



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.2) Supplement (No.2) and the CGMFL Offering Circular (No.2) Supplement (No.2) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. Offering Circular (No.2) Base Listing Particulars Supplement (No.2)**" and the "**CGMFL Offering Circular (No.2) Base Listing Particulars Supplement (No.2)**"). 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.2) Supplement (No.2)" and "CGMFL Offering Circular (No.2) Supplement (No.2)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Offering Circular (No.2) Supplement (No.2)" and "CGMFL Offering Circular (No.2) Supplement (No.2)", respectively.

This Supplement constitutes supplementary admission particulars in respect of the Offering Circular (No.2) (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.

This Supplement (as defined below) will be approved by SIX Exchange Regulation AG as review body under the Swiss Financial Services Act (FinSA) on or around 17 October 2024.

Citigroup Inc. Offering Circular (No.2) Supplement (No.2)

This offering circular supplement ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 26 July 2024 ("**Citigroup Inc. Offering Circular (No.2) 2024**"), as supplemented by Citigroup Inc. Offering Circular (No.2) Supplement (No.1) dated 21 August 2024 ("**Citigroup Inc. Offering Circular (No.2) Supplement (No.1)**"), prepared by Citigroup Inc. (the Citigroup Inc. Offering Circular (No.2) 2024, the Citigroup Inc. Offering Circular (No.2) Supplement (No.1), together the "**Citigroup Inc. Offering Circular (No.2)**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMFL Offering Circular (No.2) Supplement (No.2)

This offering circular supplement ("**CGMFL Offering Circular (No.2) Supplement (No.2)**") is supplemental to, and must be read in conjunction with, the Offering Circular (No.2) dated 26 July 2024 ("**CGMFL Offering Circular (No.2) 2024**"), as supplemented by CGMFL Offering Circular (No.2) Supplement (No.1) dated 21 August 2024 ("**CGMFL Offering Circular (No.2) Supplement (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 ("**CGMFL Guarantor**") (the CGMFL Offering Circular (No.2) 2024, the CGMFL Offering Circular (No.2) Supplement (No.1), together the "**CGMFL Offering Circular (No.2)**") with respect to the Programme.

Reference in this document to (i) the "**Supplement**" are to each of the Citigroup Inc. Offering Circular (No.2) Supplement (No.2) and the CGMFL Offering Circular (No.2) Supplement (No.2) and (ii) the "**Offering Circular (No.2)**" are to each of the Citigroup Inc. Offering Circular (No.2) and CGMFL Offering Circular (No.2).

Responsibility Statements

Citigroup Inc.: Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Offering Circular (No.2)*" 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.

CGMFL: CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. Offering Circular (No.2)*" 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 heading "*Information relating to the Citigroup Inc. Offering Circular (No.2)*" 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.2) shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR (No.2)

Amendments to General Conditions of the Notes

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

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. Offering Circular (No.2) since the publication of the Citigroup Inc. Offering Circular (No.2) Supplement (No.1).

Copies of the Citigroup Inc. Offering Circular (No.2) 2024, Citigroup Inc. Offering Circular (No.2) Supplement (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.2) 2024, Citigroup Inc. Offering Circular (No.2) Supplement (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.2) 2024 by this Supplement and (b) any statement in the Citigroup Inc. Offering Circular (No.2) 2024 or otherwise incorporated by reference into the Citigroup Inc. Offering Circular (No.2) 2024, the statements in (a) above will prevail.

INFORMATION RELATING TO THE CGMFL Offering Circular (No.2)

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

On 30 September 2024, CGMFL published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2024 (the "**CGMFL 2024 Interim Financial Report**"). A copy of the CGMFL 2024 Interim Financial Report has been filed with (amongst other authorities) the Financial Conduct Authority (the "**FCA**") and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%202024%20Interim%20Financial%20Report.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2024 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Offering Circular (No.2).

The following information appears on the page(s) of the CGMFL 2024 Interim Financial Report as set out below:

1. The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2024:

	Page(s)
A. Condensed Interim Statement of Comprehensive Income	1
B. Condensed Interim Balance Sheet	2
C. Condensed Interim Statement of Changes in Equity	3
D. Condensed Interim Statement of Cash Flows	4
E. Notes to the Condensed Interim Financial Statements	5-25

Any information not specified in the cross-reference list above but included in the CGMFL 2024 Interim Financial Report is not incorporated by reference and is either covered elsewhere in the Offering Circular (No.2) or is not relevant for investors.

Publication of the Interim Report of Citigroup Global Markets Limited (CGML)

Citigroup Global Markets Limited (the "**CGMFL Guarantor**") published its unaudited interim report dated 3 October 2024, for the six month period ended 30 June 2024 (the "**CGMFL Guarantor 2024 Interim Report**"). A copy of the CGMFL Guarantor 2024 Interim Report, has been filed with (amongst other authorities) the FCA and the CSSF, and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%20Guarantor%202024%20Interim%20Report.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGML is the CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2024 Interim Report is incorporated by reference in, and forms part of, the CGMFL Offering Circular (No.2).

The following information appears on the page(s) of the CGMFL Guarantor 2024 Interim Report as set out below:

1. The unaudited interim financial information of the CGMFL Guarantor in respect of the six-month period ended 30 June 2024:

	Page(s)
A. Interim Income Statement	8
B. Interim Statement of Comprehensive Income	9
C. Interim Statement of Changes in Equity	10
D. Interim Balance Sheet	11
E. Statement of Cash Flows	12
F. Notes to the Condensed Interim Financial Statements	13-37

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2024 Interim Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Significant change and material adverse change

There has been (i) no significant change in the financial or trading position of CGMFL since 30 June 2024 (the date of its most recently published unaudited interim financial statements), and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2023 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL 30 June 2024 (the date of the most recently published unaudited interim financial statements of CGMFL).

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

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

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

The section of the CGMFL Offering Circular (No.2) entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" shall be amended as set out in Schedule 2 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Offering Circular (No.2) since the publication of the CGMFL Offering Circular (No.2) Supplement (No.1).

Copies of the CGMFL Offering Circular (No.2) 2024, the CGMFL Offering Circular (No.2) Supplement (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.2) 2024, the CGMFL

Offering Circular (No.2) Supplement (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.2) 2024 by this Supplement and (b) any statement in the CGMFL Offering Circular (No.2) 2024 or otherwise incorporated by reference into the CGMFL Offering Circular (No.2) 2024, the statements in (a) above will prevail.

SCHEDULE 1

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

Schedule A to the General Conditions of the Notes shall be amended by inserting a new section 3 (*MEETINGS OF NOTEHOLDERS, MODIFICATIONS, DETERMINATIONS AND ROUNDING*) on page 570 of the Offering Circular (No.2) after section 2 (*EVENTS OF DEFAULT*):

"3. MEETINGS OF NOTEHOLDERS, MODIFICATIONS, DETERMINATIONS AND ROUNDING

Paragraph 10(d) (*Exercise of Discretion*) set out in Condition 10 (*Meetings of Noteholders, Modifications, Determinations and Rounding*) of the General Conditions shall be deleted and replaced by the following:

"(d) *Exercise of Discretion*

- (i) In exercising its discretion in respect of the Notes as provided herein, each of the Issuer and the Calculation Agent or such other person (described in Condition 10(c) above) may take into account such factors as it determines appropriate in each case, which may include, in particular, any circumstances or events which have or may have a material impact on the hedging arrangements entered into by a Hedging Party (as defined in Condition 19 (*General Provisions Applicable to Underlying Linked Notes and fallback provisions for Notes other than Underlying Linked Notes*) below) in respect of the Notes. The exercise of the Issuer's and/or the Calculation Agent's and/or such other person's discretion in respect of the Notes as provided herein are necessary because certain circumstances or events (for example a material modification or disruption to an Underlying or Reference Asset or other reference item (applicable) relevant to or to which the Notes are linked) may occur subsequent to the issuance of the Notes which may materially affect the costs to a Hedging Party of maintaining the relevant Notes or relevant hedging arrangements. Such circumstances or events may not have been reflected in the pricing of the Notes. In addition, as a result of certain circumstances or events (e.g. unavailability or disruption to any reference source or unavailability of quotations), it may no longer be reasonably practicable or otherwise appropriate for certain valuations in respect of any Underlying or otherwise in connection with the Notes to be made, thus making it necessary for the Issuer and/or the Calculation Agent and/or such other person to exercise its discretion in such a case.
- (ii) For the avoidance of doubt, notwithstanding anything in the terms and conditions of the Notes to the contrary, the ability of the Issuer or Calculation Agent to exercise any discretionary authority under the terms and conditions of the Notes shall be limited to exercises of such discretionary authority under which each Note of the series of Notes remains an "eligible debt security" for purposes of the Federal Reserve's TLAC rule."

SCHEDULE 2

AMENDMENTS TO THE DESCRIPTION OF CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.

The paragraph entitled "*Management of CGMFL*" set out on page 184 to 185 of the Offering Circular (No.2) entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" shall be deleted in entirety and replaced with the following:

"CGMFL is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the **Corporate Manager**).

The following table sets forth the names of the members of the board of managers of the Unlimited Shareholder being the Corporate Manager (the **Board of Managers**) as of the date of this Offering Circular:

- Mr. Eduardo Gramuglia Pallavicino, with professional address at 31, Z.A. Bourmicht L-8070 Bertrange, Grand Duchy of Luxembourg;
- Ms. Silvia Carpitella, with professional address at Reuterweg 16 (An Der Welle) Frankfurt Main D-60323 Germany;
- Mr. Martin Sonneck, with professional address at 31, Z.A. Bourmicht L-8070 Bertrange, Grand Duchy of Luxembourg;
- Ms. Milka Krasteva, with professional address at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom; and
- Mr. Dimba Kier, with professional address at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

Eduardo Gramuglia Pallavicino, is a Managing Director, in Securities Services Benelux. Eduardo joined Citi in May 2023 as Head of Securities Services for Benelux.

Eduardo has over 20 years of experience in Luxembourg and London in fund services, capital markets and fintech. Prior to joining Citi Eduardo held various senior leadership roles including Branch Manager and Country Head for State Street Bank Luxembourg, responsible for overseeing and growing all activities in country, representing the franchise in external industry associations and internationally.

Eduardo has a Doctorate in Political Sciences from the Università di Roma La Sapienza.

Eduardo Gramuglia Pallavicino was appointed as Manager on 13 December 2023 for an unlimited duration.

Silvia Carpitella is the Chief Executive Officer of Citigroup Global Markets Europe AG (CGME), headquartered in Frankfurt and under the Supervision of the ECB. Before her current role, Silvia has been Interim CEO and CFO of Citibank Europe PLC and Europe CFO. Silvia has over 20 years of successful track record at C-level in five different European countries.

Silvia is a University Graduate cum Laude from the University of Economics in Florence.

Silvia Carpitella was appointed as Manager on 9 April 2024 for an unlimited duration.

Martin Sonneck joined Citi in 1994 where he held various technology and project management roles for the German Consumer Bank until moving to Citi Netherlands in 2005 to lead

Technology for the Corporate Bank, expanding to Nordics in 2012 and Benelux, France, Israel and Italy in 2020.

He also served as the Head of Operations & Technology Netherlands since 2012, additionally covering Belgium and Luxembourg from 2021.

Since 2023, he is based in Luxembourg managing Operations across Benelux.

Martin studied Chemistry at FH Niederrhein, Germany.

Martin Sonneck was appointed as Manager on 27 September 2024 for an unlimited duration.

Milka Krasteva has been with Citi since 2007, and has held structuring and platform roles across the Equities, Multi-Asset and Commodities Markets businesses. She is currently a Director in the Global Markets Issuance team within the Markets business.

Milka holds a First Class master's degree in Mathematics from Imperial College London.

Milka Krasteva was appointed as Manager on 8 March 2021 for an unlimited duration.

Dimba Kier joined Citi in 2020 and is the UK Treasurer, with responsibilities across Liquidity, Capital and Funding for UK entities.

Dimba Kier joined Citi from Morgan Stanley where he spent 12 years across a number of functions within Corporate Treasury including for the last 6 years, where he held the role as EMEA Head of Liquidity. Dimba also spent 4 years at Goldman Sachs covering funding and liquidity in the Corporate Treasury function.

Dimba holds a degree in Business Economics and Finance from Loughborough University.

Dimba Kier was appointed as Manager on 17 May 2021 for an unlimited duration.

There are no potential conflicts of interest existing between any duties owed to CGMFL by the board of managers listed above and their private interests and/or other duties. There are no principal activities performed by the board of managers outside of CGMFL which are significant with respect to CGMFL."