

CITIGROUP INC. OFFERING CIRCULAR (No.1) SUPPLEMENT (No.2) dated 30 April 2024;
CBNA OFFERING CIRCULAR (No.1) SUPPLEMENT (No.2) dated 30 April 2024;
CGMHI OFFERING CIRCULAR (No.1) SUPPLEMENT (No.2) dated 30 April 2024; and
CGMFL OFFERING CIRCULAR (No.1) SUPPLEMENT (No.2) dated 30 April 2024



CITIGROUP INC.
(incorporated in Delaware)

and

CITIBANK, N.A.
(a national banking association organized under the laws of the United States of America)

and

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the state of New York)

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.
(incorporated as a corporate partnership limited by shares (*société en commandite par actions*)
under Luxembourg law, with registered office at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand
Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg
(*Registre de commerce et des sociétés, Luxembourg*) under number B 169.199)

each an issuer under the
Citi Global Medium Term Note Programme

Notes issued by Citigroup Global Markets Holdings Inc. only will be unconditionally and
irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)

Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be
unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)

Approvals

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Offering Circular (No.1) Supplement (No.2), the CBNA Offering Circular (No.1) Supplement (No.2), the CGMHI Offering Circular (No.1) Supplement (No.2) and the CGMFL Offering Circular (No.1) Supplement (No.2) as Base Listing Particulars (respectively, the "**Citigroup Inc. Offering Circular (No.1) Base Listing Particulars Supplement (No.2)**", the "**CBNA Offering Circular (No.1) Base Listing Particulars Supplement (No.2)**", the "**CGMHI Offering Circular (No.1) Base Listing Particulars Supplement (No.2)**" and the "**CGMFL Offering Circular (No.1) Base Listing Particulars Supplement (No.2)**". Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Offering Circular (No.1) Supplement (No.2)", "CBNA Offering Circular (No.1) Supplement (No.2)", "CGMHI Offering Circular (No.1) Supplement (No.2)" and "CGMFL Offering Circular (No.1) Supplement (No.2)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Offering Circular (No.1) Supplement (No.2)", "CBNA Offering Circular (No.1) Supplement (No.2)", "CGMHI Offering Circular (No.1) Supplement (No.2)" and "CGMFL Offering Circular (No.1) Supplement (No.2)", respectively.

This Supplement constitutes a supplement for the purposes of Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and has been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange. This Supplement has not been approved by and will not be submitted for approval to the *Commission de Surveillance du Secteur Financier* of Luxembourg.

This Supplement constitutes supplementary admission particulars in respect of the Offering Circular (No.1) (as defined below) for the purposes of the International Securities Market Rulebook. This Supplement has not been approved by and will not be submitted for approval to the Financial Conduct Authority of the United Kingdom.

Offering Circular (No.1) Supplements

This offering circular supplement ("**Citigroup Inc. Offering Circular (No.1) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**Citigroup Inc. Offering Circular (No.1) 2023**"), prepared by Citigroup Inc. (the Citigroup Inc. Offering Circular (No.1) as supplemented by Citigroup Inc. Offering Circular (No.1) Supplement (No.1), the "**Citigroup Inc. Offering Circular (No.1)**" with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

This offering circular supplement ("**CBNA Offering Circular (No.1) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CBNA Offering Circular (No.1) 2023**"), prepared by Citibank, N.A. ("**CBNA**") as supplemented by CBNA Offering Circular (No.1) Supplement (No.1), the "**CBNA Offering Circular (No.1)**" with respect to the Programme.

This offering circular supplement ("**CGMHI Offering Circular (No.1) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CGMHI Offering Circular (No.1) 2023**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor as supplemented by CGMHI Offering Circular (No.1) Supplement (No.1), the "**CGMHI Offering Circular (No.1)**" with respect to the Programme.

This offering circular supplement ("**CGMFL Offering Circular (No.1) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CGMFL Offering Circular (No.1) 2023**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor as supplemented by CGMFL Offering Circular (No.1) Supplement (No.1), the "**CGMFL Offering Circular (No.1)**", together with the Citigroup Inc. Offering Circular (No.1), the CBNA Offering Circular (No.1) and the CGMHI Offering Circular (No.1), the "**Offering Circular (No.1)**" with respect to the Programme.

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Offering Circular (No.1) Supplement (No.2), the CBNA Offering Circular (No.1) Supplement (No.2), the CGMHI Offering Circular (No.1) Supplement (No.2) and the CGMFL Offering Circular (No.1) Supplement (No.2).

Responsibility Statements

Citigroup Inc.: Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CBNA Offering Circular (No.1)*", "*Information relating to the CGMHI Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" below (together, "**Citigroup Inc. Excluded Information**")). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the Citigroup Inc. Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CBNA: CBNA accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*

(No.1)", "Information relating to the CGMHI Offering Circular (No.1)" and "Information relating to the CGMFL Offering Circular (No.1)" below (together, "**CBNA Excluded Information**"). To the best of the knowledge of CBNA, the information contained in this Supplement (excluding the CBNA Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI: CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Offering Circular (No.1)", "Information relating to the CBNA Offering Circular (No.1)" and "Information relating to the CGMFL Offering Circular (No.1)" below (together, "**CGMHI Excluded Information**"). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the CGMHI Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI Guarantor: The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Offering Circular (No.1)", "Information relating to the CBNA Offering Circular (No.1)" and "Information relating to the CGMFL Offering Circular (No.1)" below (together, "**CGMHI Guarantor Excluded Information**"). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the CGMHI Guarantor Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL: CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Offering Circular (No.1)", "Information relating to the CBNA Offering Circular (No.1)" and "Information relating to the CGMHI Offering Circular (No.1)" below (together, "**CGMFL Excluded Information**"). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the CGMFL Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL Guarantor: The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Offering Circular (No.1)", "Information relating to the CBNA Offering Circular (No.1)" and "Information relating to the CGMHI Offering Circular (No.1)" below (together, "**CGMFL Guarantor Excluded Information**"). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the CGMFL Guarantor Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Defined Terms

Terms defined in the Offering Circular (No.1) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR (NO.1)

Amendments to General Conditions of the Notes

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 1 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. Offering Circular (No.1) since the publication of the Citigroup Inc. Offering Circular (No.1) Supplement (No.1).

Copies of the Citigroup Inc. Offering Circular (No.1) 2023, the Citigroup Inc. Offering Circular (No.1) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the Citigroup Inc. Offering Circular (No.1) 2023, the Citigroup Inc. Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Offering Circular (No.1) 2023 by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular (No.1) or otherwise incorporated by reference into the Citigroup Inc. Offering Circular (No.1) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR (NO.1)

Amendments to General Conditions of the Notes

The section of the CBNA Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 1 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CBNA Offering Circular (No.1) since the publication of the CBNA Offering Circular (No.1) Supplement (No.1).

Copies of the CBNA Offering Circular (No.1) 2023, the CBNA Offering Circular (No.1) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CBNA Offering Circular (No.1) 2023, the CBNA Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CBNA Offering Circular (No.1) 2023 by this Supplement and (b) any statement in the CBNA Offering Circular (No.1) or otherwise incorporated by reference into the CBNA Offering Circular (No.1) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR (NO.1)

Amendments to General Conditions of the Notes

The section of the CGMHI Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 1 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI Offering Circular (No.1) since the publication of the CGMHI Offering Circular (No.1) Supplement (No.1).

Copies of the CGMHI Offering Circular (No.1) 2023, the CGMHI Offering Circular (No.1) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMHI Offering Circular (No.1) 2023, the CGMHI Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Offering Circular (No.1) 2023 by this Supplement and (b) any statement in the CGMHI Offering Circular (No.1) or otherwise incorporated by reference into the CGMHI Offering Circular (No.1) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR (NO.1)

Amendments to General Conditions of the Notes

The section of the CGMFL Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 1 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Offering Circular (No.1) since the publication of the CGMFL Offering Circular (No.1) Supplement (No.1).

Copies of the CGMFL Offering Circular (No.1) 2023, the CGMFL Offering Circular (No.1) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMFL Offering Circular (No.1) 2023, the CGMFL Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Offering Circular (No.1) 2023 by this Supplement and (b) any statement in the CGMFL Offering Circular (No.1) or otherwise incorporated by reference into the CGMFL Offering Circular (No.1) 2023, the statements in (a) above will prevail.

SCHEDULE 1

AMENDMENTS TO GENERAL CONDITIONS OF THE NOTES

The General Conditions of the Notes shall be amended as follows:

- (i) Condition 4(b)(C)(1) (*Interest on Floating Rate Notes – SONIA Floating Rate Determination – Compounded Daily SONIA – non Index Determination*) on page 338 of the Offering Circular (No.1) shall be amended by updating and supplementing the sentence beginning "**SONIA_i** means..." so that it states:

"**SONIA_i** means, in respect of any London Banking Day "i" in the relevant Observation Period and subject as provided in Condition 4(b)(J) (*Corrections in respect of compounded rates and indices*), a reference rate equal to the daily Sterling Overnight Index Average (SONIA) rate (**SONIA rate**) for such London Banking Day as provided by the administrator of SONIA to authorised distributors and as then published on the relevant Page or, if such Page is unavailable, as otherwise published by such authorised distributors (on the London Banking Day immediately following such London Banking Day)."

- (ii) Condition 4(b)(C)(2) (*Interest on Floating Rate Notes – SONIA Floating Rate Determination – Compounded Daily SONIA – Index Determination*) on page 339 of the Offering Circular (No.1) shall be amended by updating and supplementing the sentence beginning "Where SONIA Floating Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Interest Rate is to be determined ..." so that it states:

"Where SONIA Floating Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Interest Rate is to be determined and Index Determination is specified as being applicable in the applicable Pricing Supplement, the Interest Rate for the relevant Interest Period will, subject as provided below, be calculated by reference to the screen rate or index administered by the administrator of the Sterling Overnight Index Average reference rate that is published or displayed by such administrator or other information service from time to time at the relevant time on the relevant determination dates specified below (subject as provided in Condition 4(b)(J) (*Corrections in respect of compounded rates and indices*), the **SONIA Compounded Index**) and the following formula. Such Interest Rate will be plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any is specified in the applicable Pricing Supplement in relation to such rate):"

- (iii) Condition 4(b)(D)(1) (*Interest on Floating Rate Notes – SOFR Floating Rate Determination – Compounded Daily SOFR – non Index Determination*) on page 341 of the Offering Circular (No.1) shall be amended by updating and supplementing the sentence beginning "**SOFR Reference Rate**, in respect of any U.S. Government Securities Business Day (USBDx)..." so that it states:

"**SOFR Reference Rate**, in respect of any U.S. Government Securities Business Day (USBDx) and subject as provided in Condition 4(b)(J) (*Corrections in respect of compounded rates and indices*), is a reference rate equal to the daily secured overnight financing (**SOFR**) rate for such USBDx as provided by the Federal Reserve Bank of New York, as the administrator of such rate (or any successor administrator of such rate) on the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor website or the website of any successor administrator for the publication of such rate (the **New York Federal Reserve's Website**) (in each case, on or about 8:00 a.m., New York City time, on the U.S. Government Securities Business Day immediately following such USBDx) or if the New York Federal Reserve's Website is unavailable as otherwise published by or on behalf of the relevant administrator;"

- (iv) Condition 4(b)(D)(2) (*Interest on Floating Rate Notes – SOFR Floating Rate Determination – Compounded Daily SOFR – Index Determination*) on page 342 of the Offering Circular (No.1)

shall be amended by updating and supplementing the sentence beginning "**SOFR Index** means..." so that it states:

"**SOFR Index** means, in respect of any U.S. Government Securities Business Day and subject as provided in Condition 4(b)(J) (*Corrections in respect of compounded rates and indices*), the SOFR Index value as published by the Federal Reserve Bank of New York, as the administrator of such index (or any successor administrator of such index) as such index appears on the website of the Federal Reserve Bank of New York at <http://www.newyorkfed.org>, or any successor website or the website of any successor administrator for the publication of such index at 3:00 pm New York City time;"

- (v) A new Condition 4(b)(J) (*Interest on Floating Rate Notes – Corrections in respect of compounded rates and indices*) shall be inserted on page 344 of the Offering Circular (No.1) after Condition 4(b)(J) (*Interest on Floating Rate Notes – Linear Interpolation*):

"(J) Corrections in respect of compounded rates and indices

In the event that any SONIA rate, SONIA Compounded Index, SOFR Reference Rate or SOFR Index value is subsequently corrected, and the correction (the "**Corrected Rate**") is published after the original publication but no later than the longer of (a) one hour after such original publication and (b) any other period for corrections specified by a relevant administrator in its methodology for the relevant rate or index, then PROVIDED THAT such Corrected Rate is published on or prior to the date falling two Business Days prior to the date on which a related payment is scheduled to be made under the Notes (the "**Relevant Scheduled Payment Date**"), then such Corrected Rate shall be deemed to be the rate for the relevant date and the Calculation Agent or Determination Agent (as applicable) shall use such Corrected Rate in determining any relevant amount payable in respect of the Notes. Any corrections published after the second Business Day prior to the Relevant Scheduled Payment Date shall be disregarded for the purposes of determining the relevant Screen Rate."