

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.10) dated 1 December 2021, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.10) dated 1 December 2021 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.10) dated 1 December 2021



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)

This base prospectus supplement (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.10)**") 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 18 December 2020 (the "**Citigroup Inc. ULN Base Prospectus 2020**"), as supplemented by a Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.3) dated 27 April 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.4) dated 20 May 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.4)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.5) dated 6 August 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.5)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.6) dated 27 August 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.6)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.7) dated 23 September 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.7)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No. 8) dated 15 October 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.8)**") and a Citigroup Inc. ULN Base Prospectus Supplement (No.9) dated 2 November 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.9)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2020, 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), the Citigroup Inc. ULN Base Prospectus Supplement (No.4), the Citigroup Inc. ULN Base Prospectus

Supplement (No.5), the Citigroup Inc. ULN Base Prospectus Supplement (No.6), the Citigroup Inc. ULN Base Prospectus Supplement (No.7), the Citigroup Inc. ULN Base Prospectus Supplement (No.8) and the Citigroup Inc. ULN Base Prospectus Supplement (No.9), together the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement (the "**CGMHI ULN Base Prospectus Supplement (No.10)**") 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 18 December 2020 (the "**CGMHI ULN Base Prospectus 2020**"), as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.1)**"), a CGMHI ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.2)**"), a CGMHI ULN Base Prospectus Supplement (No.3) dated 27 April 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.3)**"), a CGMHI ULN Base Prospectus Supplement (No.4) dated 20 May 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.4)**"), a CGMHI ULN Base Prospectus Supplement (No.5) dated 6 August 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.5)**"), a CGMHI ULN Base Prospectus Supplement (No.6) dated 27 August 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.6)**"), a CGMHI ULN Base Prospectus Supplement (No.7) dated 23 September 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.7)**"), a CGMHI ULN Base Prospectus Supplement (No.8) dated 15 October 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.8)**") and a CGMHI ULN Base Prospectus Supplement (No.9) dated 2 November 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.9)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4), the CGMHI ULN Base Prospectus Supplement (No.5), the CGMHI ULN Base Prospectus Supplement (No.6), the CGMHI ULN Base Prospectus Supplement (No.7), the CGMHI ULN Base Prospectus Supplement (No.8) and the CGMHI ULN Base Prospectus Supplement (No.9), together the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.10)**") and, together with the Citigroup Inc. ULN Base Prospectus Supplement (No.10) and the CGMHI ULN Base Prospectus Supplement (No.10), the "**Supplement**") also constitutes a supplement for the purposes of (i) (other than with respect to each series of securities described in paragraphs (vi) to (xii) of Schedule 6 hereto) Article 23 of the EU Prospectus Regulation and (ii) (other than with respect to the CGMFL Relevant Series Supplement (as defined below)) 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 18 December 2020 (the "**CGMFL ULN Base Prospectus 2020**"), as supplemented by a CGMFL ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.1)**"), a CGMFL ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.2)**"), a CGMFL ULN Base Prospectus Supplement (No.3) dated 27 April 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.3)**"), a CGMFL ULN Base Prospectus Supplement (No.4) dated 20 May 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.4)**"), a CGMFL ULN Base Prospectus Supplement (No.5) dated 6 August 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.5)**"), a CGMFL ULN Base Prospectus Supplement (No.6) dated 27 August 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.6)**"), a CGMFL ULN Base Prospectus Supplement (No.7) dated 23 September 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.7)**"), a CGMFL ULN Base Prospectus Supplement (No.8) dated 15 October 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.8)**") and a CGMFL ULN Base Prospectus Supplement (No.9) dated 2 November 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.9)**"), 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 ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2), the CGMFL ULN Base Prospectus Supplement (No.3), the CGMFL ULN Base Prospectus Supplement (No.4), the CGMFL ULN Base Prospectus Supplement (No.5), the CGMFL ULN Base Prospectus Supplement (No.6), the CGMFL ULN Base Prospectus Supplement (No.7), the CGMFL ULN Base Prospectus Supplement (No.8) and the CGMFL

ULN Base Prospectus Supplement (No.9), together 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.

In addition to the other matters described in the CGMFL ULN Base Prospectus Supplement (No.10), the CGMFL ULN Base Prospectus Supplement (No.10) also supplements each series of securities described in Schedule 6 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMFL Relevant Series Supplement*" (the "**CGMFL Relevant Series Supplement**").

This Supplement (other than with respect to each series of securities described in paragraphs (vi) to (xii) of Schedule 6 hereto) 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 (other than with respect to the CGMFL Relevant Series 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.10), the CGMHI ULN Base Prospectus Supplement (No.10) and the CGMFL ULN Base Prospectus Supplement (No.10) (other than with respect to the CGMFL Relevant Series Supplement) as Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.10)**", the "**CGMHI ULN Base Listing Particulars Supplement (No.10)**" and the "**CGMFL ULN Base Listing Particulars Supplement (No.10)**", 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.10)", "CGMHI ULN Base Prospectus Supplement (No.10)" and "CGMFL ULN Base Prospectus Supplement (No.10)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.10)", "CGMHI ULN Base Listing Particulars Supplement (No.10)" and "CGMFL ULN Base Listing Particulars Supplement (No.10)", respectively.

Prior to the "IP completion day" as defined under the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"), the Base Prospectus has been approved by the Central Bank as competent authority under the EU Prospectus Regulation and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), the Base Prospectus shall be treated for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (as amended, the "**UK Prospectus Regulation**") as if it had been approved by the FCA at the time when it was approved by the Central Bank. Such approval relates only to Securities which are to be admitted to trading on a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, "**UK MiFIR**") and/or which are to be offered to the public in the United Kingdom.

This Supplement (other than with respect to each series of securities described in paragraphs (xiii) to (xx) of Schedule 6 hereto) also constitutes a supplement in respect of the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation. This Supplement (other than with respect to each series of securities described in paragraphs (xiii) to (xx) of Schedule 6 hereto) has also been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the 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.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

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 (i) 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*" and (ii) the paragraphs set out under the sub-heading "*Amendments to Information relating to Citigroup Global Markets Holdings Inc.*" below). To the best of the knowledge of the CGMHI Guarantor, 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 CGMFL ULN Base Prospectus*" and (ii) the paragraphs set out under the sub-heading "*Amendments to Information relating to Citigroup Global Markets Holdings Inc.*" 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. 2021 Q3 Form 10-Q)*)). To the best of the knowledge of the CGMFL Guarantor, 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. 2021 Q3 Form 10-Q)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Publication of the 2021 Q3 Form 10-Q of Citigroup Inc. on 8 November 2021

On 8 November 2021, Citigroup Inc. (as an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2021 Q3 Form 10-Q**") for the three and nine months ended 30 September 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=OFxNp1qVWNE9meCeyPgWxG+u1K9vVCUyLyfZFA29/c5mR4qNQeEe5E1MyBoKsWB6X67+hdG1va6mXMX9yFMj1sj00vT5acrklGyedeMZr3P0UcAt+lhYFAAj3+zdZM1HyFi2Wv2TcTKikYScoIu+irN+j6ogAFIV22PMAZAq2IoW+0vBDtelzJaTY0sN0oqT/IRb15Hh8nD35/yjnLiPEvFRQPOdczzVF3kAZ9z1EvMcAibR1Qr4WKk7tMJtAA8y>). By virtue of this Supplement, the Citigroup Inc. 2021 Q3 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. 2021 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2021, as set out in the Citigroup Inc. 2021 Q3 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	90-91
B. Consolidated Balance Sheet	92-93
C. Consolidated Statement of Changes in Stockholders' Equity	94-95
D. Consolidated Statement of Cash Flows	96-97
E. Notes to Consolidated Financial Statements	98-215

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2021 Q3 Form 10-Q:

	Page(s)
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income and Revenues and Segment Balance Sheet	1-22
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 and Revenues and Segment Balance Sheet	3-22
(ii) Strategic Risk	78-79

(iii)	Note 3 (<i>Business Segments</i>) to the Consolidated Financial Statements	102
C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	116-127
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 and Revenues and Segment Balance Sheet	2-22
(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, Supervision and Regulation and Forward-Looking Statements	80-88
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	98-100
E.	Description of litigation involving Citigroup Inc. – Note 23 (<i>Contingencies</i>) to the Consolidated Financial Statements	205-206
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	36-79

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or 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.

Amendments to Information relating to Citigroup Inc.

The information relating to Citigroup Inc. set out in Section E.1 of the Citigroup Inc. ULN Base Prospectus entitled "*Description of Citigroup Inc.*" shall be amended as set out in Schedule 3 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 30 September 2021 (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 2020 (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 30 September 2021 (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. 2020 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q3 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.9).

Copies of the Citigroup Inc. ULN Base Prospectus 2020, 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), the Citigroup Inc. ULN Base Prospectus Supplement (No.4), the Citigroup Inc. ULN Base Prospectus Supplement (No.5), the Citigroup Inc. ULN Base Prospectus Supplement (No.6), the Citigroup Inc. ULN Base Prospectus Supplement (No.7), the Citigroup Inc. ULN Base Prospectus Supplement (No.8), the Citigroup Inc. ULN Base Prospectus Supplement (No.9) 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 2020 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 2020 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 2020, 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.

No non-exempt offers of Securities to the public in the United Kingdom 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(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Publication of the 2021 Q3 Form 10-Q of Citigroup Inc. on 8 November 2021

On 8 November 2021, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2021 Q3 Form 10-Q**") for the three and nine months ended 30 September 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=OFxNp1qVWNE9meCeyPgWxG+u1K9vVCUyLyfZFA29/c5mR4qNQeEe5E1MyBoKsWB6X67+hdG1va6mXMX9yFMj1sj00vT5acrklGyedeMzr3P0UcAt+lhYFAAj3+zdZM1HyFi2Wv2TcTKikYScoIu+irN+j6ogAFIV22PMAZAq2IoW+0vBDtelzJaTY0sN0oqT/IRb15Hh8nD35/yjnLiPEvFRQPOdczzVF3kAZ9z1EvMcAibR1Qr4WKk7tMJtAA8y>). By virtue of this Supplement, the Citigroup Inc. 2021 Q3 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. 2021 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2021, as set out in the Citigroup Inc. 2021 Q3 Form 10-Q:

	Page(s)
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E. Notes to Consolidated Financial Statements	98-215

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2021 Q3 Form 10-Q:

	Page(s)
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income and Revenues and Segment Balance Sheet	1-22
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 and Revenues and Segment Balance Sheet	3-22
(ii) Strategic Risk	78-79

(iii)	Note 3 (<i>Business Segments</i>) to the Consolidated Financial Statements	102
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(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income and Revenues and Segment Balance Sheet	2-22
(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, Supervision and Regulation and Forward-Looking Statements	80-88
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	98-100
E.	Description of litigation involving Citigroup Inc. – Note 23 (<i>Contingencies</i>) to the Consolidated Financial Statements	205-206
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	36-79

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or 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.

Amendments to Information relating to Citigroup Inc.

The information relating to Citigroup Inc. set out in Section E.1 of the CGMHI ULN Base Prospectus entitled "*Description of Citigroup Inc.*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Information relating to Citigroup Global Markets Holdings Inc.

The information relating to Citigroup Global Markets Holdings Inc. set out in Section E.2 of the CGMHI ULN Base Prospectus entitled "*Description of Citigroup Global Markets Holdings Inc.*" shall be amended as set out in Schedule 4 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 30 September 2021 (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 2020 (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 30 September 2021 (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 2020 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2021 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 15 and 13 (as specified above) are a part, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q3 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. 2020 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q3 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.9).

Copies of the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4), the CGMHI ULN Base Prospectus Supplement (No.5), the CGMHI ULN Base Prospectus Supplement (No.6), the CGMHI ULN Base Prospectus Supplement (No.7), the CGMHI ULN Base Prospectus Supplement (No.8), the CGMHI ULN Base Prospectus Supplement (No.9) 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 2020 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 2020 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2020, 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.

No non-exempt offers of Securities to the public in the United Kingdom 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(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Publication of the 2021 Q3 Form 10-Q of Citigroup Inc. on 8 November 2021

On 8 November 2021, Citigroup Inc. (as indirect parent company of CGMFL) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2021 Q3 Form 10-Q**") for the three and nine months ended 30 September 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=OFxNp1qVWNE9meCeyPgWxG+u1K9vVCUyLyfZFA29/c5mR4qNQeEe5E1MyBoKsWB6X67+hdG1va6mXMX9yFMj1sj00vT5acrKLGyedeMZR3P0UcAt+lhYFAAj3+zdZM1HyFi2Wv2TcTKikYScoIu+irN+j6ogAFIV22PMAZAq2IoW+0vBDtelzJaTY0sN0oqT/IRb15Hh8nD35/yjnLiPEvFRQPOdczzVF3kAZ9z1EvMcAibR1Qr4WKk7tMJtAA8y>). By virtue of this Supplement, the Citigroup Inc. 2021 Q3 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. 2021 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2021, as set out in the Citigroup Inc. 2021 Q3 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	90-91
B. Consolidated Balance Sheet	92-93
C. Consolidated Statement of Changes in Stockholders' Equity	94-95
D. Consolidated Statement of Cash Flows	96-97
E. Notes to Consolidated Financial Statements	98-215

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2021 Q3 Form 10-Q:

	Page(s)
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income and Revenues and Segment Balance Sheet	1-22
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 and Revenues and Segment Balance Sheet	3-22
(ii) Strategic Risk	78-79

(iii)	Note 3 (<i>Business Segments</i>) to the Consolidated Financial Statements	102
C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	116-127
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 and Revenues and Segment Balance Sheet	2-22
(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, Supervision and Regulation and Forward-Looking Statements	80-88
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	98-100
E.	Description of litigation involving Citigroup Inc. – Note 23 (<i>Contingencies</i>) to the Consolidated Financial Statements	205-206
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	36-79

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Publication of the Interim Report of Citigroup Global Markets Limited

Citigroup Global Markets Limited (as CGMFL Guarantor) published its unaudited interim report dated 15 November 2021 for the six month period ended 30 June 2021 (the "**CGMFL Guarantor 2021 Interim Report**"). A copy of the CGMFL Guarantor 2021 Interim Report has been filed with the Central Bank, Euronext Dublin and the FCA 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/202111/41cd9486-bdbb-41a0-98e9-1f818ae5f189.pdf>) and the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the CGMFL Guarantor 2021 Interim 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 Guarantor 2021 Interim Report as set out below:

1. The unaudited interim financial information of the CGMFL Guarantor in respect of the six-month period ended 30 June 2021:		Page(s)
A.	Interim Income Statement	9
B.	Interim Statement of Comprehensive Income	10

C.	Interim Statement of Changes in Equity	11
D.	Interim Balance Sheet	12
E.	Statement of Cash Flows	13
F.	Notes to the Interim Financial Statements	14-33

Any information not listed in the cross-reference list above but included in the CGMFL Guarantor 2021 Interim Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

The financial statements in the CGMFL Guarantor 2021 Interim Report (the "**CGML Accounts**") have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice ("**UK GAAP**"). Consequently, the CGML Accounts have not been prepared in accordance with International Financial Reporting Standards as endorsed in the European Union based on Regulation (EC) No 1606/2002. CGML has determined that there would be no material differences in the CGML Accounts had Regulation (EC) No 1606/2002 been applied to the CGML Accounts.

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 Schedules 1 and 2 to this Supplement.

Amendments to Information relating to Citigroup Global Markets Limited

The information relating to Citigroup Global Markets Limited set out in Section E.4 of the CGMFL ULN Base Prospectus entitled "*Description of Citigroup Global Markets Limited*" shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been (i) no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2021 (the date of its most recently published unaudited interim financial statements) and (ii) no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2020 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGML and its subsidiaries as a whole since 30 June 2021 (the date of its 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. 2020 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q3 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding the date of this Supplement, a significant effect on CGMFL's financial position or profitability nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Q3 Form 10-Q. Save as disclosed in the documents referenced above, CGML is not and has not been involved in any

governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which CGML is aware) in the twelve months preceding the date of this Supplement which may have or have in such period had a significant effect on the financial position or profitability of CGML or CGML and its subsidiaries as a whole.

CGMFL Relevant Series Supplement

In respect of each series of securities described in Schedule 6 hereto, the Issuer has determined to amend the key financial information of CGML set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

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

Key financial information of the Guarantor: The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2020 and 2019, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2021.				
Summary information – income statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Profit after taxation (<i>in millions of U.S. dollars</i>)	1,023	311	360	884
Summary information – balance sheet				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (<i>in millions of U.S. dollars</i>)	12,442	15,084	10,867	
Debt to equity ratio (total liabilities/total shareholder equity)	23	23	17	
Summary information – cash flow statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Net cash flows from operating activities (<i>in millions of U.S. dollars</i>)	301	(809)	741	432
Net cash flows from financing activities (<i>in millions of U.S. dollars</i>)	2,333	333	3,331	331
Net cash flows from investing activities (<i>in millions of U.S. dollars</i>)	(690)	(762)	(1,736)	(321)

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

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.10) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 29 November 2021.

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.9).

Copies of the CGMFL ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2), the CGMFL ULN Base Prospectus Supplement (No.3), the CGMFL ULN Base Prospectus Supplement (No.4), the CGMFL ULN Base Prospectus Supplement (No.5), the CGMFL ULN Base Prospectus Supplement (No.6), the CGMFL ULN Base Prospectus Supplement (No.7), the CGMFL ULN Base Prospectus Supplement (No.8), the

CGMFL ULN Base Prospectus Supplement (No.9) 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 2020 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 2020 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2020, 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 6 December 2021. 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.

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 United Kingdom made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook, 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 two 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 3 December 2021. 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. 2021 Q3 FORM 10-Q)

The Citigroup Inc. 2021 Q3 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. 2021 Q3 Form 10-Q and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2021 Q3 Form 10-Q Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
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, 4, 5, 11, 14, 15, 16, 17, 20, 21, 51, 58 and 61
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, 35 and 65
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 5, 19, 20 and 21
Results of Operations and Financial Condition excluding the Impact of the Sale of the Consumer Banking Business in Australia	Citi believes the presentation of its results of operations and financial condition excluding the impact of Australia sale provides a meaningful depiction of the underlying fundamentals of its broader results and Asia Global Consumer Banking Business's results for investors, industry analysts and others.	Page 3, 4, 10, 16, 17, 37, 42, 43, 51, 58, 78, 79, 101, 150 and 154

SCHEDULE 2

ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2021 INTERIM REPORT)

In relation to the CGMFL ULN Base Prospectus only, the CGMFL Guarantor 2021 Interim 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:

APM	Components of APM	Basis of calculation (including any assumptions)	of Reconciliation with financial statements	Explanation of why use of APM provides useful information	Comparatives and reconciliations for corresponding previous reporting period
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In the CGMFL Guarantor 2021 Interim Report:

Other Income and Expenses (contained in the Interim Management Report)	"Net finance income on pension" and "Other Income" in the Income Statement	"Other Income" in the Income Statement	"Other Income" in the Income Statement	Acts as a subtotal/summary	Other Income and Expenses was presented in the Strategic Report in the CGMFL Guarantor 2020 Annual Report and was calculated in the same manner
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SCHEDULE 3

AMENDMENTS TO INFORMATION RELATING TO CITIGROUP INC.

The information relating to Citigroup Inc. set out in Section E.1 of the Base Prospectus entitled "*Description of Citigroup Inc.*" on pages 126 to 133 of the Base Prospectus shall be amended by deleting the sub-sections entitled "*Directors and Executive Officers of Citigroup Inc.*" and "*Committees of the Board of Directors*" (as amended pursuant to the Citigroup Inc. ULN Base Prospectus Supplement (No. 5) and the CGMHI ULN Base Prospectus Supplement (No. 5)) on pages 130 to 132 of the Base Prospectus in its entirety and replacing it with the following:

"DIRECTORS AND EXECUTIVE OFFICERS OF CITIGROUP INC.

The members of the board of directors of Citigroup Inc. are:

Board of Directors	Main duties outside Citigroup Inc.
John C. Dugan (Chair, Citigroup Inc.)	-
Diana L. Taylor	Former Superintendent of Banks, State of New York
Ernesto Zedillo Ponce de Leon	Director, Center for the Study of Globalization; Professor in the Field of International Economics and Politics, Yale University
Lew W. (Jay) Jacobs, IV	Former President and Managing Director, Pacific Investment Management Company LLC (PIMCO)
Peter Blair Henry	Former Dean, New York University Stern School of Business
Duncan P. Hennes	Co-Founder and Partner, Atrevida Partners, LLC
Gary M. Reiner	Operating Partner, General Atlantic LLC
James S. Turley	Chairman and CEO (Retired), Ernst & Young
Ellen M. Costello	Former President and CEO (Retired), BMO Financial Corporation and Former U.S. Country Head of BMO Financial Group
Renée J. James	Founder, Chairman and CEO, Ampere Computing
S. Leslie Ireland	Former Assistant Secretary for Intelligence and Analysis, U.S. Department of the Treasury
Deborah C. Wright	Former Chairman, Carver Bancorp, Inc.
Grace E. Dailey	Former Senior Deputy Comptroller for Bank Supervision Policy and Chief National Bank Examiner, Office of the Comptroller of the Currency (OCC)
Barbara Desoer	Former Chief Executive Officer, Citibank, N.A.

Board of Directors

Main duties outside Citigroup Inc.

Jane Fraser (Chief Executive Officer, Citigroup Inc.)

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The executive officers of Citigroup Inc. are: Peter Babej, Jane Fraser, Sunil Garg, David Livingstone, Mark Mason, Brent McIntosh, Mary McNiff, Karen Peetz, Jessica Roos, Anand Selvakesari, Edward Skyler, Ernesto Torres Cantu, Zdenek Turek, Sara Wechter, Mike Whitaker and Paco Ybarra.

The business address of each director and executive officer of Citigroup Inc. in such capacities is 388 Greenwich Street, New York, New York 10013.

Citigroup Inc. is not aware of any conflicts of interest or potential conflicts of interest between the private interests and other duties of its senior management and the interests of Citigroup Inc. that would be material in the context of any issuance of Securities.

Citigroup Inc. is in compliance with the laws and regulations of the United States relating to corporate governance.

Committees of the Board of Directors

The standing committees of Citigroup Inc.'s board of directors are:

The audit committee, which assists the board in fulfilling its oversight responsibility relating to (i) the integrity of Citigroup Inc.'s consolidated financial statements, financial reporting process and systems of internal accounting and financial controls, (ii) the performance of the internal audit function, (iii) the annual independent integrated audit of Citigroup Inc.'s consolidated financial statements and effectiveness of Citigroup Inc.'s internal control over financial reporting, the engagement of the independent registered public accounting firm and the evaluation of the independent registered public accounting firm's qualifications, independence and performance, (iv) policy standards and guidelines for risk assessment and risk management, (v) Citigroup Inc.'s compliance with legal and regulatory requirements, including Citigroup Inc.'s disclosure controls and procedures, and (vi) the fulfilment of the other responsibilities set out in the audit committee's charter.

The members of the audit committee are Ellen M. Costello, Grace E. Dailey, John C. Dugan, Duncan P. Hennes, Renée J. James, James S. Turley and Deborah C. Wright.

The risk management committee, which assists the board in fulfilling its responsibility for (i) oversight of Citigroup Inc.'s risk management framework, including the significant policies, procedures and practices used in managing credit, market, operational and certain other risks; (ii) oversight of Citigroup Inc.'s policies and practices relating to funding risk, liquidity risk and price risk, which constitute significant components of market risk, and risks pertaining to capital management; and (iii) oversight of the performance of the Fundamental Credit Risk credit review function.

The members of the risk management and finance committee are Ellen M. Costello, Grace E. Dailey, Barbara Desoer, John C. Dugan, Duncan P. Hennes and James S. Turley.

The personnel and compensation committee, which is responsible for determining the compensation for the Chief Executive Officer and approving the compensation of other executive officers and other members of senior management. The committee is also responsible for approving the incentive compensation structure for other members of senior management and certain highly compensated employees (including discretionary incentive awards to covered employees as defined in applicable bank regulatory guidance), in accordance with guidelines established by the committee from time to time. The committee also has broad oversight of compliance with bank regulatory guidance governing Citigroup Inc.'s incentive compensation.

The members of the personnel and compensation committee are John C. Dugan, Duncan P. Hennes, Lew W. (Jay) Jacobs, IV, Renée J. James, Gary M. Reiner and Diana L. Taylor.

The nomination, governance and public affairs committee is responsible for (i) identifying individuals qualified to become Board members and recommending to the Board the director nominees for the next annual meeting of stockholders; (ii) leading the Board in its annual review of the Board's performance; (iii) recommending to the Board directors as to the composition for each committee for appointment by the Board; (iv) shaping corporate governance policies and practices and monitoring Citigroup Inc.'s compliance with such policies and practices; and (v) reviewing and approving all related party transactions. The committee also has responsibility for reviewing political and charitable contributions made by Citigroup Inc. and the Citigroup Foundation, reviewing Citigroup Inc.'s policies and practices regarding supplier diversity, reviewing Citigroup Inc.'s business practices and reviewing Citigroup Inc.'s sustainability policies and programs, including environmental, climate change and human rights.

The members of the nomination, governance and public affairs committee are John C. Dugan, Peter B. Henry, Lew W. (Jay) Jacobs, IV, Gary M. Reiner, Diana L. Taylor, Deborah C. Wright and Ernesto Zedillo Ponce de Leon.

The executive committee is responsible for acting on behalf of the Board if a matter requires Board action before a meeting of the full Board can be held.

The members of the executive committee are Barbara Desoer, John C. Dugan, Duncan P. Hennes, Peter B. Henry, Lew W. (Jay) Jacobs, IV, Diana L. Taylor and James S. Turley.

The ethics, conduct and culture committee is responsible for (i) oversight of management's efforts to foster a culture of ethics within the organisation; (ii) oversight and shaping the definition of Citigroup Inc.'s value proposition; (iii) oversight of management's efforts to enhance and communicate Citigroup Inc.'s value proposition, evaluating management's progress, and providing feedback on these efforts; (iv) reviewing and assessing the culture of the organisation to determine if further enhancements are needed to foster ethical decision-making by employees; (v) oversight of management's efforts to support ethical decision-making in the organisation, evaluating management's progress, and providing feedback on these efforts; and (vi) reviewing Citigroup Inc.'s Code of Conduct and the Code of Ethics for Financial Professionals.

The members of the ethics, conduct and culture committee are Peter Blair Henry, S. Leslie Ireland, Lew W. (Jay) Jacobs, IV, Deborah C. Wright and Ernesto Zedillo Ponce de León."

SCHEDULE 4

AMENDMENTS TO INFORMATION RELATING TO CITIGROUP GLOBAL MARKETS HOLDINGS INC.

The information relating to Citigroup Global Markets Holdings Inc. set out in Section E.2 of the Base Prospectus entitled "*Description of Citigroup Global Markets Holdings Inc.*" on pages 134 to 138 of the Base Prospectus shall be amended by deleting the sub-sections entitled "*Election of directors*" and "*Notes Committee*" (as amended pursuant to the CGMHI ULN Base Prospectus Supplement (No. 5)) on pages 135 to 137 of the Base Prospectus in their entirety and replacing them with the following:

"Election of directors

The directors of CGMHI are as follows:

Name	Title
Shawn K. Feeney	See below
Robert F. Klein	See below

The other officers of CGMHI are as follows:

Name	Title
Shawn K. Feeney	Chief Executive Officer/Chairman/President
Daniel S. Palomaki	Chief Financial Officer
Daniel S. Palomaki	Chief Accounting Officer
Charles Marquardt	Controller
Gonzalo Martin	Treasurer
Victor Spadafora	Assistant Treasurer
Alexia Breuvert	General Counsel/Secretary
Donald Bendernagel	Assistant Secretary
Sarah Blotner	Assistant Secretary
Norma Castro	Assistant Secretary
Robert F. Klein	Assistant Secretary
Stacey Berg Keller	Assistant Secretary
Myongsu Kong	Assistant Secretary
Moshe Malina	Assistant Secretary
Anne E. Moses	Assistant Secretary
Ronny Ostrow	Assistant Secretary
Sofia Rahman	Assistant Secretary
Rachel Stine	Assistant Secretary

Name	Title
Raysa Torriente	Assistant Secretary
Elizabeth Zidones	Assistant Secretary

The members of the Notes Committee of CGMHI are as follows:

Notes Committee

Colin Brennan

Gonzalo Martin

Mark Mason

Johnbull Okpara

Daniel S. Palomaki

Victor Spadafora

Elissa Steinberg

Shawn Stolar

Michael Verdeschi

The main duties outside CGMHI performed by the directors and officers listed above are not significant with respect to CGMHI.

The business address of each director and officer of CGMHI is 388 Greenwich Street, New York, NY 10013, United States of America.

There are no potential conflicts of interest existing between any duties owed to CGMHI by the senior management listed above and their private interests and/or other duties."

SCHEDULE 5

AMENDMENTS TO INFORMATION RELATING TO CITIGROUP GLOBAL MARKETS LIMITED

The information relating to Citigroup Global Markets Limited set out in Section E.4 of the Base Prospectus entitled "*Description of Citigroup Global Markets Limited*" on pages 144 to 145 of the Base Prospectus shall be amended by deleting the section entitled "*Directors of CGML*" (as amended pursuant to the CGMFL ULN Base Prospectus Supplement (No. 5)) on page 144 of the Base Prospectus in its entirety and replacing it with the following:

"Directors of CGML

The directors of CGML are:

<i>Name</i>	<i>Position at CGML</i>
Diana Taylor	Director
James David Kempster Bardrick	Director (CEO)
Leonardo Arduini	Director
Francis Michael Mannion	Director
Deepak Jain	Director
Sally Jane Clark	Director
William Moray Newton Fall	Director
Jonathan Paul Moulds	Director
Zoe Victoria Wimborne	Director
Anne-Maree Tassell	Director

The business address of each director of CGML in his or her capacity as such is Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB. There are no potential conflicts of interest existing between any duties owed to CGML by the board of directors listed above and their private interests and/or other duties. There are no principal activities performed by the directors outside of CGML which are significant with respect to CGML."

SCHEDULE 6

SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39410 (Series: CGMFL39410; ISIN: XS2392049370)
- (ii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39099 (Series: CGMFL39099; ISIN: XS2392059098)
- (iii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL40122 (Series: CGMFL40122; ISIN: XS2398232541)
- (iv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39666 (Series: CGMFL39666; ISIN: XS2392026758)
- (v) Issue of up to GBP 5,000,000 Memory Coupon Barrier Autocall Notes linked to FTSE® 100 Fixed Dividend Equal Weight Custom Index due December 2031 (Series: CGMFL40223; ISIN: XS2398244041)
- (vi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39960 (Series: CGMFL39960; ISIN: XS2398257886)
- (vii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due January 2032 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39927 (Series: CGMFL39927; ISIN: XS2398270988)
- (viii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due January 2032 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39926 (Series: CGMFL39926; ISIN: XS2398270806)
- (ix) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due January 2032 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39928 (Series: CGMFL39928; ISIN: XS2398265558)
- (x) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due January 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL40966 (Series: CGMFL40966; ISIN: XS2405083978)
- (xi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39959 (Series: CGMFL39959; ISIN: XS2398269972)
- (xii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL41662 (Series: CGMFL41662; ISIN: XS2405050886)
- (xiii) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the EURO iSTOXX® 50 Equal Weight NR Decrement 5% EUR (Price) Index due January 2034 (Series: CGMFL35567; ISIN: FR00140050H1)

- (xiv) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the iSTOXX® ENGI GR Decrement 0.71 Price EUR Index due December 2031 (Series: CGMFL37367; ISIN: FR0014005ET5)
- (xv) Issue of EUR 30,000,000 Snowballing Autocall Notes due December 2031 linked to the iSTOXX® FP GR Decrement 2.54 Price EUR Index (Series: CGMFL38402; ISIN: FR0014005HN1)
- (xvi) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the S&P Eurozone 50 Environmental Select Equal Weight 50 Pt Decrement Index (EUR) TR due December 2031 (Series: CGMFL39125; ISIN: FR0014005TJ4)
- (xvii) Issue of EUR 40,000,000 Snowballing Autocall Notes due December 2031 linked to the Shares of AXA S.A, BNP Paribas S.A., Bouygues S.A, Orange S.A. and TotalEnergies SE (Series: CGMFL38585; ISIN: FR0014005NC2)
- (xviii) Issue of EUR 30,000,000 Fixed Coupon Autocall Notes linked to the S&P Eurozone 50 Environmental Select Equal Weight 50 Point Decrement Index (EUR) TR due January 2034 (Series: CGMFL40331; ISIN: FR00140069C2)
- (xix) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the S&P Eurozone 50 Environmental Select Equal Weight 50 Point Decrement Index (EUR) TR due March 2034 (Series: CGMFL41202; ISIN: FR0014006LF7)
- (xx) Issue of Up to 10,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of JPMorgan Chase & Co., NVIDIA Corporation and SAP SE (Series: CGMFL41017; ISIN: XS2336353086)