CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.6) dated 21 August 2024;
CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.6) dated 21 August 2024; and
CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.6) dated 21 August 2024

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)

Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6)

This base prospectus supplement ("**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6)**") 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 15 December 2023 ("**Citigroup Inc. Underlying Linked Notes Base Prospectus 2023**"), as supplemented by a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**Citigroup Inc.**

Underlying Linked Notes Base Prospectus Supplement (No.4)") and a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5) dated 30 July 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Underlying Linked Notes Base Prospectus 2023, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4) and the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5), together the "**Citigroup Inc. Underlying Linked Notes Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6)

This base prospectus supplement ("**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6)**") 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 15 December 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus 2023**") as supplemented by a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)**") and a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5) dated 30 July 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI Underlying Linked Notes Base Prospectus 2023, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6)

This base prospectus supplement ("**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6)**" and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6), the "**Supplement**") 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 15 December 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus 2023**" as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)**") and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) dated 30 July 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5)**"), 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 ("**CGMFL Guarantor**") (the CGMFL Underlying Linked Notes Base Prospectus 2023, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5), together the "**CGMFL Underlying Linked Notes Base Prospectus**" and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus and the CGMHI Underlying Linked Notes Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

Approvals

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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6) (other than with respect to the CHMHI Relevant Series Supplement) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement** (**No.6**)", the "**CGMHI Underlying Linked Notes Base Listing Particulars Supplement** (**No.6**)" and the "**CGMFL Underlying Linked Notes Base Listing Particulars Supplement** (**No.6**)" 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. Underlying Linked Notes Base Prospectus Supplement (No.6)", "CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6)" and "CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.6)", "CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.6)" and "CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.6)", respectively.

This 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.

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

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 Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" 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. Underlying Linked*

Notes Base Prospectus" and *"Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes Base Prospectus*" 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMHI Underlying Linked Notes Base Prospectus*" 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMHI Underlying Linked Notes Base Prospectus*" 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 Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the 2024 Q2 Form 10-Q of Citigroup Inc. on 2 August 2024

On 2 August 2024, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2024 Q2 Form 10-Q**") for the three months ended 30 June 2024 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2024 Q2 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202408/1737e9be-d281-431e-a902-cdca5dac3ccb.pdf). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2024 Q2 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 30 June 2024, as set out in the Citigroup Inc. 2024 Q2 Form 10-Q:

		Page(s)
A.	Consolidated Statements of Income and Comprehensive Income	102-103
B.	Consolidated Balance Sheet	104-105
C.	Consolidated Statement of Changes in Stockholders' Equity	106
D.	Consolidated Statement of Cash Flows	108-109
E.	Notes to the Consolidated Financial Statements	110-221

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2024 Q2 Form 10-Q:

			Page(s)
A.	Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet		2-33
B.	Description of the principal markets in which Citigroup Inc. competes		
	(i)	Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-33
	(ii)	Strategic Risk	85
	(iii)	Note 3 (*Operating Segments*) to the Consolidated Financial Statements	114-115
C.	Description of the principal investments of Citigroup Inc. – Note 13 (*Investments*) to the Consolidated Financial Statements		129-136
D.	Description of trends and events affecting Citigroup Inc.		

	(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-33
	(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	91-99
	(iii)	Note 1 (*Basis of Presentation, Updated Accounting Policies and Accounting Changes*) to the Consolidated Financial Statements	110-111
E.		Description of litigation involving Citigroup Inc. – Note 27 (*Contingencies*) to the Consolidated Financial Statements	219-220
F.		Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	47-90

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in the Schedule to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2024 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2024 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Q2 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

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. Underlying Linked Notes Base Prospectus since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5).

Copies of the Citigroup Inc. Underlying Linked Notes Base Prospectus 2023, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5) 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. Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the Citigroup Inc. Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the Citigroup Inc. Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus 2023, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. Underlying Linked Notes Base Prospectus 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 EU 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 23 August 2024.

INFORMATION RELATING TO THE CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the 2024 Q2 Form 10-Q of Citigroup Inc. on 2 August 2024

On 2 August 2024, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2024 Q2 Form 10-Q**") for the three months ended 30 June 2024 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2024 Q2 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202408/1737e9be-d281-431e-a902-cdca5dac3ccb.pdf). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2024 Q2 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 30 June 2024, as set out in the Citigroup Inc. 2024 Q2 Form 10-Q:

		Page(s)
A.	Consolidated Statements of Income and Comprehensive Income	102-103
B.	Consolidated Balance Sheet	104-105
C.	Consolidated Statement of Changes in Stockholders' Equity	106
D.	Consolidated Statement of Cash Flows	108-109
E.	Notes to the Consolidated Financial Statements	110-221

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2024 Q2 Form 10-Q:

			Page(s)
A.	Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet		2-33
B.	Description of the principal markets in which Citigroup Inc. competes		
	(i)	Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-33
	(ii)	Strategic Risk	85
	(iii)	Note 3 (*Operating Segments*) to the Consolidated Financial Statements	114-115
C.	Description of the principal investments of Citigroup Inc. – Note 13 (*Investments*) to the Consolidated Financial Statements		129-136
D.	Description of trends and events affecting Citigroup Inc.		

	(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-33
	(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	91-99
	(iii)	Note 1 (*Basis of Presentation, Updated Accounting Policies and Accounting Changes*) to the Consolidated Financial Statements	110-111
E.		Description of litigation involving Citigroup Inc. – Note 27 (*Contingencies*) to the Consolidated Financial Statements	219-220
F.		Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	47-90

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMHI Underlying Linked Notes Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in the Schedule to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2024 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2023 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2024 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 16 to the Consolidated Financial Statements included in the CGMHI 2023 Annual Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 16 (as specified above) are a part, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Q2 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K and (ii) Note 27 to the

Consolidated Financial Statements included in the Citigroup Inc. 2024 Q2 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

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 Underlying Linked Notes Base Prospectus since the publication of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5).

Copies of the CGMHI Underlying Linked Notes Base Prospectus 2023, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5) 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 Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the CGMHI Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the CGMHI Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMHI Underlying Linked Notes Base Prospectus 2023, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI Underlying Linked Notes Base Prospectus 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 EU 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 23 August 2024.

INFORMATION RELATING TO THE CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS

Publication of the 2024 Q2 Form 10-Q of Citigroup Inc. on 2 August 2024

On 2 August 2024, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2024 Q2 Form 10-Q**") for the three months ended 30 June 2024 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2024 Q2 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202408/1737e9be-d281-431e-a902-cdca5dac3ccb.pdf). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2024 Q2 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 30 June 2024, as set out in the Citigroup Inc. 2024 Q2 Form 10-Q:

		Page(s)
A.	Consolidated Statements of Income and Comprehensive Income	102-103
B.	Consolidated Balance Sheet	104-105
C.	Consolidated Statement of Changes in Stockholders' Equity	106
D.	Consolidated Statement of Cash Flows	108-109
E.	Notes to the Consolidated Financial Statements	110-221

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2024 Q2 Form 10-Q:

			Page(s)
A.	Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet		2-33
B.	Description of the principal markets in which Citigroup Inc. competes		
	(i)	Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-33
	(ii)	Strategic Risk	85
	(iii)	Note 3 (*Operating Segments*) to the Consolidated Financial Statements	114-115
C.	Description of the principal investments of Citigroup Inc. – Note 13 (*Investments*) to the Consolidated Financial Statements		129-136
D.	Description of trends and events affecting Citigroup Inc.		

	(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-33
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Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Amendments to the Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMFL Underlying Linked Notes Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as set out in the Schedule to this Supplement.

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Q2 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding the date of this Supplement, a significant effect on CGMFL's financial position or profitability nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Q2 Form 10-Q. Save as disclosed in the documents referenced above, CGML is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which CGML is aware) in the twelve months preceding the date of this Supplement which may have or have in such period had a significant effect on the financial position or profitability of CGML or CGML and its subsidiaries as a whole.

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 Underlying Linked Notes Base Prospectus since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5).

Copies of the CGMFL Underlying Linked Notes Base Prospectus 2023, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) 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 Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the CGMFL Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the CGMFL Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMFL Underlying Linked Notes Base Prospectus 2023, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Underlying Linked Notes Base Prospectus 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 EU 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 23 August 2024.

SCHEDULE

AMENDMENTS TO THE VALUATION AND SETTLEMENT SCHEDULE

The Valuation and Settlement Conditions set out in Section G of the Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be amended as follows:

1. Valuation and Settlement Condition 1.1(a)(iv)(J) on page 690 of the Base Prospectus shall amended so that it states:

   "where "Interest Rollup" is specified to be applicable in the applicable Issue Terms, then notwithstanding anything else in the Conditions, all Interest Amounts accrued and calculated in respect of each Interest Period during the term of the Securities shall be aggregated and shall not be paid until the Maturity Date or, where Mandatory Early Redemption Provisions are specified as applicable and a Mandatory Early Redemption Barrier Event, a Mandatory Early Redemption Upper Barrier Event or a Mandatory Early Redemption Event (as applicable) occurs, the Mandatory Early Redemption Date. For the avoidance of doubt, no additional interest shall accrue in respect of Interest Amounts accrued and calculated in respect of prior Interest Periods.".

2. Valuation and Settlement Condition 1.1(b)(iii)(H) on pages 713 to 714 of the Base Prospectus shall amended so that it states:

   "(H) where the Mandatory Early Redemption Barrier Event is specified in the applicable Issue Terms to be "Target Mandatory Early Redemption Barrier Event", in the determination of the Calculation Agent and in respect of the Interest Payment Date or, as the case may be, Non-Contingent Interest Payment Date scheduled to fall on such Mandatory Early Redemption Date:

   (1) the sum of the aggregate Interest Amount(s) paid in respect of all of the Interest Payment Dates falling prior to such Interest Payment Date or such Non-Contingent Interest Payment Date;

   (2) and, where "Include Any Non-Contingent Interest Amount" is specified as applicable in the applicable Issue Terms, the sum of the aggregate Non-Contingent Interest Amount(s) paid in respect of all of the Non-Contingent Interest Payment Dates falling prior to such Interest Payment Date or such Non-Contingent Interest Payment Date; and

   (3) where:

   (a) "Include Any Interest Amount Due On Mandatory Early Redemption Date " is specified in the applicable Issue Terms, and any Interest Amount due on such Interest Payment Date (and, where "Include Any Non-Contingent Interest Amount" is specified as applicable in the applicable Issue Terms, any Non-Contingent Interest Amount due on such Non-Contingent Interest Payment Date); or

   (b) "Exclude Any Interest Amount Due On Mandatory Early Redemption Date " is specified in the applicable Issue Terms, but excluding any Interest Amount due on such Interest Payment Date and excluding any Non-Contingent Interest Amount due on such Non-Contingent Interest Payment Date; and

   (4) where "Interest Rollup" is specified as applicable in the applicable Issue Terms, the sum of all the Interest Amounts determined in respect of (i) the Interest Period ending on or about such Mandatory Early Redemption Date (the **End Interest Period**) and (B) each Interest Period preceding the End Interest Period,

in each case, is equal to or greater than the Target Mandatory Early Redemption Threshold Amount specified in the applicable Issue Terms,

provided that where "Early Exit MER Barrier Event" is specified as applicable in respect of a Mandatory Early Redemption Date in the applicable Issue Terms, a Mandatory Early Redemption Barrier Event will occur in respect of such Mandatory Early Redemption Date if either (1) any such event in paragraph (A), (B), (C), (D), (E), (F), (G) or (H) above, as applicable, occurs in respect of such Mandatory Early Redemption Date, or (2) an Early Exit MER Barrier Event occurs in respect of such Mandatory Early Redemption Date.".