

CITIGROUP INC. OFFERING CIRCULAR SUPPLEMENT (No.6) dated 16 March 2022, CBNA OFFERING CIRCULAR SUPPLEMENT (No.6) dated 16 March 2022, CGMHI OFFERING CIRCULAR SUPPLEMENT (No.6) dated 16 March 2022 and CGMFL OFFERING CIRCULAR SUPPLEMENT (No.6) dated 16 March 2022



CITIGROUP INC.
(incorporated in Delaware)

and

CITIBANK, N.A.
(a national banking association organized under the laws of the United States of America)

and

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the state of New York)

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.
(incorporated as a corporate partnership limited by shares (*société en commandite par actions*) under Luxembourg law, with registered office at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg (*Registre de commerce et des sociétés, Luxembourg*) under number B 169.199)

each an issuer under the
Citi U.S.\$80,000,000,000 Global Medium Term Note Programme

Notes issued by Citigroup Global Markets Holdings Inc. only will be unconditionally and irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)

Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)

Approvals

This Supplement (as defined below) has been approved by SIX Exchange Regulation AG as review body under the Swiss Financial Services Act (FinSA) on 16 March 2022.

This Supplement constitutes a supplement for the purposes of Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and has been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange. This Supplement has not been approved by and will not be submitted for approval to the *Commission de Surveillance du Secteur Financier* of Luxembourg.

This Supplement constitutes supplementary admission particulars in respect of the Offering Circular (as defined below) for the purposes of the International Securities Market Rulebook. This Supplement has not been approved by and will not be submitted for approval to the Financial Conduct Authority of the United Kingdom.

Offering Circular Supplements

This offering circular supplement (the "**Citigroup Inc. Offering Circular Supplement (No.6)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**Citigroup Inc. Offering Circular 2021**"), as supplemented by a Citigroup Inc. Offering Circular Supplement (No.1) dated 15 October 2021 (the "**Citigroup Inc. Offering Circular Supplement (No.1)**"), a Citigroup Inc. Offering Circular Supplement (No.2) dated 2 November 2021 (the "**Citigroup Inc. Offering Circular Supplement (No.2)**"), a Citigroup Inc. Offering Circular Supplement (No.3) dated 1 December 2021 (the "**Citigroup Inc. Offering Circular Supplement (No.3)**"), a Citigroup Inc. Offering Circular Supplement (No.4) dated 21 January 2022 (the "**Citigroup Inc. Offering Circular Supplement (No.4)**") and a Citigroup Inc. Offering Circular Supplement (No.5) dated 1 February 2022 (the "**Citigroup Inc. Offering Circular Supplement (No.5)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Offering Circular 2021, the Citigroup Inc. Offering Circular Supplement (No.1), the Citigroup Inc. Offering Circular Supplement (No.2), the Citigroup Inc. Offering Circular Supplement (No.3), the Citigroup Inc. Offering Circular Supplement (No.4) and the Citigroup Inc. Offering Circular Supplement (No.5), together, the "**Citigroup Inc. Offering Circular**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This offering circular supplement (the "**CBNA Offering Circular Supplement (No.6)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**CBNA Offering Circular 2021**"), as supplemented by a CBNA Offering Circular Supplement (No.1) dated 15 October 2021 (the "**CBNA Offering Circular Supplement (No.1)**"), a CBNA Offering Circular Supplement (No.2) dated 2 November 2021 (the "**CBNA Offering Circular Supplement (No.2)**"), a CBNA Offering Circular Supplement (No.3) dated 1 December 2021 (the "**CBNA Offering Circular Supplement (No.3)**"), a CBNA Offering Circular Supplement (No.4) dated 21 January 2022 (the "**CBNA Offering Circular Supplement (No.4)**") and a CBNA Offering Circular Supplement (No.5) dated 1 February 2022 (the "**CBNA Offering Circular Supplement (No.5)**"), in each case, prepared by Citibank, N.A. ("**CBNA**") (the CBNA Offering Circular 2021, the CBNA Offering Circular Supplement (No.1), the CBNA Offering Circular Supplement (No.2), the CBNA Offering Circular Supplement (No.3), the CBNA Offering Circular Supplement (No.4) and the CBNA Offering Circular Supplement (No.5), together, the "**CBNA Offering Circular**") with respect to the Programme.

This offering circular supplement (the "**CGMHI Offering Circular Supplement (No.6)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**CGMHI Offering Circular 2021**"), as supplemented by a CGMHI Offering Circular Supplement (No.1) dated 15 October 2021 (the "**CGMHI Offering Circular Supplement (No.1)**"), a CGMHI Offering Circular Supplement (No.2) dated 2 November 2021 (the "**CGMHI Offering Circular Supplement (No.2)**"), a CGMHI Offering Circular Supplement (No.3) dated 1 December 2021 (the "**CGMHI Offering Circular Supplement (No.3)**"), a CGMHI Offering Circular Supplement (No.4) dated 21 January 2022 (the "**CGMHI Offering Circular Supplement (No.4)**") and a CGMHI Offering Circular Supplement (No.5) dated 1 February 2022 (the "**CGMHI Offering Circular Supplement (No.5)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Offering Circular 2021, the CGMHI Offering Circular Supplement (No.1), the CGMHI Offering Circular Supplement (No.2), the CGMHI Offering Circular Supplement (No.3), the CGMHI Offering Circular Supplement (No.4) and the CGMHI Offering Circular Supplement (No.5), together, the "**CGMHI Offering Circular**") with respect to the Programme.

This offering circular supplement (the "**CGMFL Offering Circular Supplement (No.6)**") is supplemental to, and must be read in conjunction with, the Offering Circular dated 3 September 2021 (the "**CGMFL Offering Circular 2021**") as supplemented by a CGMFL Offering Circular Supplement (No.1) dated 15 October 2021 (the "**CGMFL Offering Circular Supplement (No.1)**"), a CGMFL Offering Circular Supplement (No.2) dated 2 November 2021 (the "**CGMFL Offering Circular Supplement (No.2)**"), a CGMFL Offering Circular Supplement (No.3) dated 1 December 2021 (the "**CGMFL Offering Circular Supplement (No.3)**"), a CGMFL Offering Circular Supplement (No.4) dated 21 January 2022 (the "**CGMFL Offering Circular Supplement (No.4)**") and a CGMFL Offering Circular Supplement (No.5) dated 1 February 2022 (the "**CGMFL Offering Circular Supplement (No.5)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Offering Circular 2021, the CGMFL Offering Circular Supplement (No.1), the CGMFL Offering Circular Supplement (No.2), the CGMFL Offering Circular Supplement (No.3), the CGMFL Offering Circular Supplement (No.4) and the CGMFL Offering Circular Supplement (No.5), together, the "**CGMFL**")

Offering Circular" and, together with the Citigroup Inc. Offering Circular, the CBNA Offering Circular and the CGMHI Offering Circular, the "**Offering Circular**") with respect to the Programme.

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Offering Circular Supplement (No.6), the CBNA Offering Circular Supplement (No.6), the CGMHI Offering Circular Supplement (No.6) and the CGMFL Offering Circular Supplement (No.6).

Responsibility Statements

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

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

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

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

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

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*", "*Information relating to the CBNA Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*", "*Information relating to the CBNA*

Offering Circular" and "*Information relating to the CGMHI Offering Circular*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Defined Terms

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

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR

Publication of the 2021 Form 10-K of Citigroup Inc. on 28 February 2022

On 28 February 2022, Citigroup Inc. (as an Issuer under the Programme) filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2021 Form 10-K**") for the year ended 31 December 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Form 10-K has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202021%20Form%2010-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2021 Form 10-K is incorporated by reference in, and forms part of, the Citigroup Inc. Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. 2021 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	138-139
(b) Consolidated Balance Sheet	140-141
(c) Consolidated Statement of Changes in Stockholders' Equity	142-143
(d) Consolidated Statement of Cash Flows	144-145
(e) Notes to the Consolidated Financial Statements	146-314
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

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

	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 (Loss) and Revenues and Segment Balance Sheet	4-28
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Institutional Clients Group and Global Consumer Banking	14-27
(ii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	161
(c) Description of the principal investments of Citigroup Inc. – Note 13 (<i>Investments</i>) to the Consolidated Financial Statements	193-203

(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-28
(ii)	Capital Resources	29-44
(iii)	Risk Factors	45-59
(iv)	Sustainability and Other ESG Matters	60-61
(v)	Significant Accounting Policies and Significant Estimates	124-130
(vi)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	146-158
(e)	Description of litigation involving Citigroup Inc.	296-303
(f)	Risk Factors	45-59
(g)	Risk Management	65-123
(h)	Glossary of Terms and Acronyms	323-327

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

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 31 December 2021 (the date of Citigroup Inc.'s most recently published audited annual 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 2021 (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 31 December 2021 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K. 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.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the Citigroup Inc. Offering Circular entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in the Citigroup Inc. Offering Circular in the section entitled "*Risk Factors*" 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. Offering Circular since the publication of the Citigroup Inc. Offering Circular Supplement (No.5).

Copies of the Citigroup Inc. Offering Circular 2021, the Citigroup Inc. Offering Circular Supplement (No.1), the Citigroup Inc. Offering Circular Supplement (No.2), the Citigroup Inc. Offering Circular Supplement (No.3), the Citigroup Inc. Offering Circular Supplement (No.4), the Citigroup Inc. Offering Circular Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the Citigroup Inc. Offering Circular 2021, the Citigroup Inc. Offering Circular Supplement (No.1), the Citigroup Inc. Offering Circular Supplement (No.2), the Citigroup Inc. Offering Circular Supplement (No.3), the Citigroup Inc. Offering Circular Supplement (No.4), the Citigroup Inc. Offering Circular Supplement (No.5) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Offering Circular 2021 by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular or otherwise incorporated by reference into the Citigroup Inc. Offering Circular 2021, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR

Publication of the 2021 Form 10-K of Citigroup Inc. on 28 February 2022

On 28 February 2022, Citigroup Inc. (as indirect parent company of CBNA) filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2021 Form 10-K**") for the year ended 31 December 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Form 10-K has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202021%20Form%2010-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2021 Form 10-K is incorporated by reference in, and forms part of, the CBNA Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. 2021 Form 10-K:**

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(e) Notes to the Consolidated Financial Statements	146-314
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

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

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(d)	Description of trends and events affecting Citigroup Inc.	
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(iv)	Sustainability and Other ESG Matters	60-61
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(e)	Description of litigation involving Citigroup Inc.	296-303
(f)	Risk Factors	45-59
(g)	Risk Management	65-123
(h)	Glossary of Terms and Acronyms	323-327

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

Legal proceedings

For a discussion of Citigroup Inc.'s and CBNA's material legal and regulatory matters, see Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K. Save as disclosed in the documents referenced above, neither CBNA 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 CBNA or CBNA and its subsidiaries taken as a whole, nor, so far as CBNA is aware, are any such proceedings pending or threatened.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CBNA Offering Circular entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in the CBNA Offering Circular in the section entitled "*Risk Factors*" 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 CBNA Offering Circular since the publication of the CBNA Offering Circular Supplement (No.5).

Copies of the CBNA Offering Circular 2021, the CBNA Offering Circular Supplement (No.1), the CBNA Offering Circular Supplement (No.2), the CBNA Offering Circular Supplement (No.3), the CBNA Offering Circular Supplement (No.4), the CBNA Offering Circular Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CBNA Offering Circular 2021, the CBNA Offering Circular Supplement (No.1), the CBNA Offering Circular Supplement (No.2), the CBNA Offering Circular Supplement (No.3), the CBNA Offering Circular Supplement (No.4), the CBNA Offering Circular Supplement (No.5) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR

Publication of the 2021 Form 10-K of Citigroup Inc. on 28 February 2022

On 28 February 2022, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2021 Form 10-K**") for the year ended 31 December 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Form 10-K has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202021%20Form%2010-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2021 Form 10-K is incorporated by reference in, and forms part of, the CGMHI Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. 2021 Form 10-K:**

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(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

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(g)	Risk Management	65-123
(h)	Glossary of Terms and Acronyms	323-327

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

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 31 December 2021 (the date of Citigroup Inc.'s most recently published audited annual 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 2021 (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 31 December 2021 (the date of Citigroup Inc.'s most recently published audited annual 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 Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K. 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 Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K. 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.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMHI Offering Circular entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in the CGMHI Offering Circular in the section entitled "*Risk Factors*" 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 Offering Circular since the publication of the CGMHI Offering Circular Supplement (No.5).

Copies of the CGMHI Offering Circular 2021, the CGMHI Offering Circular Supplement (No.1), the CGMHI Offering Circular Supplement (No.2), the CGMHI Offering Circular Supplement (No.3), the CGMHI Offering Circular Supplement (No.4), the CGMHI Offering Circular Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMHI Offering Circular 2021, the CGMHI Offering Circular Supplement (No.1), the CGMHI Offering Circular Supplement (No.2), the CGMHI Offering Circular Supplement (No.3), the CGMHI Offering Circular Supplement (No.4), the CGMHI Offering Circular Supplement (No.5) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR

Publication of the 2021 Form 10-K of Citigroup Inc. on 28 February 2022

On 28 February 2022, Citigroup Inc. (as indirect parent company of CGMFL) filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2021 Form 10-K**") for the year ended 31 December 2021 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2021 Form 10-K has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202021%20Form%2010-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2021 Form 10-K is incorporated by reference in, and forms part of, the CGMFL Offering Circular.

The following information appears on the page(s) of the Citigroup Inc. 2021 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019, as set out in the Citigroup Inc. 2021 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	138-139
(b) Consolidated Balance Sheet	140-141
(c) Consolidated Statement of Changes in Stockholders' Equity	142-143
(d) Consolidated Statement of Cash Flows	144-145
(e) Notes to the Consolidated Financial Statements	146-314
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2021 and 2020 and for the years ended 31 December 2021, 2020 and 2019	134-136

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

	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 (Loss) and Revenues and Segment Balance Sheet	4-28
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Institutional Clients Group and Global Consumer Banking	14-27
(ii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	161
(c) Description of the principal investments of Citigroup Inc. – Note 13 (<i>Investments</i>) to the Consolidated Financial Statements	193-203

(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-28
(ii)	Capital Resources	29-44
(iii)	Risk Factors	45-59
(iv)	Sustainability and Other ESG Matters	60-61
(v)	Significant Accounting Policies and Significant Estimates	124-130
(vi)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	146-158
(e)	Description of litigation involving Citigroup Inc.	296-303
(f)	Risk Factors	45-59
(g)	Risk Management	65-123
(h)	Glossary of Terms and Acronyms	323-327

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

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K. 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 Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K. 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.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMFL Offering Circular entitled "*Credit Ratings*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Risk Factors

The risk factors set out in the CGMFL Offering Circular in the section entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Corporate Authorities

The approval of the CGMFL Offering Circular Supplement (No.6) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 11 March 2022.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Offering Circular since the publication of the CGMFL Offering Circular Supplement (No.5).

Copies of the CGMFL Offering Circular 2021, the CGMFL Offering Circular Supplement (No.1), the CGMFL Offering Circular Supplement (No.2), the CGMFL Offering Circular Supplement (No.3), the CGMFL Offering Circular Supplement (No.4), the CGMFL Offering Circular Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMFL Offering Circular 2021, the CGMFL Offering Circular Supplement (No.1), the CGMFL Offering Circular Supplement (No.2), the CGMFL Offering Circular Supplement (No.3), the CGMFL Offering Circular Supplement (No.4), the CGMFL Offering Circular Supplement (No.5) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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

SCHEDULE 1

AMENDMENTS TO CREDIT RATINGS

The information set out in the cover pages of the Offering Circular ("*Credit Ratings*") on pages vi to vii of the Offering Circular shall be amended by deleting the first paragraph under the section entitled "*Credit Ratings*" on page vi of the Offering Circular in its entirety and replacing it with the following:

"Citigroup Inc. has a long term/short term senior debt rating of BBB+/A-2 by Standard & Poor's Financial Services LLC (**S&P**), A3/P-2 by Moody's Investors Service, Inc. (**Moody's**) and A/F1 by Fitch Ratings, Inc. (**Fitch**). CBNA has a long term/short term senior debt rating of A+/A-1 by S&P, Aa3/P-1 by Moody's and A+/F1 by Fitch. CGMHI has a long term/short term senior debt rating of BBB+/A-2 by S&P, A3/P-2 by Moody's and A+/F1 by Fitch. CGMFL has a long term/short term senior debt rating of A+/A-1 by S&P and A+/F1 by Fitch, and a long term senior debt rating of A1 by Moody's. CGML has a long term/short term senior debt rating of A+/A-1 by S&P, A1/P-1 by Moody's and A+/F1 by Fitch. The rating of a certain Tranche of Notes may be specified in the applicable Pricing Supplement."

SCHEDULE 2

AMENDMENTS TO THE RISK FACTORS

The risk factors set out in the Offering Circular in the section entitled "Risk Factors" on pages 16 to 86 of the Offering Circular shall be amended as follows:

- (a) the following new risk factor entitled "*The military action by Russia in Ukraine, and related sanctions, export controls and similar actions or laws could adversely affect the Group's business activities and customers*" shall be inserted immediately after the risk factor entitled "*The ability of CGMFL to fulfil its obligations under the Notes issued by it is dependent on the CGMFL Guarantor performing its counterparty obligations owed to CGMFL*" on page 18 of the Offering Circular:

"The military action by Russia in Ukraine, and related sanctions, export controls and similar actions or laws could adversely affect the Group's business activities and customers

The recent action of Russian military forces and support personnel in Ukraine has escalated tensions between Russia and the U.S., NATO, the European Union and the UK. The U.S. has imposed, and is likely to impose material additional, financial and economic sanctions and export controls against certain Russian organisations and/or individuals, with similar actions implemented and/or planned by the European Union, the UK and other jurisdictions. The packages of financials and economic sanctions imposed by the U.S., the UK, and the European Union, in various ways, constrain transactions with numerous Russian entities and individuals; transactions in Russian sovereign debt; and investment, trade, and financing to, from, or in certain regions of Ukraine. The Group's ability to engage in activity with certain consumer and institutional businesses in Russia and Ukraine or involving certain Russian or Ukrainian businesses and customers is dependent in part upon whether such engagement is restricted under any current or expected U.S., European Union, UK or other countries' sanctions and laws, or is otherwise discontinued in light of these developments. Sanctions and export controls, as well as any actions by Russia, could adversely affect the Group's business activities and customers in and from Russia and Ukraine. Moreover, actions by Russia, and any further measures taken by the U.S. or its allies, could have negative impacts on regional and global financial markets and economic conditions, including without limitation global energy markets. The extent of the impact on the Group will continue to depend significantly on future developments, which are uncertain and cannot be predicted.

Any negative impact of Russia's actions in Ukraine, and related sanctions, export controls and similar actions or laws on the Group, including the relevant Issuer, the CGMHI Guarantor or the CGMFL Guarantor, could adversely affect the ability of the relevant Issuer, the CGMHI Guarantor or the CGMFL Guarantor to fulfil its obligations under the Notes, and the value of and return on the Notes may also be adversely affected."; and

- (b) the risk factor entitled "*Rapidly evolving challenges and uncertainties related to the COVID-19 pandemic will likely continue to have negative impacts on the Group's businesses and results of operations and financial condition*" on pages 18 to 19 of the Offering Circular shall be deleted in its entirety and replaced with the following:

"Rapidly evolving challenges and uncertainties related to the COVID-19 pandemic in the U.S. and globally will likely continue to have negative impacts on the Group's businesses and results of operations and financial condition

The COVID-19 pandemic has affected all of the countries and jurisdictions in which the Group operates, including severely impacting global health, financial markets, consumer and business spending and economic conditions. The extent of the future pandemic impacts remain uncertain and will likely evolve by region, country or state, largely depending on the duration and severity of the public health consequences, including the duration and further spread of the coronavirus as well as any variants becoming more prevalent and impactful; further production, distribution, acceptance and effectiveness of vaccines; availability and efficiency of testing; the public response; and government actions. The future impacts to global economic conditions may include, among others:

- further disruption of global supply chains;
- higher inflation;
- higher interest rates;
- significant disruption and volatility in financial markets;
- additional closures, reduced activity and failures of many businesses, leading to loss of revenues and net losses;
- further institution of social distancing and restrictions on businesses and the movement of the public in and among the U.S. and other countries; and
- reduced U.S. and global economic output.

The pandemic has had, and may continue to have, negative impacts on the Group's businesses and overall results of operations and financial condition, which could be material. The extent of the impact on the Group's operations and financial performance, including its ability to execute its business strategies and initiatives, will continue to depend significantly on future developments in the U.S. and globally. Such developments are uncertain and cannot be predicted, including the course of the coronavirus, as well as any weakness or slowing in the economic recovery or a further economic downturn, whether due to further supply chain disruptions, inflation trends, higher interest rates or otherwise.

The pandemic may not be sufficiently contained for an extended period of time. A prolonged health crisis could reduce economic activity in the U.S. and other countries, resulting in additional declines or weakness in employment trends and business and consumer confidence. These factors could negatively impact global economic activity and markets; cause a continued decline in the demand for the Group's products and services and in its revenues; further increase the Group's credit and other costs; and may result in impairment of long-lived assets or goodwill. These factors could also cause an increase in the Group's balance sheet, risk-weighted assets and allowance for credit losses, resulting in a decline in regulatory capital ratios or liquidity measures, as well as regulatory demands for higher capital levels and/or limitations or reductions in capital distributions (such as common share repurchases and dividends). Moreover, any disruption or failure of the Group's performance of, or its ability to perform, key business functions, as a result of the continued spread of COVID-19 or otherwise, could adversely affect the Group's operations.

The impact of the pandemic on the Group's consumer and corporate borrowers will vary by sector or industry, with some borrowers experiencing greater stress levels, particularly as credit and customer assistance support further winds down, which could lead to increased pressure on their results of operations and financial condition, increased borrowings or credit ratings downgrades, thus likely leading to higher credit costs for the Group. These borrowers include, among others, businesses that are more directly impacted by the institution of social distancing, the movement of the public and store closures. In addition, stress levels ultimately experienced by the Group's borrowers may be different from and more intense than assumptions made in prior estimates or models used by the Group, resulting in an increase in the Group's allowance for credit losses or net credit losses, particularly as the benefits of fiscal stimulus and government support programs diminish.

Ongoing legislative and regulatory changes in the U.S. and globally to address the economic impact from the pandemic could further affect the Group's businesses, operations and financial performance. The Group could also face challenges, including legal and reputational, and scrutiny in its efforts to provide relief measures. Such efforts have resulted in, and may continue to result in, litigation, including class actions, and regulatory and government actions and proceedings. Such actions may result in judgments, settlements, penalties and fines adverse to the Group. In addition, the different types of government actions could vary in scale and duration across jurisdictions and regions with varying degrees of effectiveness.

The Group has taken measures to maintain the health and safety of its colleagues; however, these measures could result in additional expenses, and illness of employees could negatively affect staffing for a period of time. In addition, the Group's ability to recruit, hire and onboard colleagues in key areas could be negatively impacted by pandemic restrictions as well as the Group's COVID-19 vaccination requirement.

Further, it is unclear how the macroeconomic or business environment or societal norms may be impacted after the pandemic. The post-pandemic environment may undergo unexpected developments or changes in financial markets, fiscal, monetary, tax and regulatory environments and consumer customer and corporate client behaviour. These developments and changes could have an adverse impact on the Group's results of operations and financial condition. Ongoing business and regulatory uncertainties and changes may make the Group's longer-term business, balance sheet and strategic and budget planning more difficult or costly. The Group and its management and businesses may also experience increased or different competitive and other challenges in this environment. To the extent that it is not able to adapt or compete effectively, the Group could experience loss of business and its results of operations and financial condition could suffer.

Any negative impact of the COVID-19 pandemic on the Group, including the relevant Issuer, the CGMHI Guarantor or the CGMFL Guarantor, could adversely affect the ability of the relevant Issuer, the CGMHI Guarantor or the CGMFL Guarantor to fulfil its obligations under the Notes, and consequently the value of and return on such Notes may also be adversely affected."