



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 Warrant Programme

Warrants 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*)

Base Prospectus Supplements

This base prospectus supplement ("**CGMHI Warrant Base Prospectus Supplement (No.3)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (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 Citi Warrant Programme Base Prospectus dated 17 December 2021 (the "**CGMHI Warrant Base Prospectus 2021**"), as supplemented by each of CGMHI Warrant Programme Base Prospectus Supplement (No.1) dated 5 April 2022 ("**CGMHI Warrant Base Prospectus Supplement (No.1)**") and CGMHI Warrant Programme Base Prospectus Supplement (No.2) dated 24 June 2022 ("**CGMHI Warrant Base Prospectus Supplement (No.2)**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") (the "**CGMHI Warrant Base Prospectus 2021**"), with respect to the Citi Warrant Programme (the "**Programme**").

This base prospectus supplement ("**CGMFL Warrant Base Prospectus Supplement (No.3)**") 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 Citi Warrant Programme Base Prospectus dated 17 December 2021, as supplemented by each of CGMFL Warrant Programme Base Prospectus Supplement (No.1) dated 5 April 2022 ("**CGMFL Warrant Base Prospectus Supplement (No.1)**") and CGMFL Warrant Programme Base Prospectus Supplement (No.2) dated 24 June 2022 ("**CGMFL Warrant Base Prospectus Supplement (No.2)**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited ("**CGML**") in its capacity as the CGMFL Guarantor (together, the "**CGMFL Warrant Base Prospectus 2021**" and, together with the CGMHI Warrant Base Prospectus 2021, the "**Base Prospectus**"), with respect to the Programme.

Approvals

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

been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

Application has been made to (i) the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**"); and (ii) the Luxembourg Stock Exchange as competent authority under Part IV of the Luxembourg law of 16 July 2019 on prospectuses; in each case for the approval of the CGMHI Warrant Base Prospectus Supplement (No.3) Base Listing Particulars Supplements (the "**CGMHI Warrant Base Listing Particulars Supplement (No.3)**") and together, the "**Warrant Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Warrants are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "CGMHI Warrant Base Prospectus Supplement (No.3)" shall be construed to be to "Warrant Base Listing Particulars Supplement" and "CGMHI Warrant Base Listing Particulars Supplement (No.3)".

Responsibility Statements

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Warrant Base Prospectus*" below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Warrant Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI Warrant Base Prospectus*" below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI Warrant 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 the paragraphs set out under the headings "*Information relating to the CGMHI Warrant Base Prospectus*" below, the "**Excluded Information**"). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Defined Terms

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

INFORMATION RELATING TO THE CGMHI WARRANT BASE PROSPECTUS

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

On 31 August 2022, CGMHI published its half-yearly financial report containing its unaudited consolidated interim financial statements as of and for the six months period ended 30 June 2022 (the **CGMHI 2022 Half-Yearly Financial Report**). A copy of the CGMHI 2022 Half-Yearly Financial Report has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202209/d40e7faa-d6f4-4e82-9500-cd5f6158d621.PDF>). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2022 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI Warrant Base Prospectus.

The following information appears on the page(s) of the CGMHI 2022 Half-Yearly Financial Report as set out below:

1. **The unaudited consolidated financial statements of CGMHI as of and for the six months period ended 30 June 2022:**

	Page(s) of the section entitled "Consolidated Financial Statements"
A. Consolidated Statements of Income	1
B. Consolidated Statements of Comprehensive Income	2
C. Consolidated Statements of Financial Condition	3-4
D. Consolidated Statements of Changes in Stockholders' Equity	5
E. Consolidated Statement of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-42

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

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

Any information not specified in the cross-reference list above but included in the CGMHI 2022 Half-Yearly Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section E.19 of the CGMHI Warrant Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section E.20 of the CGMHI Warrant Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 2 to this Supplement.

Significant change and material adverse change

There has been no significant change in the consolidated financial or trading position of CGMHI and its subsidiaries taken as a whole since 30 June 2022 (the date of the most recently published unaudited financial statements of CGMHI), and there has been no material adverse change in the financial position or prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2021 (the date of the most recently published audited financial statements of CGMHI).

There has been no significant change in the financial performance of CGMHI and its subsidiaries as a whole since 30 June 2022 (the date of the most recently published unaudited financial statements of CGMHI).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 15 to the Consolidated Financial Statements included in the CGMHI 2021 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2022 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 15 (as specified above) are a part, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q and (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q2 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

General

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

Copies of the CGMHI Warrant Base Prospectus 2021, the CGMHI Warrant Base Prospectus Supplement (No.1), the CGMHI Warrant Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Warrants 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 Warrant Base Prospectus 2021 will be available on the website specified for each such document in the CGMHI Warrant Base Prospectus 2021.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Warrant Base Prospectus 2021 by this Supplement and (b) any statement in the CGMHI Warrant Base Prospectus 2021 or otherwise incorporated by reference into the CGMHI Warrant Base Prospectus 2021, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Warrant Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 21 September 2022.

INFORMATION RELATING TO THE CGMFL WARRANT BASE PROSPECTUS

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section E.19 of the CGMFL Warrant Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section E.20 of the CGMFL Warrant Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 2 to this Supplement.

Corporate Authorities

The approval of the CGMFL Warrant Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 14 September 2022.

General

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

Copies of the CGMFL Warrant Base Prospectus 2021, the CGMFL Warrant Base Prospectus Supplement (No.1), the CGMFL Warrant Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Warrants 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 Warrant Base Prospectus 2021 will be available on the website specified for each such document in the CGMFL Warrant Base Prospectus 2021.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Warrant Base Prospectus 2021 by this Supplement and (b) any statement in the CGMFL Warrant Base Prospectus or otherwise incorporated by reference into the CGMFL Warrant Base Prospectus 2021, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Warrant Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 21 September 2022.

SCHEDULE 1

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section E.19 of the Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended by:

- (a) replacing the signature block in its entirety and inserting a new footnote 12 in respect of the signature block on page 544, so that it now reads as follows:

"[Signed on behalf of the Issuer:

By:

Duly authorised]¹²

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

- (b) making all necessary consequential changes to the numbering of the footnotes; and
- (c) in the paragraph immediately following the signature block on page 544, deleting the words "and the certificate of authentication on such Global [Warrant(s)/Certificates], has been signed by or on behalf of the relevant Warrant Agent".

SCHEDULE 2

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Final Terms set out in Section E.20 of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended by:

- (a) replacing the signature block in its entirety and inserting a new footnote 17 in respect of the signature block on page 592, so that it now reads as follows:

"[Signed on behalf of the Issuer:

By:

Duly authorised]¹⁷

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

- (b) making all necessary consequential changes to the numbering of the footnotes; and
- (c) in the paragraph immediately following the signature block on page 592, deleting the words "and the certificate of authentication on such Global Warrant[s] has been signed by or on behalf of the relevant Warrant Agent".