

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.5) dated 30 January 2024;
CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.6) dated 30 January 2024;
CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.6) dated 30 January 2024



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)

Citigroup Inc. Rates Base Prospectus Supplement (No.5)

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**") 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 ("**Citigroup Inc. Rates Base Prospectus 2023**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Rates Base Prospectus (Supplement No.3) dated 31 October 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**") and a Citigroup Inc. Rates Base Prospectus (Supplement No.4) dated 23 November 2023 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**") in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2023, as supplemented by the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3) and the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the "**Citigroup Inc. Rates Base Prospectus**"), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI Rates Base Prospectus Supplement (No.6)

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.6)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 7 July 2023 (the "**CGMHI Rates Base Prospectus 2023**"), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 1 August 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.1)**"), a CGMHI Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.2)**"), a CGMHI Rates Base Prospectus Supplement (No.3) dated 12 September 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.3)**"), a CGMHI Rates Base Prospectus Supplement (No.4) dated 31 October 2023 (the "**CGMHI Rates Base Prospectus Supplement (No.4)**"), a CGMHI Rates Base Prospectus Supplement (No.5) dated 23 November 2023 (the "**CGMHI Rates Base Prospectus 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 Rates Base Prospectus 2023, as supplemented by the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4) and the CGMHI Rates Base Prospectus Supplement (No.5), the "**CGMHI Rates Base Prospectus**"), with respect to the Programme.

CGMFL Rates Base Prospectus Supplement (No.6)

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.6)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.5) and the CGMHI Rates Base Prospectus Supplement (No.6), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of 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)**"), a CGMFL Rates Base Prospectus Supplement (No.2) dated 22 August 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), a CGMFL Rates Base Prospectus Supplement (No.3) dated 17 October 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.3)**"), a CGMFL Rates Base Prospectus Supplement (No.4) dated 31 October 2023 (the "**CGMFL Rates Base Prospectus Supplement (No.4)**") and a CGMFL Rates Base Prospectus Supplement (No.5) dated 23 November 2023 (the "**CGMFL Rates Base Prospectus 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 Rates Base Prospectus 2023, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4) and the CGMFL Rates Base Prospectus Supplement (No.5) the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**"), with respect to 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 Citigroup Inc. Rates Base Prospectus Supplement (No.5), the CGMHI

Rates Base Prospectus Supplement (No.6) and the CGMFL Rates Base Prospectus Supplement (No.6) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.5)**"), the "**CGMHI Rates Base Listing Particulars Supplement (No.6)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.6)**", respectively, and together, 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", "Citigroup Inc. Rates Base Prospectus Supplement (No.5)", "CGMHI Rates Base Prospectus Supplement (No.6)" and "CGMFL Rates Base Prospectus Supplement (No.6)" shall be construed to be to, respectively, "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.5)", "CGMHI Rates Base Listing Particulars Supplement (No.6)" and "CGMFL Rates Base Listing Particulars 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 CGMHI Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" 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.

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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" 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. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" 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 (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2023 Q4 Form 8-K)*) (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 Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 10 January 2024

On 10 January 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 January 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with certain historical quarterly and annual financial information. A copy of the Citigroup Inc. 10 January 2024 Form 8-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 Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202401/cf8caa59-e2a9-42ee-86ed-bd4a770a3dc1.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 10 January 2024 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 10 January 2024 Form 8-K as set out below:

	Page(s)
Citigroup Inc. Summary Historical Financial Information for the quarterly periods ended 31 March 2021 through 30 September 2023 and annual periods ended 31 December 2021 and 2022.	Exhibit Number 99.1 on pages 5-27

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 10 January 2024 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the 2023 Q4 Form 8-K of Citigroup Inc. on 12 January 2024

On 12 January 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2023 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2023. A copy of the Citigroup Inc. 2023 Q4 Form 8-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 Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202401/a52aa527-75d7-4f23-89f0-e5408f84a24e.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q4 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 12 January 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2023.	Exhibit Number 99.2 on pages 22-44

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to the additional alternative performance measures ("APMs") for the purposes of the Guidelines published by the European Securities and Markets Authority ("ESMA") is set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Securities

The General Conditions of the Securities set out in Section H.1 of the Citigroup Inc. Rates Base Prospectus entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

Section J of the Citigroup Inc. Rates Base Prospectus entitled "*Names, Addresses and Roles*" shall be amended as set out in Schedule 3 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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.4).

Copies of the Citigroup Inc. Rates Base Prospectus 2023, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus 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 and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus 2023 will be available on the website specified for each such document in the Citigroup Inc. 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 Citigroup Inc. Rates Base Prospectus 2023 by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. 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 Citigroup Inc. 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 1 February 2024.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 10 January 2024

On 10 January 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 January 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with certain historical quarterly and annual financial information. A copy of the Citigroup Inc. 10 January 2024 Form 8-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 Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202401/cf8caa59-e2a9-42ee-86ed-bd4a770a3dc1.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 10 January 2024 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 10 January 2024 Form 8-K as set out below:

	Page(s)
Citigroup Inc. Summary Historical Financial Information for the quarterly periods ended 31 March 2021 through 30 September 2023 and annual periods ended 31 December 2021 and 2022.	Exhibit Number 99.1 on pages 5-27

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 10 January 2024 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the 2023 Q4 Form 8-K of Citigroup Inc. on 12 January 2024

On 12 January 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2023 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2023. A copy of the Citigroup Inc. 2023 Q4 Form 8-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 Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202401/a52aa527-75d7-4f23-89f0-e5408f84a24e.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 12 January 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2023.	Exhibit Number 99.2 on pages 22-44

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to the additional alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Securities

The General Conditions of the Securities set out in Section H.1 of the CGMHI Rates Base Prospectus entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

Section J of the CGMHI Rates Base Prospectus entitled "*Names, Addresses and Roles*" shall be amended as set out in Schedule 3 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 Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.5).

Copies of the CGMHI Rates Base Prospectus 2023, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus 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 and all documents incorporated by reference in the CGMHI Rates Base Prospectus 2023 will be available on the website specified for each such document in the CGMHI 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 CGMHI Rates Base Prospectus 2023 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI 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 CGMHI 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 1 February 2024.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 10 January 2024

On 10 January 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 January 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with certain historical quarterly and annual financial information. A copy of the Citigroup Inc. 10 January 2024 Form 8-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 Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202401/cf8caa59-e2a9-42ee-86ed-bd4a770a3dc1.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 10 January 2024 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 10 January 2024 Form 8-K as set out below:

	Page(s)
Citigroup Inc. Summary Historical Financial Information for the quarterly periods ended 31 March 2021 through 30 September 2023 and annual periods ended 31 December 2021 and 2022.	Exhibit Number 99.1 on pages 5-27

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 10 January 2024 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the 2023 Q4 Form 8-K of Citigroup Inc. on 12 January 2024

On 12 January 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2023 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "SEC") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2023. A copy of the Citigroup Inc. 2023 Q4 Form 8-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 Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202401/a52aa527-75d7-4f23-89f0-e5408f84a24e.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2023 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 12 January 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2023.	Exhibit Number 99.2 on pages 22-44

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to the additional alternative performance measures ("APMs") for the purposes of the Guidelines published by the European Securities and Markets Authority ("ESMA") is set out in Schedule 1 to this Supplement.

Amendments to General Conditions of the Securities

The General Conditions of the Securities set out in Section H.1 of the CGMFL Rates Base Prospectus entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

Section J of the CGMFL Rates Base Prospectus entitled "*Names, Addresses and Roles*" shall be amended as set out in Schedule 3 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 Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.5).

Copies of the CGMFL Rates Base Prospectus 2023, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus 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 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 1 February 2024.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2023 Q4 FORM 8-K)

The Citigroup Inc. 2023 Q4 Form 8-K contains the additional alternative performance measures (APMs) as shown in the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2023 Q4 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
<p>Certain of the results of operations of All Other (Managed Basis) and Legacy Franchises (Managed Basis)</p>	<p>Results on a managed basis, exclude divestiture-related impacts related to Citi's sales of its Asia consumer banking businesses and the divestiture of Mexico consumer banking, small business and middle markets within Legacy Franchises.</p>	<p>Pages 10 and 17 of Exhibit 99.1 to the Earnings Release and Pages 4, 11 and 12 of Exhibit 99.2 to the Earnings Release.</p>
<p>Results of operations excluding the impact of notable items</p>	<p>The fourth quarter results included several notable items consisting of: expenses associated with the Federal Deposit Insurance Corporation (FDIC) special assessment of approximately \$1.7 billion pre-tax; a reserve build of \$1.3 billion associated with transfer risk in Russia and Argentina; the pre-tax revenue impact from the fourth quarter of 2023 devaluation of the Argentine peso of approximately \$880 million; and a restructuring charge of approximately \$780 million related to actions taken as part of Citi's organizational simplification.</p> <p>Results of operations excluding the impact of these notable items are non-GAAP financial measures. Citi believes the presentation of its results of operations and financial condition excluding the impacts of these notable items provides a meaningful depiction of the underlying fundamentals of its broader results for investors, industry analysts and others.</p>	<p>Pages 12, 13 and 15 to 17 of Exhibit 99.1 to the Earnings Release.</p>

SCHEDULE 2

AMENDMENTS TO GENERAL CONDITIONS OF THE SECURITIES

The paragraph starting "The Notes (other than Swedish Notes and Finnish Notes, except as provided herein)..." on pages 383 to 384 of the Base Prospectus shall be amended by:

- (i) inserting the words "(Germany Branch)" between the words "Citibank Europe plc" and "as registrar (in such capacity, the **Registrar**..."; and
- (ii) by inserting the words "Citibank Europe plc" between the words "and" and "as a transfer agent (in such capacity, a **Transfer Agent**...".

SCHEDULE 3

AMENDMENTS TO NAMES, ADDRESSES AND ROLES

The section entitled "**NAMES, ADDRESSES AND ROLES**" on pages 1405 to 1408 of the Base Prospectus shall be amended by:

- (i) updating the title "**REGISTRAR, TRANSFER AGENT AND FRENCH SECURITIES ISSUING AND PAYING AGENT**" on page 1406 of the Base Prospectus so that the title states "**TRANSFER AGENT AND FRENCH SECURITIES ISSUING AND PAYING AGENT**"; and
- (ii) inserting as a new paragraph directly above the heading "**LEGAL ADVISERS TO THE DEALER AS TO ENGLISH LAW**" on page 1406 of the Base Prospectus as follows:

"REGISTRAR

Citibank Europe plc (Germany Branch)
Reuterweg 16
60323 Frankfurt am Main
Germany".