

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.8) dated 15 October 2021, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.8) dated 15 October 2021 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.8) dated 15 October 2021



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)

This base prospectus supplement (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.8)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU 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 18 December 2020 (the "**Citigroup Inc. ULN Base Prospectus 2020**"), as supplemented by a Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.3) dated 27 April 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.4) dated 20 May 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.4)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.5) dated 6 August 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.5)**"), a Citigroup Inc. ULN Base Prospectus Supplement (No.6) dated 27 August 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.6)**") and a Citigroup Inc. ULN Base Prospectus Supplement (No.7) dated 23 September 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.7)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2020, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2), the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the Citigroup Inc. ULN Base Prospectus Supplement (No.4), the Citigroup Inc. ULN Base Prospectus Supplement (No.5), the Citigroup Inc. ULN Base Prospectus Supplement (No.6) and the Citigroup Inc. ULN Base Prospectus Supplement (No.7), together the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi U.S.\$80,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement (the "**CGMHI ULN Base Prospectus Supplement (No.8)**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 18 December 2020 (the "**CGMHI ULN Base Prospectus 2020**"), as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.1)**"), a CGMHI ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.2)**"), a CGMHI ULN Base Prospectus Supplement (No.3) dated 27 April 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.3)**"), a CGMHI ULN Base Prospectus Supplement (No.4) dated 20 May 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.4)**"), a CGMHI ULN Base Prospectus Supplement (No.5) dated 6 August 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.5)**"), a CGMHI ULN Base Prospectus Supplement (No.6) dated 27 August 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.6)**") and a CGMHI ULN Base Prospectus Supplement (No.7) dated 23 September 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.7)**"), 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), the CGMHI ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4), the CGMHI ULN Base Prospectus Supplement (No.5), the CGMHI ULN Base Prospectus Supplement (No.6) and the CGMHI ULN Base Prospectus Supplement (No.7), together the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.8)**") and, together with the Citigroup Inc. ULN Base Prospectus Supplement (No.8) and the CGMHI ULN Base Prospectus Supplement (No.8), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) (other than with respect to the CGMFL Relevant Series Supplement (as defined below)) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 18 December 2020 (the "**CGMFL ULN Base Prospectus 2020**"), as supplemented by a CGMFL ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.1)**"), a CGMFL ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.2)**"), a CGMFL ULN Base Prospectus Supplement (No.3) dated 27 April 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.3)**"), a CGMFL ULN Base Prospectus Supplement (No.4) dated 20 May 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.4)**"), a CGMFL ULN Base Prospectus Supplement (No.5) dated 6 August 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.5)**"), a CGMFL ULN Base Prospectus Supplement (No.6) dated 27 August 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.6)**") and a CGMFL ULN Base Prospectus Supplement (No.7) dated 23 September 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.7)**"), 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 ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2), the CGMFL ULN Base Prospectus Supplement (No.3), the CGMFL ULN Base Prospectus Supplement (No.4), the CGMFL ULN Base Prospectus Supplement (No.5), the CGMFL ULN Base Prospectus Supplement (No.6) and the CGMFL ULN Base Prospectus Supplement (No.7), together the "**CGMFL ULN Base Prospectus**" and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

In addition to the other matters described in the CGMFL ULN Base Prospectus Supplement (No.8), the CGMFL ULN Base Prospectus Supplement (No.8) also supplements each series of securities described in Schedule 4 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMFL Relevant Series Supplement*" (the "**CGMFL Relevant Series Supplement**").

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

make their own assessment as to the suitability of investing in the Securities. This Supplement (other than with respect to the CGMFL Relevant Series 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 Citigroup Inc. ULN Base Prospectus Supplement (No.8), the CGMHI ULN Base Prospectus Supplement (No.8) and the CGMFL ULN Base Prospectus Supplement (No.8) (other than with respect to the CGMFL Relevant Series Supplement) as Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.8)**", the "**CGMHI ULN Base Listing Particulars Supplement (No.8)**" and the "**CGMFL ULN Base Listing Particulars Supplement (No.8)**", respectively, and together, 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", "Citigroup Inc. ULN Base Prospectus Supplement (No.8)", "CGMHI ULN Base Prospectus Supplement (No.8)" and "CGMFL ULN Base Prospectus Supplement (No.8)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.8)", "CGMHI ULN Base Listing Particulars Supplement (No.8)" and "CGMFL ULN Base Listing Particulars Supplement (No.8)", respectively.

Prior to the "IP completion day" as defined under the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"), the Base Prospectus has been approved by the Central Bank as competent authority under the EU Prospectus Regulation and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), the Base Prospectus shall be treated for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (as amended, the "**UK Prospectus Regulation**") as if it had been approved by the FCA at the time when it was approved by the Central Bank. Such approval relates only to Securities which are to be admitted to trading on 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 (as amended, "**UK MiFIR**") and/or which are to be offered to the public in the United Kingdom.

This Supplement (other than with respect to each series of securities described in paragraphs (v) to (xvi) of Schedule 4 hereto) also constitutes a supplement in respect of the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation. This Supplement (other than with respect to each series of securities described in paragraphs (v) to (xvi) of Schedule 4 hereto) has also been approved by 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 Issuer or the Guarantor, or of the quality of the Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities.

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

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" 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 ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" 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. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" 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. ULN Base Prospectus*" and "*Information relating to*

the CGMFL ULN Base Prospectus" 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. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" 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. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" 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. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" 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. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" 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 the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Amendments to Investment Considerations

The investment considerations set out in Section C of the Citigroup Inc. ULN Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" 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. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.7).

Copies of the Citigroup Inc. ULN Base Prospectus 2020, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2), the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the Citigroup Inc. ULN Base Prospectus Supplement (No.4), the Citigroup Inc. ULN Base Prospectus Supplement (No.5), the Citigroup Inc. ULN Base Prospectus Supplement (No.6), the Citigroup Inc ULN Base Prospectus Supplement (No.7) 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. ULN Base Prospectus 2020 will be available on the website specified for each such document in the Citigroup Inc. 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 Citigroup Inc. ULN Base Prospectus 2020 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2020, the statements in (a) above will prevail.

The information under the paragraph (b) of Schedule 2 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

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

No non-exempt offers of Securities to the public in the United Kingdom made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. 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 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 ULN BASE PROSPECTUS

Amendments to Investment Considerations

The investment considerations set out in Section C of the CGMHI ULN Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" 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 ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.7).

Copies of the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.4), the CGMHI ULN Base Prospectus Supplement (No.5), the CGMHI ULN Base Prospectus Supplement (No.6), the CGMHI ULN Base Prospectus Supplement (No.7) 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.

The information under the paragraph (b) of Schedule 2 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

No non-exempt offers of Securities to the public in the European Economic Area 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(2a) of the EU Prospectus Regulation following the publication of this Supplement.

No non-exempt offers of Securities to the public in the United Kingdom 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 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 ULN BASE PROSPECTUS

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

On 29 September 2021, CGMFL (an Issuer under the Programme) published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2021 (the "**CGMFL 2021 Interim Financial Report**"). A copy of the CGMFL 2021 Interim Financial Report has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA, and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=jKIGfSkajrefl5CNSMnApAa+zz36dn8omyIShdNuaNMoSVEz5iefg5r1KF5QG3BKEH9D8CZ6ZwXoQmAN/J/peymYFkhYRRd0CiJ0oLkN7YCCaNqW7zZaKdiRhvDexK9bqWs4L+lfvnEV6c+XZCCbTjZJeOWmCSTphkAXVjI5Hg=>). By virtue of this Supplement, the CGMFL 2021 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus 2020.

The following information appears on the page(s) of the CGMFL 2021 Interim Financial Report as set out below:

1.	The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2021:	Page(s)
A.	Condensed Interim Statement of Comprehensive Income	7
B.	Condensed Interim Balance Sheet	8
C.	Condensed Interim Statement of Changes in Equity	9
D.	Condensed Interim Cash Flow Statement	10
E.	Notes to Condensed Interim Financial Statements	11-34

Any information not listed in the cross-reference list above but included in the CGMFL 2021 Interim Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

CGMFL Relevant Series Supplement

In respect of each series of securities described in Schedule 4 hereto, the Issuer has determined to amend the key financial information of CGMFL set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

- (a) the information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is deleted in its entirety and replaced with the following:

"What is the key financial information regarding the Issuer?"				
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2020 and 2019, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2021.				
Summary information – income statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Profit before income tax (<i>in thousands of U.S. dollars</i>)	113	121	64	64

Summary information – balance sheet				
	Year ended 31 December (audited) 2020	Year ended 31 December (audited) 2019	Six months ended 30 June 2021 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (<i>in thousands of U.S. dollars</i>)	18,588,258	12,746,867	23,442,327	
Current ratio (current assets/current liabilities)	100%	100%	100%	
Debt to equity ratio (total liabilities/total shareholder equity)	1868714%	1395849%	2241453%	
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable	
Summary information – cash flow statement				
	Year ended 31 December 2020 (audited)	Year ended 31 December 2019 (audited)	Six months ended 30 June 2021 (unaudited)	Six months ended 30 June 2020 (unaudited)
Net cash flows from operating activities (<i>in thousands of U.S. dollars</i>)	-11,875	9,381	-18,100	-13,277
Net cash flows from financing activities (<i>in thousands of U.S. dollars</i>)	4,871,709	3,518,482	4,409,702	3,901,494
Net cash flows from investing activities (<i>in thousands of U.S. dollars</i>)	-4,871,701	-3,518,473	-4,409,702	-3,901,494
*In accordance with IFRS, the Issuer does not present any interest expenses.				
Qualifications in audit report on historical financial information: There are no qualifications in the audit report of the Issuer on its audited historical financial information."				

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

Amendments to Investment Considerations

The investment considerations set out in Section C of the CGMFL ULN Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section G.3 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 3 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of CGMFL since 30 June 2021 (the date of its most recently published unaudited interim financial statements) and there has been no material adverse change in the financial position or prospects of CGMFL since 31 December 2020 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL since 30 June 2021 (the date of its most recently published unaudited interim financial statements).

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.8) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 14 October 2021.

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 ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.7).

Copies of the CGMFL ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2), the CGMFL ULN Base Prospectus Supplement (No.3), the CGMFL ULN Base Prospectus Supplement (No.4), the CGMFL ULN Base Prospectus Supplement (No.5), the CGMFL ULN Base Prospectus Supplement (No.6), the CGMFL ULN Base Prospectus Supplement (No.7) 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 ULN Base Prospectus 2020 will be available on the website specified for each such document in the CGMFL 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 CGMFL ULN Base Prospectus 2020 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2020, the statements in (a) above will prevail.

The information under the paragraph (b) of Schedule 2 entitled "*Amendments to the Pro Forma Final Terms*" shall only apply to Final Terms dated on or after the date hereof (the "**Relevant Information**"). For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

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 European Economic Area made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2a) of the EU Prospectus Regulation, 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 three 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 20 October 2021. 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.

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 ULN Base Prospectus 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 19 October 2021. 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

AMENDMENTS TO INVESTMENT CONSIDERATIONS

The investment considerations set out in Section C of the Base Prospectus entitled "*Investment Considerations*" on pages 80 to 87 of the Base Prospectus shall be amended by inserting the following new section immediately after the section entitled "*Social Bonds issued by Citigroup Inc. or CGMHI*" (as inserted pursuant to the Citigroup Inc. ULN Base Prospectus Supplement (No. 2), the CGMHI ULN Base Prospectus Supplement (No. 2) and the CGMFL ULN Base Prospectus Supplement (No. 2) and as further amended pursuant to the Citigroup Inc. ULN Base Prospectus Supplement (No. 5), the CGMHI ULN Base Prospectus Supplement (No. 5) and the CGMFL ULN Base Prospectus Supplement (No. 5)):

"Securities or Underlying(s) labelled or marketed as having "green", "sustainable", "social", "ESG" or similar objectives

Securities or the Underlying(s) of Securities (e.g. a Security Index) may be described or marketed as having "green", "sustainable", "social", "ESG" or similar objectives.

Notwithstanding the use of such term(s) in the title and/or marketing materials of the Securities or in the description of the Underlying(s), such Securities or Underlying(s) (or the administrator(s) thereof):

- may not meet investors' objectives or expectations as regarding investments which are "green", "sustainable", "social", "ESG" or other similar label; and/or
- may not fulfil legislative or regulatory requirements or criteria as regarding investments which are "green", "sustainable", "social", "ESG" or other similar label (including as set out under the EU Benchmarks Regulation, Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the so called EU Taxonomy Regulation) or either of those regulations as they form part of the domestic law of the UK).

There is currently no universally agreed framework (legal, regulatory, or any other) or market consensus on what constitutes a "green", "sustainable", "social", "ESG" or similar product or the precise attributes required for a particular product to be defined as such, and no assurance can be given that such a universally accepted framework or consensus will develop over time. While there have been regulatory efforts in some jurisdictions and regions (particularly within the European Economic Area and the UK) to define similar concepts, the legal and regulatory framework governing sustainable finance is still developing and there can be no assurance that these local regimes will be more widely adopted in global financial markets.

Accordingly, no assurance can be given to investors that any product will meet any or all of the investor's objectives or expectations regarding investments which are "green", "sustainable", "social", "ESG" or other similar label or that no environmental, social and/or other impacts will occur in the implementation of the product."

SCHEDULE 2

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section G3 of the Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as follows:

- (a) the paragraph commencing with "[The Base Prospectus is scheduled to expire on 17 December 2021..." and the corresponding footnote thereto on page 807 of the Base Prospectus shall be deleted in their entirety and replaced with the following new paragraph and corresponding footnote:

"[The Base Prospectus is scheduled to expire on 17 December 2021 and the Issuer [and the Guarantor] intend[s] that the Base Prospectus will be updated on or prior to such date. The updated base prospectus will be available on [the website of Euronext Dublin (<https://live.euronext.com/en/markets/dublin>)] [the website of the Luxembourg Stock Exchange (www.bourse.lu)] [and] [the website of [●] ([●])].]"⁴

⁴Include in respect of a Tranche of Securities for which the offer spans an update of the Base Prospectus."; and

- (b) the following new paragraph shall be inserted immediately before the header entitled "Final Terms dated [●]" on page 808 of the Base Prospectus:

"[*Include if the Securities or Underlying(s) are labelled or marketed as having "green", "sustainable", "social", "ESG" or similar objectives:* Securities or the Underlying(s) of Securities may be described or marketed as having "green", "sustainable", "social", "ESG" or similar objectives. Notwithstanding the use of such term(s), such Securities or Underlying(s) (or the administrator(s) thereof) (a) may not meet investors' objectives or expectations as regarding investments having such or similar labels or objectives and/or (b) may not fulfil legislative or regulatory requirements or criteria as regarding investments having such or other similar labels or objectives.]".

SCHEDULE 3

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in Section G.4 of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" on pages 990 to 1167 of the Base Prospectus shall be amended by inserting the following new paragraph immediately before the header entitled "Pricing Supplement dated [●]" on page 991 of the Base Prospectus:

"[Include if the Securities or Underlying(s) are labelled or marketed as having "green", "sustainable", "social", "ESG" or similar objectives: Securities or the Underlying(s) of Securities may be described or marketed as having "green", "sustainable", "social", "ESG" or similar objectives. Notwithstanding the use of such term(s), such Securities or Underlying(s) (or the administrator(s) thereof) (a) may not meet investors' objectives or expectations as regarding investments having such or similar labels or objectives and/or (b) may not fulfil legislative or regulatory requirements or criteria as regarding investments having such or other similar labels or objectives.]"

SCHEDULE 4

SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of up to GBP 5,000,000 Coupon Barrier Autocall Notes due October 2028 linked to the Worst Performing of BP PLC, British American Tobacco PLC and Vodafone Group PLC (Series: CGMFL36080; ISIN: XS2372682026)
- (ii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39099 (Series: CGMFL39099; ISIN: XS2392059098)
- (iii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL39410 (Series: CGMFL39410; ISIN: XS2392049370)
- (iv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due October 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL36085 (Series: CGMFL36085; ISIN: XS2372683420)
- (v) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the iSTOXX[®] ENGI GR Decrement 0.71 Price EUR Index due December 2031 (Series: CGMFL37367; ISIN: FR0014005ET5)
- (vi) Issue of EUR 30,000,000 Snowballing Autocall Notes due December 2031 linked to the iSTOXX[®] FP GR Decrement 2.54 Price EUR Index (Series: CGMFL38402; ISIN: FR0014005HN1)
- (vii) Issue of EUR 30,000,000 Coupon Barrier Snowballing Autocall Notes linked to the EURO iSTOXX[®] ESG Performance 50 NR Decrement 4% EUR (Price) Index due November 2029 (Series: CGMFL38736; ISIN: XS2364114350)
- (viii) Issue of EUR 30,000,000 Snowballing Autocall Notes due November 2031 linked to the iSTOXX[®] FP GR Decrement 2.54 Price EUR Index (Series: CGMFL38728; ISIN: XS2364086129)
- (ix) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the Solactive Transatlantique 5% AR Index due November 2033 (Series: CGMFL34498; ISIN: FR0014004PP2)
- (x) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the EURO iSTOXX[®] ESG Performance 50 GR Decrement 45 EUR (Price) Index due December 2033 (Series: CGMFL35568; ISIN: FR00140050I9)
- (xi) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the iSTOXX[®] FP GR Decrement 2.54 Price EUR Index due November 2031 (Series: CGMFL35430; ISIN: FR0014004YS8)
- (xii) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the EURO iSTOXX[®] 50 Equal Weight NR Decrement 5% EUR (Price) Index due January 2034 (Series: CGMFL35567; ISIN: FR00140050H1)
- (xiii) Issue of Up to 5,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Amgen Inc., Intuitive Surgical Inc. and Thermo Fisher Scientific Inc. (Series: CGMFL37472; ISIN: XS2336354217)
- (xiv) Issue of Up to 3,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of the Depositary Receipts of Alibaba Group Holding Ltd, the Depositary Receipts of Baidu Inc., the Depositary Receipts of JD.com Inc., the Depositary Receipts of NIO Inc. and the Depositary Receipts of Pinduoduo Inc. (Series: CGMFL38938; ISIN: XS2336352781)

- (xv) Issue of Up to 20,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon Eni S.p.A. (Series: CGMFL39103; ISIN: XS2336355701)
- (xvi) Issue of Up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon UniCredit S.p.A. (Series: CGMFL39405; ISIN: XS2336359877)