

CITIGROUP INC. OFFERING CIRCULAR (No.2) SUPPLEMENT (No.2) dated 16 September 2022, CBNA OFFERING CIRCULAR (No.2) SUPPLEMENT (No.2) dated 16 September 2022, CGMHI OFFERING CIRCULAR (No.2) SUPPLEMENT (No.2) dated 16 September 2022 and CGMFL OFFERING CIRCULAR (No.2) SUPPLEMENT (No.2) dated 16 September 2022



CITIGROUP INC.
(incorporated in Delaware)

and

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

and

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

and

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

each an issuer under the
Citi Global Medium Term Note Programme

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

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

Approvals

This Supplement (as defined below) has been approved by SIX Exchange Regulation AG as review body under the Swiss Financial Services Act (FinSA) on 16 September 2022.

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

This Supplement constitutes supplementary admission particulars in respect of the Offering Circular (No.2) (as defined below) for the purposes of the International Securities Market Rulebook. This Supplement has not been approved by and will not be submitted for approval to the Financial Conduct Authority of the United Kingdom.

Offering Circular (No.2) Supplements

This offering circular supplement ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 29 July 2022 (the "**Citigroup Inc. Offering Circular (No.2) 2022**"), as supplemented by Citigroup Inc. Offering Circular (No.2) Supplement (No.1) dated 19 August 2022 ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.1)**"), prepared by Citigroup Inc. (Citigroup Inc. Offering Circular (No.2) 2022 as supplemented by Supplement (No.1) and Citigroup Inc. Offering Circular (No.2) 2022, the "**Citigroup Inc. Offering Circular (No.2)**"), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

This offering circular supplement ("**CBNA Offering Circular (No.2) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 29 July 2022 (the "**CBNA Offering Circular (No.2) 2022**"), as supplemented by CBNA Offering Circular (No.2) Supplement (No.1) dated 19 August 2022 ("**CBNA Offering Circular (No.2) Supplement (No.1)**"), prepared by Citibank, N.A. ("**CBNA**") (CBNA Offering Circular (No.2) 2022 as supplemented by Supplement (No.1) and CBNA Offering Circular (No.2) 2022, the "**CBNA Offering Circular (No.2)**"), with respect to the Programme.

This offering circular supplement ("**CGMHI Offering Circular (No.2) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 29 July 2022 (the "**CGMHI Offering Circular (No.2) 2022**"), as supplemented by CGMHI Offering Circular (No.2) Supplement (No.1) dated 19 August 2022 ("**CGMHI Offering Circular (No.2) Supplement (No.1)**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (CGMHI Offering Circular (No.2) 2022 as supplemented by Supplement (No.1) and CGMHI Offering Circular (No.2) 2022, the "**CGMHI Offering Circular (No.2)**"), with respect to the Programme.

This offering circular supplement ("**CGMFL Offering Circular (No.2) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 29 July 2022 (the "**CGMFL Offering Circular (No.2) 2022**"), as supplemented by CGMFL Offering Circular (No.2) Supplement (No.1) dated 19 August 2022 ("**CGMFL Offering Circular (No.2) Supplement (No.1)**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (CGMFL Offering Circular (No.2) 2022 as supplemented by Supplement (No.1) and CGMFL Offering Circular (No.2) 2022, the "**CGMFL Offering Circular (No.2)**"), with respect to the Programme.

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

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 CBNA Offering Circular (No.2)*", "*Information relating to the CGMHI Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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 CBNA Offering Circular (No.2)*", "*Information relating to the CGMHI Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CBNA accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular (No.2)*", "*Information relating to the CGMHI Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" below). To the best of the knowledge of CBNA, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular (No.2)*", "*Information relating to the CGMHI Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMHI Offering Circular (No.2)*" 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. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMHI Offering Circular (No.2)*" 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 the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular (No.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMHI Offering Circular (No.2)*" below) (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 CGMHI Offering Circular (No.2) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR (NO.2)

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "*Pro Forma Pricing Supplement*" of the Citigroup Inc. Offering Circular (No.2) shall be amended as set out in Schedule 1 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. Offering Circular (No.2) since the publication of the Citigroup Inc. Offering Circular (No.2) Supplement (No.1).

Copies of the Citigroup Inc. Offering Circular (No.2), Citigroup Inc. Offering Circular (No.2) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the Citigroup Inc. Offering Circular (No.2) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Offering Circular (No.2) by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular (No.2) or otherwise incorporated by reference into the Citigroup Inc. Offering Circular (No.2), the statements in (a) above will prevail.

INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR (No.2)

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "*Pro Forma Pricing Supplement*" of the CBNA Offering Circular (No.2) shall be amended as set out in Schedule 1 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CBNA Offering Circular (No.2) since the publication of the CBNA Offering Circular (No.2) Supplement (No.1).

Copies of the CBNA Offering Circular (No.2), CBNA Offering Circular (No.2) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CBNA Offering Circular (No.2) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CBNA Offering Circular (No.2) by this Supplement and (b) any statement in the CBNA Offering Circular (No.2) or otherwise incorporated by reference into the CBNA Offering Circular (No.2), the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR (No.2)

Publication of the Half-Yearly Financial Report of Citigroup Global Markets Holdings Inc. (CGMHI) on 31 August 2022

On 31 August 2022, 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 2022 (the **CGMHI 2022 Half-Yearly Financial Report**). A copy of the CGMHI 2022 Half-Yearly Financial Report 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 the London Stock Exchange (https://docs.londonstockexchange.com/sites/default/files/documents/cgmhi_2022_half-yearly_financial_report.pdf). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2022 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI Offering Circular (No.2).

The following information appears on the page(s) of the CGMHI 2022 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 2022:**

	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 Stockholders' Equity	5
E. Consolidated Statement of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-42

2. **The Management Report of the Issuer:**

	Page(s) of the section entitled "Management Report"
A. Management Report	1-34

Any information not specified in the cross-reference list above but included in the CGMHI 2022 Half-Yearly Financial Report is not incorporated by reference and is either covered elsewhere in the CGMHI Offering Circular (No.2) or is not relevant for investors.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "*Pro Forma Pricing Supplement*" of the CGMHI Offering Circular (No.2) shall be amended as 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 30 June 2022 (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 2021 (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 2022 (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 15 to the Consolidated Financial Statements included in the CGMHI 2021 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2022 Half-Yearly Financial 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, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q and (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 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 CGMHI Offering Circular (No.2) since the publication of CGMHI Offering Circular (No.2) Supplement (No.1).

Copies of CGMHI Offering Circular (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of CGMHI Offering Circular (No.2), CGMHI Offering Circular (No.2) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into CGMHI Offering Circular (No.2) by this Supplement and (b) any statement in CGMHI Offering Circular (No.2) or otherwise incorporated by reference into CGMHI Offering Circular (No.2), the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR (NO.2)

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "*Pro Forma Pricing Supplement*" of the CGMFL Offering Circular (No.2) shall be amended as set out in Schedule 1 to this Supplement.

Corporate Authorities

The approval of the CGMFL Offering Circular (No.2) Supplement (No.2) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 14 September 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 Offering Circular (No.2) since the publication of the CGMFL Offering Circular (No.2) Supplement (No.1).

Copies of the CGMFL Offering Circular (No.2), CGMFL Offering Circular (No.2) Supplement (No.1) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMFL Offering Circular (No.2) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Offering Circular (No.2) by this Supplement and (b) any statement in the CGMFL Offering Circular (No.2) or otherwise incorporated by reference into the CGMFL Offering Circular (No.2), the statements in (a) above will prevail.

SCHEDULE 1

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

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

- (a) by deleting in its entirety footnote 23 in respect of the signature block on page 610 and replacing it with the following, so that it now reads as follows:

"[Signed on behalf of the Issuer:

By:

Duly authorised]²³

23 Above signature block to be deleted and this document should not be signed unless there is a specific requirement to do so for the particular trade."