



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

Securities issued by Citigroup Global Markets Holdings Inc. only will be unconditionally and
irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)

Securities issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be
unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)

CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7)

This base prospectus supplement ("**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7)**") (the "**Supplement**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) (other than with respect to the CGMFL Relevant Series Supplement (as defined below)) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 16 December 2022 (the "**CGMFL Underlying Linked Notes Base Prospectus 2022**"), as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 27 January 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 15 March 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 3 May 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 24 May 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) dated 1 August 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5)**") and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6) dated 22 August 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6)**"), 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 ("**CGMFL Guarantor**") (the CGMFL Underlying Linked Notes Base Prospectus 2022, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6), together the "**CGMFL Underlying Linked Notes Base Prospectus**" or the "**Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

In addition to the other matters described in the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7) also supplements each series of securities described in the Schedule hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMFL Relevant Series Supplement*" (the "**CGMFL Relevant Series Supplement**").

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 Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7) as Base Listing Particulars Supplements (the "**CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.7)**" or the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7)" shall be construed to be "Base Listing Particulars Supplement" and "CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.7)", respectively.

This Supplement has also 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.

Responsibility Statements

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

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

Defined Terms

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS

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

On 29 September 2023, CGMFL published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2023 (the "**CGMFL 2023 Interim Financial Report**"). A copy of the CGMFL 2023 Interim Financial Report has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier*, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202310/e02a176f-4516-4a58-ad42-8a7c5e3e48a1.pdf>).

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

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

1.	The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2023:	Page(s)
A.	Condensed Interim Statement of Comprehensive Income	1
B.	Condensed Interim Balance Sheet	2
C.	Condensed Interim Statement of Changes in Equity	3
D.	Condensed Interim Cash Flow Statement	4
E.	Notes to Condensed Interim Financial Statements	5-25

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

CGMFL Relevant Series Supplement

In respect of each series of securities described in the Schedule hereto, the Issuer has determined to amend the key financial information of CGMFL set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be). The information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is deleted in its entirety and replaced with the following:

"What is the key financial information regarding the Issuer?"				
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2023.				
Summary information – income statement				
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Profit before income tax (<i>in thousands of U.S. dollars</i>)	203	134	153	46

Summary information – balance sheet				
	As of 31 December 2022 (audited)	As of 31 December 2021 (audited)	As of 30 June 2023 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) <i>(in thousands of U.S. dollars)</i>	27,115,261	25,387,512	28,336,027	
Current ratio (current assets/current liabilities)	100%	100%	100%	
Debt to equity ratio (total liabilities/total shareholder equity)	2142167%	2271318%	2053971%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable	
Summary information – cash flow statement				
	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Net cash flows from operating activities <i>(in thousands of U.S. dollars)</i>	(101,533)	97,426	(1,849)	(185,616)
Net cash flows from financing activities <i>(in thousands of U.S. dollars)</i>	6,764,831	7,505,356	(423,934)	6,449,382
Net cash flows from investing activities <i>(in thousands of U.S. dollars)</i>	(6,764,800)	(7,505,354)	423,950	(6,449,360)
*In accordance with IFRS, the Issuer does not present any interest expenses.				
Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Issuer on its audited historical financial information."				

The corresponding information in the relevant translations of the Summary (if any) shall also be deemed to be supplemented.

Significant change and material adverse change

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

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

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Underlying Linked Notes Base Prospectus since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6).

Copies of the CGMFL Underlying Linked Notes Base Prospectus 2022, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities 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 Underlying Linked Notes Base Prospectus 2022 will be available on the website specified for each such document in the CGMFL Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2022 by this Supplement and (b) any statement in the CGMFL Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMFL Underlying Linked Notes Base Prospectus 2022, 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 Underlying Linked Notes Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 19 October 2023.

SCHEDULE

SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of up to SEK 100,000,000 Worst of Snowballing Autocall Notes linked to a Basket of Shares, due November 2028 (Series: CGMFL64560; ISIN: SE0020846400);
- (ii) Issue of up to 5,000 Quanto Snowballing Autocall Certificates linked to a Basket of Shares, due December 2028 (Series: CGMFL66613; ISIN: SE0020997393);
- (iii) Issue of up to SEK 50,000,000 Worst of Snowballing Autocall Notes linked to a Basket of Shares, due December 2028 (Series: CGMFL66676; ISIN: SE0020997237);
- (iv) Issue of up to USD 2,000,000 Bearish Protected Interest Barrier Notes Based Upon the S&P 500® Index due October 2024 (Series: CGMFL66430; ISIN: XS2678853115);
- (v) Issue of Up to 20,000 Units of Euro 1,000 Issuer Callable Reverse Convertible Certificates Based Upon the Worst Performing of Enel S.p.A. and Eni S.p.A. (Series: CGMFL66096; ISIN: XS2623592636);
- (vi) Issue of Up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon the Worst Performing of Stellantis N.V. and UniCredit S.p.A. (Series: CGMFL66198; ISIN: XS2623593527);
- (vii) Issue of Up to 1,000 Units of Euro 20,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Pfizer Inc. and Roche Holding AG (Series: CGMFL66357; ISIN: XS2623590937);
- (viii) Issue of EUR 70,000,000 Snowballing Autocall Notes linked to the Shares of AXA S.A., BNP Paribas S.A., Engie S.A., Orange S.A. and TotalEnergies SE due November 2033 (Series: CGMFL61531; ISIN: FR001400J218);
- (ix) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the iSTOXX® Single Stock on BNP Paribas GR Decrement 3.67 Price EUR Index, due November 2033 (Series: CGMFL63413; ISIN: FR001400K893);
- (x) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to Stellantis N.V., due December 2031 (Series: CGMFL63923; ISIN: FR001400KDI5);
- (xi) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to Mercedes-Benz Group AG due November 2028 (Series: CGMFL65092; ISIN: FR001400KMK2); and
- (xii) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the Solactive Transatlantique 5% AR Index, due December 2031 (Series: CGMFL65846; ISIN: FR001400KU22).