

CITIGROUP INC. OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 26 February 2024;

CBNA OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 26 February 2024;

CGMHI OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 26 February 2024; and

CGMFL OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 26 February 2024



CITIGROUP INC.
(incorporated in Delaware)

and

CITIBANK, N.A.
(a national banking association organized under the laws of the United States of America)

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)

Approvals

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Offering Circular (No.1) Supplement (No.1), the CBNA Offering Circular (No.1) Supplement (No.1), the CGMHI Offering Circular (No.1) Supplement (No.1) and the CGMFL Offering Circular (No.1) Supplement (No.1) as Base Listing Particulars (respectively, the "**Citigroup Inc. Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**", the "**CBNA Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**", the "**CGMHI Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**" and the "**CGMFL Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**". 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. Offering Circular (No.1) Supplement (No.1)", "CBNA Offering Circular (No.1) Supplement (No.1)", "CGMHI Offering Circular (No.1) Supplement (No.1)" and "CGMFL Offering Circular (No.1) Supplement (No.1)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Offering Circular (No.1) Supplement (No.1)", "CBNA Offering Circular (No.1) Supplement (No.1)", "CGMHI Offering Circular (No.1) Supplement (No.1)" and "CGMFL Offering Circular (No.1) Supplement (No.1)", respectively.

This Supplement 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 has 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. This Supplement has not been approved by and will not be submitted for approval to the *Commission de Surveillance du Secteur Financier* of Luxembourg.

This Supplement constitutes supplementary admission particulars in respect of the Offering Circular (No.1) (as defined below) for the purposes of the International Securities Market Rulebook. This Supplement has not been approved by and will not be submitted for approval to the Financial Conduct Authority of the United Kingdom.

Offering Circular (No.1) Supplements

This offering circular supplement ("**Citigroup Inc. Offering Circular (No.1) Supplement (No.1)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**Citigroup Inc. Offering Circular (No.1)**"), prepared by Citigroup Inc. (the Citigroup Inc. Offering Circular (No.1)), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

This offering circular supplement ("**CBNA Offering Circular (No.1) Supplement (No.1)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CBNA Offering Circular (No.1)**"), prepared by Citibank, N.A. ("**CBNA**") with respect to the Programme.

This offering circular supplement ("**CGMHI Offering Circular (No.1) Supplement (No.1)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CGMHI Offering Circular (No.1)**"), prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor with respect to the Programme.

This offering circular supplement ("**CGMFL Offering Circular (No.1) Supplement (No.1)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.1) dated 14 December 2023 ("**CGMFL Offering Circular (No.1)**"), prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor, together with the Citigroup Inc. Offering Circular (No.1), the CBNA Offering Circular (No.1) and the CGMHI Offering Circular (No.1), the "**Offering Circular (No.1)**") with respect to the Programme.

Reference in this document to the "**Supplement**" are to each of the Citigroup Inc. Offering Circular (No.1) Supplement (No.1), the CBNA Offering Circular (No.1) Supplement (No.1), the CGMHI Offering Circular (No.1) Supplement (No.1) and the CGMFL Offering Circular (No.1) Supplement (No.1).

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 CBNA Offering Circular (No.1)*", "*Information relating to the CGMHI Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" 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.

CBNA: CBNA accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular (No.1)*", "*Information relating to the CGMHI Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" below (together, "**CBNA Excluded Information**"). To the best of the knowledge of CBNA, the information contained in this Supplement (excluding the CBNA 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. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" 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. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMFL Offering Circular (No.1)*" 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. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMHI Offering Circular (No.1)*" 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 the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular (No.1)*", "*Information relating to the CBNA Offering Circular (No.1)*" and "*Information relating to the CGMHI Offering Circular (No.1)*" below (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 Offering Circular (No.1) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR (NO.1)

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to Taxation

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Taxation*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

The section of the Citigroup Inc. Offering Circular (No.1) 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. Offering Circular (No.1) since the publication of the Citigroup Inc. Offering Circular (No.1).

Copies of the Citigroup Inc. Offering Circular (No.1) 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. Copies of the Citigroup Inc. Offering Circular (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

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. Offering Circular (No.1) by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular (No.1) or otherwise incorporated by reference into the Citigroup Inc. Offering Circular (No.1), the statements in (a) above will prevail.

INFORMATION RELATING TO THE CBNA OFFERING CIRCULAR (NO.1)

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the CBNA Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to Taxation

The section of the CBNA Offering Circular (No.1) entitled "*Taxation*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

The section of the CBNA Offering Circular (No.1) 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 CBNA Offering Circular (No.1) since the publication of the CBNA Offering Circular (No.1).

Copies of the CBNA Offering Circular (No.1) 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. Copies of the CBNA Offering Circular (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CBNA Offering Circular (No.1) by this Supplement and (b) any statement in the CBNA Offering Circular (No.1) or otherwise incorporated by reference into the CBNA Offering Circular (No.1), the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR (NO.1)

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the CGMHI Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to Taxation

The section of the CGMHI Offering Circular (No.1) entitled "*Taxation*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

The section of the CGMHI Offering Circular (No.1) 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 Offering Circular (No.1) since the publication of the CGMHI Offering Circular (No.1).

Copies of the CGMHI Offering Circular (No.1) 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. Copies of the CGMHI Offering Circular (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Offering Circular (No.1) by this Supplement and (b) any statement in the CGMHI Offering Circular (No.1) or otherwise incorporated by reference into the CGMHI Offering Circular (No.1), the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR (NO.1)

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the CGMFL Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to Taxation

The section of the CGMFL Offering Circular (No.1) entitled "*Taxation*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Names, Addresses and Roles

The section of the CGMFL Offering Circular (No.1) 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 Offering Circular (No.1) since the publication of the CGMFL Offering Circular (No.1).

Copies of the CGMFL Offering Circular (No.1) 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. Copies of the CGMFL Offering Circular (No.1) and this Supplement have also been filed with and are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Offering Circular (No.1) by this Supplement and (b) any statement in the CGMFL Offering Circular (No.1) or otherwise incorporated by reference into the CGMFL Offering Circular (No.1), the statements in (a) above will prevail.

SCHEDULE 1

AMENDMENTS TO SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The section of the Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended and supplemented by inserting a new paragraph entitled "Malaysia" immediately following the paragraph entitled "State of Kuwait" and immediately preceding the heading "Mexico" on page 234 of the Offering Circular (No.1) as set out below:

"Malaysia

Nothing in this document constitutes the making available, or offer for subscription or purchase, or invitation to subscribe for or purchase, or sale of, the Notes in Malaysia. No approval of, or recognition by, the Securities Commission Malaysia has been or will be obtained for the making available, offer for subscription or purchase, or invitation to subscribe for or purchase, or sale of, Notes to any persons in Malaysia. Accordingly, the Notes will only be made available or offered or sold exclusively to persons outside Malaysia. Neither this document nor any disclosure document has been or will be registered or deposited with the Securities Commission Malaysia, on the basis that the Notes will not be made available, offered or sold in Malaysia. This document may not be circulated or distributed in Malaysia, whether directly or indirectly, for the purpose of making available or offer for subscription or purchase, or invitation to subscribe for or purchase, or sale of, Notes in Malaysia."

SCHEDULE 2

AMENDMENTS TO TAXATION

The section of the Offering Circular (No.1) entitled "*Taxation*" shall be amended by updating and supplementing the paragraph immediately following the bullet-point heading "Application of special bonds tax regime" under the heading "Czech Republic Taxation" on pages 272 to 273 of the Offering Circular (No.1) as set out below:

"In 2021, new Czech income tax rules for the taxation of bonds came into effect. According to these rules, income from bonds is classified and taxed strictly by reference to the Czech bonds regulations. However, these regulations do not consider securities to be bonds if the right to repayment of a certain amount, which is linked to such securities, depends even partially on the occurrence of a certain event. Therefore, except in cases where a Noteholder's capital is not at risk i.e. a Noteholder's investment is returned at redemption or maturity under all circumstances, it can be reasonably argued that this new tax regime does not cover instruments with complex payoff structures, such as the Notes. This Discussion assumes that the special bonds tax regime does not apply to the Notes."

SCHEDULE 3

AMENDMENTS TO NAMES, ADDRESSES AND ROLES

The section entitled "NAMES, ADDRESSES AND ROLES" on pages 625 to 627 of the Offering Circular (No.1) shall be amended by:

- (i) updating and supplementing the title "**REGISTRAR (IF SO SPECIFIED IN THE CONDITIONS OF THE RELEVANT SECURITIES)**" on page 626 to state "**REGISTRAR**"; and
- (ii) updating and supplementing the title "**REGISTRAR (IF SO SPECIFIED IN THE CONDITIONS OF THE RELEVANT SECURITIES), TRANSFER AGENT AND FRENCH SECURITIES AND ISSUING AND PAYING AGENT**" on page 626 to state "**TRANSFER AGENT AND FRENCH SECURITIES AND ISSUING AND PAYING AGENT**".