CITIGROUP INC. REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.1) dated 10 February 2022, CGMHI REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.1) dated 10 February 2022 and CGMFL REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK) SUPPLEMENT (No.1) dated 10 February 2022

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 U.S.$80,000,000,000 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)

Approval

This Supplement (as defined below) constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of United Kingdom ("UK") domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA") and regulations made thereunder (the "UK Prospectus Regulation") and has been approved by the UK Financial Conduct Authority (the "FCA"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Issuers or the Guarantors, or of the quality of the Securities that are the subject of the Base Prospectus (as defined below). Investors should make their own assessment as to the suitability of investing in the Securities. Such approval relates to Securities which are to be admitted to trading on the London Stock Exchange's regulated market (i.e. a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA) and to the Official List of the FCA and/or which are to be offered to the public in the UK.

This Supplement, other than the CGMFL Relevant Series Supplement (as defined below) and the Series CGMFL40966 Supplement (as defined below), also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

Base Prospectus Supplements
This base prospectus supplement (the "Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)") is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 3 December 2021 (the "Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)"), in each case, prepared by Citigroup Inc. with respect to the Citi U.S.$80,000,000,000 Global Medium Term Note Programme (the "Programme").

This base prospectus supplement (the "CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)") is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 3 December 2021 (the "CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("CGMHI") and Citigroup Inc. in its capacity as the CGMHI Guarantor with respect to the Programme.

This base prospectus supplement (the "CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)") is supplemental to, and must be read in conjunction with, the Regional Structured Notes Base Prospectus No. 2 (UK) dated 3 December 2021 (the "CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)" and, together with the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK), 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 with respect to the Programme.

In addition to the other matters described in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) also supplements each series of securities described in Schedule 3 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "CGMFL Relevant Series Supplement" (the "CGMFL Relevant Series Supplement") and also supplements the series of securities described in Schedule 4 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "Series CGMFL40966 Supplement" (the "Series CGMFL40966 Supplement").

Reference in this document to the "Supplement" are to each of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1).

Responsibility Statements

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)" below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)" below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

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. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMFL Regional
Structured Notes Base Prospectus No. 2 (UK) below. To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)" below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)" below, and (ii) the information set out in Schedule 1 hereto (Alternative Performance Measures (Citigroup Inc. 2021 Q4 Form 8-K))). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "Information relating to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK)" and "Information relating to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK)" below, and (ii) the information set out in Schedule 1 hereto (Alternative Performance Measures (Citigroup Inc. 2021 Q4 Form 8-K))) is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Purpose of the Supplement**

The purpose of this Supplement is to (a) incorporate by reference the Citigroup Inc. 2021 Q4 Form 8-K (as defined below) into each of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK), (b) make certain changes to Section I.2 entitled “Terms and Conditions of the Preference Shares” in each of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK), the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK), and (c) make certain changes to each series of securities described in Schedules 3 and 4 hereto under the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

**Defined Terms**

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.
On 14 January 2022, Citigroup Inc. (an Issuer under the Programme) filed a Current Report on Form 8-K (the "Citigroup Inc. 2021 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 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

(a) Press Release, dated 14 January 2022, issued by Citigroup Inc. Exhibit Number 99.1 on pages 4-15

(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021. Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("APMs") is set out in Schedule 1 to this Supplement.

Amendments to the Terms and Conditions of the Preference Shares

The terms and conditions of the Preference Shares set out in Section I.2 of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Terms and Conditions of the Preference Shares" shall be amended as set out in Schedule 2 to this Supplement.

General

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

Copies of the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) 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. Regional Structured Notes Base Prospectus No. 2 (UK) will be available on the website specified for each such document in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK).

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. Regional Structured Notes Base Prospectus No. 2 (UK) by this Supplement and (b) any statement in the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK), the statements in (a) above will prevail.
Withdrawal rights

No non-exempt offers of Securities to the public in the United Kingdom made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Regional Structured Notes Base Prospectus No. 2 (UK) are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA’s Prospectus Regulation Rules sourcebook following the publication of this Supplement.
INFORMATION RELATING TO THE CGMHI REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK)

Publication of the Form 8-K of Citigroup Inc. on 14 January 2022

On 14 January 2022, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "Citigroup Inc. 2021 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 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

<table>
<thead>
<tr>
<th>Page(s)</th>
</tr>
</thead>
<tbody>
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<td>(a) Press Release, dated 14 January 2022, issued by Citigroup Inc. Exhibit Number 99.1 on pages 4-15</td>
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<tr>
<td>(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021. Exhibit Number 99.2 on pages 16-43</td>
</tr>
</tbody>
</table>

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("APMs") is set out in Schedule 1 to this Supplement.

Amendments to the Terms and Conditions of the Preference Shares

The terms and conditions of the Preference Shares set out in Section I.2 of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Terms and Conditions of the Preference Shares" shall be amended as set out in Schedule 2 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

Copies of the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) 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 Regional Structured Notes Base Prospectus No. 2 (UK) will be available on the website specified for each such document in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) by this Supplement and (b) any statement in the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK), the statements in (a) above will prevail.
Withdrawal rights

No non-exempt offers of Securities to the public in the United Kingdom made by CGMHI as Issuer pursuant to the CGMHI Regional Structured Notes Base Prospectus No. 2 (UK) are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.
INFORMATION RELATING TO THE CGMFL REGIONAL STRUCTURED NOTES BASE PROSPECTUS NO. 2 (UK)

Publication of the Form 8-K of Citigroup Inc. on 14 January 2022

On 14 January 2022, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "Citigroup Inc. 2021 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 2021. A copy of the Citigroup Inc. 2021 Q4 Form 8-K has been filed with the FCA and has been published on the website of the London Stock Exchange (https://docs.londonstockexchange.com/sites/default/files/documents/citigroup_inc.2021_q4_form_8-k.pdf). By virtue of this Supplement, the Citigroup Inc. 2021 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the Citigroup Inc. 2021 Q4 Form 8-K as set out below:

<table>
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</tr>
<tr>
<td>(b)      Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2021. Exhibit Number 99.2 on pages 16–43</td>
</tr>
</tbody>
</table>

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q4 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("APMs") is set out in Schedule 1 to this Supplement.

Amendments to the Terms and Conditions of the Preference Shares

The terms and conditions of the Preference Shares set out in Section I.2 of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Terms and Conditions of the Preference Shares" shall be amended as set out in Schedule 2 to this Supplement.

CGMFL Relevant Series Supplement

In respect of each series of securities described in Schedule 3 hereto, CGMFL has determined to amend the terms and conditions of the Preference Shares set out in Section I.2 of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) entitled "Terms and Conditions of the Preference Shares" as set out in Schedule 2 to this Supplement.

Series CGMFL40966 Supplement

In respect of the series of securities described in Schedule 4 hereto, CGMFL has determined to amend the Securities as follows:

(a) the line item entitled "Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s) and details relating to the relevant depositary, if applicable:" in item 8 (Operational Information) of Part B (Other Information) of the Final Terms relating to such series of securities dated 18 November 2021 shall be amended by deleting the words "Not Applicable" in the row corresponding to such line item and replacing it with the following:
"The Securities will be accepted for settlement in Euroclear UK & Ireland (CREST) via the CREST Depository Interest (CDI) mechanism"; and

(b) the information set out in the sub-section entitled "Type and class of Securities, including security identification numbers" in the Summary appended as the Annex to the Final Terms relating to such series of securities dated 18 November 2021 shall be amended by deleting the sentence "The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme." and replacing it with the following:

"The Securities will be accepted for settlement in Euroclear UK & Ireland (CREST) via the CREST Depository Interest (CDI) mechanism.".

Corporate Authorities

The approval of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 31 January 2022.

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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

Copies of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 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 Regional Structured Notes Base Prospectus No. 2 (UK) will be available on the website specified for each such document in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) by this Supplement and (b) any statement in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK), the statements in (a) above will prevail.

Withdrawal rights

The significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted prior to the close of the offer period or delivery of securities in respect of certain non-exempt offers of Securities to the public in the United Kingdom made by CGMFL as Issuer pursuant to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) and, consequently, in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 14 February 2022. Investors may contact the relevant authorised offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.
The Citigroup Inc. 2021 Q4 Form 8-K contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2021 Q4 Form 8-K and the table below:

<table>
<thead>
<tr>
<th>APM</th>
<th>Explanation of Why Use of APM Provides Useful Information</th>
<th>Citigroup Inc. 2021 Q4 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods</th>
</tr>
</thead>
<tbody>
<tr>
<td>Results of Operations Excluding the impact of Foreign Exchange Translation</td>
<td>Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.</td>
<td>Appendix B on page 9 and footnote 6 on page 12; and Exhibit 99.2 on pages 6, 8, 13, 15, 19 and 20</td>
</tr>
<tr>
<td>Tangible Book Value per Share</td>
<td>Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.</td>
<td>Exhibit 99.1, pages 1, 2, 3 and 4, Appendix E on page 11 and footnote 4 on page 12; and Exhibit 99.2, on pages 1 (including footnote 10) and 27</td>
</tr>
<tr>
<td>Tangible Common Equity and Return on Average Tangible Common Equity</td>
<td>Citi believes these capital metrics provide useful information for investors and industry analysts.</td>
<td>Exhibit 99.1, page 1, Appendix A on page 8 and Appendix E on page 11 and footnote 1 on page 12; and Exhibit 99.2, on page 27</td>
</tr>
<tr>
<td>Results of Operations Excluding the Impact of gains/(losses) on Loan Hedges</td>
<td>Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.</td>
<td>Exhibit 99.1, pages 3, 4, 5 and 6 and footnote 7 on page 12; Exhibit 99.2, on page 7 (including footnote 1)</td>
</tr>
<tr>
<td>Results of Operations and Financial Condition excluding the Impact of the Sale of the Consumer Banking Business in Australia.</td>
<td>Citi believes the presentation of its results of operations and financial condition excluding the impact of the Australia sale provides a meaningful depiction of the underlying fundamentals of its broader results and Asia GCB businesses results for investors, industry analysts and others.</td>
<td>Exhibit 99.1, pages 1, 2 and 5, Appendix B on page 9 and footnote 5 on page 12.</td>
</tr>
</tbody>
</table>
**SCHEDULE 2**

**AMENDMENTS TO THE TERMS AND CONDITIONS OF THE PREFERENCE SHARES**

The terms and conditions of the Preference Shares set out in Section 1.2 of the Base Prospectus entitled "Terms and Conditions of the Preference Shares" on pages 471 to 539 of the Base Prospectus shall be amended by deleting General Condition 5(l) (Adjustments to Valuation Dates) on page 481 of the Base Prospectus in its entirety and replacing it with the following:

"(l) Adjustments to Valuation Dates

If, as a consequence of adjustments made under this General Condition 5 (General Provisions Applicable to Underlyings) or an Underlying Schedule in respect of a Specified Valuation Date, the value of any Underlying or component of an Underlying that is an index is determined using a value published or determined after the Valuation Date or the last of more than one Valuation Dates (whether because publication is postponed and announced retrospectively, or because the value for a subsequent date is used) or the Valuation Date or any relevant Valuation Date is delayed or to be delayed in accordance with the Preference Share Terms and Conditions by reason of a non-scheduled trading day, a disrupted day or the occurrence of an adjustment event (howsoever described), then any provision providing for redemption:

(i) on a date that falls a certain number of Business Days after a Valuation Date shall mean the date falling that number of Business Days after the latest date on which the value of an Underlying or component of an Underlying that is an index is published or determined; or

(ii) on any specified date (other than a date referred to in paragraph (i) above) shall mean the later of (A) such date and (B) in any case where there is a Related Financial Product, as determined by the Determination Agent, the date falling 2 Business Days after the relevant date for redemption of the Related Financial Product corresponding to the relevant Specified Valuation Date.".
SCHEDULE 3
SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

(i) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL42091 (Series: CGMFL42091; ISIN: XS2413842688)

(ii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL42088 (Series: CGMFL42088; ISIN: XS2413837092)

(iii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL42086 (Series: CGMFL42086; ISIN: XS2413826301)

(iv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL42136 (Series: CGMFL42136; ISIN: XS2413832887)

(v) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL42135 (Series: CGMFL42135; ISIN: XS2413836367)

(vi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due February 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL42132 (Series: CGMFL42132; ISIN: XS2413824272)

(vii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL43219 (Series: CGMFL43219; ISIN: XS2420211349)

(viii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL43349 (Series: CGMFL43349; ISIN: XS2420213477)

(ix) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL43919 (Series: CGMFL43919; ISIN: XS2420152667)

(x) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL43920 (Series: CGMFL43920; ISIN: XS2420151859)

(xi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL43986 (Series: CGMFL43986; ISIN: XS2420145299)

(xii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44230 (Series: CGMFL44230; ISIN: XS2430462031)

(xiii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44228 (Series: CGMFL44228; ISIN: XS2430451265)
(xiv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44275 (Series: CGMFL44275; ISIN: XS2430388129)

(xv) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44324 (Series: CGMFL44324; ISIN: XS2430397898)

(xvi) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44538 (Series: CGMFL44538; ISIN: XS2430376892)

(xvii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due March 2028 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44537 (Series: CGMFL44537; ISIN: XS2430376892)

(xviii) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due April 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44690 (Series: CGMFL44690; ISIN: XS2430378088)

(xix) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due April 2030 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL44697 (Series: CGMFL44697; ISIN: XS2430379482)
SCHEDULE 4

SERIES OF SECURITIES RELATING TO THE SERIES CGMFL40966 SUPPLEMENT

(i) Issue of up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due January 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL40966 (Series: CGMFL40966; ISIN: XS2405083978)