

CITIGROUP INC. REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.4) dated 25 May 2023;
CGMHI REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.4) dated 25 May 2023; and
CGMFL REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.4) dated 25 May 2023



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)

Approval

This Supplement (as defined below) constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of United Kingdom ("UK") domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA") and regulations made thereunder (the "**UK Prospectus Regulation**") and has been approved by the UK Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Issuers or the Guarantors, or of the quality of the Securities that are the subject of the Base Prospectus (as defined below). Investors should make their own assessment as to the suitability of investing in the Securities. Such approval relates to Securities which are to be admitted to trading on the London Stock Exchange's regulated market (i.e. a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA) and to the Official List of the FCA and/or which are to be offered to the public in the UK. This Supplement (other than with respect to the CGMFL

Relevant Series Supplement) also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

This Supplement (as defined below) has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law (as defined below) and the Rules and Regulations of the Luxembourg Stock Exchange.

Base Prospectus Supplements

Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)

This base prospectus supplement ("**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)**") 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 is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2022**"), as supplemented by a Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2023 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), a Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 15 March 2023 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2)**") and a Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) dated 4 May 2023 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) and the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), together the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)

This base prospectus supplement ("**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)**") also constitutes a supplement for the purposes of Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2022**"), as supplemented by a CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2023 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), a CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 15 March 2023 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2)**") and a CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) dated 4 May 2023 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), together the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)**") with respect to the Programme.

CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)

This base prospectus supplement ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)**") and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4), the "**Supplement**") also constitutes a supplement for the purposes of Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2022**"), as supplemented by a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2023 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), and a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 15 March 2023 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2)**") and a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) dated 4 May 2023 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**"), 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 (the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), together the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)**") and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK), the "**Base Prospectus**") with respect to the Programme.

In addition to the other matters described in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4) also supplements each series of securities described in Schedule 2 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMFL Relevant Series Supplement*" (the "**CGMFL Relevant Series Supplement**").

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 CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" 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.

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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" below (together, the "**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 Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

**INFORMATION RELATING TO THE CITIGROUP INC. REGIONAL STRUCTURED
NOTES BASE PROSPECTUS NO. 2 (UK)**

Publication of the 2023 Q1 Form 10-Q of Citigroup Inc. on 5 May 2023

On 5 May 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q1 Form 10-Q**") for the three months ended 31 March 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q1 Form 10-Q has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Q1%20Form%2010-Q.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q1 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2023 Q1 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2023, as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	88-89
B. Consolidated Balance Sheet	90-91
C. Consolidated Statement of Changes in Stockholders' Equity	92
D. Consolidated Statement of Cash Flows	93-94
E. Notes to the Consolidated Financial Statements	95-206

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:

	Page(s)
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business –	3-20

	Income (Loss) and Revenues and Segment Balance Sheet	
(ii)	Strategic Risk	71
(iii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	101
C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	115-123
D.	Description of trends and events affecting Citigroup Inc.	
(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	77-85
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	87-88
E.	Description of litigation involving Citigroup Inc. – Note 25 (<i>Contingencies</i>) to the Consolidated Financial Statements	196-197
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-76

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to Base Prospectus

The Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) is amended as set out in Schedule 3 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. Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Pro Forma Final Terms" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the Schedule to Section H of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Pro Forma Pricing Supplement" shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2022 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

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. Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3).

Copies of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) 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. Regional Structured Notes Base Prospectus No. 2 (UK) 2022 will be available on the website specified for each such document in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

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. Regional Structured Notes Base Prospectus No. 2 (UK) 2022 by this Supplement and (b) any statement in the Citigroup Inc. Regional Structured

Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the UK Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 30 May 2023.

**INFORMATION RELATING TO THE CGMHI REGIONAL STRUCTURED NOTES BASE
PROSPECTUS NO. 2 (UK)**

Publication of the 2023 Q1 Form 10-Q of Citigroup Inc. on 5 May 2023

On 5 May 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q1 Form 10-Q**") for the three months ended 31 March 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q1 Form 10-Q has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Q1%20Form%2010-Q.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2023 Q1 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2023, as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	88-89
B. Consolidated Balance Sheet	90-91
C. Consolidated Statement of Changes in Stockholders' Equity	92
D. Consolidated Statement of Cash Flows	93-94
E. Notes to the Consolidated Financial Statements	95-206

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:

	Page(s)
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business –	3-20

	Income (Loss) and Revenues and Segment Balance Sheet	
(ii)	Strategic Risk	71
(iii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	101
C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	115-123
D.	Description of trends and events affecting Citigroup Inc.	
(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	77-85
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	87-88
E.	Description of litigation involving Citigroup Inc. – Note 25 (<i>Contingencies</i>) to the Consolidated Financial Statements	196-197
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-76

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the Annual Financial Report of Citigroup Global Markets Holdings Inc. (CGMHI) on 28 April 2023

On 28 April 2023, CGMHI published its annual financial report for the year ended 31 December 2022 containing its audited consolidated financial statements as of 31 December 2022 and 2021 and for each of the years in the three year period ended 31 December 2022 (the "**CGMHI 2022 Annual Report**"). A copy of the CGMHI 2022 Annual Report has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMHI%202022%20Annual%2>

[0Report.pdf](#)) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2022 Annual Report is incorporated by reference in, and forms part of, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the CGMHI 2022 Annual Report as set out below:

1. **The audited consolidated financial statements of CGMHI as of 31 December 2022 and 2021 for the years in the three year period ended 31 December 2022, as set out in the CGMHI 2022 Annual Report, namely:**

	Page(s) of the section entitled "Consolidated Financial Statements"
A. Consolidated Statements of Income	1
B. Consolidated Statements of Comprehensive Income	2
C. Consolidated Statements of Financial Condition	3-4
D. Consolidated Statements of Changes in Stockholder's Equity	5
E. Consolidated Statements of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-65
G. Independent Auditors' Report	Thirty seventh and thirty eighth page of the published CGMHI 2022 Annual Report

2. **The Management Report of CGMHI:**

	Page(s) of the section entitled "Management Report"
A. Management Report	1-3

Any information not specified in the cross-reference list above but included in the CGMHI 2022 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to Base Prospectus

The CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) is amended as set out in Schedule 3 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Pro Forma Final Terms" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the Schedule to Section H of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Pro Forma Pricing Supplement" shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been no significant change in the consolidated financial position of CGMHI and its subsidiaries taken as a whole since 31 December 2022 (the date of the most recently published audited annual financial statements of CGMHI), and there has been no material adverse change in the prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2022 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial performance of CGMHI and its subsidiaries as a whole since 31 December 2022 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2022 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 16 to the Consolidated Financial Statements included in the CGMHI 2022 Annual Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 15 (as specified above) are a part, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3).

Copies of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) 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 Regional Structured Notes Base Prospectus No. 2

(UK) 2022 will be available on the website specified for each such document in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2022 by this Supplement and (b) any statement in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the UK Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 30 May 2023.

**INFORMATION RELATING TO THE CGMFL REGIONAL STRUCTURED NOTES BASE
PROSPECTUS NO. 2 (UK)**

Publication of the 2023 Q1 Form 10-Q of Citigroup Inc. on 5 May 2023

On 5 May 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q1 Form 10-Q**") for the three months ended 31 March 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q1 Form 10-Q has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Q1%20Form%2010-Q.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2023 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2023 Q1 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2023, as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	88-89
B. Consolidated Balance Sheet	90-91
C. Consolidated Statement of Changes in Stockholders' Equity	92
D. Consolidated Statement of Cash Flows	93-94
E. Notes to the Consolidated Financial Statements	95-206

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:

	Page(s)
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business –	3-20

	Income (Loss) and Revenues and Segment Balance Sheet	
(ii)	Strategic Risk	71
(iii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	101
C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	115-123
D.	Description of trends and events affecting Citigroup Inc.	
(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	77-85
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	87-88
E.	Description of litigation involving Citigroup Inc. – Note 25 (<i>Contingencies</i>) to the Consolidated Financial Statements	196-197
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-76

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the Annual Report and Financial Statements of Citigroup Global Markets Funding Luxembourg S.C.A. on 28 April 2023

On 28 April 2023, CGMFL published its annual report and audited non-consolidated financial statements for the year ended 31 December 2022 (the "**CGMFL 2022 Annual Report**") which is published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%202022%20Annual%20Report.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGMFL is an

Issuer under the Programme. By virtue of this Supplement, the CGMFL 2022 Annual Report is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the CGMFL 2022 Annual Report as set out below:

1. The audited non-consolidated financial statements of CGMFL in respect of the year ended 31 December 2022:

	Page(s)
A. Statement of Financial Position	1
B. Statement of Profit or Loss and other Comprehensive Income	2
C. Statements of Changes in Equity	3
D. Statement of Cash Flows	4
E. Notes to the Financial Statements	5-53
F. Report on the audit of the financial statements by KPMG Luxembourg <i>Société Coopérative</i> (formerly KPMG Luxembourg S.à r.l.)	Fifteenth to twentieth pages of the published CGMFL 2022 Annual Report

Any information not specified in the cross-reference list above but included in the CGMFL 2022 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the Annual Financial Report of Citigroup Global Markets Limited (CGML)

On 25 April 2023, Citigroup Global Markets Limited published its audited consolidated financial statements for the year ended 31 December 2022 (the "**CGMFL Guarantor 2022 Annual Report**"). A copy of the CGMFL Guarantor 2022 Annual Report has been filed with the Central Bank, Euronext Dublin and the CSSF and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%20Guarantor%202022%20Annual%20Report.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGML is CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2022 Annual Report is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the CGMFL Guarantor 2022 Annual Report as set out below:

1. The audited historical financial information of the CGMFL Guarantor in respect of the year ended 31 December 2022:

	Page(s)
A. Income Statement	27

B.	Statement of Comprehensive Income	28
C.	Statement of Changes in Equity	29
D.	Balance Sheet	30
E.	Statement of Cash Flows	31
F.	Notes to the Financial Statements	32-106
G.	Independent Auditor's Report to the members of CGML	23-26

Any information not specified in the cross-reference list above but included in the CGMFL 2022 Annual Report 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 the additional alternative performance measures ("APMs") is set out in Schedule 1 to this Supplement.

CGMFL Relevant Series Supplement

In respect of each series of securities described in Schedule 2 hereto, the Issuer has determined to amend the key financial information of CGMFL and the key financial information of the CGMFL Guarantor set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

- (a) the information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is deleted in its entirety and replaced with the following:

"What is the key financial information regarding the Issuer?"		
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021.		
Summary information – income statement		
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)
Profit before income tax (<i>in thousands of U.S. dollars</i>)	203	134
Summary information – balance sheet		
	As of 31 December 2022 (audited)	As of 31 December 2021 (audited)
Net financial debt (long term debt plus short term debt minus cash) (<i>in thousands of U.S. dollars</i>)	27,115,261	25,387,512
Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	21422%	22713%

Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
Summary information – cash flow statement		
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)
Net cash flows from operating activities (<i>in thousands of U.S. dollars</i>)	(101,533)	97,426
Net cash flows from financing activities (<i>in thousands of U.S. dollars</i>)	6,764,831	7,505,356
Net cash flows from investing activities (<i>in thousands of U.S. dollars</i>)	(6,764,800)	(7,505,354)
*In accordance with IFRS, the Issuer does not present any interest expenses.		
Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Issuer on its audited historical financial information."		

- (b) the information set out in the sub-section entitled "*Key financial information of the Guarantor*" in the Summary is deleted in its entirety and replaced with the following:

"Key financial information of the Guarantor: The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2022 and 2021.

Summary information – income statement		
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)
Profit after taxation (<i>in millions of U.S. dollars</i>)	278	403
Summary information – balance sheet		
	As of 31 December 2022 (audited)	As of 31 December 2021 (audited)
Net financial debt (long term debt plus short term debt minus cash) (<i>in millions of U.S. dollars</i>)	14,668	7,338
Debt to equity ratio (total liabilities/total shareholder equity)	17.2	14.8
Summary information – cash flow statement		
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)
Net cash flows from operating activities (<i>in millions of U.S. dollars</i>)	(2,689)	(1,982)
Net cash flows from financing activities (<i>in millions of U.S. dollars</i>)	2,237	5,305

Net cash flows from investing activities (in millions of U.S. dollars)	(586)	(1,780)
Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Guarantor on its audited historical financial information."		

The corresponding information in the relevant translations of the Summary (if any) shall also be deemed to be supplemented.

Amendments to Base Prospectus

The CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) is amended as set out in Schedule 3 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Pro Forma Final Terms" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the Schedule to Section H of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Pro Forma Pricing Supplement" shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial position of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the prospects of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial position of CGML or CGML and its subsidiaries as a whole since 31 December 2022 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the prospects of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGML and its subsidiaries as a whole since 31 December 2022 (the date of its most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding the date of this Supplement, a significant effect on CGMFL's financial position or profitability nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed

in the documents referenced above, CGML is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which CGML is aware) in the twelve months preceding the date of this Supplement which may have or have in such period had a significant effect on the financial position or profitability of CGML or CGML and its subsidiaries as a whole.

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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3).

Copies of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2022, CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) 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 Regional Structured Notes Base Prospectus No. 2 (UK) 2022 will be available on the website specified for each such document in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2022 by this Supplement and (b) any statement in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2022, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the UK Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 30 May 2023.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2022 ANNUAL REPORT)

In relation to the CGMFL Regional Structured Notes Base Prospectus No.2 (UK) only, the CGMFL Guarantor 2022 Annual Report contains the additional alternative performance measures (APMs) as shown in the table below:

APM	Components of APM	Basis of calculation (including any assumptions)	of Reconciliation with financial statements	Explanation of why use of APM provides useful information	Comparatives and reconciliations for corresponding previous reporting period
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In the CGMFL Guarantor 2022 Annual Report:

Other Income and Expenses (contained in the Strategic Report)	"Net finance income on pension" and "Other Income" in the Income Statement	"Other Income" in the Income Statement	"Other Income" in the Income Statement	Acts as a subtotal/summary	Other Income and Expenses was presented in the Strategic Report in the CGMFL Guarantor 2021 Annual Report and was calculated in the same manner
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SCHEDULE 2

SERIES OF NOTES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due May 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL56881 (Series: CGMFL56881; ISIN: XS2565924870);
- (ii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due May 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57085 (Series: CGMFL57085; ISIN: XS2585537728);
- (iii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due May 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57086 (Series: CGMFL57086; ISIN: XS2585519239);
- (iv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due May 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57087 (Series: CGMFL57087; ISIN: XS2585519742);
- (v) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due May 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57088 (Series: CGMFL57088; ISIN: XS2585533065);
- (vi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due June 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57733 (Series: CGMFL57733; ISIN: XS2585483535);
- (vii) Issue of up to GBP 5,000,000 Coupon Barrier Autocall Notes linked to the FTSE® 100 Index due June 2032 (Series: CGMFL58543; ISIN: XS2598493141);
- (viii) Issue of up to GBP 5,000,000 Coupon Barrier Autocall Notes linked to the FTSE® 100 Index due June 2032 (Series: CGMFL58544; ISIN: XS2598485980);
- (ix) Issue of up to GBP 5,000,000 Memory Coupon Barrier Autocall Notes due June 2033 linked to the FTSE® 100 Equally Weighted 45 Point Decrement Index (Series: CGMFL57867; ISIN: XS2585453207);
- (x) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due June 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL58696 (Series: CGMFL58696; ISIN: XS2598507460);
- (xi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due June 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL58697 (Series: CGMFL58697; ISIN: XS2598506140);
- (xii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due June 2033 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57866 (Series: CGMFL57866; ISIN: XS2585453389);
- (xiii) Issue of up to GBP 5,000,000 Reverse Convertible Notes linked to the FTSE® 100 Index, due June 2028 (Series: CGMFL58454; ISIN: XS2598505761);
- (xiv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL58455 (Series: CGMFL58455; ISIN: XS2598507627);
- (xv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL58996 (Series: CGMFL58996; ISIN: XS2598481484);

- (xvi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2033 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59276 (Series: CGMFL59276; ISIN: XS2607959702);
- (xvii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2033 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59275 (Series: CGMFL59275; ISIN: XS2607958308);
- (xviii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2033 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59277 (Series: CGMFL59277; ISIN: XS2607939423);
- (xix) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59581 (Series: CGMFL59581; ISIN: XS2607916132);
- (xx) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59582 (Series: CGMFL59582 ; ISIN: XS2607920167);
- (xxi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59587 (Series: CGMFL59587 ; ISIN: XS2607904716); and
- (xxii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL59588 (Series: CGMFL59588 ; ISIN: XS2607961609).

SCHEDULE 3

AMENDMENTS TO BASE PROSPECTUS

The Base Prospectus shall be amended as set out below:

- (i) the section "Approvals of the Base Prospectus" under the heading "Important Notices" on page v of the Base Prospectus shall be updated and supplemented by:
 - (a) inserting immediately prior to the words "The Euro MTF is not a regulated market..." the new following sentence:

"Application may also be made for Securities issued under the Programme to be listed on the Vienna MTF of the Vienna Stock Exchange (*Wiener Börse*) which is a multilateral trading facility (the **Vienna MTF**). The Vienna MTF is not a regulated market for the purposes of MiFID II";
 - (b) deleting in its entirety the sentence "The Euro MTF is not a regulated market for the purposes of Directive 2014/65/EU (as amended, varied or replaced from time to time, **MiFID II**)." and replacing it with "Neither the Euro MTF nor the Vienna MTF is a regulated market for the purposes of Directive 2014/65/EU (as amended, varied or replaced from time to time, **MiFID II**).";
 - (c) inserting the words "and the Vienna MTF" between the words "the Euro MTF" and the words "references in this document to **Base Prospectus**..."; and
- (ii) paragraph 1 of section F.1 of the Base Prospectus entitled "General Information Relating to the Issue of the Securities under this Base Prospectus" set out on page 158 of the Base Prospectus shall be amended and supplemented by inserting immediately prior to the paragraph beginning "As specified in the applicable Issue Terms..." the following new paragraph:

"Application may be made for Securities to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF, but there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities, as the case may be, or at all. For the avoidance of doubt, the Vienna MTF is not a regulated market for the purposes of MiFID II."

SCHEDULE 4

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 by deleting in its entirety Paragraph 1 (*Listing and Admission to Trading*) under the heading "Part B – Other Information" on page 1032 of the Base Prospectus and replacing it with the following:

"1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:

[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be [admitted to trading on the Regulated Market of the London Stock Exchange and to the Official List] [listed on the Official List and admitted to trading on the Euro MTF of the Luxembourg Stock Exchange][listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]

[Tranche [●] of the Securities has been [admitted to trading on the Regulated Market of the London Stock Exchange and to the Official List] [listed on the Official List and admitted to trading on the Euro MTF of the Luxembourg Stock Exchange][the Vienna MTF of the Vienna Stock Exchange] with effect from [●]/[[●] of the Tranche [●] Securities]] (*Where documenting a fungible issue, need to indicate that original Securities are already admitted to trading*)

[Estimate of total expenses related to [●]]".
admission to trading:

SCHEDULE 5

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in the Schedule to Section H of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended by deleting in its entirety Paragraph 1 (*Listing and Admission to Trading*) under the heading "Part B – Other Information" on page 454 of the Base Prospectus and replacing it with the following:

"1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:

[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be [admitted to trading on the International Securities Market of the London Stock Exchange] [listed on the Official List and admitted to trading on the Euro MTF of the Luxembourg Stock Exchange][admitted to trading on the Vienna MTF of the Vienna Stock Exchange] [*specify other relevant exchange and, if relevant, listing on an official list*] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]

[Tranche [●] of the Securities has been [admitted to trading on the International Securities Markets of the London Stock Exchange] [listed on the Official List and admitted to trading on the Euro MTF of the Luxembourg Stock Exchange][admitted to trading on the Vienna MTF of the Vienna Stock Exchange] [*specify other relevant exchange and, if relevant, listing on an official list*] with effect from [●]/[[●] of the Tranche [●] Securities]] (*Where documenting a fungible issue, need to indicate that original Securities are already admitted to trading*)

[Estimate of total expenses related to [●]].
admission to trading: