

**CITIGROUP INC. GMI BASE PROSPECTUS SUPPLEMENT (No.1) dated 31 January 2025;
CGMHI GMI BASE PROSPECTUS SUPPLEMENT (No.1) dated 31 January 2025; and
CGMFL GMI BASE PROSPECTUS SUPPLEMENT (No.1) dated 31 January 2025**



CITIGROUP INC.
(incorporated in Delaware)

and

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the state of New York)

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.
**(incorporated as a corporate partnership limited by shares (*société en commandite par actions*)
under Luxembourg law, with registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand
Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg
(*Registre de commerce et des sociétés*, Luxembourg) under number B 169.199)**

**each an issuer under the
Citi Global Medium Term Note Programme**

**Securities issued by Citigroup Global Markets Holdings Inc. only will be unconditionally and
irrevocably guaranteed by
CITIGROUP INC.
(incorporated in Delaware)**

**Securities issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be
unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)**

Citigroup Inc. GMI Base Prospectus Supplement (No.1)

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 ("**Citigroup Inc. GMI Base Prospectus**"), in each case, prepared by Citigroup Inc. with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI GMI Base Prospectus Supplement (No.1)

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement (No.1)**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 (the "**CGMHI GMI Base Prospectus**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") with respect to the Programme.

CGMFL GMI Base Prospectus Supplement (No.1)

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.1)**") and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.1) and the CGMHI GMI Base Prospectus Supplement (No.1), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 (the "**CGMFL GMI Base Prospectus**" and, together with the Citigroup Inc. GMI Base Prospectus and the CGMHI GMI Base Prospectus, the "**Base Prospectus**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor ("**CGMFL Guarantor**") with respect to the Programme.

Approvals

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), as competent authority under the EU Prospectus Regulation. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or the Guarantor, or of the quality of the Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities.

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

This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

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

Responsibility Statements

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

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

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

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

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

Defined Terms

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

INFORMATION RELATING TO THE CITIGROUP INC. GMI BASE PROSPECTUS

Publication of the 2024 Q4 Form 8-K of Citigroup Inc. on 15 January 2025

On 15 January 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2024. A copy of the Citigroup Inc. 2024 Q4 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202501/601ad291-fd1e-4232-9099-40727c50ebe9.pdf>) Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q4 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 January 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2024.	Exhibit Number 99.2 on pages 22-44

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

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. GMI Base Prospectus since the publication of the Citigroup Inc. GMI Base Prospectus.

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the Citigroup Inc. GMI Base Prospectus and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. GMI Base Prospectus will be available on the website specified for each such document in the Citigroup Inc. GMI Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. GMI Base Prospectus by this Supplement and (b) any statement in the Citigroup Inc. GMI Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. GMI Base Prospectus, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their

acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 6 February 2025.

INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

Publication of the 2024 Q4 Form 8-K of Citigroup Inc. on 15 January 2025

On 15 January 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2024. A copy of the Citigroup Inc. 2024 Q4 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202501/601ad291-fd1e-4232-9099-40727c50ebe9.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMHI GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 January 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2024.	Exhibit Number 99.2 on pages 22-44

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI GMI Base Prospectus since the publication of the CGMHI GMI Base Prospectus.

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMHI GMI Base Prospectus and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI GMI Base Prospectus will be available on the website specified for each such document in the CGMHI GMI Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI GMI Base Prospectus by this Supplement and (b) any statement in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which

this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 6 February 2025.

INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

Publication of the 2024 Q4 Form 8-K of Citigroup Inc. on 15 January 2025

On 15 January 2025, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q4 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 December 2024. A copy of the Citigroup Inc. 2024 Q4 Form 8-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202501/601ad291-fd1e-4232-9099-40727c50ebe9.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2024 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 January 2025, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2024.	Exhibit Number 99.2 on pages 22-44

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

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 GMI Prospectus since the publication of the CGMFL GMI Base Prospectus.

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMFL GMI Base Prospectus and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL GMI Base Prospectus will be available on the website specified for each such document in the CGMFL GMI Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL GMI Base Prospectus by this Supplement and (b) any statement in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the

right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 6 February 2025.