

CITIGROUP INC. OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 18 March 2026;
CBNA OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 18 March 2026;
CGMHI OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 18 March 2026; and
CGMFL OFFERING CIRCULAR (No.1) SUPPLEMENT (No.1) dated 18 March 2026



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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Offering Circular (No.1) Supplement (No.1), the CBNA Offering Circular (No.1) Supplement (No.1), the CGMHI Offering Circular (No.1) Supplement (No.1) and the CGMFL Offering Circular (No.1) Supplement (No.1) as Base Listing Particulars (respectively, the "**Citigroup Inc. Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**", the "**CBNA Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**", the "**CGMHI Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**" and the "**CGMFL Offering Circular (No.1) Base Listing Particulars Supplement (No.1)**". Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Offering Circular (No.1) Supplement (No.1)",

"CBNA Offering Circular (No.1) Supplement (No.1)", "CGMHI Offering Circular (No.1) Supplement (No.1)" and "CGMFL Offering Circular (No.1) Supplement (No.1)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Offering Circular (No.1) Base Listing Particulars Supplement (No.1)", "CBNA Offering Circular (No.1) Base Listing Particulars Supplement (No.1)", "CGMHI Offering Circular (No.1) Base Listing Particulars Supplement (No.1)" and "CGMFL Offering Circular (No.1) Base Listing Particulars Supplement (No.1)", respectively.

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 12 December 2025 ("**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 12 December 2025 ("**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 12 December 2025 ("**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 12 December 2025 ("**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 the cover pages

The cover pages of the Citigroup Inc. Offering Circular (No.1) shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Important information relating to the use of this Offering Circular and offers of Notes generally

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Important information relating to the use of this Offering Circular and offers of Notes generally*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Risk Factors

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Description of Citigroup Inc.

The sub-section entitled "*Use of Proceeds*" in section entitled "*Description of Citigroup Inc.*" set out on page 182 of the Offering Circular (No.1) shall be amended as follows, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1):

"Use of Proceeds

The net proceeds of the issue of Notes by Citigroup Inc. will be used for general corporate purposes, which may include capital contributions to its subsidiaries and/or the reduction or refinancings of borrowings of Citigroup Inc. or its subsidiaries. Citigroup Inc. expects to incur additional indebtedness in the future.

Notes may be issued by Citigroup Inc. as ~~green bonds (Green Bonds)~~ Sustainable Funding Instruments (as defined in "General Information relating to the Issue of Notes under this Offering Circular" below) or Notes for which it is Citigroup Inc.'s intention to apply an amount equal to the net proceeds to ~~fund the financing or refinancing of Eligible Green Assets~~ finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects, in whole or in part, as further described under the heading "~~Green Bonds~~ Sustainable Funding Instruments" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute ~~Green Bonds~~ Sustainable Funding Instruments, the applicable Pricing Supplement will specify that the Notes are ~~Green Bonds~~ Sustainable Funding Instruments and whether such Sustainable Funding Instruments are Green Funding Instruments, Social Funding Instruments or Sustainability Funding Instruments and will provide any additional information in relation to the intended use of proceeds thereof.

~~Citigroup Inc. may also issue Notes as social bonds (Social Bonds) or Notes for which it is Citigroup Inc.'s intention to apply an amount equal to the net proceeds to fund the financing or refinancing in whole or in part, of a portion of Citigroup's portfolio of affordable housing assets, as further described under the heading "Social Bonds issued by Citigroup Inc. or CGMHI" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute Social Bonds, the applicable Pricing Supplement will specify that the Notes are Social Bonds and will provide any additional information in relation to the intended use of proceeds thereof.~~

~~Citigroup Inc. may also issue Notes as social finance bonds (Social Finance Bonds) or Notes for which it is Citigroup Inc.'s intention to allocate an amount equal to the net proceeds to finance or refinance a portion of Social Finance Assets, as further described under the heading "Social Finance Bonds issued by Citigroup Inc., CBNA or CGMHI" in "General Information relating to the Issue of Notes under this~~

~~Offering Circular" below. In the event that the Notes are intended to constitute Social Finance Bonds, the applicable Pricing Supplement will specify that the Notes are Social Finance Bonds and will provide any additional information in relation to the intended use of proceeds thereof."~~

Amendments to General Information relating to the Issue of Notes under this Offering Circular

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*General Information relating to the Issue of Notes under this Offering Circular*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to General Conditions of the Notes

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Schedules to the Terms and Conditions of the Notes

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Schedules to the Terms and Conditions of the Notes*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Schedule A – Credit Linked Conditions

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Schedule A – Credit Linked Conditions*" shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes*" shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

Amendments to Pro Forma Pricing Supplement

The section of the Citigroup Inc. Offering Circular (No.1) entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. Offering Circular (No.1).

General

Save as disclosed in this Supplement, 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 the cover pages

The cover pages of the CBNA Offering Circular (No.1) shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Important information relating to the use of this Offering Circular and offers of Notes generally

The section of the CBNA Offering Circular (No.1) entitled "*Important information relating to the use of this Offering Circular and offers of Notes generally*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Risk Factors

The section of the CBNA Offering Circular (No.1) entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Description of Citibank, N.A.

The sub-section entitled "*Use of Proceeds*" in section entitled "*Description of Citibank, N.A.*" set out on page 187 of the Offering Circular (No.1) shall be amended as follows, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1):

"Use of Proceeds

Subject as set out below, a portion of the proceeds of any issue of Notes will be used by CBNA and/or its subsidiaries for general corporate purposes. Details of any use of proceeds may be set out in the applicable Pricing Supplement.

Notes may be issued by CBNA as ~~green bonds (Green Bonds)~~ Sustainable Funding Instruments (as defined in "General Information relating to the Issue of Notes under this Offering Circular" below) or Notes for which it is CBNA's intention to apply an amount equal to the net proceeds ~~fund the financing or refinancing of Eligible Green Assets~~ finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects, in whole or in part, as further described under the heading "~~Green Bonds~~ Sustainable Funding Instruments" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute ~~Green Bonds~~ Sustainable Funding Instruments, the applicable Pricing Supplement will specify that the Notes are ~~Green Bonds~~ Sustainable Funding Instruments and whether such Sustainable Funding Instruments are Green Funding Instruments, Social Funding Instruments or Sustainability Funding Instruments and will provide any additional information in relation to the intended use of proceeds thereof.

~~CBNA may also issue Notes as social finance bonds (Social Finance Bonds) or Notes for which it is CBNA's intention to allocate an amount equal to the net proceeds to finance or refinance a portion of Social Finance Assets, as further described under the heading "Social Finance Bonds issued by Citigroup Inc., CBNA or CGMH" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute Social Finance Bonds, the applicable Pricing Supplement will specify that the Notes are Social Finance Bonds and will provide any additional information in relation to the intended use of proceeds thereof."~~

Amendments to General Information relating to the Issue of Notes under this Offering Circular

The section of the CBNA Offering Circular (No.1) entitled "*General Information relating to the Issue of Notes under this Offering Circular*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the CBNA Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to General Conditions of the Notes

The section of the CBNA Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Schedules to the Terms and Conditions of the Notes

The section of the CBNA Offering Circular (No.1) entitled "*Schedules to the Terms and Conditions of the Notes*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Schedule A – Credit Linked Conditions

The section of the CBNA Offering Circular (No.1) entitled "*Schedule A – Credit Linked Conditions*" shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes

The section of the CBNA Offering Circular (No.1) entitled "*Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes*" shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

Amendments to Pro Forma Pricing Supplement

The section of the CBNA Offering Circular (No.1) entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CBNA Offering Circular (No.1).

General

Save as disclosed in this Supplement, 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 the cover pages

The cover pages of the CGMHI Offering Circular (No.1) shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Important information relating to the use of this Offering Circular and offers of Notes generally

The section of the CGMHI Offering Circular (No.1) entitled "*Important information relating to the use of this Offering Circular and offers of Notes generally*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Risk Factors

The section of the CGMHI Offering Circular (No.1) entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Description of Citigroup Global Markets Holdings Inc.

The sub-section entitled "*Use of Proceeds*" in section entitled "*Citigroup Global Markets Holdings Inc.*" set out on page 192 of the Offering Circular (No.1) shall be amended as follows, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1):

"Use of Proceeds

A portion of the proceeds of any issue of Notes will be used by CGMHI and/or its subsidiaries for general corporate purposes, which include making a profit.

Notes may be issued by CGMHI as ~~green bonds (Green Bonds)~~Sustainable Funding Instruments (as defined in "General Information relating to the Issue of Notes under this Offering Circular" below) or Notes for which it is CGMHI's intention to apply an amount equal to the net proceeds to ~~fund the financing or refinancing of Eligible Green Assets~~finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects, in whole or in part, as further described under the heading "~~Green Bonds~~Sustainable Funding Instruments" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute ~~Green Bonds~~Sustainable Funding Instruments, the applicable Pricing Supplement will specify that the Notes are ~~Green Bonds~~Sustainable Funding Instruments and whether such Sustainable Funding Instruments are Green Funding Instruments, Social Funding Instruments or Sustainability Funding Instruments and will provide any additional information in relation to the intended use of proceeds thereof.

~~CGMHI may also issue Notes as social bonds (Social Bonds) or Notes for which it is CGMHI's intention to apply an amount equal to the net proceeds to fund the financing or refinancing in whole or in part of a portion of Citigroup's portfolio of affordable housing assets, as further described under the heading "Social Bonds issued by Citigroup Inc. or CGMHI" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute Social Bonds, the applicable Pricing Supplement will specify that the Notes are Social Bonds and will provide any additional information in relation to the intended use of proceeds thereof.~~

~~CGMHI may also issue Notes as social finance bonds (Social Finance Bonds) or Notes for which it is CGMHI's intention to allocate an amount equal to the net proceeds to finance or refinance a portion of Social Finance Assets, as further described under the heading "Social Finance Bonds issued by Citigroup Inc., CBNA or CGMHI" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute Social Finance Bonds, the applicable Pricing Supplement will specify that the Notes are Social Finance Bonds and will provide any additional information in relation to the intended use of proceeds thereof."~~

Amendments to General Information relating to the Issue of Notes under this Offering Circular

The section of the CGMHI Offering Circular (No.1) entitled "*General Information relating to the Issue of Notes under this Offering Circular*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the CGMHI Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to General Conditions of the Notes

The section of the CGMHI Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Schedules to the Terms and Conditions of the Notes

The section of the CGMHI Offering Circular (No.1) entitled "*Schedules to the Terms and Conditions of the Notes*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Schedule A – Credit Linked Conditions

The section of the CGMHI Offering Circular (No.1) entitled "*Schedule A – Credit Linked Conditions*" shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes

The section of the CGMHI Offering Circular (No.1) entitled "*Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes*" shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

Amendments to Pro Forma Pricing Supplement

The section of the CGMHI Offering Circular (No.1) entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI Offering Circular (No.1).

General

Save as disclosed in this Supplement, 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 the cover pages

The cover pages of the CGMFL Offering Circular (No.1) shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Important information relating to the use of this Offering Circular and offers of Notes generally

The section of the CGMFL Offering Circular (No.1) entitled "*Important information relating to the use of this Offering Circular and offers of Notes generally*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Risk Factors

The section of the CGMFL Offering Circular (No.1) entitled "*Risk Factors*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Description of Citigroup Global Markets Funding Luxembourg S.C.A.

The sub-section entitled "*Use of Proceeds*" in section entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" set out on page 198 of the Offering Circular (No.1) shall be amended as follows, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1):

"Use of Proceeds

The net proceeds of the issue of Notes by CGMFL will be used primarily to grant loans or other forms of funding to Citigroup Global Markets Limited and any entity belonging to the same group, and may be used to finance CGMFL itself.

Notes may be issued by CGMFL as ~~green bonds (Green Bonds)~~ Sustainable Funding Instruments (as defined in "General Information relating to the Issue of Notes under this Offering Circular" below) or Notes for which it is CGMFL's intention to apply an amount equal to the net proceeds to ~~fund the financing or refinancing of Eligible Green Assets~~ finance or refinance the relevant portion of the Group's portfolio of Eligible Green Projects, in whole or in part, as further described under the heading "~~Green Bonds~~ Sustainable Funding Instruments" in "General Information relating to the Issue of Notes under this Offering Circular" below. In the event that the Notes are intended to constitute ~~Green Bonds~~ Sustainable Funding Instruments, the applicable Pricing Supplement will specify that the Notes are ~~Green Bonds~~ Sustainable Funding Instruments and that such Sustainable Funding Instruments are Green Funding Instruments and will provide any additional information in relation to the intended use of proceeds thereof."

Amendments to General Information relating to the Issue of Notes under this Offering Circular

The section of the CGMFL Offering Circular (No.1) entitled "*General Information relating to the Issue of Notes under this Offering Circular*" shall be amended as set out in Schedule 4 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The section of the CGMFL Offering Circular (No.1) entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to General Conditions of the Notes

The section of the CGMFL Offering Circular (No.1) entitled "*General Conditions of the Notes*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Schedules to the Terms and Conditions of the Notes

The section of the CGMFL Offering Circular (No.1) entitled "*Schedules to the Terms and Conditions of the Notes*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Schedule A – Credit Linked Conditions

The section of the CGMFL Offering Circular (No.1) entitled "*Schedule A – Credit Linked Conditions*" shall be amended as set out in Schedule 8 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes

The section of the CGMFL Offering Circular (No.1) entitled "*Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes*" shall be amended as set out in Schedule 9 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

Amendments to Pro Forma Pricing Supplement

The section of the CGMFL Offering Circular (No.1) entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 10 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL Offering Circular (No.1).

General

Save as disclosed in this Supplement, 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 THE COVER PAGES

The cover pages set out on pages i to ix of the Offering Circular (No.1) shall be amended as follows:

1. The second paragraph beginning with "*This Offering Circular does not comprise...*" on page i of the Offering Circular (No.1) shall be amended as follows:

"This Offering Circular does not comprise a prospectus or a base prospectus for the purposes of (i) Article 8 of Regulation (EU) 2017/1129 (the EU Prospectus Regulation), ~~or~~ (ii) Article 8 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA) (the UK Prospectus Regulation), or (iii) rules of the Financial Conduct Authority (the FCA) in its Prospectus Rules: Admission to Trading on a Regulated Market sourcebook (PRM) made under the Public Offers and Admissions to Trading Regulations 2024 (the POATRs). This Offering Circular has been prepared solely in order to allow Notes to be offered in circumstances which do not impose an obligation on the relevant Issuer, the CGMHI Guarantor (where the Issuer is CGMHI), the CGMFL Guarantor (where the Issuer is CGMFL) or any Dealer (as defined herein) to publish or supplement a prospectus under the EU Prospectus Regulation or the UK Prospectus Regulation. This Offering Circular does not constitute an offer or an invitation to the public or any section thereof to subscribe for or to purchase the Notes."

2. The fourth paragraph beginning with "*This Offering Circular has not been approved by and will not be submitted for approval to the FCA...*" on page ii of the Offering Circular (No.1) shall be amended as follows:

"This Offering Circular has not been approved by and will not be submitted for approval to the FCA. The Notes may not be offered or sold to the public in the United Kingdom (UK), directly or indirectly, and neither this Offering Circular nor any other circular, prospectus, form of application, advertisement, communication or other material may be distributed, or otherwise made available in or from, or published in the UK except (a) for the sole purpose of the admission to trading of the Notes on the ISM (or any other stock exchange or market that is not a UK regulated market for the purposes of UK MiFIR) and (b) in circumstances ~~which do not constitute an offer of securities to the public pursuant to the UK Prospectus Regulation~~ where the offer is one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs."

3. The sub-section entitled "*Important Notice in Relation to Notes Offered in the Kingdom of Bahrain (Bahrain)*" on pages xx and xxi of the Offering Circular (No.1) shall be amended as follows:

"IMPORTANT NOTICE IN RELATION TO NOTES OFFERED IN THE KINGDOM OF BAHRAIN (BAHRAIN)

In relation to investors in Bahrain, Notes issued in connection with this Offering Circular together with any related Pricing Supplements must be in registered form and must only be marketed to existing account holders and "Accredited Investors" as defined by the Central Bank of Bahrain (CBB) in Bahrain where such investors make a minimum investment of at least U.S.\$100,000 or any equivalent amount in other currency or such other amount as the CBB may determine as the minimum amount for a private placement.

This Offering Circular does not constitute an offer of securities in Bahrain pursuant to the terms of Article (81) of the CBB and Financial Institutions Law 2006 (decree Law No. 64 of 2006, as amended). This Offering Circular, together with any related Pricing Supplement have not been

and will not be registered as a prospectus with the CBB. Accordingly, no Notes may be offered, sold or made the subject of an invitation for subscription or purchase nor will this Offering Circular together with any related documents or material be used in connection with any offer, sale or invitation to subscribe or purchase securities, whether directly or indirectly, to persons in Bahrain, other than as marketing to Accredited Investors for an offer outside Bahrain.

The CBB has not reviewed, approved, ~~or registered~~ ~~or filed~~ or this Offering Circular together with any related Pricing Supplements and it has not in any way considered the merits of the Notes to be marketed for investment, whether in or outside Bahrain. Therefore, the CBB assumes no responsibility for the accuracy and completeness of the statements and information contained in this Offering Circular and expressly disclaims any liability whatsoever for any loss howsoever arising from reliance upon the whole or any part of the content of this Offering Circular.

No offer of Notes will be made to the public in Bahrain and this Offering Circular together with any related Pricing Supplements must be read by the addressee only and must not be issued, passed to, or made available to the public generally.

Any offer of Notes to investors in Bahrain will be made by way of private placement. For the avoidance of doubt, no offer of Notes will be made to the public in Bahrain. All offers of Notes to investors in Bahrain are therefore intended for "Accredited Investors" only. "Accredited Investors" are defined as investors meeting the following criteria:

- (a) individuals who have a minimum net worth (or joint net worth with their spouse) of U.S.\$1,000,000 (one million United States Dollars) excluding that person's principal place of residence;
- (b) companies, partnerships, trusts or other commercial undertakings, which have financial assets available for investment of not less than U.S.\$1,000,000 (one million United States Dollars); or
- (c) Governments, supranational organisations, central banks or other national monetary authorities, and state organisations whose main activity is to invest in financial instruments (such as state pension funds).

Individuals and commercial undertakings may elect in writing to be treated as accredited investors subject to meeting at least 2 (two) of the following conditions:

- (a) the investor has carried out trading/investing transactions, in significant size (i.e. value of transactions aggregating U.S.\$200,000 (two hundred thousand United States Dollars)) over the last twelve (12) month period;
- (b) the size of the investor's financial assets portfolio including cash deposits and financial instruments is U.S.\$500,000 (five hundred thousand United States Dollars) or more; and/or
- (c) the investor works or has worked in the financial sector for at least 1 (one) year in a professional position, which requires knowledge of the transactions or services envisaged (i.e. the position was professional in nature and held in a field that allowed the client to acquire knowledge of transactions or services that have comparable features and a comparable level of complexity to the transactions or services envisaged).

All offers of Notes to investors in Bahrain will be made by way of private placement and may only be offered to investors in Bahrain in minimum subscriptions of U.S.\$100,000 (or equivalent in other currencies).".

SCHEDULE 2

AMENDMENTS TO IMPORTANT INFORMATION RELATING TO THE USE OF THIS OFFERING CIRCULAR AND OFFERS OF NOTES GENERALLY

The section entitled "Important Information Relating to the Use of this Offering Circular and Offers of Notes Generally" set out on pages xiv to xviii of the Offering Circular (No.1) shall be amended as follows:

1. The fifth paragraph beginning with "In the United Kingdom..." on page xv of the Offering Circular (No.1) shall be amended as follows:

"In the United Kingdom and subject as provided in "IMPORTANT – UK Retail Investors" below, this communication is only addressed to and is only directed at qualified investors in the United Kingdom within the meaning of ~~the UK Prospectus Regulation~~ the paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the POATRs)."

2. The sixth paragraph beginning with "This Offering Circular has been prepared ..." on page xv of the Offering Circular (No.1) shall be amended as follows:

"This Offering Circular has been prepared on the basis that any offer of Notes pursuant to or under this Offering Circular in any Member State or in the United Kingdom must be (i) made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of Notes or (ii) ~~the UK Prospectus Regulation~~ one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs, as the case may be, from the requirement to publish a prospectus for offers of Notes. Accordingly, and subject as provided in "IMPORTANT – EEA Retail Investors" or "IMPORTANT – UK Retail Investors", as the case may be, below, any person making or intending to make an offer in that Member State or in the United Kingdom of Notes which are the subject of a placement contemplated in this Offering Circular as completed by the Pricing Supplement in relation to the offer of those Notes may only do so in circumstances in which (i) no obligation arises for any Issuer, the CGMHI Guarantor, the CGMFL Guarantor or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation in relation to such offer or (ii) ~~section 85 of the Financial Services and Markets Act 2000 (the FSMA)~~ the offer is one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs, as the case may be, or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation or Article 23 of the UK Prospectus Regulation, as the case may be, in each case, in relation to such offer. None of the Issuers, the CGMHI Guarantor, the CGMFL Guarantor and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes pursuant to or under this Offering Circular in circumstances in which an obligation arises for any Issuer, the CGMHI Guarantor, the CGMFL Guarantor or any Dealer to publish or supplement a prospectus for such offer."

3. The eighth paragraph beginning with "Each person in a Member State ..." on page xv of the Offering Circular (No.1) shall be amended as follows:

"Each person in a Member State ~~or in the United Kingdom~~ will be deemed to have represented, warranted and agreed to and with each Dealer, the Issuers, the CGMHI Guarantor and the CGMFL Guarantor that in the case of any Notes acquired by it as a financial intermediary, as that term is used in Article 5(1) of the EU Prospectus Regulation ~~or Article 5(1) of the UK Prospectus Regulation, as the case may be~~, (i) the Notes acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State ~~or in the United Kingdom~~ other than qualified investors, as that term is

defined in the EU Prospectus Regulation ~~or in the UK Prospectus Regulation, as the case may be~~, or in circumstances in which the prior consent of the relevant Dealers has been given to the offer or resale; or (ii) where Notes have been acquired by it on behalf of persons in any such Member State ~~or in the United Kingdom~~ other than qualified investors, the offer of those Notes to it is not treated under the EU Prospectus Regulation ~~or the UK Prospectus Regulation, as the case may be~~, as having been made to such persons."

4. The last paragraph beginning with "Notes issued as Green Bonds, Social Bonds or Social Finance Bonds" on pages xvi of the Offering Circular (No.1) shall be amended as follows:

"Notes issued as ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments – None of the Issuers, the Guarantors, the Arranger, the Dealers nor any of their respective affiliates makes any representation or warranty or gives any assurance as to whether such Notes will meet any investor expectations or requirements regarding such "green", "social", "sustainable" or similar labels. None of the Arranger, the Dealers nor any of their respective affiliates have undertaken, nor are they responsible for, any assessment of the ~~Eligible Green Assets, Social Finance Assets or the assets comprising any Affordable Housing Bond Asset Portfolio~~Eligible Green Projects or Eligible Social Projects (as defined in the "General Information relating to the Issue of Notes under this Offering Circular" section of this Offering Circular), any verification of whether such assets meet any eligibility criteria set out in the ~~Green Bond Framework, the Social Bond Framework or the Social Finance Framework~~Framework (as defined in the "General Information relating to the Issue of Notes under this Offering Circular" section of this Offering Circular) nor are they responsible for the use of proceeds (or amounts equal thereto) ~~offor~~ any Notes issued as ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments, nor the impact or monitoring of such use of proceeds or the allocation of the proceeds to particular ~~Eligible Green Assets, Social Finance Assets or assets comprising any Affordable Housing Bond Asset Portfolio framework~~Eligible Green Projects or Eligible Social Projects. ~~Each relevant~~The Framework and any public reporting by or on behalf of the Issuer in respect of the application of proceeds will be available on the Citi website as described in the "General Information relating to the Issue of Notes under this Offering Circular" section of this Offering Circular but, for the avoidance of doubt, will not be incorporated by reference into this Offering Circular. None of the Issuers, the Guarantors, the Arranger and the Dealers makes any representation as to the suitability or content of such materials."

5. The fourth paragraph beginning with "IMPORTANT – UK Retail Investors ..." on page xvii of the Offering Circular (No.1) shall be amended as follows:

"**IMPORTANT – UK Retail Investors** – Other than as provided in the Pricing Supplement, the Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom. For these purposes, a **retail investor** means a person who is ~~one (or more) of~~neither: (i) a ~~retail~~professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. ~~2017/565~~600/2014 as it forms part of domestic law by virtue of the ~~EUWA~~European Union (Withdrawal) Act 2018 (EUWA) ~~and regulations made thereunder~~; nor (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder; or (iii) not~~ a qualified investor as defined in ~~the UK Prospectus Regulation~~paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the POATRs). Consequently, save in relation to any jurisdiction(s) or period(s) for which the "Prohibition of Sales to UK Retail Investors" is specified to be not applicable in any

Pricing Supplement, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA ~~and regulations made thereunder~~ (the **UK PRIIPs Regulation**), or disclosure document required by the FCA Product Disclosure Sourcebook (DISC), for offering, ~~or~~ selling or distributing the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, ~~or~~ selling or distributing the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation or DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024".

SCHEDULE 3

AMENDMENTS TO RISK FACTORS

The section entitled "*Risk Factors*" set out on pages 22 to 126 of the Offering Circular (No.1) shall be amended as follows:

The Risk Factor entitled "*Green Bonds, Social Bonds and Social Finance Bonds*" set out on pages 108 to 110 of the Offering Circular (No.1) shall be amended as follows:

~~"Green Bonds, Social Bonds and Social Finance Bonds~~Sustainable Funding Instruments

You should refer to the "*General Information relating to the Issue of Notes under this Offering Circular*" section of this Offering Circular for information relating to ~~Green Bonds, Social Bonds and Social Finance Bonds~~Sustainable Funding Instruments and ~~any~~the relevant ~~frameworks~~framework.

Whilst it is the intention of the Group to ~~apply~~allocate an amount equivalent to the net proceeds of any ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments in, or substantially in, the manner described in this Offering Circular and/or the applicable Pricing Supplement, ~~any relevant investment may not provide the results or outcome originally expected or anticipated by the Issuer or meet the goals of the relevant frameworks and/or it may not be possible for the Issuer or any of its affiliates to invest an amount equal to such net proceeds in accordance with any particular timing schedule relevant to you or the Notes~~there can be no assurance that the relevant projects or uses the subject of, or related to, any Eligible Green Projects or Eligible Social Projects will be capable of being implemented in, or substantially in, such manner and/or in accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such projects and assets. Nor can there be any assurance that such projects and assets will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the relevant Issuer. The relevant Issuer has significant flexibility in allocating an amount equal to the net proceeds of any Sustainable Finance Instruments, including reallocating the net proceeds in the event that it determines in its sole discretion that any project receiving an allocation no longer meets the relevant Issuer's criteria for Eligible Green Projects or Eligible Social Projects, as applicable. Additionally, the relevant Issuer is under no contractual obligation to allocate the net proceeds from the issuance of any Sustainable Finance Instruments to Eligible Green Projects or Eligible Social Projects in any manner. In addition, ~~a relevant framework~~the Framework may be amended ~~or consolidated~~ by the Group from time to time in a manner and any subsequent version(s) may differ from any description given in this Offering Circular, which may affect the value of relevant ~~Green Bonds, Social Bonds or Social Finance Bonds, as applicable~~Sustainable Funding Instruments.

There is currently no clear definition (legal, regulatory or otherwise) of, or market consensus as to what constitutes, a "green", "social", ~~"inclusive"~~, "sustainable", "affordable housing" or any equivalently-labelled project or asset or as to what precise attributes are required for a particular project or asset to be defined as "green", "social", ~~"inclusive"~~, "sustainable", "affordable housing" or any such other equivalent label. A clear definition or consensus may not develop or if market consensus is developed, such consensus may be different from the ~~relevant framework~~Framework or may significantly change over time which may affect the value of any ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments. Consequently, investments in businesses or projects described in the ~~relevant framework~~Framework and any related opinions and/or reports may not meet your expectations, taxonomies or standards or other investment criteria or guidelines regarding such "green", "social", ~~"inclusive"~~, "sustainable", "affordable housing" or other equivalently-labelled performance objectives or any binding or non-binding legal, regulatory or other standards regarding any direct or indirect environmental or social impact (including any present or future applicable law or regulations or by-laws or other governing rules, policies or investment mandates applicable to you) and there can be no assurance that adverse social, environmental and/or other impacts will not occur from such businesses or projects.

Further, any ~~Green Bonds, Social Bonds and Social Finance Bonds~~Sustainable Funding Instruments issued under the ~~Green Bond Framework, the Social Finance Framework or the Social Bond Framework (each as defined below)~~Framework are not intended to be compliant with Regulation (EU) 2023/2631 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable

and for sustainability-linked bonds (the **EU Green Bond Regulation**). It is not clear if the establishment under the EU Green Bond Regulation of the EuGB label and the optional disclosures regime for bonds issued as "environmentally sustainable" could have an impact on investor demand for, and pricing of, green use of proceeds bonds that do not comply with the requirements of the EuGB label or the optional disclosures regime, such as the ~~Green Bonds~~Sustainable Funding Instruments issued under this Offering Circular. It could result in reduced liquidity or lower demand or could otherwise affect the market price of any ~~Green Bonds~~Sustainable Funding Instruments issued under this Offering Circular that do not comply with those standards proposed under the EU Green Bond Regulation. Investors should have regard to any descriptions of the relevant projects and eligibility criteria in ~~any applicable framework~~the Framework and the applicable Pricing Supplement and determine for themselves the relevance of such information and such opinions and/or reports and whether all their applicable standards will be met.

Any opinion, certification or report of any third party (whether or not solicited by the Group) that may be made available in connection with ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments (including with respect to whether any businesses or projects fulfil any green, social, "~~inclusive~~", sustainability and/or other criteria) may be withdrawn, subject to amendment or may not be maintained. In addition, the provider of any such opinion, certification or report may not be subject to any specific oversight or regulatory regime. Any such opinion, review, certification or post-issuance report is not, nor should be deemed to be, a recommendation by the relevant Issuer or any Dealer, or any other person to buy, sell or hold the Sustainable Funding Instruments. Any withdrawal of any such opinion, review, certification or post-issuance report or any issuance of any additional opinion, review, certification or post-issuance report attesting that the relevant Issuer is not complying in whole or in part with any matters for which such opinion, review, certification or post-issuance report is opining or certifying will not constitute a breach of contract or an event of default under the Sustainable Funding Instruments and/or may result in adverse consequences for certain investors with mandates to invest in securities to be used for a particular purpose. ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments may also be listed or admitted to trading on a dedicated "green", "environmental", "social", "~~inclusive~~", "sustainable", "affordable housing" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), but you should be aware that the criteria for such listings or admission to trading may vary and may not meet your expectations and there is a risk that any such listing or admission to trading may not be maintained by the relevant Issuer or may be withdrawn. This may adversely affect the market value of any ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments with the effect that you may be unable to realise all or part of your investment.

Failure by the relevant Issuer or any other relevant entity to allocate (or cause allocation of) an amount equal to the net proceeds as described in the ~~relevant framework~~Framework or provide reports, or the failure of any external assurance provider to opine on ~~any relevant framework~~the Framework or on any report's conformity with the Group's sustainability strategy or the ~~relevant framework~~Framework or the withdrawal of any report or any certification that the Group is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying, as the case may be, will not constitute a breach or an event of default under the Sustainable Finance Instruments or trigger any early redemption rights (whether by the relevant Issuer or any Noteholder). In addition and for the avoidance of doubt, the proceeds of any ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments will not be segregated by the relevant Issuer or any other entity in the Group from its capital and other assets and there will be no direct or contractual link between any ~~Green Bonds, Social Bonds or Social Finance Bonds~~Sustainable Funding Instruments and any Eligible Green ~~Assets, the Affordable Housing Bond Asset Portfolio, or Social Finance Assets~~Projects or Eligible Social Projects, respectively.

Any of the above factors (and any events that negatively affect the value of any other Notes of the Issuer that are intended to finance "green", "social", "~~inclusive~~", "sustainable", "affordable housing" or equivalently-labelled projects or assets) could have a material adverse effect on the value of such Notes and investors may be unable to realise all or part of their investment."

SCHEDULE 4

AMENDMENTS TO GENERAL INFORMATION RELATING TO THE ISSUE OF NOTES UNDER THIS OFFERING CIRCULAR

The item 9 (*Green Bonds*), item 10 (*Social Bonds issued by Citigroup Inc. or CGMHI*) and item 11 (*Social Finance Bonds issued by Citigroup Inc., CBNA or CGMHI*) in the section entitled "*General Information relating to the Issue of Notes under this Offering Circular*" set out on pages 217 to 225 of the Offering Circular (No.1) shall be deleted in their entirety and replaced with the following:

"9. Sustainable Funding Instruments

The Pricing Supplement relating to any issuance of Notes may provide that the Notes are Sustainable Funding Instruments (as defined below), for which it will be the relevant Issuer's intention to allocate an amount equal to the net proceeds of such Notes to finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects, as further described below. You should make your own independent decision to invest in such Notes and as to whether an investment in such Notes is appropriate or proper for you based upon your own judgement, circumstances and investment criteria or guidelines and upon advice from such advisers as you may deem necessary.

The Pricing Supplement in respect of Notes which are Sustainable Funding Instruments will specify the type of Sustainable Funding Instrument for such Notes. Citigroup Inc. and CGMHI may issue any type of Sustainable Funding Instruments. CGMFL may issue Notes which are Green Funding Instruments (as defined below). However, Social Funding Instruments and Sustainability Funding Instruments (each as defined below) shall not be issued by CGMFL.

The Framework

The Group's Sustainable Issuance Framework (as updated from time to time, the **Framework**) applies to Sustainable Funding Instruments issued by Citigroup Inc. and its subsidiaries and has been developed in line with the Green Bond Principles 2025, Social Bond Principles 2025 and the Sustainability Bond Guidelines 2021 as administered by the International Capital Market Association (**ICMA**).

Second Party Opinion: As at the date of this Offering Circular, a second party opinion on the Framework has been provided by Morningstar Sustainalytics, a globally recognised provider of ESG research, ratings and data, as an independent consultant. Morningstar Sustainalytics evaluated the Group's Framework and the alignment thereof with relevant industry standards and provided views on the robustness and credibility of the Framework. The Framework, whether in whole or in part, shall not be construed as part of the offering of the Notes, and shall not be considered as an offer or advertisement to buy any Note, solicitation of votes or proxies, investment advice, expert opinion or negative assurance letter as defined by the applicable legislation. Any such opinion is only current as of the date that opinion was issued and is not, nor should be deemed to be, a recommendation by the relevant Issuer, the Dealers or any other person to buy, sell or hold Sustainable Funding Instruments. You must determine for yourself the relevance of any such opinion and/or the information contained therein for the purpose of any investment in Sustainable Funding Instruments and must refer to the most recent version of the Framework (or any successor framework) at the issue date of relevant Notes for information on any second party opinion and the provider thereof. To the Group's knowledge, as at the date of this Offering Circular, the providers of such opinions are not subject to any specific oversight or regulatory or other regime. For the avoidance of doubt, the Framework and any such opinion are not, nor shall be deemed to be, incorporated in and/or form part of this Offering Circular.

The below summary is based on the Framework as at the date of this Offering Circular. However, the Framework may be amended, updated or consolidated from time to time and you should therefore refer to the most recent version of the Framework (or any successor framework) which will be available on the Group's website (currently <https://www.citigroup.com/rcs/citigpa/storage/public/sustainable-issuance-framework-2025.pdf>) and the applicable Pricing Supplement for information on the use of proceeds of the relevant Notes. Any description or summary of the Framework in this Offering Circular is provided for information purposes only and does not constitute any representation, warranty, or covenant for the purposes of this Offering Circular as to the Group's actual conduct with respect to any activities or investments undertaken thereunder.

Use of Proceeds

Under the Framework, Citigroup Inc. and its subsidiaries may issue the following types of **Sustainable Funding Instruments**:

1. **Green Funding Instruments**, the proceeds of which are allocated to Eligible Green Projects as defined by the Group and described in the Framework.
2. **Social Funding Instruments**, the proceeds of which are allocated to Eligible Social Projects as defined by the Group and described in the Framework. Social Funding Instruments may include, but are not limited to, Social Funding Instruments for Affordable Housing in the U.S. or for emerging markets and underserved populations in developed markets.
3. **Sustainability Funding Instruments**, the proceeds of which are allocated to both Eligible Green and Social Projects as described in the Framework.

The Group intends to allocate an amount equivalent to the proceeds of the Sustainable Funding Instruments exclusively to finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects.

Eligible Green and Social Projects refers to:

- Project financing or any other type of lending from Citigroup Inc. and its subsidiaries to clients whose financed assets meet the Group's Green or Social Eligibility Criteria outlined below;
- General purpose loans made by Citigroup Inc. and its subsidiaries to clients who derive 90 per cent. or more of their revenues from activities that meet the Eligibility Criteria below and do not fund the expansion into activities falling outside the eligible categories; and
- Capital expenditures and/or operating expenditures made by Citigroup Inc. and its subsidiaries which meet the Eligibility Criteria outlined below. For operating expenditures to be eligible, there will be a lookback period of 3 years from the year of issuance of a Sustainable Funding Instrument.

Eligible Green and Social Projects could include financing across the lifecycle of the relevant projects, e.g., research and development, design, construction, development, acquisition, manufacturing, operation, maintenance, upgrade and retrofitting.

The Eligibility Criteria for each Eligible Green Project category or Eligible Social Project category are as specified in the Framework and, as at the date of this Offering Circular, include the following:

Eligible Green Project Categories:

- Renewable Energy
- Energy Efficiency
- Clean Technology
- Sustainable Transportation
- Water Quality and Conservation
- Green Buildings
- Circular Economy
- Sustainable Agriculture, Land Use & Biodiversity
- Climate Change Adaptation

Eligible Social Project Categories:

- Affordable Housing
- Economic Inclusion
- Healthcare
- Education
- Food Security
- Affordable Basic Infrastructure

The Group has developed a list of exclusionary criteria (**Exclusionary Criteria**) for the use of proceeds from the sale of Sustainable Funding Instruments (for example, adult entertainment, conflict minerals, fossil fuel exploration, extraction, production and distribution, gambling, industrial-scale livestock production, military equipment and contracting, non-RSPO-certified palm oil, predatory lending and tobacco-related products), as more fully described in the Framework, and is committed to not knowingly being involved in financing any such projects through the proceeds of its Sustainable Funding Instruments.

Process for Project Evaluation and Selection

The Group has established a Sustainable Issuance Council (**SIC**) chaired by the Chief Sustainability Officer and Head of Capital Markets in Treasury. The SIC has oversight of:

- Reviewing, selecting and validating projects against the relevant eligibility criteria described above
- Tracking of eligible projects using internal systems or processes with projects designated under either the portfolio of Eligible Green Projects (the **Green Project Portfolio**) or the

portfolio of Eligible Social Projects (the **Social Project Portfolio** and, together with the Green Project Portfolio, the **Green and Social Project Portfolios**)

- Reviewing the Green and Social Project Portfolios on an annual basis
- Preparing and verifying the annual reporting on allocation and impact of the proceeds raised through Sustainable Funding Instruments

Nuclear energy related projects will be tracked separately from the Green Project Portfolio. The Group will include allocation to eligible nuclear energy related projects in specific Sustainable Funding Instruments. For transparency, allocation to such projects will be explicitly disclosed in the applicable Pricing Supplement.

Management of Proceeds

In addition to project evaluation and selection, responsibilities of the SIC include monitoring the total aggregate amount of outstanding Sustainable Funding Instruments and tracking the associated Green and Social Project Portfolios using internal systems. The SIC aims to ensure that the aggregate amount in the Green and Social Project Portfolios is equal to or greater than the aggregate amount raised by the respective Sustainable Funding Instruments during the associated reporting period.

The Group anticipates that an amount equal to the proceeds from each Sustainable Funding Instrument will be allocated to finance or refinance eligible projects within 24 months from the issue date of such Sustainable Funding Instrument.

If the amount in the Green or Social Project Portfolio is less than the total outstanding amount of respective Sustainable Funding Instruments issued during the associated reporting period, the Group will seek to allocate all the proceeds of Sustainable Funding Instruments as soon as reasonably practicable. The Group will assign any unallocated balance to cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) until the amount can be allocated towards the appropriate Green or Social Project Portfolio.

Reporting

The Group will provide annual reporting on its website. The reporting will cover allocation for all Sustainable Funding Instruments issued during the reporting period and impact reporting, where feasible, and provide updated information should a material change in the Green and Social Project Portfolios occur.

Allocation Reporting:

The Group will provide information on the allocation of the proceeds of the Sustainable Funding Instruments. The information may contain the following details:

- Total notional amount of the Green, Social or Sustainability Funding Instruments outstanding as of the reporting date
- Total outstanding amount of funded projects that comprise the Green and Social Project Portfolios allocated to the Sustainable Funding Instruments
- Subject to confidentiality considerations, a sample of eligible projects financed through the Sustainable Funding Instruments, including a description of the projects and allocated amounts

- The proportional allocation of proceeds between existing projects and new projects added to the Green and Social Project Portfolios since the last reporting date
- Total amount of unallocated Sustainable Funding Instruments proceeds (if any) assigned to cash, cash equivalent and/or other liquid marketable instruments

Impact Reporting:

The Group will assess the impact of the Sustainable Funding Instruments, which may include, where feasible, some of the estimated impact reporting metrics specified in the Framework at the level of each Green and Social Project Category. The Group's impact reporting is informed by guidance included in ICMA's "*Handbook – Harmonized Framework for Impact Reporting*" for Green Projects and ICMA's Harmonised Framework for Impact Reporting for Social Bonds for Social Projects.

External Assurance on Allocation Reporting:

The Group will engage external independent accountants to review that the assets included in the Group's Green and Social Project Portfolio meet the Eligibility Criteria and do not meet the Exclusionary Criteria set forth in the Framework on a limited assurance basis. Further, the independent accountants will be engaged to review that the aggregate amount in the Green and Social Project Portfolios is equal to or greater than the aggregate amount raised by the Sustainable Funding Instruments, and to the extent the total amount of the outstanding instruments is less than the aggregate amount in the Group's Green and Social Project Portfolios, the difference is held in cash, cash equivalents and/or other liquid marketable instruments (including U.S Treasury securities) in the Group's liquidity portfolio.

For the avoidance of doubt, no report relating to Sustainable Funding Instruments published by the Group nor the report of any third party is, or shall be deemed to be, incorporated in and/or form part of this Offering Circular."

SCHEDULE 5

AMENDMENTS TO SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The section entitled "*Subscription and Sale and Transfer and Selling Restrictions*" set out on pages 257 to 305 of the Offering Circular (No.1) shall be amended as follows:

The sub-section entitled "*United Kingdom*" set out on pages 273 to 274 of the Offering Circular (No.1) shall be amended as follows:

"United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the applicable Pricing Supplement in respect of any Notes specifies "*Prohibition of Sales to UK Retail Investors*" as "Not Applicable" (or where the applicable Pricing Supplement in respect of any Notes specifies "*Prohibition of Sales to UK Retail Investors*" as applicable, other than with respect to offers of the Notes in the United Kingdom for specified periods of time), each Dealer has represented and/or agreed (as applicable), and each further Dealer appointed under the Programme will be required to represent and/or agree (as applicable), that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the applicable Pricing Supplement to any retail investor in the United Kingdom at any time (or, as the case may be, in any period during which the applicable Pricing Supplement in respect of any Notes specifies "*Prohibition of Sales to UK Retail Investors*" as applicable). For the purposes of this provision:

- (a) the expression **retail investor** means a person who is neither one (or more) of the following:
 - (i) a ~~retail~~ professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. ~~2017/565~~ 600/2014 as it forms part of domestic law by virtue of the EUWA European Union (Withdrawal) Act 2018 (EUWA); nor
 - (ii) ~~a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or~~
 - (iii) ~~not~~ a qualified investor as defined in ~~the UK Prospectus Regulation~~ paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the POATRs); and
- (b) the expression **offer** includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to ~~purchase~~ buy or subscribe for the Notes.

Where the applicable Pricing Supplement in respect of any Notes specifies "*Prohibition of Sales to UK Retail Investors*" as "Not Applicable" (or as applicable other than with respect to offers of the Notes in the United Kingdom for specified periods of time), then each Dealer has represented and/or agreed (as applicable), and each further Dealer appointed under the Programme will be required to represent and/or agree (as applicable), that it has not made and will not make an offer of Notes which are the subject of ~~the offering contemplated by~~ this Offering Circular as completed by the applicable Pricing Supplement to the public in the United Kingdom except that it may make an offer ~~of such Notes to the public in the United Kingdom:~~

- (A) at any time, to any legal entity which is a qualified investor as defined in ~~the UK Prospectus Regulation~~ paragraph 15 of Schedule 1 to the POATRs;
- (B) at any time (or, as the case may be, in any relevant specified period) to fewer than 150 natural or legal persons (other than qualified investors as defined in ~~Article 2 of the UK Prospectus Regulation~~ paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (C) at any time (or, as the case may be, in any relevant specified period) in any other circumstances falling within ~~section 86 of the FSMA~~ Part 1 of Schedule 1 to POATRs.

~~PROVIDED THAT no such offer of Notes referred to in paragraphs (A) to (C) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.~~

For the purposes of this provision:

- the expression **an offer of Notes to the public** in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to ~~purchase~~ buy or subscribe for the Notes; ~~and~~
- ~~the expression UK Prospectus Regulation~~ means ~~Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.~~

United Kingdom: additional restrictions

Each Dealer has represented and/or agreed (as applicable), and each further Dealer appointed under the Programme will be required to represent and/or agree (as applicable), that:

- (a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to any of Citigroup Inc., CGMHI, the CGMHI Guarantor and CGMFL or, in the case of CBNA or the CGMFL Guarantor, would not, if CBNA or the CGMFL Guarantor, as applicable, was not an authorised person, apply to CBNA or the CGMFL Guarantor; and
- (c) it has complied and will comply with all applicable provisions of the FSMA and the Financial Conduct Authority Handbook with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom."

SCHEDULE 6

AMENDMENTS TO THE GENERAL CONDITIONS OF THE NOTES

The section entitled "*General Conditions of the Notes*" on pages 382 to 512 of the Offering Circular (No.1) shall be amended as follows:

The first (italicised) paragraph beginning with "*Except as indicated below,....*" on page 383 of the Offering Circular (No.1) shall be amended as follows:

*"Except as indicated below, the following is the text of the terms and conditions of the Notes which will include the general conditions of the Notes together with additional terms and conditions contained in (i) in the case of Security Index Linked Notes only, Underlying Schedule 1, (ii) in the case of Inflation Index Linked Notes only, Underlying Schedule 2, (iii) in the case of Commodity Index Linked Notes only, Underlying Schedule 3, (iv) in the case of Commodity Linked Notes only, Underlying Schedule 4, (v) in the case of Share Linked Notes only, Underlying Schedule 5, (vi) in the case of Depositary Receipt Linked Notes only, Underlying Schedule 6, (vii) in the case of ETF Linked Notes only, Underlying Schedule 7, (viii) in the case of Mutual Fund Linked Notes only, Underlying Schedule 8, (ix) in the case of FX Rate Linked Notes only, Underlying Schedule 9, (x) in the case of Warrant Linked Notes only, Underlying Schedule 10, (xi) in the case of Proprietary Index Linked Notes only, Underlying Schedule 11, (xii) in the case of Dividend Futures Contract Linked Notes only, Underlying Schedule 12, (xiii) in the case of Rate Linked Notes only, Underlying Schedule 13 (each an **Underlying Schedule** and together the **Underlying Schedules**), (xiv) where specified as applicable in the ~~case of Credit Linked Notes only~~applicable Pricing Supplement (as defined below), Schedule A, (xv) in the case of Reference Asset Linked Notes only, Schedule B, (xvi) ~~where specified as applicable~~ in the ~~applicable Pricing Supplement (as defined below)~~case of Credit Linked Notes only, Schedule C (the Underlying Schedules, together with Schedule A, Schedule B and Schedule C and any additional Underlying Schedules or Schedules specified as such in the applicable Pricing Supplement, the **Schedules** and each a **Schedule**). References in the General Conditions (as defined below) to a Condition shall be deemed to be a reference to a Condition of the General Conditions, unless otherwise specified."*

SCHEDULE 7

AMENDMENTS TO THE SCHEDULES TO THE TERMS AND CONDITIONS OF THE NOTES

The table of contents under the section entitled "*Schedules to the Terms and Conditions of the Notes*" on page 513 of the Offering Circular (No.1) shall be amended as follows:

	<u>Page of the Offering Circular (No.1) prior to reordering</u>
Underlying Schedule 1 – Security Index Conditions	514
Underlying Schedule 2 – Inflation Index Conditions	525
Underlying Schedule 3 – Commodity Index Conditions	530
Underlying Schedule 4 – Commodity Conditions	537
Underlying Schedule 5 – Share Conditions	543
Underlying Schedule 6 – Depositary Receipt Conditions	551
Underlying Schedule 7 – Exchange Traded Fund (ETF) Share Conditions	561
Underlying Schedule 8 – Mutual Fund Conditions	570
Underlying Schedule 9 – FX Rate Conditions	579
Part A	579
Part B	584
Underlying Schedule 10 – Warrant Conditions	589
Underlying Schedule 11 – Proprietary Index Conditions	590
Underlying Schedule 12 – Dividend Futures Contract Conditions	595
Underlying Schedule 13 – Rate Conditions	599
Schedule ~~GA~~ to the General Conditions – Citigroup Inc. TLAC Eligible Notes	862
Schedule B to the General Conditions – Reference Asset Linked Conditions	826
Schedule ~~AC~~ – Credit Linked Conditions	602
Part I: Introduction to the Credit Linked Conditions (2014 Reference Entity)	602
Part II: Credit Linked Conditions (2014 Reference Entity)	649

SCHEDULE 8

AMENDMENTS TO SCHEDULE A – CREDIT LINKED CONDITIONS

The heading of "*Schedule A – Credit Linked Conditions*" on page 602 of the Offering Circular (No.1) shall be amended as follows:

"SCHEDULE AC – CREDIT LINKED CONDITIONS".

SCHEDULE 9

AMENDMENTS TO THE SCHEDULE C TO THE GENERAL CONDITIONS – CITIGROUP INC. TLAC ELIGIBLE NOTES

The section entitled "*Schedule C to the General Conditions – Citigroup Inc. TLAC Eligible Notes*" on pages 862 to 863 of the Offering Circular (No.1) shall be amended as follows:

"SCHEDULE ~~C~~^A TO THE GENERAL CONDITIONS – CITIGROUP INC. TLAC ELIGIBLE NOTES".

SCHEDULE 10

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The section entitled "*Pro Forma Pricing Supplement*" on pages 864 to 991 of the Offering Circular (No.1) shall be amended as follows:

1. The third paragraph beginning with "[*PROHIBITION OF SALES TO UK RETAIL INVESTORS...*" on page 864 of the Offering Circular (No.1) shall be amended as follows:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [other than with respect to offers of the Notes in the United Kingdom for which a UK PRIIPs KID [or product summary](#) is being prepared] [during the period[s] [●]-[●] (repeat periods as necessary)], [T]/[t]he Notes are not intended to be offered, sold, [distributed](#) or otherwise made available to and should not be offered, sold, [distributed](#) or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is ~~one (or more) of~~ [neither](#): (i) a ~~retail~~ [professional](#) client, as defined in point (8) of Article 2(1) of Regulation (EU) No. ~~2017/565~~ [600/2014](#) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); ~~nor~~ (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA~~ [paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 \(the POATRs\)](#). Consequently[, save as provided above,] no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**), [or disclosure document required by the FCA Product Disclosure Sourcebook \(DISC\)](#), for offering ~~or~~, selling [or distributing](#) the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling [or distributing](#) the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation [or DISC and the Consumer Composite Investments \(Designated Activities\) Regulations 2024](#).]".

2. The last paragraph beginning with "(b) any offer of Notes in the United Kingdom ..." on pages 866 to 867 of the Offering Circular (No.1) shall be amended as follows:

"(b) any offer of Notes in the United Kingdom (UK) will be ~~made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes~~ [one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs](#). Accordingly[, and subject as provided above,] any person making or intending to make an offer in the UK of the Notes may only do so ~~in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the [FSMA][Financial Services and Markets Act (as amended, the FSMA)] or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer~~ [where the offer is one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs](#)".

3. The second paragraph beginning with "None of the Issuer[, ...]" on page 867 of the Offering Circular (No.1) shall be amended as follows:

"None of the Issuer[, the CGMHI Guarantor]¹⁰ [, the CGMFL Guarantor]¹¹ and any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances. For the purposes hereof, the expression **EU Prospectus Regulation** means

Regulation (EU) 2017/1129 (as amended) and ~~UK Prospectus Regulation means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the EUWA)~~ POATRs means the Public Offers and Admissions to Trading Regulations 2024.".

4. Line item 50 (*Other terms and conditions*) of Part A on page 931 of the Offering Circular (No.1) shall be amended as follows:

"50. Other terms and conditions:	[Not Applicable/ <i>give details</i>]
	[The Issuer shall have the right to obtain extracts from the register of creditors (Sw.skuldbok) from Euroclear Sweden – only applicable in case of Swedish Notes]
	[The Issuer shall, subject to regulations of Euroclear Finland and applicable laws, be entitled to acquire from Euroclear Finland a list of the holders of Finnish Notes, PROVIDED THAT it is technically possible for Euroclear Finland to maintain such a list]
[- Schedule ~~EA~~ - Citigroup Inc. TLAC eligible Notes:	[Applicable/Not Applicable]
	<i>(Specify Applicable only where the Notes are issued by Citigroup Inc. and the Notes are intended to be TLAC eligible. Delete this sub-paragraph for Notes issued by CGMHI or CGMFL)]</i> ".

5. Line item 3(i) (*Reasons for the issue*) of Part B on pages 933 to 934 of the Offering Circular (No.1) shall be amended as follows:

"(i) [Reasons for the issue: []	[The Notes are <u>Sustainable Funding Instruments which are</u> [Green ~~Bonds~~][Social ~~Bonds~~][~~Social Finance—Bonds~~ <u>Sustainability</u>] <u>Funding Instruments</u> . <i>[insert further particulars if different from "General Information relating to the Issue of Notes under this Offering Circular" section]</i> [See the "General Information relating to the Issue of Notes under this Offering Circular" section of the Offering Circular]]
	<i>(See "Use of Proceeds" wording in the description of the relevant Issuer in the Offering Circular – if reasons for issue different from what is disclosed in the Offering Circular, give details)</i>
	~~<i>(Where the Notes are Green Bonds, include further particulars, including a description of any Eligible Green Assets, where necessary)</i>~~
	~~<i>(Where the Notes are Social Bonds, include further particulars, including a description of the affordable housing assets, where necessary. Notes</i>~~

~~may only be Social Bonds if Citigroup Inc. or CGMHI is the Issuer)~~

~~(Where the Notes are Social Finance Bonds, include further particulars, including a description of any Social Finance Assets, where necessary.~~
Notes may only be Social ~~Finance Bonds~~Funding Instruments or Sustainability Funding Instruments if Citigroup Inc, CBNA or CGMHI is the Issuer)".