



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)

CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7)

This base prospectus supplement ("**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7)**") (the "**Supplement**") 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 15 December 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus 2023**") as supplemented by a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5) dated 30 July 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5)**") and a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6) dated 21 August

2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI Underlying Linked Notes Base Prospectus 2023, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6), together the "**CGMHI Underlying Linked Notes Base Prospectus**" or the "**Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

In addition to the other matters described in the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7) also supplements each series of securities described in Schedule 1 hereto issued by CGMHI under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMHI Relevant Series Supplement*" (the "**CGMHI Relevant Series Supplement**").

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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7) (other than with respect to the CGMHI Relevant Series Supplement) as Base Listing Particulars Supplements (the "**CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.7)**" or 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" and "CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7)" shall be construed to be to "Base Listing Particulars Supplement" and "CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.7)", respectively.

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.

This Supplement (other than with respect to the CGMHI Relevant Series Supplement) also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

Responsibility Statements

CGMHI: CGMHI accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMHI, the information contained in this Supplement 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. To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement 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 CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the Half-Yearly Financial Report of Citigroup Global Markets Holdings Inc. (CGMHI) on 29 August 2024

On 29 August 2024, CGMHI published its half-yearly financial report containing its unaudited consolidated interim financial statements as of and for the six months period ended 30 June 2024 (the "**CGMHI 2024 Half-Yearly Financial Report**"). A copy of the CGMHI 2024 Half-Yearly Financial Report has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202409/48499031-12ad-41ee-aec8-71c44fad88cc.pdf>). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2024 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the CGMHI 2024 Half-Yearly Financial Report as set out below:

1. The unaudited consolidated financial statements of CGMHI as of and for the six months period ended 30 June 2024:

	Page(s) of the section entitled "Consolidated Financial Statements"
A. Consolidated Statements of Operations	1
B. Consolidated Statements of Comprehensive Income	2
C. Consolidated Statements of Financial Condition	3-4
D. Consolidated Statements of Changes in Stockholders' Equity	5
E. Consolidated Statement of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-41

2. The Management Report of the Issuer:

	Page(s) of the section entitled "Management Report"
A. Management Report	1-33

Any information not specified in the cross-reference list above but included in the CGMHI 2024 Half-Yearly Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

CGMHI Relevant Series Supplement

In respect of each series of securities described in Schedule 1 hereto, the Issuer has determined to amend the key financial information of CGMHI 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) by replacing the subsection entitled "*What is the key financial information regarding the Issuer?*" with the following:

"What is the key financial information regarding the Issuer?"

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022, and from the unaudited consolidated interim financial statements of the Issuer for the period ended 30 June 2024.

Summary information – income statement				
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)	Six months ended 30 June 2024 (unaudited)	Six months ended 30 June 2023 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements (<i>in millions of U.S. dollars</i>)	(985)	(160)	(467)	87
Summary information – balance sheet				
	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)	As at 30 June 2024 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (<i>in millions of U.S. dollars</i>)	190,974	201,537	193,617	
Current ratio (current assets/current liabilities)	1.2	1.2	1.2	
Debt to equity ratio (total liabilities/total shareholder equity)	19.11	17.3	19.79	
Interest cover ratio (operating income/interest expense)	1.0	1.0	1.0	
Summary information – cash flow statement				
	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Net cash flows from operating activities (<i>in millions of U.S. dollars</i>)	(73,632)	(18,506)	(45,348)	(74,919)
Net cash flows from financing activities (<i>in millions of U.S. dollars</i>)	45,647	66,259	16,210	40,426
Net cash flows from investing activities (<i>in millions of U.S. dollars</i>)	24,619	(47,296)	27,131	28,877

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. "

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

Significant change and material adverse change

There has been no significant change in the consolidated financial or trading position of CGMHI and its subsidiaries taken as a whole since 30 June 2024 (the date of the most recently published unaudited financial statements of CGMHI), and there has been no material adverse change in the financial position

or prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2023 (the date of the most recently published audited financial statements of CGMHI).

There has been no significant change in the financial performance of CGMHI and its subsidiaries as a whole since 30 June 2024 (the date of the most recently published unaudited financial statements of CGMHI).

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 2023 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2024 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 16 (as specified above) are a part, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Q2 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.

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 Underlying Linked Notes Base Prospectus since the publication of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6).

Copies of the CGMHI Underlying Linked Notes Base Prospectus 2023, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6) 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 Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the CGMHI Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the CGMHI Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMHI Underlying Linked Notes Base Prospectus 2023, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Underlying Linked Notes Base Prospectus 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 EU 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 19 September 2024.

SCHEDULE 1

SERIES OF NOTES RELATING TO THE CGMHI RELEVANT SERIES SUPPLEMENT

- (i) Issue of Up to 20,000 Units of Euro 1,000 3y Phoenix Autocallable Note (Series: GMTCH17056; ISIN: XS2810848445); and
- (ii) Issue of Up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon Enel S.p.A. (Series: GMTCH17799; ISIN: XS2810843990).