

CITIGROUP INC. REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.3) dated 5 May 2022, CGMHI REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.3) dated 5 May 2022 and CGMFL REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.3) dated 5 May 2022



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 U.S.\$80,000,000,000 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)

Approval

This Supplement (as defined below) constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of United Kingdom ("UK") domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA") and regulations made thereunder (the "**UK Prospectus Regulation**") and has been approved by the UK Financial Conduct Authority (the "FCA"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Issuers or the Guarantors, or of the quality of the Securities that are the subject of the Base Prospectus (as defined below). Investors should make their own assessment as to the suitability of investing in the Securities. Such approval relates to Securities which are to be admitted to trading on the London Stock Exchange's regulated market (i.e. a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA) and to the Official List of the FCA and/or which are to be offered to the public in the UK.

This Supplement, other than the Series CGMFL46244 Supplement (as defined below), also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

Base Prospectus Supplements

This base prospectus supplement (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Regional

Structured Notes Base Prospectus No. 2 (UK) dated 3 December 2021 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2021**"), as supplemented by a Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 10 February 2022 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), and a Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 16 March 2022 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), and the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), together the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 3 December 2021 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2021**"), as supplemented by a CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 10 February 2022 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), and a CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 16 March 2022 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 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 Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), together the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**") is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 3 December 2021 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2021**"), as supplemented by a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 10 February 2022 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), and a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 16 March 2022 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2)**"), 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 Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), together the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)**" and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK), the "**Base Prospectus**") with respect to the Programme.

In addition to the other matters described in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) also supplements the series of securities described in Schedule 3 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 "*Series CGMFL46244 Supplement*" (the "**Series CGMFL46244 Supplement**").

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3).

Responsibility Statements

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Regional Structured Notes*

Base Prospectus No. 2 (UK)" and *"Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)"* below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)"* below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)"* below) 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 (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)"* below). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)"* below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

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. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)"* below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q1 Form 8-K)*)). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"* and *"Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)"* below, and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q1 Form 8-K)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to (a) incorporate by reference the Citigroup Inc. 2022 Q1 Form 8-K (as defined below) into and where relevant make consequential changes in respect of alternative performance measures in each of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK), (b) make certain changes to the information relating to credit ratings in each of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK), and (c) make certain changes to each series of securities described in Schedule 3 hereto under the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

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. REGIONAL STRUCTURED
NOTES BASE PROSPECTUS NO. 2 (UK)**

Publication of the Form 8-K of Citigroup Inc. on 14 April 2022

On 14 April 2022, Citigroup Inc. (an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q1 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 March 2022. A copy of the Citigroup Inc. 2022 Q1 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202022%20Q1%20Form%208-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2022 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2022.	Exhibit Number 99.2 on pages 16-34

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2022 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") is set out in Schedule 1 to this Supplement.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) entitled "*Credit Ratings*" shall be amended as set out in Schedule 2 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. Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2).

Copies of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 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 Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2021 will be available on the website specified for each such document in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

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. Regional Structured Notes Base Prospectus No. 2 (UK) 2021 by this Supplement and (b) any statement in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public in the United Kingdom made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.

**INFORMATION RELATING TO THE CGMHI REGIONAL STRUCTURED NOTES BASE
PROSPECTUS NO. 2 (UK)**

Publication of the Form 8-K of Citigroup Inc. on 14 April 2022

On 14 April 2022, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q1 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 March 2022. A copy of the Citigroup Inc. 2022 Q1 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202022%20Q1%20Form%208-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2022 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2022.	Exhibit Number 99.2 on pages 16-34

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2022 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") is set out in Schedule 1 to this Supplement.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) entitled "*Credit Ratings*" shall be amended as set out in Schedule 2 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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2).

Copies of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 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 Regional Structured Notes Base Prospectus No. 2 (UK) 2021 will be available on the website specified for each such document in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Regional Structured Notes Base Prospectus No. 2

(UK) 2021 by this Supplement and (b) any statement in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public in the United Kingdom made by CGMHI as Issuer pursuant to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.

**INFORMATION RELATING TO THE CGMFL REGIONAL STRUCTURED NOTES BASE
PROSPECTUS NO. 2 (UK)**

Publication of the Form 8-K of Citigroup Inc. on 14 April 2022

On 14 April 2022, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q1 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 March 2022. A copy of the Citigroup Inc. 2022 Q1 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/Citigroup%20Inc.%202022%20Q1%20Form%208-K.pdf>). By virtue of this Supplement, the Citigroup Inc. 2022 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2022 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2022, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2022.	Exhibit Number 99.2 on pages 16-34

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2022 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") is set out in Schedule 1 to this Supplement.

Amendments to Credit Ratings

The information relating to credit ratings set out in the cover pages of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) entitled "*Credit Ratings*" shall be amended as set out in Schedule 2 to this Supplement.

Series CGMFL46244 Supplement

In respect of the series of securities described in Schedule 3 hereto, CGMFL has determined to amend the securities as follows:

- (a) each reference to "GBP 0.0188" in the column entitled "*Coupon Amount if a Coupon Barrier Event occurs in respect of the relevant Coupon Payment Date*" of the table in item 13 (*Coupon Provisions*) of Part A (*Contractual Terms*) of the Final Terms relating to such series of securities dated 9 March 2022 shall be deleted and replaced with a reference to "GBP 0.02";
- (b) the third bullet point in the section entitled "*What are the key risks that are specified to the Issuer*" of the Annex (*Summary of the Securities*) to the Final Terms relating to such series of securities dated 9 March shall be deleted and replaced with the following:
 - "• Following the military action by Russia in Ukraine, the U.S. has imposed, and is likely to impose material additional, financial and economic sanctions and export controls against certain Russian organisations and/or individuals, with similar actions implemented and/or planned by the European Union, the UK and other jurisdictions. The

Group's ability to engage in activity with certain consumer and institutional businesses in Russia and Ukraine or involving certain Russian or Ukrainian businesses and customers is dependent in part upon whether such engagement is restricted under any current or expected U.S., European Union, UK or other countries' sanctions and laws, or is otherwise discontinued in light of these developments. Sanctions and export controls, as well as any actions by Russia, could adversely affect the Group's business activities and customers in and from Russia and Ukraine. Any negative impact of Russia's actions in Ukraine, and related sanctions, export controls and similar actions or laws on the Group, including the Issuer, could adversely affect the ability of the Issuer to fulfil its obligations under the Securities, and the value of and return on the Securities may also be adversely affected.";

- (c) each reference to "GBP 0.0188" in the column entitled "*Coupon Amount if a Coupon Barrier Event occurs in respect of the relevant Coupon Payment Date*" of the table in the section entitled "*Rights attached to the Securities*" of the Annex (*Summary of the Securities*) to the Final Terms relating to such series of securities dated 9 March 2022 shall be deleted and replaced with a reference to "GBP 0.02"; and
- (d) the first bullet point in the section entitled "*Key risks in respect of the Guarantor*" of the Annex (*Summary of the Securities*) to the Final Terms relating to such series of securities dated 9 March shall be deleted and replaced with the following:
 - "• The Guarantor is exposed to concentrations of risk, particularly credit and market risk. As regulatory or market developments continue to lead to increased centralisation of trading activities, the Guarantor could experience an increase in concentration of risk, which could limit the effectiveness of any hedging strategies and cause the Guarantor to incur significant losses. The Guarantor may be affected by macroeconomic, geopolitical and other challenges, uncertainties and volatilities, including the global COVID-19 pandemic, and the military action by Russia in Ukraine (and related sanctions, export controls and similar actions or laws), which may negatively impact the businesses of the Guarantor and its ability to fulfil its obligations under the Securities, and the value of and return on the Securities."

Corporate Authorities

The approval of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 29 April 2022.

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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2).

Copies of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 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 CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2021 will be available on the website specified for each such document in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2021 by this Supplement and (b) any statement in the CGMFL Regional Structured Notes Base

Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2021, the statements in (a) above will prevail.

Withdrawal rights

The significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted prior to the close of the offer period or delivery of securities in respect of certain non-exempt offers of Securities to the public in the United Kingdom made by CGMFL as Issuer pursuant to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) and, consequently, in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 10 May 2022. Investors may contact the relevant authorised offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2022 Q1 FORM 8-K)

The Citigroup Inc. 2022 Q1 Form 8-K contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2022 Q1 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q1 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.2, page 16.
Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, pages 1, 2, 3, 11 and footnote 4 on page 12; and Exhibit 99.2, on pages 1 and 18.
Tangible Common Equity and Return on Average Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, page 2, 11 and footnote 1 on page 12; and Exhibit 99.2, pages 1 and 18.
Results of Operations Excluding the Impact of gains/ (losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, pages 3 and 4 and footnote 6 on page 12; Exhibit 99.2, on page 6 (including footnote 1).
Results of Operations and Financial Condition excluding the Impact of the Sale of the Consumer Banking Business in Australia.	Citi believes the presentation of its results of operations and financial condition excluding the impact of the Australia sale provides a meaningful depiction of the underlying fundamentals of its broader results and Asia GCB businesses results for investors, industry analysts and others.	Appendix B, Note on page 9 and footnote 5 on page 12.

SCHEDULE 2

AMENDMENTS TO CREDIT RATINGS

The information set out in the cover pages of the Base Prospectus ("*Credit Ratings*") on pages xi to xiii of the Base Prospectus shall be amended by deleting the second paragraph and corresponding footnote 2 under the section entitled "*Credit Ratings*" on page xii of the Base Prospectus in their entirety and replacing them with the following new paragraph and corresponding footnote 2:

"CGMHI has a long term/short term senior debt rating of A/A-1 by S&P, A3/P-2 by Moody's and A+/F1 by Fitch.²

² "A" by S&P: An obligor rated "A" has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories (source: www.standardandpoors.com).

"A-1" by S&P: An obligor rated "A-1" has strong capacity to meet its financial commitments. It is rated in the highest category by S&P Global Ratings (source: www.standardandpoors.com).

"A3" by Moody's: Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category (source: www.moodys.com).

"P-2" by Moody's: Issuers (or supporting institutions) rated "Prime-2" have a strong ability to repay short-term debt obligations (source: www.moodys.com).

"A+" by Fitch: "A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifiers '+' or '-' may be appended to a rating to denote relative status within major rating categories (source: www.fitchratings.com).

"F1" by Fitch: Indicates the strongest intrinsic capacity for timely payment of financial commitments (source: www.fitchratings.com).

SCHEDULE 3

SERIES OF SECURITIES RELATING TO THE SERIES CGMFL46244 SUPPLEMENT

- (i) Issue of up to GBP 8,000,000 Memory Coupon Barrier Autocall Notes due May 2032 linked to the FTSE[®] 100 Equal Weight Fixed Dividend Custom Index (Series: CGMFL46244; ISIN: XS2448645973)