CITIGROUP INC. OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 10 July 2023; CBNA OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 10 July 2023; CGMHI OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 10 July 2023; and CGMFL OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 10 July 2023



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

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 2022 ("**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 2022 ("**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 2022 ("**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 2022 ("**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 Offering Circular (No.1)

The Citigroup Inc. Offering Circular (No.1) is amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "Pro Forma Pricing Supplement" of the Citigroup Inc. Offering Circular (No.1) 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. 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 Offering Circular (No.1)

The CBNA Offering Circular (No.1) is amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "Pro Forma Pricing Supplement" of the CBNA Offering Circular (No.1) 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 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 Offering Circular (No.1)

The CGMHI Offering Circular (No.1) is amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "Pro Forma Pricing Supplement" of the CGMHI Offering Circular (No.1) 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 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 Offering Circular (No.1)

The CGMFL Offering Circular (No.1) is amended as set out in Schedule 1 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the section entitled "Pro Forma Pricing Supplement" of the CGMFL Offering Circular (No.1) 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 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 OFFERING CIRCULAR (NO.1)

The Offering Circular (No.1) shall be amended as set out below:

(i) the information contained on page ii of the Offering Circular (No.1) shall be updated and supplemented by inserting immediately prior to the paragraph beginning "The payment and delivery of all amounts…" the following new paragraph:

"Application may also be made for Notes issued under the Programme to be listed on the Vienna MTF of the Vienna Stock Exchange (*Wiener Börse*) which is a multilateral trading facility (the **Vienna MTF**). The Vienna MTF is not a regulated market for the purposes of MiFID II or a UK regulated market for the purposes of UK MiFIR.";

(ii) the line item "Listing and Trading" in the section entitled "Overview of the Programme" on page 15 of the Offering Circular (No.1) shall be deleted in its entirety and replaced with the following:

"Listing and Trading:	Application has been made for Notes issued under the Programme (i) to be admitted to trading on the Euro MTF and to be listed on the Official List of the Luxembourg Stock Exchange and (ii) in the case of Notes to be issued to qualified investors (within the meaning of the EU Prospectus Regulation), to be admitted to trading on the Euro MTF Professional Segment and to be listed on the Official List of the Luxembourg Stock Exchange. Application has also been made for Notes issued under the Programme to be admitted to trading on the ISM. Application may also be made for Notes issued under the Programme to be admitted to trading on the Vienna MTF. Notes may also be issued on the basis that they will not be listed or admitted to trading on any market. The Euro MTF, the ISM and the Vienna MTF are not regulated markets for the purposes of MiFID II or UK regulated markets for the purposes of UK MiFIR. This Offering Circular has not been approved for the purpose of the admission to trading of any Notes on a market that is a regulated market in accordance with MiFID II or a UK regulated market in accordance with UK MiFIR."

(iii) paragraph 1 of the section entitled "General Information Relating to the Issue of Notes under this Offering Circular" on page 185 of the Offering Circular (No.1) shall be amended and supplemented as follows:

(a) by inserting immediately following the paragraph starting "Application has also been made to the London Stock Exchange…" the following new paragraph:

"Application may also be made for Notes issued under the Programme to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF."; and

(b) by deleting in its entirety the paragraph starting "Neither the Euro MTF nor the ISM are a regulated market…" and replacing it with the following:

"None of the Euro MTF, the ISM or the Vienna MTF are a regulated market for the purposes of MiFID II or a UK regulated market for the purposes of UK MiFIR.".

SCHEDULE 2

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in the section of the Offering Circular (No.1) entitled "Pro Forma Pricing Supplement" shall be amended by deleting in its entirety Paragraph 1 (*Listing and Admission to Trading*) under the heading "Part B – Other Information" on page 620 of the Offering Circular (No.1) and replacing it with the following:

"**1. LISTING AND ADMISSION TO TRADING**

Listing and admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be [admitted to the Official List and to trading on the [professional segment of the] Luxembourg Stock Exchange's Euro MTF Market] [admitted to trading on the International Securities Market of the London Stock Exchange] [admitted to trading on the Vienna MTF of the Vienna Stock Exchange] with effect from [ ]. (*Where documenting a fungible issue need to indicate that original Notes are already admitted to trading*) [None]".