



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
under number B 169.199)

each an issuer under the
Citi U.S.\$60,000,000,000 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)

This base prospectus supplement (the "**CGMHI ULN Base Prospectus Supplement (No.3)**") or this "**Supplement**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and (ii) 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 8 May 2020 (the "**CGMHI ULN Base Prospectus 2020**") as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 27 July 2020 (the "**CGMHI ULN Base Prospectus Supplement (No.1)**") and a CGMHI ULN Base Prospectus Supplement (No.2) dated 13 August 2020 (the "**CGMHI ULN Base Prospectus Supplement (No.2)**"), in each case prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1) and the CGMHI ULN Base Prospectus Supplement (No.2) together the "**CGMHI ULN Base Prospectus**" or the "**Base Prospectus**") with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the "**Programme**").

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

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer 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. 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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the CGMHI ULN Base Prospectus Supplement (No.3) as a Base Listing Particulars Supplement (the "**CGMHI ULN Base Listing Particulars Supplement (No.3)**") and 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" and "CGMHI ULN Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement" and "CGMHI ULN Base Listing Particulars Supplement (No.3)", respectively.

CGMHI accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMHI, 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.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the CGMHI 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.

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Publication of the Half-Yearly Financial Report of Citigroup Global Markets Holdings Inc.

On 26 August 2020, CGMHI (an Issuer under the Programme) published its half-yearly financial report containing its unaudited consolidated interim financial statements as of and for the six months period ended 30 June 2020 (the **CGMHI 2020 Half-Yearly Financial Report**). A copy of the CGMHI 2020 Half-Yearly 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 Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=KHNeR1GbVkJOVxz7p+2jOTqeSK79jDX+jasgB8Td3FCX7vMGIsDNttkeR8zfUUHbFwfq96xRDbWzZxmFGJxEhZVmQY6RwiOYAHWMKI+okQkPhokiUkFF+tkHWRJmIVkT7z8OJCrIeaRo0Rj4uKa5LAqbTf5I2hSR6gsYq23WC2Zz301REXdsEhE5CPWBj1BF66DaFftNZ/5AIOuofKM7jNw==>). By virtue of this Supplement, the CGMHI 2020 Half-Yearly Financial Report is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus 2020.

The following information appears on the pages of the CGMHI 2020 Half-Yearly Financial Report as set out below:

1. The unaudited consolidated financial statements of CGMHI as of and for the six months period ended 30 June 2020:

| | Page(s) of the section entitled "Consolidated Financial Statements" |
|---|--|
| A. Consolidated Statements of Income | 1 |
| B. Consolidated Statements of Comprehensive Income | 2 |
| C. Consolidated Statements of Financial Condition | 3-4 |
| D. Consolidated Statements of Changes in Stockholders' Equity | 5 |
| E. Consolidated Statement of Cash Flows | 6 |
| F. Notes to Consolidated Financial Statements | 7-41 |

2. The Management Report of the Issuer:

| | Page(s) of the section entitled "Management Report" |
|----------------------|--|
| A. Management Report | 1-30 |

Any information not listed in the cross-reference list above but included in the CGMHI 2020 Half-Yearly Financial Report is given for information purposes only.

Significant change and material adverse change

There has been no significant change in the consolidated financial or trading position of CGMHI and its subsidiaries taken as a whole since 30 June 2020 (the date of the most recently published unaudited interim financial statements of CGMHI) and there has been no material adverse change in the financial position or prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2019 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial performance of CGMHI and its subsidiaries as a whole since 30 June 2020 (the date of the most recently published unaudited interim financial statements of CGMHI).

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 2019 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2020 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 (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2019 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Q1 Form 10-Q and (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Q2 Form 10-Q. 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.

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 ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.2).

Copies of the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any 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 CGMHI ULN Base Prospectus 2020 will be available on the website specified for each such document in the CGMHI ULN 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 ULN Base Prospectus 2020 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the Prospectus Regulation following the publication of this Supplement.