

**Citigroup Inc. OFFERING CIRCULAR (No.2) SUPPLEMENT (No.5) dated 13 March 2024;
CBNA OFFERING CIRCULAR (No.2) SUPPLEMENT (No.5) dated 13 March 2024;
CGMHI OFFERING CIRCULAR (No.2) SUPPLEMENT (No.6) dated 13 March 2024;
CGMFL OFFERING CIRCULAR (No.2) SUPPLEMENT (No.6) dated 13 March 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

This Supplement (as defined below) has been approved by SIX Exchange Regulation AG as review body under the Swiss Financial Services Act (FinSA) on 13 March 2024.

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.

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.2) Supplement (No.5), the CBNA

Offering Circular (No.2) Supplement (No.5), the CGMHI Offering Circular (No.2) Supplement (No.6) and the CGMFL Offering Circular (No.2) Supplement (No.6) as Base Listing Particulars (respectively, the "**Citigroup Inc. Offering Circular (No.2) Base Listing Particulars Supplement (No.5)**", the "**CBNA Offering Circular (No.2) Base Listing Particulars Supplement (No.5)**", the "**CGMHI Offering Circular (No.2) Base Listing Particulars Supplement (No.6)**" and the "**CGMFL Offering Circular (No.2) Base Listing Particulars Supplement (No.6)**". 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.2) Supplement (No.5)", "CBNA Offering Circular (No.2) Supplement (No.5)", "CGMHI Offering Circular (No.2) Supplement (No.6)" and "CGMFL Offering Circular (No.2) Supplement (No.6)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Offering Circular (No.2) Supplement (No.5)", "CBNA Offering Circular (No.2) Supplement (No.5)", "CGMHI Offering Circular (No.2) Supplement (No.6)" and "CGMFL Offering Circular (No.2) Supplement (No.6)", respectively.

This Supplement constitutes supplementary admission particulars in respect of the Offering Circular (No.2) (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.

Citigroup Inc. Offering Circular (No.2) Supplement (No.5)

This offering circular supplement ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.5)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 28 July 2023 ("**Citigroup Inc. Offering Circular (No.2) 2023**"), as supplemented by a Citigroup Inc. Offering Circular (No.2) Supplement (No.1) dated 22 August 2023 ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.1)**"), a Citigroup Inc. Offering Circular (No.2) Supplement (No.2) dated 31 October 2023 ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.2)**"), a Citigroup Inc. Offering Circular (No.2) Supplement (No.3) dated 23 November 2023 ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.3)**") and a Citigroup Inc. Offering Circular (No.2) Supplement (No.4) dated 30 January 2024 ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.4)**"), prepared by Citigroup Inc. (Citigroup Inc. Offering Circular (No.2) 2023 as supplemented by the Citigroup Inc. Offering Circular (No.2) Supplement (No.1), the Citigroup Inc. Offering Circular (No.2) Supplement (No.2), the Citigroup Inc. Offering Circular (No.2) Supplement (No.3) and the Citigroup Inc. Offering Circular (No.2) Supplement (No.4), the "**Citigroup Inc. Offering Circular (No.2)**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CBNA Offering Circular (No.2) Supplement (No.5)

This offering circular supplement ("**CBNA Offering Circular (No.2) Supplement (No.5)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 28 July 2023 ("**CBNA Offering Circular (No.2) 2023**"), as supplemented by a CBNA Offering Circular (No.2) Supplement (No.1) dated 22 August 2023 ("**CBNA Offering Circular (No.2) Supplement (No.1)**"), a CBNA Offering Circular (No.2) Supplement (No.2) dated 31 October 2023 ("**CBNA Offering Circular (No.2) Supplement (No.2)**"), a CBNA Offering Circular (No.2) Supplement (No.3) dated 23 November 2023 ("**CBNA Offering Circular (No.2) Supplement (No.3)**") and a CBNA Offering Circular (No.2) Supplement (No.4) dated 30 January 2024 ("**CBNA Offering Circular (No.2) Supplement (No.4)**"), prepared by Citibank, N.A. ("**CBNA**") (CBNA Offering Circular (No.2) 2023 as supplemented by the CBNA Offering Circular (No.2) Supplement (No.1), the CBNA Offering Circular (No.2) Supplement (No.2), the "**CBNA Offering Circular (No.2)**", the CBNA Offering Circular (No.2) Supplement (No.3) and the CBNA Offering Circular (No.2) Supplement (No.4)") with respect to the Programme.

CGMHI Offering Circular (No.2) Supplement (No.6)

This offering circular supplement ("**CGMHI Offering Circular (No.2) Supplement (No.6)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 28 July 2023 ("**CGMHI Offering Circular (No.2) 2023**"), as supplemented by a CGMHI Offering Circular (No.2) Supplement (No.1) dated 22 August 2023 ("**CGMHI Offering Circular (No.2) Supplement (No.1)**"), a CGMHI Offering Circular (No.2) Supplement (No.2) dated 12 September 2023 ("**CGMHI Offering Circular (No.2) Supplement (No.2)**"), a CGMHI Offering Circular (No.2) Supplement (No.3) dated 31 October 2023 ("**CGMHI Offering Circular (No.2) Supplement (No.3)**"), a CGMHI Offering Circular (No.2) Supplement (No.4) dated 23 November 2023 ("**CGMHI Offering Circular (No.2) Supplement (No.4)**") and a CGMHI Offering Circular (No.2) Supplement (No.5) dated 30 January 2024 ("**CGMHI Offering Circular (No.2) Supplement (No.5)**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (CGMHI Offering Circular (No.2) 2023 as supplemented by the CGMHI Offering Circular (No.2) Supplement (No.1), the CGMHI Offering Circular (No.2) Supplement (No.2), the CGMHI Offering Circular (No.2) Supplement (No.3), the CGMHI Offering Circular (No.2) Supplement (No.4) and the CGMHI Offering Circular (No.2) Supplement (No.5), the "**CGMHI Offering Circular (No.2)**") with respect to the Programme.

CGMFL Offering Circular (No.2) Supplement (No.6)

This offering circular supplement ("**CGMFL Offering Circular (No.2) Supplement (No.6)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 28 July 2023 ("**CGMFL Offering Circular (No.2) 2023**"), as supplemented by a CGMFL Offering Circular (No.2) Supplement (No.1) dated 22 August 2023 ("**CGMFL Offering Circular (No.2) Supplement (No.1)**"), a CGMFL Offering Circular (No.2) Supplement (No.2) dated 17 October 2023 ("**CGMFL Offering Circular (No.2) Supplement (No.2)**"), a CGMFL Offering Circular (No.2) Supplement (No.3) dated 31 October 2023 ("**CGMFL Offering Circular (No.2) Supplement (No.3)**"), a CGMFL Offering Circular (No.2) Supplement (No.4) dated 23 November 2023 ("**CGMFL Offering Circular (No.2) Supplement (No.4)**") and a CGMFL Offering Circular (No.2) Supplement (No.5) dated 30 January 2024 ("**CGMFL Offering Circular (No.2) Supplement (No.5)**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (CGMFL Offering Circular (No.2) 2023 as supplemented by the CGMFL Offering Circular (No.2) Supplement (No.1), the CGMFL Offering Circular (No.2) Supplement (No.2), the CGMFL Offering Circular (No.2) Supplement (No.3), the CGMFL Offering Circular (No.2) Supplement (No.4) and the CGMFL Offering Circular (No.2) Supplement (No.5), the "**CGMFL Offering Circular (No.2)**" or the "**Offering Circular (No.2)**") with respect to the Programme.

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Offering Circular (No.2) Supplement (No.5), the CBNA Offering Circular (No.2) Supplement (No.5), the CGMHI Offering Circular (No.2) Supplement (No.6) and the CGMFL Offering Circular (No.2) Supplement (No.6).

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.2)*", "*Information relating to the CGMHI Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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.2)*", "*Information relating to the CGMHI Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMFL Offering Circular (No.2)*" 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.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMHI Offering Circular (No.2)*" 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.2)*", "*Information relating to the CBNA Offering Circular (No.2)*" and "*Information relating to the CGMHI Offering Circular (No.2)*" 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.2) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR (No.2)

Publication of the 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-K 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 the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Form%2010-K.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the Citigroup Inc. Offering Circular (No.2).

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	144-145
(b) Consolidated Balance Sheet	146-147
(c) Consolidated Statement of Changes in Stockholders' Equity	148-149
(d) Consolidated Statement of Cash Flows	150-151
(e) Notes to the Consolidated Financial Statements	152-313
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021	139-142

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 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 Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Services, Markets, Banking, U.S. Personal Banking, Wealth, All Other – Divestiture-	14-30

Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(ii)	Capital Resources	31-47
(iii)	Risk Factors	48-65
(iv)	Climate Change and Net Zero	62-63
(v)	Significant Accounting Policies and Significant Estimates	130-136
(vi)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	152-163
(e)	Disclosure Controls and Procedures	136
(f)	Description of litigation involving Citigroup Inc.	303-309
(g)	Executive Officers	319-320
(h)	Citigroup Board of Directors	321
(i)	Risk Factors	48-65
(j)	Risk Management	68-129
(k)	Glossary of Terms and Acronyms	323-328

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Offering Circular (No.2) or is not relevant for investors.

Amendments to Taxation

The section of the Citigroup Inc. Offering Circular (No.2) entitled "*Taxation*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Notes

The section of the Citigroup Inc. Offering Circular (No.2) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (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 2023 (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 2023 (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 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 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.

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.2) since the publication of the Citigroup Inc. Offering Circular (No.2) Supplement (No.4).

Copies of the Citigroup Inc. Offering Circular (No.2) 2023, the Citigroup Inc. Offering Circular (No.2) Supplement (No.1), the Citigroup Inc. Offering Circular (No.2) Supplement (No.2), the Citigroup Inc. Offering Circular (No.2) Supplement (No.3), the Citigroup Inc. Offering Circular (No.2) Supplement (No.4) 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.2) 2023, the Citigroup Inc. Offering Circular (No.2) Supplement (No.1), the Citigroup Inc. Offering Circular (No.2) Supplement (No.2), the Citigroup Inc. Offering Circular (No.2) Supplement (No.3), the Citigroup Inc. Offering Circular (No.2) Supplement (No.4) 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.2) 2023 by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular (No.2) or otherwise incorporated by reference into the Citigroup Inc. Offering Circular (No.2) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR (No.2)

Publication of the 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-K 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 the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Form%2010-K.pdf>). Citigroup Inc. is indirect parent company of CBNA. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the CBNA Offering Circular (No.2).

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

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(d) Consolidated Statement of Cash Flows	150-151
(e) Notes to the Consolidated Financial Statements	152-313
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021	139-142

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Form 10-K:**

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Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
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(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
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(j)	Risk Management	68-129
(k)	Glossary of Terms and Acronyms	323-328

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Offering Circular (No.2) or is not relevant for investors.

Amendments to Taxation

The section of the CBNA Offering Circular (No.2) entitled "*Taxation*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Notes

The section of the CBNA Offering Circular (No.2) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Legal proceedings

For a discussion of Citigroup Inc.'s and CBNA's material legal and regulatory matters, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 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.

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.2) since the publication of the CBNA Offering Circular (No.2) Supplement (No.4).

Copies of the CBNA Offering Circular (No.2) 2023, the CBNA Offering Circular (No.2) Supplement (No.1), the CBNA Offering Circular (No.2) Supplement (No.3), the CBNA Offering Circular (No.2) Supplement (No.4) 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.2) 2023, the CBNA Offering Circular (No.2) Supplement (No.1), the CBNA Offering Circular (No.2) Supplement (No.2), the CBNA Offering Circular (No.2) Supplement (No.3), the CBNA Offering Circular (No.2) Supplement (No.4) 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.2) 2023 by this Supplement and (b) any statement in the CBNA Offering Circular (No.2) or otherwise incorporated by reference into the CBNA Offering Circular (No.2) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR (No.2)

Publication of the 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-K 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 the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Form%2010-K.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the CGMHI Offering Circular (No.2).

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

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2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 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 Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Services, Markets, Banking, U.S. Personal Banking, Wealth, All Other – Divestiture-	14-30

Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(ii)	Capital Resources	31-47
(iii)	Risk Factors	48-65
(iv)	Climate Change and Net Zero	62-63
(v)	Significant Accounting Policies and Significant Estimates	130-136
(vi)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	152-163
(e)	Disclosure Controls and Procedures	136
(f)	Description of litigation involving Citigroup Inc.	303-309
(g)	Executive Officers	319-320
(h)	Citigroup Board of Directors	321
(i)	Risk Factors	48-65
(j)	Risk Management	68-129
(k)	Glossary of Terms and Acronyms	323-328

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Offering Circular (No.2) or is not relevant for investors.

Amendments to Taxation

The section of the CGMHI Offering Circular (No.2) entitled "*Taxation*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Notes

The section of the CGMHI Offering Circular (No.2) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (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 2023 (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 2023 (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 16 to the Consolidated Financial Statements included in the CGMHI 2022 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2023 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 16 and 13 (as specified above) are a part, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 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 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 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.

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.2) since the publication of the CGMHI Offering Circular (No.2) Supplement (No.5).

Copies of the CGMHI Offering Circular (No.2) 2023, the CGMHI Offering Circular (No.2) Supplement (No.1), the CGMHI Offering Circular (No.2) Supplement (No.2), the CGMHI Offering Circular (No.2) Supplement (No.3), the CGMHI Offering Circular (No.2) Supplement (No.4), the CGMHI Offering Circular (No.2) 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 (No.2) 2023, the CGMHI Offering Circular (No.2) Supplement (No.1), the CGMHI Offering Circular (No.2) Supplement (No.2), the CGMHI Offering Circular (No.2) Supplement (No.3), the CGMHI Offering Circular (No.2) Supplement (No.4), the CGMHI Offering Circular (No.2) 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.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.2) 2023 by this Supplement and (b) any statement in the CGMHI Offering Circular (No.2) or otherwise incorporated by reference into the CGMHI Offering Circular (No.2) 2023, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR (No.2)

Publication of the 2023 Form 10-K of Citigroup Inc. on 23 February 2024

On 23 February 2024, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2023 Form 10-K**") for the year ended 31 December 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Form 10-K 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 the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202023%20Form%2010-K.pdf>). Citigroup Inc. is indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2023 Form 10-K is incorporated by reference in, and forms part of, the CGMFL Offering Circular (No.2).

The following information appears on the page(s) of the Citigroup Inc. 2023 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021, as set out in the Citigroup Inc. 2023 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	144-145
(b) Consolidated Balance Sheet	146-147
(c) Consolidated Statement of Changes in Stockholders' Equity	148-149
(d) Consolidated Statement of Cash Flows	150-151
(e) Notes to the Consolidated Financial Statements	152-313
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2023 and 2022 and for the years ended 31 December 2023, 2022 and 2021	139-142

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 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 Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(b) Description of the principal markets in which Citigroup Inc. competes	
(i) Services, Markets, Banking, U.S. Personal Banking, Wealth, All Other – Divestiture-	14-30

Related Impacts (Reconciling Items) and All
Other – Managed Basis

(ii)	Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	167-170
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	201-209
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-30
(ii)	Capital Resources	31-47
(iii)	Risk Factors	48-65
(iv)	Climate Change and Net Zero	62-63
(v)	Significant Accounting Policies and Significant Estimates	130-136
(vi)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	152-163
(e)	Disclosure Controls and Procedures	136
(f)	Description of litigation involving Citigroup Inc.	303-309
(g)	Executive Officers	319-320
(h)	Citigroup Board of Directors	321
(i)	Risk Factors	48-65
(j)	Risk Management	68-129
(k)	Glossary of Terms and Acronyms	323-328

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Form 10-K is not incorporated by reference and is either covered elsewhere in the Offering Circular (No.2) or is not relevant for investors.

Amendments to Taxation

The section of the CGMFL Offering Circular (No.2) entitled "*Taxation*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Notes

The section of the CGMFL Offering Circular (No.2) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 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 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 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.

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.2) since the publication of the CGMFL Offering Circular (No.2) Supplement (No.5).

Copies of the CGMFL Offering Circular (No.2) 2023, the CGMFL Offering Circular (No.2) Supplement (No.1), the CGMFL Offering Circular (No.2) Supplement (No.2), the CGMFL Offering Circular (No.2) Supplement (No.3), the CGMFL Offering Circular (No.2) Supplement (No.4), the CGMFL Offering Circular (No.2) 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 (No.2) 2023, the CGMFL Offering Circular (No.2) Supplement (No.1), the CGMFL Offering Circular (No.2) Supplement (No.2), the CGMFL Offering Circular (No.2) Supplement (No.3), the CGMFL Offering Circular (No.2) Supplement (No.4), the CGMFL Offering Circular (No.2) 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.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.2) 2023 by this Supplement and (b) any statement in the CGMFL Offering Circular (No.2) or otherwise incorporated by reference into the CGMFL Offering Circular (No.2) 2023, the statements in (a) above will prevail.

SCHEDULE 1

AMENDMENTS TO TAXATION

The section of the Offering Circular (No.2) entitled "*Taxation*" shall be amended by updating and supplementing the paragraph immediately following the bullet-point heading "Application of special bonds tax regime" under the heading "Czech Republic Taxation" on pages 314 to 315 of the Offering Circular (No.2) as set out below:

"In 2021, new Czech income tax rules for the taxation of bonds came into effect. According to these rules, income from bonds is classified and taxed strictly by reference to the Czech bonds regulations. However, these regulations do not consider securities to be bonds if the right to repayment of a certain amount, which is linked to such securities, depends even partially on the occurrence of a certain event. Therefore, except in cases where a Noteholder's capital is not at risk i.e. a Noteholder's investment is returned at redemption or maturity under all circumstances, it can be reasonably argued that this new tax regime does not cover instruments with complex payoff structures, such as the Notes. This Discussion assumes that the special bonds tax regime does not apply to the Notes."

SCHEDULE 2

AMENDMENTS TO GENERAL CONDITIONS OF THE NOTES

The General Conditions of the Notes shall be amended as follows:

- (i) Condition 4(b)(C)(1) (*Compounded Daily SONIA – non Index Determination*) shall be amended by updating and supplementing the sentence beginning "For the purposes of this sub-paragraph, **Compounded Daily SONIA** means..." set out on page 377 of the Offering Circular (No.2) by inserting the words ", or otherwise in accordance with applicable market convention in the derivatives market" immediately following the words ", with 0.00005 being rounded upwards";
- (ii) Condition 4(b)(D)(1) (*Compounded Daily SOFR – non Index Determination*) shall be amended by updating and supplementing the sentence beginning "**Compounded Daily SOFR** means..." set out on page 381 of the Offering Circular (No.2) by:
 - (a) replacing the words "fifth decimal place" with the words "nearest one-hundred thousandth of a percentage point"; and
 - (b) inserting the words ", or otherwise in accordance with applicable market convention in the derivatives market" immediately following the words ", with 0.000005 being rounded upwards";
- (iii) Condition 4(b)(D)(2) (*Compounded Daily SOFR – Index Determination*) shall be amended by updating and supplementing the sentence beginning "Where SOFR Floating Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Interest Rate is to be determined..." on page 382 of the Offering Circular (No.2) by updating such sentence so that it states:

"Where SOFR Floating Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Interest Rate is to be determined and Index Determination is specified as being applicable in the applicable Pricing Supplement, the Interest Rate for the relevant Interest Period will, subject as provided below, be calculated by reference to the following formula and based on the SOFR Index (as defined below) and the resulting percentage will be rounded if necessary to the nearest one hundred-thousandth of a percentage point, with 0.000005 being rounded upwards, or otherwise in accordance with applicable market convention in the derivatives market."