

CITIGROUP INC. OFFERING CIRCULAR (No.1) SUPPLEMENT (No.3) dated 24 September 2024;

CBNA OFFERING CIRCULAR (No.1) SUPPLEMENT (No.3) dated 24 September 2024;

CGMHI OFFERING CIRCULAR (No.1) SUPPLEMENT (No.3) dated 24 September 2024; and

CGMFL OFFERING CIRCULAR (No.1) SUPPLEMENT (No.3) dated 24 September 2024



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 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

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Offering Circular (No.1) Supplement (No.3), the CBNA Offering Circular (No.1) Supplement (No.3), the CGMHI Offering Circular (No.1) Supplement (No.3) and the CGMFL Offering Circular (No.1) Supplement (No.3) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. Offering Circular (No.1) Base Listing Particulars Supplement (No.3)**", the "**CBNA Offering Circular (No.1) Base Listing Particulars Supplement (No.3)**", the "**CGMHI Offering Circular (No.1) Base Listing Particulars Supplement (No.3)**" and the "**CGMFL Offering Circular (No.1) Base Listing Particulars Supplement (No.3)**". 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", "Citigroup Inc. Offering Circular (No.1) Supplement (No.3)", "CBNA Offering Circular (No.1) Supplement (No.3)", "CGMHI Offering Circular (No.1) Supplement (No.3)" and "CGMFL Offering Circular (No.1) Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Offering Circular (No.1) Supplement (No.3)", "CBNA Offering Circular (No.1) Supplement (No.3)", "CGMHI Offering Circular (No.1) Supplement (No.3)" and "CGMFL Offering Circular (No.1) Supplement (No.3)", respectively.

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 (No.1) (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 (No.1) Supplements

This offering circular supplement ("**Citigroup Inc. Offering Circular (No.1) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**Citigroup Inc. Offering Circular (No.1) 2023**") as supplemented by a Citigroup Inc. Offering Circular (No.1) Supplement (No.1) dated 26 February 2024 (the "**Citigroup Inc. Offering Circular (No.1) Supplement (No.1)**") and a Citigroup Inc. Offering Circular (No.1) Supplement (No.2) dated 30 April 2024 (the "**Citigroup Inc. Offering Circular (No.1) Supplement (No.2)**"), prepared by Citigroup Inc. (the Citigroup Inc. Offering Circular (No.1) 2023 as supplemented by the Citigroup Inc. Offering Circular (No.1) Supplement (No.1) and the Citigroup Inc. Offering Circular (No.1) Supplement (No.2), "**Citigroup Inc. Offering Circular (No.1)**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

This offering circular supplement ("**CBNA Offering Circular (No.1) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CBNA Offering Circular (No.1) 2023**") as supplemented by a CBNA Offering Circular (No.1) Supplement (No.1) dated 26 February 2024 (the "**CBNA Offering Circular (No.1) Supplement (No.1)**") and a CBNA Offering Circular (No.1) Supplement (No.2) dated 30 April 2024 (the "**CBNA Offering Circular (No.1) Supplement (No.2)**"), prepared by Citibank, N.A. ("**CBNA**") (the CBNA Offering Circular (No.1) 2023 as supplemented by the CBNA Offering Circular (No.1) Supplement (No.1) and the CBNA Offering Circular (No.1) Supplement (No.2), the "**CBNA Offering Circular (No.1)**") with respect to the Programme.

This offering circular supplement ("**CGMHI Offering Circular (No.1) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CGMHI Offering Circular (No.1) 2023**") as supplemented by a CGMHI Offering Circular (No.1) Supplement (No.1) dated 26 February 2024 (the "**CGMHI Offering Circular (No.1) Supplement (No.1)**") and a CGMHI Offering Circular (No.1) Supplement (No.2) dated 30 April 2024 (the "**CGMHI Offering Circular (No.1) Supplement (No.2)**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Offering Circular (No.1) 2023 as supplemented by the CGMHI Offering Circular (No.1) Supplement (No.1), and the CGMHI Offering Circular (No.1) Supplement (No.2), the "**CGMHI Offering Circular (No.1)**") with respect to the Programme.

This offering circular supplement ("**CGMFL Offering Circular (No.1) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CGMFL Offering Circular (No.1) 2023**") as supplemented by a CGMFL Offering Circular (No.1) Supplement (No.1) dated 26 February 2024 (the "**CGMFL Offering Circular (No.1) Supplement (No.1)**") and a CGMFL Offering Circular (No.1) Supplement (No.2) dated 30 April 2024 (the "**CGMFL Offering Circular (No.1) Supplement (No.2)**"), 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 (No.1) 2023 as supplemented by the CGMFL Offering Circular (No.1) Supplement (No.1) and the CGMFL Offering Circular (No.1) Supplement (No.2), the "**CGMFL Offering Circular (No.1)**", and together with the Citigroup Inc. Offering Circular (No.1), the CBNA Offering Circular (No.1) and the CGMHI Offering Circular (No.1), the "**Offering Circular (No.1)**") with respect to the Programme.

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Offering Circular (No.1) Supplement (No.3), the CBNA Offering Circular (No.1) Supplement (No.3), the CGMHI

Offering Circular (No.1) Supplement (No.3) and the CGMFL Offering Circular (No.1) Supplement (No.3).

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 CBNA Offering Circular (No.1)*", "*Information relating to the CGMHI Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" 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.

CBNA: 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 (No.1)*", "*Information relating to the CGMHI Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" below (together, "**CBNA Excluded Information**")). To the best of the knowledge of CBNA, the information contained in this Supplement (excluding the CBNA 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. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" 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. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" 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. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMHI Offering Circular (No.1)*" 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 the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMHI Offering Circular (No.1)*" below (together, "**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 Offering Circular (No.1) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR (NO.1)

Amendments to Offering Circular (No.1)

The Citigroup Inc. Offering Circular (No.1) shall be amended as set out in Schedule 1 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 (No.1) since the publication of the Citigroup Inc. Offering Circular (No.1) Supplement (No.2).

Copies of the Citigroup Inc. Offering Circular (No.1) 2023, the Citigroup Inc. Offering Circular (No.1) Supplement (No.1), the Citigroup Inc. Offering Circular (No.1) 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. Copies of the Citigroup Inc. Offering Circular (No.1) 2023, the Citigroup Inc. Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

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 (No.1) 2023 by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular (No.1) or otherwise incorporated by reference into the Citigroup Inc. Offering Circular (No.1) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR (NO.1)

Amendments to Offering Circular (No.1)

The CBNA Offering Circular (No.1) shall be amended as set out in Schedule 1 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 (No.1) since the publication of the CBNA Offering Circular (No.1) Supplement (No.2).

Copies of the CBNA Offering Circular (No.1) 2023, the CBNA Offering Circular (No.1) Supplement (No.1), the CBNA Offering Circular (No.1) 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. Copies of the CBNA Offering Circular (No.1) 2023, the CBNA Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

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 (No.1) 2023 by this Supplement and (b) any statement in the CBNA Offering Circular (No.1) or otherwise incorporated by reference into the CBNA Offering Circular (No.1) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR (NO.1)

Amendments to Offering Circular (No.1)

The CGMHI Offering Circular (No.1) shall be amended as set out in Schedule 1 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 (No.1) since the publication of the CGMHI Offering Circular (No.1) Supplement (No.2).

Copies of the CGMHI Offering Circular (No.1) 2023, the CGMHI Offering Circular (No.1) Supplement (No.1), the CGMHI Offering Circular (No.1) 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. Copies of the CGMHI Offering Circular (No.1) 2023, the CGMHI Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

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 (No.1) 2023 by this Supplement and (b) any statement in the CGMHI Offering Circular (No.1) or otherwise incorporated by reference into the CGMHI Offering Circular (No.1) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR (NO.1)

Amendments to Offering Circular (No.1)

The CGMFL Offering Circular (No.1) shall be amended as set out in Schedule 1 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 CGMFL Offering Circular (No.1) since the publication of the CGMFL Offering Circular (No.1) Supplement (No.2).

Copies of the CGMFL Offering Circular (No.1) 2023, the CGMFL Offering Circular (No.1) Supplement (No.1), the CGMFL Offering Circular (No.1) 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. Copies of the CGMFL Offering Circular (No.1) 2023, the CGMFL Offering Circular (No.1) Supplement (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

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 (No.1) 2023 by this Supplement and (b) any statement in the CGMFL Offering Circular (No.1) or otherwise incorporated by reference into the CGMFL Offering Circular (No.1) 2023, the statements in (a) above will prevail.

SCHEDULE 1

AMENDMENTS TO OFFERING CIRCULAR (NO.1)

The section of the Offering Circular (No.1) shall be amended as set out below:

- (i) the first paragraph in the section entitled "*Important Information relating to the Use of this Offering Circular and Offer of Notes Generally*" set out on page xiii shall be updated and supplemented so that it states:

"This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. Citigroup Inc., CBNA, CGMHI, the CGMHI Guarantor, CGMFL, the CGMFL Guarantor and the Dealers do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by Citigroup Inc., CBNA, CGMHI, the CGMHI Guarantor, CGMFL, the CGMFL Guarantor or the Dealers which is intended to permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States of America, the EEA, Australia, Austria, the Kingdom of Bahrain, Belgium, Brazil, Bulgaria, Canada, Chile, People's Republic of China, Colombia, Costa Rica, the Republic of Cyprus, the Czech Republic, Denmark, the Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Ireland, Israel, Italy, The Grand Duchy of Luxembourg, The Netherlands, Japan, the State of Kuwait, Malaysia, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, the State of Qatar (including the Qatar Financial Centre), Romania, the Russian Federation, the Kingdom of Saudi Arabia, Singapore, Slovakia, Sweden, Switzerland, Taiwan, the Republic of Turkey, the Kingdom of Thailand, the United Arab Emirates (excluding the Dubai International Financial Centre), the United Kingdom and Uruguay. See "*Subscription and Sale and Transfer and Selling Restrictions*".";

- (ii) the line item entitled "*Selling Restrictions*" in the section entitled "*Overview of the Programme*" set out on page 15 shall be updated and supplemented so that it states:

"Selling Restrictions: In relation to Notes: United States of America, the EEA, Australia, Austria, the Kingdom of Bahrain, Belgium, Brazil, Bulgaria, Canada, Chile, People's Republic of China, Colombia, Costa Rica, Republic of Cyprus, the Czech Republic, Denmark, the Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Ireland, Israel, Italy, The Grand Duchy of Luxembourg, The Netherlands, Japan, the State of Kuwait, Malaysia, Mexico, Norway, Oman, Panama,

Paraguay, Peru, Poland, Portugal, the State of Qatar, Romania, the Russian Federation, the Kingdom of Saudi Arabia, Singapore, Slovakia, Sweden, Switzerland, Taiwan, the Republic of Turkey, the Kingdom of Thailand, the United Arab Emirates (excluding Dubai International Financial Centre), the United Kingdom and Uruguay. See "*Subscription and Sale and Transfer and Selling Restrictions*"."; and

- (iii) the paragraph entitled "*Malaysia*" in the section entitled "*Subscription and Sale and Transfer and Selling Restrictions*" set out on page 234 shall be updated and supplemented so that it states:

"Malaysia

No recognition by the Securities Commission Malaysia pursuant to Section 212 of the Malaysian Capital Markets and Services Act 2007 nor approval of any other Malaysian regulatory authority has been or will be obtained in connection with the offer and sale of Notes in Malaysia nor will any prospectus or other offering material or document in connection with the offer and sale of Notes be registered or lodged with the Securities Commission Malaysia or any other Malaysian regulatory authority. Accordingly, the Notes are not being, and will not be deemed to be, issued, made available, offered for subscription or purchase, directly or indirectly, in Malaysia and neither this Offering Circular nor any document or other material in connection therewith is being or will be distributed, circulated or caused to be distributed or circulated or made available, in Malaysia."