

**CITIGROUP INC. OFFERING CIRCULAR SUPPLEMENT (No.5) dated 1 February 2022, CBNA OFFERING CIRCULAR SUPPLEMENT (No.5) dated 1 February 2022, CGMHI OFFERING CIRCULAR SUPPLEMENT (No.5) dated 1 February 2022 and CGMFL OFFERING CIRCULAR SUPPLEMENT (No.5) dated 1 February 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 U.S.\$80,000,000,000 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 1 February 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 (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 Supplements**

This offering circular supplement (the "**Citigroup Inc. Offering Circular Supplement (No.5)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**Citigroup Inc. Offering Circular 2021**"), as supplemented by a Citigroup Inc. Offering Circular Supplement (No.1) dated 15 October 2021 (the "**Citigroup Inc. Offering Circular Supplement (No.1)**"), a Citigroup Inc. Offering Circular Supplement (No.2) dated 2 November 2021 (the "**Citigroup Inc. Offering Circular Supplement (No.2)**"), a Citigroup Inc. Offering Circular Supplement (No.3) dated 1 December 2021 (the "**Citigroup Inc. Offering Circular Supplement (No.3)**") and a Citigroup Inc. Offering Circular Supplement (No.4) dated 21 January 2022 (the "**Citigroup Inc. Offering Circular Supplement (No.4)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Offering Circular 2021, the Citigroup Inc. Offering Circular Supplement (No.1), the Citigroup Inc. Offering Circular Supplement (No.2), the Citigroup Inc. Offering Circular Supplement (No.3) and the Citigroup Inc. Offering Circular Supplement (No.4), together, the "**Citigroup Inc. Offering Circular**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This offering circular supplement (the "**CBNA Offering Circular Supplement (No.5)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**CBNA Offering Circular 2021**"), as supplemented by a CBNA Offering Circular Supplement (No.1) dated 15 October 2021 (the "**CBNA Offering Circular Supplement (No.1)**"), a CBNA Offering Circular Supplement (No.2) dated 2 November 2021 (the "**CBNA Offering Circular Supplement (No.2)**"), a CBNA Offering Circular Supplement (No.3) dated 1 December 2021 (the "**CBNA Offering Circular Supplement (No.3)**") and a CBNA Offering Circular Supplement (No.4) dated 21 January 2022 (the "**CBNA Offering Circular Supplement (No.4)**"), in each case, prepared by Citibank, N.A. ("**CBNA**") (the CBNA Offering Circular 2021, the CBNA Offering Circular Supplement (No.1), the CBNA Offering Circular Supplement (No.2), the CBNA Offering Circular Supplement (No.3) and the CBNA Offering Circular Supplement (No.4), together, the "**CBNA Offering Circular**") with respect to the Programme.

This offering circular supplement (the "**CGMHI Offering Circular Supplement (No.5)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**CGMHI Offering Circular 2021**"), as supplemented by a CGMHI Offering Circular Supplement (No.1) dated 15 October 2021 (the "**CGMHI Offering Circular Supplement (No.1)**"), a CGMHI Offering Circular Supplement (No.2) dated 2 November 2021 (the "**CGMHI Offering Circular Supplement (No.2)**"), a CGMHI Offering Circular Supplement (No.3) dated 1 December 2021 (the "**CGMHI Offering Circular Supplement (No.3)**") and a CGMHI Offering Circular Supplement (No.4) dated 21 January 2022 (the "**CGMHI Offering Circular Supplement (No.4)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Offering Circular 2021, the CGMHI Offering Circular Supplement (No.1), the CGMHI Offering Circular Supplement (No.2), the CGMHI Offering Circular Supplement (No.3) and the CGMHI Offering Circular Supplement (No.4), together, the "**CGMHI Offering Circular**") with respect to the Programme.

This offering circular supplement (the "**CGMFL Offering Circular Supplement (No.5)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**CGMFL Offering Circular 2021**") as supplemented by a CGMFL Offering Circular Supplement (No.1) dated 15 October 2021 (the "**CGMFL Offering Circular Supplement (No.1)**"), a CGMFL Offering Circular Supplement (No.2) dated 2 November 2021 (the "**CGMHI Offering Circular Supplement (No.2)**"), a CGMFL Offering Circular Supplement (No.3) dated 1 December 2021 (the "**CGMHI Offering Circular Supplement (No.3)**") and a CGMFL Offering Circular Supplement (No.4) dated 21 January 2022 (the "**CGMHI Offering Circular Supplement (No.4)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Offering Circular 2021, the CGMFL Offering Circular Supplement (No.1), the CGMFL Offering Circular Supplement (No.2), the CGMFL Offering Circular Supplement (No.3) and the CGMFL Offering Circular Supplement (No.4), together, the "**CGMFL Offering Circular**" and, together with the Citigroup Inc. Offering Circular, the CBNA Offering Circular and the CGMHI Offering Circular, the "**Offering Circular**") with respect to the Programme.

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Offering Circular Supplement (No.5), the CBNA Offering Circular Supplement (No.5), the CGMHI Offering Circular Supplement (No.5) and the CGMFL Offering Circular Supplement (No.5).

## **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*", "*Information relating to the CGMHI Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CGMHI Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CGMHI Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CGMHI Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" 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*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below) 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 Offering Circular shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

## INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR

*Publication of the Form 8-K of Citigroup Inc. on 14 January 2022*

On 14 January 2022, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been published on the website of the London Stock Exchange ([https://docs.londonstockexchange.com/sites/default/files/documents/citigroup\\_inc.2021\\_q4\\_form\\_8-k.pdf](https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf)). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 14 January 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the above mentioned document is additional information given for information purposes only.

### *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 since the publication of the Citigroup Inc. Offering Circular Supplement (No.4).

Copies of the Citigroup Inc. Offering Circular 2021, the Citigroup Inc. Offering Circular Supplement (No.1), the Citigroup Inc. Offering Circular Supplement (No.2), the Citigroup Inc. Offering Circular Supplement (No.3), the Citigroup Inc. Offering Circular Supplement (No.4) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any 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 2021, the Citigroup Inc. Offering Circular Supplement (No.1), the Citigroup Inc. Offering Circular Supplement (No.2), the Citigroup Inc. Offering Circular Supplement (No.3), the Citigroup Inc. Offering Circular Supplement (No.4) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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 2021 by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular or otherwise incorporated by reference into the Citigroup Inc. Offering Circular 2021, the statements in (a) above will prevail.

## INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR

*Publication of the Form 8-K of Citigroup Inc. on 14 January 2022*

On 14 January 2022, Citigroup Inc. (as indirect parent company of CBNA) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been published on the website of the London Stock Exchange ([https://docs.londonstockexchange.com/sites/default/files/documents/citigroup\\_inc.2021\\_q4\\_form\\_8-k.pdf](https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf)). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the CBNA Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 14 January 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the above mentioned document is additional information given for information purposes only.

### *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 since the publication of the CBNA Offering Circular Supplement (No.4).

Copies of the CBNA Offering Circular 2021, the CBNA Offering Circular Supplement (No.1), the CBNA Offering Circular Supplement (No.2), the CBNA Offering Circular Supplement (No.3), the CBNA Offering Circular Supplement (No.4) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CBNA Offering Circular 2021, the CBNA Offering Circular Supplement (No.1), the CBNA Offering Circular Supplement (No.2), the CBNA Offering Circular Supplement (No.3), the CBNA Offering Circular Supplement (No.4) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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 2021 by this Supplement and (b) any statement in the CBNA Offering Circular or otherwise incorporated by reference into the CBNA Offering Circular 2021, the statements in (a) above will prevail.

## INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR

*Publication of the Form 8-K of Citigroup Inc. on 14 January 2022*

On 14 January 2022, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been published on the website of the London Stock Exchange ([https://docs.londonstockexchange.com/sites/default/files/documents/citigroup\\_inc.2021\\_q4\\_form\\_8-k.pdf](https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf)). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 14 January 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the above mentioned document is additional information given for information purposes only.

### *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 Offering Circular since the publication of the CGMHI Offering Circular Supplement (No.4).

Copies of the CGMHI Offering Circular 2021, the CGMHI Offering Circular Supplement (No.1), the CGMHI Offering Circular Supplement (No.2), the CGMHI Offering Circular Supplement (No.3), the CGMHI Offering Circular Supplement (No.4) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMHI Offering Circular 2021, the CGMHI Offering Circular Supplement (No.1), the CGMHI Offering Circular Supplement (No.2), the CGMHI Offering Circular Supplement (No.3), the CGMHI Offering Circular Supplement (No.4) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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 CGMHI Offering Circular 2021 by this Supplement and (b) any statement in the CGMHI Offering Circular or otherwise incorporated by reference into the CGMHI Offering Circular 2021, the statements in (a) above will prevail.

## INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR

*Publication of the Form 8-K of Citigroup Inc. on 14 January 2022*

On 14 January 2022, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been published on the website of the London Stock Exchange ([https://docs.londonstockexchange.com/sites/default/files/documents/citigroup\\_inc.2021\\_q4\\_form\\_8-k.pdf](https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf)). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 14 January 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the above mentioned document is additional information given for information purposes only.

### *Corporate Authorities*

The approval of the CGMFL Offering Circular Supplement (No.5) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 31 January 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 since the publication of the CGMFL Offering Circular Supplement (No.4).

Copies of the CGMFL Offering Circular 2021, the CGMFL Offering Circular Supplement (No.1), the CGMFL Offering Circular Supplement (No.2), the CGMFL Offering Circular Supplement (No.3), the CGMFL Offering Circular Supplement (No.4) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMFL Offering Circular 2021, the CGMFL Offering Circular Supplement (No.1), the CGMFL Offering Circular Supplement (No.2), the CGMFL Offering Circular Supplement (No.3), the CGMFL Offering Circular Supplement (No.4) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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 2021 by this Supplement and (b) any statement in the CGMFL Offering Circular or otherwise incorporated by reference into the CGMFL Offering Circular 2021, the statements in (a) above will prevail.