



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 under number B169.199)

each an issuer under the
Citi U.S.\$60,000,000,000 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)

This base prospectus supplement (the "**CGMFL Rates Base Prospectus Supplement (No.3)**") or this "**Supplement**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2020 (the "**CGMFL Base Prospectus 2020**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**") and a CGMFL Rates Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), 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 Rates Base Prospectus 2020, the CGMFL Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.2) together the "**CGMFL Rates Base Prospectus**") with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the "**Programme**").

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

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the CGMFL Rates Base Prospectus Supplement (No.3) as a Base Listing Particulars Supplement (the "**CGMFL Rates Base Listing Particulars Supplement (No.3)**" and the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement" and the "CGMFL Rates

Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", and the "CGMFL Rates Base Listing Particulars Supplement (No.3)", respectively.

CGMFL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMFL, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the Interim Financial Report of Citigroup Global Markets Funding Luxembourg S.C.A.

On 30 September 2020, CGMFL (an Issuer under the Programme) published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2020 (the **CGMFL 2020 Interim Financial Report**). A copy of the CGMFL 2020 Interim Financial Report has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=uHNdQ2dRDfhStJNzhFx9qJxWdu5M2kOFtsu94pP6yE6S3+nnH8oSxB8pgSjIE4iqNxmCTYwiwPggWlMw0YVVMzr4fo4bcV+1NBEbYSm7GjlUHKx/Vbe2g2O5eDa0jnx1HTvtyq+AHBFccPOsv112VsCuPyp009ENL7X18bAbuPO4wCP9d5sVG11aiZEgEc>). By virtue of this Supplement, the CGMFL 2020 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus 2020.

The following information appears on the page(s) of the CGMFL 2020 Interim Financial Report as set out below:

1.	The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2020:	
		Page(s)
A.	Condensed Interim Statement of Comprehensive Income	7
B.	Condensed Interim Balance Sheet	8
C.	Condensed Interim Statement of Changes in Equity	9
D.	Condensed Interim Cash Flow Statement	10
E.	Notes to Condensed Interim Financial Statements	11-30

Any information not listed in the cross-reference list above but included in the CGMFL 2020 Interim Financial Report is given for information purposes only.

Significant change and material adverse change

There has been no significant change in the financial or trading position of CGMFL since 30 June 2020 (the date of its most recently published unaudited interim financial statements) and there has been no material adverse change in the financial position or prospects of CGMFL since 31 December 2019 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL since 30 June 2020 (the date of its most recently published unaudited interim financial statements).

Corporate Authorities

The approval of the CGMFL Rates Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 13 October 2020.

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 Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.2).

Copies of the CGMFL Rates Base Prospectus 2020, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2) and this Supplement will be available for inspection 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 and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2020 will be available on the website specified for each such document in the CGMFL Rates 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 Rates Base Prospectus 2020 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(3) of the Prospectus Regulation following the publication of this Supplement.