplement, each variable coupon payment (and any other coupon payment, as specified in the applicable pricing supplement) will be payable to the persons in whose names the Securities are registered at the close of business on the Business Day immediately preceding the applicable Coupon Payment Date, each a regular record date, except that the final variable coupon payment (or other coupon payment) will be payable to the persons who hold the Securities on the Maturity Date or the date on which the Securities are earlier redeemed, as applicable.

Call Right

If specified in the applicable pricing supplement, we will have the right to call the Securities, in whole and not in part, on terms specified in the applicable pricing supplement. If applicable, the pricing supplement will specify the dates on which we may call the Securities, the price at which we may call the Securities and the circumstances in which we may call the Securities. If we elect to redeem the Securities, the minimum price payable to you will be equal to the stated principal amount per Security *plus* any accrued and unpaid interest due on the date of redemption. If any date on which we elect to redeem the Securities falls on a day that is not a Business Day, the payment to be made upon redemption will be made on the next succeeding Business Day with the same force and effect as if made on the original date of redemption, and no interest will accrue as a result of delayed payment.

If we have the right to call the Securities, the provisions set forth under “Description of the Notes—Optional Redemption, Repayment and Repurchase” in the accompanying prospectus supplement will apply, subject to the terms set forth in the applicable pricing supplement.

Holders of the Securities will not have the right to require us to redeem the Securities prior to maturity, unless otherwise specified in the applicable pricing supplement.

Terms Related to the Underlying Index

Determining the Closing Level

The “Closing Level” of the Underlying Index on any date of determination will be the closing level of the Underlying Index on such day as published by the publisher of the Underlying Index (the “Underlying Index Publisher”), subject to the terms described under “—Discontinuance or Material Modification of the Underlying Index” below.

Solely for purposes of determining your payment at maturity (excluding any final variable coupon payment), if the closing level of the Underlying Index is not published by the Underlying Index Publisher on the Final Valuation Date (as it may be postponed as described below), the Closing Level of the Underlying Index on the Final Valuation Date will be the closing level of the Underlying Index as calculated by the Calculation Agent in accordance with the formula for and method of calculating the Underlying Index last in effect prior to the failure to publish, but using only those securities included in the Underlying Index immediately prior to such failure to publish. If a Market Disruption Event (as defined below) occurs on the Final Valuation Date, the Calculation Agent may, in its sole discretion, determine the Closing Level of the Underlying Index on the Final Valuation Date either (x) pursuant to the immediately preceding sentence (using its good faith estimate of the value of any security included in the Underlying Index as to which an event giving rise to the Market Disruption Event has occurred) or (y) if available, using the closing level of the Underlying Index on such day as published by the Underlying Index Publisher.

Unless otherwise specified in the applicable pricing supplement, for purposes of determining whether the Accrual Condition is satisfied, if the closing level of the Underlying Index is not published by the Underlying Index Publisher on any Elapsed Day (including weekends and holidays if such days are Elapsed Days), the Closing Level of the Underlying Index on those dates will be assumed to be the same as on the immediately preceding Elapsed Day.

Consequences of a Market Disruption Event; Postponement of the Final Valuation Date

If a Market Disruption Event occurs on the scheduled Final Valuation Date, the Calculation Agent may, but is not required to, postpone the Final Valuation Date to the next succeeding Scheduled Trading Day (as defined below) on which a Market Disruption Event does not occur; *provided* that the Final Valuation Date may not be postponed past the fifth Scheduled Trading Day immediately following the date that was originally scheduled to be the Final Valuation Date or, in any event, past the Scheduled Trading Day immediately preceding the Maturity Date.

If the scheduled Final Valuation Date is not a Scheduled Trading Day, the Final Valuation Date will be postponed to the earlier of (i) the next succeeding day that is a Scheduled Trading Day and (ii) the Business Day immediately preceding the Maturity Date.

If a Market Disruption Event occurs on the scheduled Final Valuation Date and the Calculation Agent does not postpone the Final Valuation Date, or if the Final Valuation Date is postponed for any reason to the last date to which it may be postponed, in each case as described above, then the Closing Level to be determined on such date will be determined as set forth in the definition of "Closing Level" above (and, if applicable, the Intra-Day Level to be determined on such date will be determined as set forth in the definition of "Intra-Day Level" below).

Under the terms of the Securities, the Calculation Agent will be required to exercise discretion in determining (i) whether a Market Disruption Event has occurred on the Final Valuation Date; (ii) if a Market Disruption Event occurs, whether to postpone the scheduled Final Valuation Date as a result of the Market Disruption Event; and (iii) if a Market Disruption Event occurs on the Final Valuation Date and the closing level (or intra-day level, if applicable) is available as published by the Underlying Index Publisher, whether to determine the Closing Level (or Intra-Day Level, if applicable) by reference to such published level or by reference to the alternative procedure described in the definition of "Closing Level" (or "Intra-Day Level," if applicable). In exercising this discretion, the Calculation Agent will be required to act in good faith and using its reasonable judgment, but it may take into account any factors it deems relevant, including, without limitation, whether the applicable event materially interfered with our ability or the ability of our hedging counterparty, which may be an affiliate of ours, to adjust or unwind all or a material portion of any hedge with respect to the Securities.

Certain Definitions

The following definitions apply with respect to any Underlying Index, except as provided below under "—Certain Alternative Definitions for Multiple Exchange Indices."

The "Closing Time" on any day for any Exchange or Related Exchange is the Scheduled Closing Time for such Exchange or Related Exchange on such day or, if earlier, the actual closing time of such Exchange or Related Exchange on such day.

An "Exchange" means, with respect to any security included in the Underlying Index, the principal exchange or market on which trading in such security occurs.

An "Exchange Business Day" means any Scheduled Trading Day on which the Exchange(s) for each security included in the Underlying Index and each Related Exchange are open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.

A "Market Disruption Event" means, as determined by the Calculation Agent,

(1) the occurrence or existence of any suspension of or limitation imposed on trading by the relevant Exchange or otherwise (whether by reason of movements in price exceeding limits permitted by the relevant Exchange or otherwise) relating to securities that comprise 20 percent or more of the level of the Underlying Index, which the Calculation Agent determines is material, at any time during the one-hour period that ends at the Closing Time of the relevant Exchange;

(2) the occurrence or existence of any suspension of or limitation imposed on trading by any Related Exchange or otherwise (whether by reason of movements in price exceeding limits permitted by the Related Exchange or otherwise) in futures or options contracts relating to the Underlying Index, which the Calculation Agent determines is material, at any time during the one-hour period that ends at the Closing Time of the relevant Related Exchange;

(3) the occurrence or