

CITIGROUP INC. REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.3) dated 4 May 2023;
CGMHI REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.3) dated 4 May 2023; and
CGMFL REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.3) dated 4 May 2023



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)

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 CGMFL57866 Supplement (as defined below) and the Series CGMFL57867 Supplement (as defined below), also

constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

This Supplement (as defined below) has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law (as defined below) and the Rules and Regulations of the Luxembourg Stock Exchange.

Base Prospectus Supplements

Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)

This base prospectus supplement ("**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**") constitutes a supplement for the purposes of Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 (the "**Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 2022**"), as supplemented by a Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2023 (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 15 March 2023 (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) 2022, 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 Global Medium Term Note Programme (the "**Programme**").

CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)

This base prospectus supplement ("**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**") also constitutes a supplement for the purposes of Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 (the "**CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 2022**"), as supplemented by a CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2023 (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 15 March 2023 (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) 2022, 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.

CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)

This base prospectus supplement ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**") and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), the "**Supplement**") also constitutes a supplement for the purposes of Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 1 December 2022 ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2022**"), as supplemented by a CGMFL Regional Structured Notes

Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2023 (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 15 March 2023 (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 2 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 CGMFL57866 Supplement*" (the "**Series CGMFL57866 Supplement**") and 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 CGMFL57867 Supplement*" (the "**Series CGMFL57867 Supplement**").

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 Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. Regional Structured Notes Base Prospectus No. 2 (UK)*" and "*Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)*" 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. 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. 2023 Q1 Form 8-K)*) (together, the "**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. REGIONAL STRUCTURED
NOTES BASE PROSPECTUS NO. 2 (UK)**

Publication of the 2023 Q1 Form 8-K of Citigroup Inc. on 14 April 2023

On 14 April 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2023 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 2023. A copy of the Citigroup Inc. 2023 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.%202023%20Q1%20Form%208-K.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 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. 2023 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2023, 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 2023.	Exhibit Number 99.2 on pages 16-34

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 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**") is set out in Schedule 1 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) 2022, 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) 2022 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) 2022 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) 2022, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK 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 9 May 2023.

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

Publication of the 2023 Q1 Form 8-K of Citigroup Inc. on 14 April 2023

On 14 April 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2023 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 2023. A copy of the Citigroup Inc. 2023 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.%202023%20Q1%20Form%208-K.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 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. 2023 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2023, 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 2023.	Exhibit Number 99.2 on pages 16-34

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 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**") is set out in Schedule 1 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) 2022, 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) 2022 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) 2022 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) 2022, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK 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 9 May 2023.

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

Publication of the 2023 Q1 Form 8-K of Citigroup Inc. on 14 April 2023

On 14 April 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2023 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 2023. A copy of the Citigroup Inc. 2023 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.%202023%20Q1%20Form%208-K.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 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. 2023 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 April 2023, 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 2023.	Exhibit Number 99.2 on pages 16-34

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 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**") is set out in Schedule 1 to this Supplement.

Series CGMFL57866 Supplement

In respect of the series of securities described in Schedule 2 hereto, the Issuer has determined to amend the Securities as follows:

- (a) the sub-section entitled "*Rights attached to the Preference Share*" in the Summary of the Securities appended as Annex 1 to the Final Terms relating to such series of securities is amended by deleting and replacing the words "**Final Barrier Level:** 60% of the Redemption Initial Level of the Preference Share Underlying." with the following:

Final Barrier Level: 50.00% of the Redemption Initial Level of the Preference Share Underlying."; and

- (b) item 14(xiv) (*Final Barrier Level*) of Part A (*Contractual Terms*) of the Preference Share Confirmation relating to such series of securities is amended by deleting and replacing the words "less than 60% of the Redemption Initial Level of the Redemption Barrier Underlying" with the following:

"less than 50.00% of the Redemption Initial Level of the Redemption Barrier Underlying".

Series CGMFL57867 Supplement

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

- (a) item 14(v)(B) (*Final Barrier Level*) of Part A (*Contractual Terms*) of the Final Terms relating to such series of securities is amended by deleting and replacing the words "less than 60.00% of the Redemption Initial Level of the Redemption Barrier Underlying" with the following:

"less than 50.00% of the Redemption Initial Level of the Redemption Barrier Underlying"; and

- (b) the sub-section entitled "*Rights attached to the Securities*" in the Summary of the Securities appended as the Annex to the Final Terms relating to such series of securities is amended by deleting and replacing the words "**Final Barrier Level:** 60.00% of the Redemption Initial Level of the Underlying." with the following:

"**Final Barrier Level:** 50.00% of the Redemption Initial Level of the Underlying."

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) 2022, 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) 2022 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) 2022 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) 2022, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK 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 9 May 2023.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2023 Q1 FORM 8-K)

The Citigroup Inc. 2023 Q1 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 Q1 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Total ICG revenues – including taxable-equivalent adjustment	Citi's total ICG revenues – including taxable-equivalent adjustment are non-GAAP financial measures. Citi believes the presentation of its total ICG revenues – including taxable-equivalent adjustment provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.2, on page 6

SCHEDULE 2

SERIES OF SECURITIES RELATING TO THE SERIES CGMFL57866 SUPPLEMENT

- (i) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due June 2033 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL57866 (Series: CGMFL57866; ISIN: XS2585453389)

SCHEDULE 3

SERIES OF SECURITIES RELATING TO THE SERIES CGMFL57867 SUPPLEMENT

- (i) Issue of up to GBP 5,000,000 Memory Coupon Barrier Autocall Notes due June 2033 linked to the FTSE[®] 100 Equally Weighted 45 Point Decrement Index (Series: CGMFL57867; ISIN: XS2585453207)