



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 17 October 2023.

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 CGMFL Offering Circular (No.2) Supplement (No.2) as Base Listing Particulars (the "**CGMFL Offering Circular (No.2) Base Listing Particulars Supplement (No.2)**"). 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", "CGMFL Offering Circular (No.2) Supplement (No.2)" shall be construed to be to "Base Listing Particulars Supplement" and "CGMFL Offering Circular (No.2) Supplement (No.1)", 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.

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

This offering circular supplement ("**CGMFL Offering Circular (No.2) Supplement (No.2)**") 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 CGMFL Offering Circular (No.2) Supplement (No.1) dated 22 August 2023 ("**CGMFL Offering Circular (No.2) Supplement (No.1)**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Inc. in its capacity as the CGMFL Guarantor (CGMFL Offering Circular (No.2) 2023 as supplemented by CGMFL Offering Circular (No.2) Supplement (No.1), the "**CGMFL Offering Circular (No.2)**" or the "**Offering Circular (No.2)**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

Reference in this document to the "**Supplement**" are to the CGMFL Offering Circular (No.2) Supplement (No.2).

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 Offering Circular (No.2) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

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

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 the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%202023%20Interim%20Financial%20Report.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 Offering Circular (No.2).

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

	Page(s)
1. The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2023:	
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 Offering Circular (No.2) 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 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 Offering Circular (No.2) since the publication of the CGMFL Offering Circular (No.2) Supplement (No.1).

Copies of the CGMFL Offering Circular (No.2) 2023, the CGMFL Offering Circular (No.2) Supplement (No.1) 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) 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.