



**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**

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)

### **CGMFL Rates Base Prospectus Supplement (No.3)**

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.3)**") (the "**Supplement**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 7 July 2023 (the "**CGMFL Rates Base Prospectus 2023**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**") and a CGMFL Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Inc. in its capacity as the CGMFL Guarantor (the CGMFL Rates Base Prospectus 2023, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.2), the "**CGMFL Rates Base Prospectus**" or the "**Base Prospectus**"), with respect to the Citi Global Medium Term Note Programme (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 Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

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

### **Responsibility Statements**

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

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

### **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 CGMFL RATES BASE PROSPECTUS

*Publication of the Interim Financial Report of Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL)*

On 29 September 2023, CGMFL published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2023 (the "**CGMFL 2023 Interim Financial Report**"). A copy of the CGMFL 2023 Interim 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/202310/e02a176f-4516-4a58-ad42-8a7c5e3e48a1.pdf>).

CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2023 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the CGMFL 2023 Interim Financial Report as set out below:

1. **The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2023:**

	<b>Page(s)</b>
A. Condensed Interim Statement of Comprehensive Income	1
B. Condensed Interim Balance Sheet	2
C. Condensed Interim Statement of Changes in Equity	3
D. Condensed Interim Cash Flow Statement	4
E. Notes to Condensed Interim Financial Statements	5-25

Any information not specified in the cross-reference list above but included in the CGMFL 2023 Interim Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Significant change and material adverse change*

There has been no significant change in the financial or trading position of CGMFL since 30 June 2023 (the date of the most recently published unaudited interim financial statements of CGMFL), and there has been no material adverse change in the financial position or prospects of CGMFL since 31 December 2022 (the date of the most recently published audited financial statements of CGMFL).

There has been no significant change in the financial performance of CGMFL since 30 June 2023 (the date of the most recently published unaudited interim financial statements of CGMFL).

*General*

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

Copies of the CGMFL Rates Base Prospectus 2023, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates 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 Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all

documents incorporated by reference in the CGMFL Rates Base Prospectus 2023 will be available on the website specified for each such document in the CGMFL Rates Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Rates Base Prospectus 2023 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2023, 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 Rates 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 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 19 October 2023.