

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.5) dated 2 August 2022, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.5) dated 2 August 2022 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.5) dated 2 August 2022



CITIGROUP INC.
(incorporated in Delaware)

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

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

Securities 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)

Base Prospectus Supplements

This base prospectus supplement ("**Citigroup Inc. ULN Base Prospectus Supplement (No.5)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**Citigroup Inc. ULN Base Prospectus 2021**"), as supplemented by each of Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 1 February 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**"), Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 16 March 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**"), Citigroup Inc. ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**") and Citigroup Inc. ULN Base Prospectus Supplement (No.4) dated 24 May 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.4)**") in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2021, as supplemented by each of Citigroup Inc. ULN Base Prospectus Supplement (No.1), Citigroup Inc. ULN Base Prospectus Supplement (No.2), Citigroup Inc. ULN Base Prospectus Supplement (No.3) and Citigroup Inc. ULN Base Prospectus Supplement (No.4), the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement ("**CGMHI ULN Base Prospectus Supplement (No.5)**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the

Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMHI ULN Base Prospectus 2021**"), as supplemented by each of CGMHI ULN Base Prospectus Supplement (No.1) dated 1 February 2022 ("**CGMHI ULN Base Prospectus Supplement (No.1)**"), CGMHI ULN Base Prospectus Supplement (No.2) dated 16 March 2022 ("**CGMHI ULN Base Prospectus Supplement (No.2)**"), CGMHI ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**CGMHI ULN Base Prospectus Supplement (No.3)**") and CGMHI ULN Base Prospectus Supplement (No.4) dated 24 May 2022 ("**CGMHI ULN Base Prospectus Supplement (No.4)**") in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (CGMHI ULN Base Prospectus 2021, as supplemented by each of CGMHI ULN Base Prospectus Supplement (No.1), CGMHI ULN Base Prospectus Supplement (No.2), CGMHI ULN Base Prospectus Supplement (No.3) and CGMHI ULN Base Prospectus Supplement (No.4), the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

This base prospectus supplement ("**CGMFL ULN Base Prospectus Supplement (No.5)**") and, together with Citigroup Inc. ULN Base Prospectus Supplement (No.5) and CGMHI ULN Base Prospectus Supplement (No.5), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMFL ULN Base Prospectus 2021**") as supplemented by each of CGMFL ULN Base Prospectus Supplement (No.1) dated 1 February 2022 ("**CGMFL ULN Base Prospectus Supplement (No.1)**"), CGMFL ULN Base Prospectus Supplement (No.2) dated 16 March 2022 ("**CGMFL ULN Base Prospectus Supplement (No.2)**"), CGMFL ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**CGMFL ULN Base Prospectus Supplement (No.3)**") and CGMFL ULN Base Prospectus Supplement (No.4) dated 24 May 2022 ("**CGMFL ULN Base Prospectus Supplement (No.4)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (CGMFL ULN Base Prospectus 2021, as supplemented by each of CGMFL ULN Base Prospectus Supplement (No.1), CGMFL ULN Base Prospectus Supplement (No.2), CGMFL ULN Base Prospectus Supplement (No.3) and CGMFL ULN Base Prospectus Supplement (No.4), the "**CGMFL ULN Base Prospectus**" and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the "**Base Prospectus**"), with respect to the Programme.

Approvals

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or the Guarantor, or of the quality of the Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities. This Supplement has also 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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. ULN Base Prospectus Supplement (No.5), the CGMHI ULN Base Prospectus Supplement (No.5) and the CGMFL ULN Base Prospectus Supplement (No.5) as Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.5)**"), the "**CGMHI ULN Base Listing Particulars Supplement (No.5)**") and the "**CGMFL ULN Base Listing Particulars Supplement (No.5)**"), respectively, and together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. ULN Base Prospectus Supplement (No.5)", "CGMHI ULN Base Prospectus Supplement (No.5)" and "CGMFL ULN Base Prospectus Supplement (No.5)" shall be construed to be "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.5)", "CGMHI ULN Base Listing Particulars Supplement (No.5)" and "CGMFL ULN Base Listing Particulars Supplement (No.5)", respectively.

Responsibility Statements

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

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. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q2 Form 8-K)*)) (together, the "**Excluded Information**"). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the 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 Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 July 2022

On 15 July 2022, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2022. A copy of the Citigroup Inc. 2022 Q2 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202207/213049a1-77db-4e31-908a-a96aff5dcd46.pdf>). By virtue of this Supplement, the Citigroup Inc. 2022 Q2 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q2 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 July 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-13
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2022.	Exhibit Number 99.2 on pages 14-32

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedule 1 to this Supplement.

Removal of the programme limit

The information in the Citigroup Inc. ULN Base Prospectus relating to the programme limit shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 4 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. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.4).

Copies of the Citigroup Inc. ULN Base Prospectus 2021, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2), the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the Citigroup Inc. ULN Base Prospectus Supplement (No.4) and

this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. ULN Base Prospectus 2021 will be available on the website specified for each such document in the Citigroup Inc. ULN Base Prospectus.

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. ULN Base Prospectus 2021 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2021, the statements in (a) above will prevail.

The information under Schedule 3 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

No non-exempt offers of Securities to the public in the European Economic Area made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2a) of the EU Prospectus Regulation following the publication of this Supplement.

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 July 2022

On 15 July 2022, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2022. A copy of the Citigroup Inc. 2022 Q2 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202207/213049a1-77db-4e31-908a-a96aff5dcd46.pdf>). By virtue of this Supplement, the Citigroup Inc. 2022 Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q2 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 July 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-13
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2022.	Exhibit Number 99.2 on pages 14-32

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedule 1 to this Supplement.

Removal of the programme limit

The information in the CGMHI ULN Base Prospectus relating to the programme limit shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 4 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 ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.4).

Copies of the CGMHI ULN Base Prospectus 2021, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4) and this Supplement will be

obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI ULN Base Prospectus 2021 will be available on the website specified for each such document in the CGMHI ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI ULN Base Prospectus 2021 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2021, the statements in (a) above will prevail.

The information under Schedule 3 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

No non-exempt offers of Securities to the public in the European Economic Area made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2a) of the EU Prospectus Regulation following the publication of this Supplement.

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 July 2022

On 15 July 2022, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q2 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 June 2022. A copy of the Citigroup Inc. 2022 Q2 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202207/213049a1-77db-4e31-908a-a96aff5dcd46.pdf>). By virtue of this Supplement, the Citigroup Inc. 2022 Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q2 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 July 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-13
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2022.	Exhibit Number 99.2 on pages 14-32

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedule 1 to this Supplement.

Removal of the programme limit

The information in the CGMFL ULN Base Prospectus relating to the programme limit shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 4 to this Supplement.

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.5) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 1 August 2022.

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 ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.4).

Copies of the CGMFL ULN Base Prospectus 2021, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2), the CGMFL ULN Base Prospectus Supplement (No.3), the CGMFL ULN Base Prospectus Supplement (No.4) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL ULN Base Prospectus 2021 will be available on the website specified for each such document in the CGMFL ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL ULN Base Prospectus 2021 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2021, the statements in (a) above will prevail.

The information under Schedule 3 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

The significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted prior to the close of the offer period or delivery of securities in respect of certain non-exempt offers of Securities to the public in the European Economic Area made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2a) of the EU Prospectus Regulation, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 5 August 2022. Investors may contact the relevant authorised offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2022 Q2 FORM 8-K)

The Citigroup Inc. 2022 Q2 Form 8-K contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2022 Q2 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q2 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.2, page 16.
Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, pages 1, 2, 3, 9 and footnote 4 on page 10; and Exhibit 99.2, on pages 1 and 18.
Tangible Common Equity and Return on Average Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, page 2, 9 and footnote 1 on page 10; and Exhibit 99.2, pages 1 and 18.
Results of Operations Excluding the Impact of gains/ (losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, pages 3 and 4 and footnote 6 on page 10; Exhibit 99.2, on page 6 (including footnote 1).
Results of Operations and Financial Condition excluding the Impact of the Sale of the Consumer Banking Business in Australia.	Citi believes the presentation of its results of operations and financial condition excluding the impact of the Australia sale provides a meaningful depiction of the underlying fundamentals of its broader results and Asia GCB businesses results for investors, industry analysts and others.	Exhibit 99.1, page 6; Exhibit 99.2, footnote 2 on page 1, footnote 5 on page 3 and footnote 3 on page 16.

SCHEDULE 2

REMOVAL OF THE PROGRAMME LIMIT

The Base Prospectus is amended as follows:

1. The description of the programme set out in the cover pages of the Base Prospectus on page i of the Base Prospectus shall be amended to the following:

"Citi Global Medium Term Note Programme".

2. The information set out in the cover pages of the Base Prospectus ("*Introduction to this Document*") on pages i to v of the Base Prospectus shall be amended by deleting the sub-section entitled "*What is this document?*" on page i of the Base Prospectus in its entirety and replacing it with the following:

"What is this document?"

This document (the **Base Prospectus**) constitutes a "base prospectus" for the purposes of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the Council (as amended, the **EU Prospectus Regulation**) and relates to the Global Medium Term Note Programme (the **Programme**). This Base Prospectus is valid for 12 months after its approval and may be supplemented from time to time to reflect any significant new factor, material mistake or inaccuracy relating to the information included in it.

This Base Prospectus supersedes and replaces in its entirety the Base Prospectus dated 18 December 2020."

3. The amendments to the Pro Forma Final Terms as set out in paragraph (a) of Schedule 3 to this Supplement shall be made.
4. The amendments to the Pro Forma Pricing Supplement as set out in paragraph (a) of Schedule 4 to this Supplement shall be made.

SCHEDULE 3

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section G.3 of the Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as follows:

- (a) The title of the Final Terms on pages 840 to 841 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Issue of [Specify Aggregate Principal Amount of Tranche/(specify aggregate number of Securities or Units of Tranche) Units of (specify principal amount of or number for each Unit)] [Title of Securities]

[Guaranteed by Citigroup Inc.]⁹ [Guaranteed by Citigroup Global Markets Limited]¹⁰
Under the Citi Global Medium Term Note Programme".

- (b) Paragraph 13(i) (*Interest Strike Level, Specified Valuation Date(s), Interest Amount/Rate, IPR, Interest Payment Date(s), Specified Interest Valuation Date(s), Lower Interest Barrier Level, Upper Interest Barrier Level, Interest Barrier Level, Specified Interest Barrier Observation Date:*) of the sub-heading "*Provisions relating to any interest amount, the redemption amount and any entitlement deliverable*" in item 13(i) (*Interest Provisions*) on page 889 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(i) Interest Strike Level, [See Table below] [Not Applicable]".
Specified Valuation
Date(s), Interest
Amount/Rate, IPR, Interest
Payment Date(s), Specified
Interest Valuation Date(s),
Lower Interest Barrier
Level, Upper Interest
Barrier Level, Interest
Barrier Level, Specified
Interest Barrier
Observation Date:

SCHEDULE 4

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in Section G.4 of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as follows:

- (a) The title of the Pricing Supplement on page 1042 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Issue of [Specify Aggregate Principal Amount of Tranche/(specify aggregate number of Securities or Units of Tranche) Units of (specify principal amount of or number for each Unit)] [Title of Securities]

*[Guaranteed by Citigroup Inc.]⁸ [Guaranteed by Citigroup Global Markets Limited]⁹
Under the Citi Global Medium Term Note Programme".*