

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 24 May 2022, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 24 May 2022 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 24 May 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 U.S.\$80,000,000,000 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)

**Citigroup Inc. ULN Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**Citigroup Inc. ULN Base Prospectus Supplement (No.4)**") 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)**"), and Citigroup Inc. ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**") in each case, prepared by Citigroup Inc. (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), and Citigroup Inc. ULN Base Prospectus Supplement (No.3) the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

**CGMHI ULN Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**CGMHI ULN Base Prospectus Supplement (No.4)**") 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)**"), and CGMHI ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**CGMHI ULN Base Prospectus Supplement (No.3)**"), 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, CGMHI ULN Base Prospectus Supplement (No.1), CGMHI ULN Base Prospectus Supplement (No.2), and CGMHI ULN Base Prospectus Supplement (No.3), the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

#### **CGMFL ULN Base Prospectus Supplement (No.4)**

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.4)**") and, together with Citigroup Inc. ULN Base Prospectus Supplement (No.4) and CGMHI ULN Base Prospectus Supplement (No.4), 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)**"), and CGMHI ULN Base Prospectus Supplement (No.3) dated 5 May 2022 ("**CGMHI ULN Base Prospectus 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 (CGMFL ULN Base Prospectus 2021, CGMFL ULN Base Prospectus Supplement (No.1), CGMFL ULN Base Prospectus Supplement (No.2), and CGMHI ULN Base Prospectus Supplement (No.3) 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.4), the CGMHI ULN Base Prospectus Supplement (No.4) and the CGMFL ULN Base Prospectus Supplement (No.4) as Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.4)**", the "**CGMHI ULN Base Listing Particulars Supplement (No.4)**" and the "**CGMFL ULN Base Listing Particulars Supplement (No.4)**", 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.4)", "CGMHI ULN Base Prospectus Supplement (No.4)" and "CGMFL ULN Base Prospectus Supplement (No.4)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.4)", "CGMHI ULN Base Listing Particulars Supplement (No.4)" and "CGMFL ULN Base Listing Particulars Supplement (No.4)", 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 Q1 Form 10-Q)*)) (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 2022 Q1 Form 10-Q of Citigroup Inc. on 9 May 2022*

On 9 May 2022, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2022 Q1 Form 10-Q**") for the three months ended 31 March 2022 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2022 Q1 Form 10-Q has been filed with each of 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/202205/69187fa0-3802-425c-aedb-d05ead8c2f5e.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 10-Q 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 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 2022, as set out in the Citigroup Inc. 2022 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	80-81
B. Consolidated Balance Sheet	82-83
C. Consolidated Statement of Changes in Stockholders' Equity	84
D. Consolidated Statement of Cash Flows	85-86
E. Notes to the Consolidated Financial Statements	87-189

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2022 Q1 Form 10-Q:**

	<b>Page(s)</b>
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	1-17
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 – Income (Loss) and Revenues and Segment Balance Sheet	3-17

(ii)	Strategic Risk	65
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	90
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	104-113
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	2-17
(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	71-78
(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 23 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	180-181
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	30-70

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 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 Form 8-K of Citigroup Inc. on 10 May 2022*

On 10 May 2022, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. May 2022 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") to reflect changes in the Citigroup Inc. reportable segments from those contained in the Citigroup Inc. Annual Report on Form 10-K for the year ended December 31, 2021 filed with the U.S. Securities and Exchange Commission (SEC) on February 28, 2022. A copy of the Citigroup Inc. May 2022 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/202205/11441c7a-e349-4652-b3e9-fa354950d8be.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. May

2022 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. May 2022 Form 8-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. May 2022 Form 8-K:**

	<b>Page(s)</b>
(a) Consolidated Statements of Income and Comprehensive Income	130-131
(b) Consolidated Balance Sheet	132-133
(c) Consolidated Statement of Changes in Stockholders' Equity	134-135
(d) Consolidated Statement of Cash Flows	136-137
(e) Notes to the Consolidated Financial Statements	138-315
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. May 2022 Form 8-K:**

	<b>Page(s)</b>
(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	4-21
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Institutional Clients Group	12-16
(ii) Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	153
(c) Description of the principal investments of Citigroup Inc. – Note 13 ( <i>Investments</i> ) to the Consolidated Financial Statements	185-195
(d) Description of trends and events affecting Citigroup Inc.	
(i) Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income	2-21

	(Loss) and Revenues and Segment Balance Sheet	
(ii)	Capital Resources	22-37
(iii)	Risk Factors	38-52
(iv)	Sustainability and Other ESG Matters	53-54
(v)	Significant Accounting Policies and Significant Estimates	116-122
(vi)	Note 1 ( <i>Summary of Significant Accounting Policies</i> ) to the Consolidated Financial Statements	138-150
(e)	Description of litigation involving Citigroup Inc.	286-293
(f)	Risk Factors	38-52
(g)	Risk Management	58-115
(h)	Glossary of Terms and Acronyms	311-315

Any information not specified in the cross-reference list above but included in the Citigroup Inc. May 2022 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.

#### *Significant change and material adverse change*

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2022 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2021 (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 2022 (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 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K and (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 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. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.3).

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) 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.

### *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 2022 Q1 Form 10-Q of Citigroup Inc. on 9 May 2022

On 9 May 2022, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2022 Q1 Form 10-Q**") for the three months ended 31 March 2022 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2022 Q1 Form 10-Q has been filed with each of 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/202205/69187fa0-3802-425c-aedb-d05ead8c2f5e.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 10-Q 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 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 2022, as set out in the Citigroup Inc. 2022 Q1 Form 10-Q:**

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(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-17

(ii)	Strategic Risk	65
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	90
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(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	2-17
(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	71-78
(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 23 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	180-181
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	30-70

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 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 Form 8-K of Citigroup Inc. on 10 May 2022*

On 10 May 2022, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. May 2022 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") to reflect changes in the Citigroup Inc. reportable segments from those contained in the Citigroup Inc. Annual Report on Form 10-K for the year ended December 31, 2021 filed with the U.S. Securities and Exchange Commission (SEC) on February 28, 2022. A copy of the Citigroup Inc. May 2022 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/202205/11441c7a-e349-4652-b3e9-fa354950d8be.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. May 2022 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. May 2022 Form 8-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. May 2022 Form 8-K:**

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(c) Consolidated Statement of Changes in Stockholders' Equity	134-135
(d) Consolidated Statement of Cash Flows	136-137
(e) Notes to the Consolidated Financial Statements	138-315
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. May 2022 Form 8-K:**

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(ii) Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	153
(c) Description of the principal investments of Citigroup Inc. – Note 13 ( <i>Investments</i> ) to the Consolidated Financial Statements	185-195
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(i) Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-21
(ii) Capital Resources	22-37

(iii)	Risk Factors	38-52
(iv)	Sustainability and Other ESG Matters	53-54
(v)	Significant Accounting Policies and Significant Estimates	116-122
(vi)	Note 1 ( <i>Summary of Significant Accounting Policies</i> ) to the Consolidated Financial Statements	138-150
(e)	Description of litigation involving Citigroup Inc.	286-293
(f)	Risk Factors	38-52
(g)	Risk Management	58-115
(h)	Glossary of Terms and Acronyms	311-315

Any information not specified in the cross-reference list above but included in the Citigroup Inc. May 2022 Form 8-K 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 29 April 2022*

On 29 April 2022, CGMHI published its annual financial report for the year ended 31 December 2021 containing its audited consolidated financial statements as of 31 December 2021 and 2020 and for each of the years in the three year period ended 31 December 2021 (the "**CGMHI 2021 Annual Report**"). A copy of the CGMHI 2021 Annual Report has been filed with the Central Bank, Euronext Dublin, the CSSF and the FCA and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202205/1d93ce06-e362-481f-b095-31163994e9d5.pdf>) and the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2021 Annual Report is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus.

The following information appears on the page(s) of the CGMHI 2021 Annual Report as set out below:

1. **The audited consolidated financial statements of CGMHI as of 31 December 2021 and 2020 for the years in the three year period ended 31 December 2021, as set out in the CGMHI 2021 Annual Report, namely:**

	<b>Page(s) of the section entitled "Consolidated Financial Statements"</b>
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	Fortieth and forty first page of the published

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

**Page(s) of the section  
entitled "Management  
Report"**

A. Management Report

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Any information not specified in the cross-reference list above but included in the CGMHI 2021 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 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.

*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 31 December 2021 (the date of the most recently published audited annual 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 2021 (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 2021 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2022 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2021 (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 2022 (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 15 to the Consolidated Financial Statements included in the CGMHI 2021 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 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K and (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 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 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K and (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 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 ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.3).

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) 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.

#### *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 2022 Q1 Form 10-Q of Citigroup Inc. on 9 May 2022*

On 9 May 2022, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2022 Q1 Form 10-Q**") for the three months ended 31 March 2022 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2022 Q1 Form 10-Q 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/202205/69187fa0-3802-425c-aedb-d05ead8c2f5e.pdf>).

Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 10-Q 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 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 2022, as set out in the Citigroup Inc. 2022 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	80-81
B. Consolidated Balance Sheet	82-83
C. Consolidated Statement of Changes in Stockholders' Equity	84
D. Consolidated Statement of Cash Flows	85-86
E. Notes to the Consolidated Financial Statements	87-189

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2022 Q1 Form 10-Q:**

	<b>Page(s)</b>
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	1-17
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 – Income (Loss) and Revenues and Segment Balance Sheet	3-17

(ii)	Strategic Risk	65
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	90
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	104-113
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	2-17
(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	71-78
(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 23 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	180-181
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	30-70

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 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 Form 8-K of Citigroup Inc. on 10 May 2022*

On 10 May 2022, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. May 2022 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") to reflect changes in the Citigroup Inc. reportable segments from those contained in the Citigroup Inc. Annual Report on Form 10-K for the year ended December 31, 2021 filed with the U.S. Securities and Exchange Commission (SEC) on February 28, 2022. A copy of the Citigroup Inc. May 2022 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/202205/a8dd2056-9158-413b-b90c-4ceec18de3f1.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. May 2022 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. May 2022 Form 8-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. May 2022 Form 8-K:**

	<b>Page(s)</b>
(a) Consolidated Statements of Income and Comprehensive Income	130-131
(b) Consolidated Balance Sheet	132-133
(c) Consolidated Statement of Changes in Stockholders' Equity	134-135
(d) Consolidated Statement of Cash Flows	136-137
(e) Notes to the Consolidated Financial Statements	138-315
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. May 2022 Form 8-K:**

	<b>Page(s)</b>
(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	4-21
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Institutional Clients Group	12-16
(ii) Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	153

(c)	Description of the principal investments of Citigroup Inc. – Note 13 ( <i>Investments</i> ) to the Consolidated Financial Statements	185-195
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-21
(ii)	Capital Resources	22-37
(iii)	Risk Factors	38-52
(iv)	Sustainability and Other ESG Matters	53-54
(v)	Significant Accounting Policies and Significant Estimates	116-122
(vi)	Note 1 ( <i>Summary of Significant Accounting Policies</i> ) to the Consolidated Financial Statements	138-150
(e)	Description of litigation involving Citigroup Inc.	286-293
(f)	Risk Factors	38-52
(g)	Risk Management	58-115
(h)	Glossary of Terms and Acronyms	311-315

Any information not specified in the cross-reference list above but included in the Citigroup Inc. May 2022 Form 8-K 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 29 April 2022*

On 29 April 2022, CGMFL published its annual report and audited non-consolidated financial statements for the year ended 31 December 2021 (the "**CGMFL 2021 Annual Report**") which is published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202205/6766aa1c-1b97-4c56-8681-9b1c6d62e67c.pdf>) and the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2021 Annual Report is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus.

The following information appears on the page(s) of the CGMFL 2021 Annual Report as set out below:

1. **The audited non-consolidated financial statements of CGMFL in respect of the year ended 31 December 2021:**

**Page(s)**

A.	Statement of Profit or Loss and other Comprehensive Income	1
B.	Statement of Financial Position	2
C.	Statements of Changes in Equity	3
D.	Statement of Cash Flows	4
E.	Notes to the Financial Statements	5-54
F.	Report on the audit of the financial statements by KPMG Luxembourg <i>Société Coopérative</i> (formerly KPMG Luxembourg S.à r.l.)	Fourteenth to nineteenth pages of the published CGMFL 2021 Annual Report

Any information not specified in the cross-reference list above but included in the CGMFL 2021 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 27 April 2022, Citigroup Global Markets Limited published its audited consolidated financial statements for the year ended 31 December 2021 (the **CGML 2021 Annual Report**). A copy of the CGML 2021 Annual Report has been filed with the Central Bank, Euronext Dublin and 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/202205/6766aa1c-1b97-4c56-8681-9b1c6d62e67c.pdf>) and the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). CGML is CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGML 2021 Annual Report is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus.

The following information appears on the page(s) of the CGML 2021 Annual Report as set out below:

1.	The audited historical financial information of the CGMFL Guarantor in respect of the year ended 31 December 2021:	
		<b>Page(s)</b>
A.	Income Statement	29
B.	Statement of Comprehensive Income	30
C.	Statement of Changes in Equity	31
D.	Balance Sheet	32
E.	Statement of Cash Flows	33
F.	Notes to the Financial Statements	34-108
G.	Independent Auditor's Report to the members of CGML	25-28

Any information not specified in the cross-reference list above but included in the CGML 2021 Annual Report is given for information purposes only.

### *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 and Schedule 2 to this Supplement.

### *Significant change and material adverse change*

There has been no significant change in the financial or trading position of CGMFL or the CGMFL Guarantor since 31 December 2021 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the financial position or prospects of CGMFL or the CGMFL Guarantor since 31 December 2021 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL or the CGMFL Guarantor since 31 December 2021 (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 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K and (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMFL 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 CGMFL or CGMFL and its subsidiaries taken as a whole, nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

### *Corporate Authorities*

The approval of the CGMFL ULN Base Prospectus Supplement (No.4) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 20 May 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.3).

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) 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.

### *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 27 May 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 Q1 FORM 10-Q)**

The Citigroup Inc. 2022 Q1 Form 10-Q 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 Q1 Form 10-Q and the table below:

<b>APM</b>	<b>Explanation of Why Use of APM Provides Useful Information</b>	<b>Citigroup Inc. 2022 Q1 Form 10-Q Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods</b>
Results of Operations Excluding the impact of Foreign Exchange Translation (FX 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.	Pages 3, Footnotes (2) – (7) pages 43 and 44, 57, 94, 132, 193 and 194.
Tangible Common Equity, Tangible Book Value per Share and Return on Tangible Common Equity	Citi believes these capital metrics provide alternative measures of capital strength and performance that are commonly used by investors and industry analysts.	Pages 7 (footnote 4), 29 and 57.
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 gains/(losses) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 4, 11 (footnote 2) and 12.
ICG markets net interest revenues and net interest revenue excluding ICG Markets	Citi believes these measures provide a more meaningful depiction for investors of the underlying fundamentals of its business results.	Page 59.

**SCHEDULE 2**

**ALTERNATIVE PERFORMANCE MEASURES (CGML 2021 ANNUAL REPORT)**

In relation to the CGMFL ULN Base Prospectus only, the CGML 2021 Annual Report contains several alternative performance measures (APMs). For further details on (i) the components of the APMs, (ii) the basis of calculation of the APMs, (iii) a reconciliation with the financial statements, (iv) an explanation of why such APMs provide useful information for investors and (v) comparatives and reconciliations for corresponding previous reporting periods, please see the table below:

<b>APM</b>	<b>Components of APM</b>	<b>Basis of calculation (including any assumptions)</b>	<b>of Reconciliation with financial statements</b>	<b>Explanation of why APM provides information</b>	<b>use of useful</b>	<b>Comparatives and reconciliations for corresponding reporting period</b>
<u>In the CGML 2021 Annual Report:</u>						
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 CGML 2020 Annual Report and was calculated in the same manner

