



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)

Issue of Up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon Unicredit S.p.A.
(ISIN: XS2544207785)

**unconditionally and irrevocably guaranteed by
CITIGROUP GLOBAL MARKETS LIMITED
(incorporated in England and Wales)**

Under the Citi Global Medium Term Note Programme

CGMFL ULN Base Prospectus Supplement

This base prospectus supplement (the "**Supplement**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 16 December 2022 (the "**CGMFL ULN Base Prospectus 2022**"), 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 Citi Global Medium Term Note Programme (the "**Programme**") and the offer of the issue of the up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon Unicredit S.p.A. (the "**Notes**") and the Final Terms (the "**Final Terms**") relating to the Notes dated 15 December 2022.

Approvals

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or the Guarantor, or of the quality of the Notes that are the subject of the CGMFL ULN Base Prospectus 2022. Investors should make their own assessment as to the suitability of investing in the Notes. Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Supplement. 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.

Responsibility Statements

CGMFL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMFL, the information contained in this Supplement 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. To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement 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 CGMFL ULN Base Prospectus 2022 and used in this Supplement and not otherwise defined herein, shall have the same meaning when used in this Supplement, unless the context otherwise requires.

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS 2022 AND THE NOTES

The Issuer has determined to publish an offer-specific supplement to give withdrawal rights to investors of the Notes to reflect the update of the CGMFL ULN Base Prospectus 2022.

Notes with Offer Period continuing beyond the validity of the CGMFL ULN Base Prospectus 2021

The Offer Period (as defined in the relevant Final Terms) of the Notes extends beyond the validity of the CGMFL Underlying Linked Notes Base Prospectus dated 17 December 2021 (the "**CGMFL ULN Base Prospectus 2021**"). Following the expiry of the CGMFL ULN Base Prospectus 2021 and the approval of the CGMFL ULN Base Prospectus 2022, the offering of the Notes will continue under the CGMFL ULN Base Prospectus 2022. The terms and conditions of the Notes from the CGMFL ULN Base Prospectus 2021, as specified in the Final Terms and which are incorporated by reference into the CGMFL ULN Base Prospectus 2022, will continue to apply to the Notes. The Final Terms in respect of the Notes are available at the website(s) specified therein.

Investors who have already agreed to purchase or subscribe for the Notes during the validity period of the CGMFL ULN Base Prospectus 2021 and before the CGMFL ULN Base Prospectus 2022 was published, shall have a right, exercisable within two working days after the publication of this Supplement ending on 16 January 2023, to withdraw their acceptances, unless the Notes have already been delivered to them. In order to exercise such withdrawal right, investors may contact the relevant Authorised Offeror.

Corporate Authorities

The approval of this Supplement has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 3 January 2023.

General

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL ULN Base Prospectus 2022 and the Notes since the publication of the CGMFL ULN Base Prospectus 2022.

Copies of the CGMFL ULN Base Prospectus 2022 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 and all documents incorporated by reference in the CGMFL ULN Base Prospectus 2022 will be available on the website specified for each such document in the CGMFL ULN Base Prospectus 2022.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL ULN Base Prospectus 2022 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus 2022 or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2022, the statements in (a) above will prevail.