

**CITIGROUP INC. REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.1) dated 31 January 2023;**  
**CGMHI REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.1) dated 31 January 2023; and**  
**CGMFL REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.1) dated 31 January 2023**



**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 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)**

## **Approval**

This Supplement (as defined below) constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of United Kingdom ("UK") domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA") and regulations made thereunder (the "**UK Prospectus Regulation**") and has been approved by the UK Financial Conduct Authority (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 Issuers or the Guarantors, or of the quality of the Securities that are the subject of the Base Prospectus (as defined below). Investors should make their own assessment as to the suitability of investing in the Securities. Such approval relates to Securities which are to be admitted to trading on the London Stock Exchange's regulated market (i.e. 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) and to the Official List of the FCA and/or which are to be offered to the public in the UK.

This Supplement (as defined below) has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law (as defined below) and the Rules and Regulations of the Luxembourg Stock Exchange.

This Supplement (as defined below) also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

#### **Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**

This base prospectus supplement ("**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**") constitutes a supplement for the purposes of Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)**") in each case, prepared by Citigroup Inc. with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

#### **CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**

This base prospectus supplement ("**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**") also constitutes a supplement for the purposes of Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor with respect to the Programme.

#### **CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**

This base prospectus supplement ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**") and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the "**Supplement**") also constitutes a supplement for the purposes of Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)**") and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK), the "**Base Prospectus**", 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 with respect to the Programme.

#### **Responsibility Statements**

**Citigroup Inc.:** Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" below (together, "**Citigroup Inc. Excluded Information**"). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the Citigroup Inc. Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMHI:** CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes*

*Base Prospectus No. 2 (UK)*" below (together, "**CGMHI Excluded Information**"). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the CGMHI Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMHI Guarantor:** The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" below (together, "**CGMHI Guarantor Excluded Information**"). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the CGMHI Guarantor Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMFL:** CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" below (together, "**CGMFL Excluded Information**"). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the CGMFL Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**CGMFL Guarantor:** 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q4 Form 8-K)*) (together, the "**CGMFL Guarantor Excluded Information**"). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the CGMFL Guarantor 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 CITIGROUP INC. REGIONAL STRUCTURED  
NOTES BASE PROSPECTUS NO. 2 (UK)**

*Publication of the 2022 Q4 Form 8-K of Citigroup Inc. on 13 January 2023*

On 13 January 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2022. A copy of the Citigroup Inc. 2022 Q4 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202022%20Q4%20Form%208-K.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q4 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2022 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 13 January 2023, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-16
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2022.	Exhibit Number 99.2 on pages 17-35

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is 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 Description of Citigroup Inc.*

The information in the "Description of Citigroup Inc." section set out in Section E.1 on pages 118 to 126 of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) shall be amended as set out in Schedule 2 to this Supplement.

*General*

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

Copies of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 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. Regional Structured Notes Base

Prospectus No. 2 (UK) will be available on the website specified for each such document in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

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. Regional Structured Notes Base Prospectus No. 2 (UK) by this Supplement and (b) any statement in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK), the statements in (a) above will prevail.

#### *Withdrawal rights*

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK Prospectus Regulation), have the right, exercisable within two 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 2 February 2023.

**INFORMATION RELATING TO THE CGMHI REGIONAL STRUCTURED NOTES BASE  
PROSPECTUS NO. 2 (UK)**

*Publication of the 2022 Q4 Form 8-K of Citigroup Inc. on 13 January 2023*

On 13 January 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2022. A copy of the Citigroup Inc. 2022 Q4 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202022%20Q4%20Form%208-K.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2022 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 13 January 2023, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-16
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2022.	Exhibit Number 99.2 on pages 17-35

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is 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 Description of Citigroup Inc.*

The information in the "Description of Citigroup Inc." section set out in Section E.1 on pages 118 to 126 of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) shall be amended as set out in Schedule 2 to this Supplement.

*General*

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

Copies of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 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 Regional Structured Notes Base

Prospectus No. 2 (UK) will be available on the website specified for each such document in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

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

*Withdrawal rights*

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK Prospectus Regulation), have the right, exercisable within two 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 2 February 2023.

**INFORMATION RELATING TO THE CGMFL REGIONAL STRUCTURED NOTES BASE  
PROSPECTUS NO. 2 (UK)**

*Publication of the 2022 Q4 Form 8-K of Citigroup Inc. on 13 January 2023*

On 13 January 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2022. A copy of the Citigroup Inc. 2022 Q4 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202022%20Q4%20Form%208-K.pdf>). Citigroup Inc. is the indirect parent company of CGMFL under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2022 Q4 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 13 January 2023, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-16
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2022.	Exhibit Number 99.2 on pages 17-35

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is 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 Description of Citigroup Inc.*

The information in the "Description of Citigroup Inc." section set out in Section E.1 on pages 118 to 126 of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) shall be amended as set out in Schedule 2 to this Supplement.

*Corporate Authorities*

The approval of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 26 January 2023.

*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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

Copies of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 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 Regional Structured Notes Base Prospectus No. 2 (UK) will be available on the website specified for each such document in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

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

#### *Withdrawal rights*

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK Prospectus Regulation), have the right, exercisable within two 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 2 February 2023.

## SCHEDULE 1

### ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2022 Q4 FORM 8-K)

The Citigroup Inc. 2022 Q4 Form 8-K 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. 2022 Q4 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q4 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, pages 1, 2, 4, Appendix E on page 12 and footnote 4 on page 13; and Exhibit 99.2, on pages 1 and 18.
Tangible Common Equity and Return on Average Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, page 1, 2, Appendix E on page 12 and footnote 1 on page 13; and Exhibit 99.2, on pages 1 and 18.
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 gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, pages 4, 5 and footnote 6 on page 13; Exhibit 99.2, on page 6 (including footnote 1 on page 6).
Results of Operations and Financial Condition excluding the divestiture-related impacts	Citi believes the presentation of its results of operations and financial condition excluding the divestiture-related impacts provides a meaningful depiction of the underlying fundamentals of its broader results and Asia GCB businesses results for investors, industry analysts and others.	Exhibit 99.1, pages 1, 3, Appendix B on page 10 and footnote 5 on page 13.
Results of Operations for Global Wealth Management excluding revenues in Asia	Citi believes the presentation of its results of operations for Global Wealth Management excluding revenue in Asia provides a meaningful depiction of the underlying fundamentals of its	Exhibit 99.1, pages 6, Appendix B on pages 10 and footnote 7 on page 13.

	broader results for investors, industry analysts and others.	
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## SCHEDULE 2

### AMENDMENTS TO DESCRIPTION OF CITIGROUP INC.

The description of Citigroup Inc. set out in Section E.1 of the Base Prospectus ("*Description of Citigroup Inc.*") shall be amended as follows:

- (a) the line item starting "Peter Blair Henry" set out in the table under the heading "Directors and Executive Officers of Citigroup Inc." on page 123 of the Base Prospectus is deleted in its entirety and replaced with the following:

"Peter Blair Henry	Stanford Univ. Class of 1984 Senior Fellow and Fellow, Freeman Spogli Institute for International Studies and Dean Emeritus, NYU Leonard N. Stern School of Business";
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- (b) the paragraph directly underneath the table of members of the board of directors of Citigroup Inc. under the heading "Directors and Executive Officers of Citigroup Inc." on page 123 of the Base Prospectus is deleted in its entirety and replaced with the following:

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

- (c) a new paragraph entitled "The technology committee" shall be inserted under the heading "Committees of the Board of Directors" between the paragraphs commencing "The nomination, governance and public affairs committee" and "The executive committee" on page 124 of the Base Prospectus, as follows:

***The technology committee*** is responsible for assisting the Board in fulfilling its responsibility with respect to oversight of: (1) the planning and execution of Citigroup's technology strategy and operating plan; (2) the development of Citi's target state operating model and architecture, including the incorporation of Critical Business Services; (3) technology-based risk management, including risk management framework, risk appetite and risk exposures of the Company, including Cyber Security; (4) resource and talent planning of the Technology function; and (5) the Company's third-party management policies, practices and standards that relate to Technology.

The members of the technology committee are Barbara Desoer, John C. Dugan, S. Leslie Ireland, Renée J. James and Gary Reiner."