

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 24 May 2023;**  
**CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 24 May 2023; and**  
**CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.4) dated 24 May 2023**



**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. Underlying Linked Notes Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4)**") 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 ("**Citigroup Inc. Underlying Linked Notes Base Prospectus 2022**"), as supplemented by a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1) dated 27 January 2023 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) dated 15 March 2023 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2)**") and a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3) dated 3 May 2023 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Underlying Linked Notes Base Prospectus 2022, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) and the Citigroup Inc. Underlying Linked

Notes Base Prospectus Supplement (No.3), together the "**Citigroup Inc. Underlying Linked Notes Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

#### **CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)**") 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 Underlying Linked Notes Base Prospectus dated 16 December 2022 (the "**CGMHI Underlying Linked Notes Base Prospectus 2022**"), as supplemented by a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1) dated 27 January 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2) dated 15 March 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2)**") and a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) dated 3 May 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI Underlying Linked Notes Base Prospectus 2022, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

#### **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)**") and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), 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 Underlying Linked Notes Base Prospectus dated 16 December 2022 (the "**CGMFL Underlying Linked Notes Base Prospectus 2022**") as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 27 January 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 15 March 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)**") and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 3 May 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3)**"), 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**") (the CGMFL Underlying Linked Notes Base Prospectus 2022, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), together the "**CGMFL Underlying Linked Notes Base Prospectus**" and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus and the CGMHI Underlying Linked Notes Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

In addition to the other matters described in the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) also supplements each series of securities described in Schedule 2 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**").

#### **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 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. Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) (other than with respect to the CGMFL Relevant Series Supplement) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.4)**", the "**CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.4)**" and the "**CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.4)**" 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. Underlying Linked Notes Base Prospectus Supplement (No.4)", "CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)" and "CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.4)", "CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.4)" and "CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.4)", respectively.

This Supplement (other than with respect to the CGMFL Relevant Series 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**

**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 Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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. Underlying Linked*

*Notes Base Prospectus*" and *"Information relating to the CGMHI Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus"* and *"Information relating to the CGMHI Underlying Linked Notes Base Prospectus"* below (the "**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. UNDERLYING LINKED NOTES BASE PROSPECTUS

*Publication of the 2023 Q1 Form 10-Q of Citigroup Inc. on 5 May 2023*

On 5 May 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q1 Form 10-Q**") for the three months ended 31 March 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q1 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202305/43543d7a-4ebb-43ea-822e-a281dcb45e77.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q1 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Q1 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2023, as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	88-89
B. Consolidated Balance Sheet	90-91
C. Consolidated Statement of Changes in Stockholders' Equity	92
D. Consolidated Statement of Cash Flows	93-94
E. Notes to the Consolidated Financial Statements	95-206

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-20

(ii)	Strategic Risk	71
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	101
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	115-123
D.	Description of trends and events affecting Citigroup Inc.	
(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	77-85
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	87-88
E.	Description of litigation involving Citigroup Inc. – Note 25 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	196-197
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-76

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Amendments to Base Prospectus*

The Citigroup Inc. Underlying Linked Notes Base Prospectus is amended as set out in Schedule 3 to this Supplement.

*Amendments to the Pro Forma Final Terms*

The Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "Pro Forma Final Terms" shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to the Pro Forma Pricing Supplement*

The Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "Pro Forma Pricing Supplement" shall be amended as set out in Schedule 5 to this Supplement.

*Significant change and material adverse change*

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2022 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

*Legal proceedings*

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

*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. Underlying Linked Notes Base Prospectus since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3).

Copies of the Citigroup Inc. Underlying Linked Notes Base Prospectus 2022, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3) 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. Underlying Linked Notes Base Prospectus 2022 will be available on the website specified for each such document in the Citigroup Inc. Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus 2022 by this Supplement and (b) any statement in the Citigroup Inc. Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus 2022, 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. Underlying Linked Notes 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 two 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 26 May 2023.



## INFORMATION RELATING TO THE CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS

*Publication of the 2023 Q1 Form 10-Q of Citigroup Inc. on 5 May 2023*

On 5 May 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q1 Form 10-Q**") for the three months ended 31 March 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q1 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202305/43543d7a-4ebb-43ea-822e-a281dcb45e77.pdf>).

Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Q1 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2023, as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	88-89
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C. Consolidated Statement of Changes in Stockholders' Equity	92
D. Consolidated Statement of Cash Flows	93-94
E. Notes to the Consolidated Financial Statements	95-206

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-20

(ii)	Strategic Risk	71
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	101
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	115-123
D.	Description of trends and events affecting Citigroup Inc.	
(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	77-85
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	87-88
E.	Description of litigation involving Citigroup Inc. – Note 25 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	196-197
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-76

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Annual Financial Report of Citigroup Global Markets Holdings Inc. (CGMHI) on 28 April 2023*

On 28 April 2023, CGMHI published its annual financial report for the year ended 31 December 2022 containing its audited consolidated financial statements as of 31 December 2022 and 2021 and for each of the years in the three year period ended 31 December 2022 (the "**CGMHI 2022 Annual Report**"). A copy of the CGMHI 2022 Annual Report has been filed with the Central Bank, Euronext Dublin, the CSSF and the FCA and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202305/261d3ad5-2558-4756-b8fe-58c66c212593.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2022 Annual Report is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the CGMHI 2022 Annual Report as set out below:

1. **The audited consolidated financial statements of CGMHI as of 31 December 2022 and 2021 for the years in the three year period ended 31 December 2022, as set out in the CGMHI 2022 Annual Report, namely:**

	<b>Page(s) of the section entitled "Consolidated Financial Statements"</b>
A. Consolidated Statements of Income	1
B. Consolidated Statements of Comprehensive Income	2
C. Consolidated Statements of Financial Condition	3-4
D. Consolidated Statements of Changes in Stockholder's Equity	5
E. Consolidated Statements of Cash Flows	6
F. Notes to Consolidated Financial Statements	7-65
G. Independent Auditors' Report	Thirty seventh and thirty eighth page of the published CGMHI 2022 Annual Report

2. **The Management Report of CGMHI:**

	<b>Page(s) of the section entitled "Management Report"</b>
A. Management Report	1-31

Any information not specified in the cross-reference list above but included in the CGMHI 2022 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Amendments to Base Prospectus*

The CGMHI Underlying Linked Notes Base Prospectus is amended as set out in Schedule 3 to this Supplement.

*Amendments to the Pro Forma Final Terms*

The Pro Forma Final Terms set out in Section G.3 of the CGMHI Underlying Linked Notes Base Prospectus entitled "Pro Forma Final Terms" shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to the Pro Forma Pricing Supplement*

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI Underlying Linked Notes Base Prospectus entitled "Pro Forma Pricing Supplement" shall be amended as set out in Schedule 5 to this Supplement.

*Significant change and material adverse change*

There has been no significant change in the consolidated financial or trading position of CGMHI and its subsidiaries taken as a whole since 31 December 2022 (the date of the most recently published audited

annual financial statements of CGMHI), and there has been no material adverse change in the financial position or prospects of CGMHI and its subsidiaries taken as a whole since 31 December 2022 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial performance of CGMHI and its subsidiaries as a whole since 31 December 2022 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2022 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2023 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

#### *Legal proceedings*

For a discussion of CGMHI's material legal and regulatory matters, see Note 16 to the Consolidated Financial Statements included in the CGMHI 2022 Annual Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 15 (as specified above) are a part, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2020 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

#### *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 Underlying Linked Notes Base Prospectus since the publication of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3).

Copies of the CGMHI Underlying Linked Notes Base Prospectus 2022, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) 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 Underlying Linked Notes Base Prospectus 2022 will be available on the website specified for each such document in the CGMHI Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2022 by

this Supplement and (b) any statement in the CGMHI Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMHI Underlying Linked Notes Base Prospectus 2022, 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 Underlying Linked Notes 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 two 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 26 May 2023.

**INFORMATION RELATING TO THE CGMFL UNDERLYING LINKED NOTES BASE  
PROSPECTUS**

*Publication of the 2023 Q1 Form 10-Q of Citigroup Inc. on 5 May 2023*

On 5 May 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q1 Form 10-Q**") for the three months ended 31 March 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q1 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202305/43543d7a-4ebb-43ea-822e-a281dcb45e77.pdf>).

Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2023 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2023 Q1 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2023, as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	88-89
B. Consolidated Balance Sheet	90-91
C. Consolidated Statement of Changes in Stockholders' Equity	92
D. Consolidated Statement of Cash Flows	93-94
E. Notes to the Consolidated Financial Statements	95-206

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-20

(ii)	Strategic Risk	71
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	101
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	115-123
D.	Description of trends and events affecting Citigroup Inc.	
(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	77-85
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	87-88
E.	Description of litigation involving Citigroup Inc. – Note 25 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	196-197
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-76

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Annual Report and Financial Statements of Citigroup Global Markets Funding Luxembourg S.C.A. on 28 April 2023*

On 28 April 2023, CGMFL published its annual report and audited non-consolidated financial statements for the year ended 31 December 2022 (the "**CGMFL 2022 Annual Report**") which is published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202305/ca165450-f1b3-440b-8427-42b88e010f58.pdf>) and the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2022 Annual Report is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the CGMFL 2022 Annual Report as set out below:

<b>1. The audited non-consolidated financial statements of CGMFL in respect of the year ended 31 December 2022:</b>	
	<b>Page(s)</b>
A. Statement of Financial Position	1
B. Statement of Profit or Loss and other Comprehensive Income	2
C. Statements of Changes in Equity	3
D. Statement of Cash Flows	4
E. Notes to the Financial Statements	5-53
F. Report on the audit of the financial statements by KPMG Luxembourg <i>Société Coopérative</i> (formerly KPMG Luxembourg S.à r.l.)	Fifteenth to twentieth pages of the published CGMFL 2022 Annual Report

Any information not specified in the cross-reference list above but included in the CGMFL 2022 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Annual Financial Report of Citigroup Global Markets Limited (CGML)*

On 25 April 2023, Citigroup Global Markets Limited published its audited consolidated financial statements for the year ended 31 December 2022 (the "**CGMFL Guarantor 2022 Annual Report**"). A copy of the CGMFL Guarantor 2022 Annual Report has been filed with the Central Bank, Euronext Dublin and the CSSF and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202305/41fc0778-3614-461f-954c-0c1f5e6aa140.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGML is CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2022 Annual Report is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the CGMFL Guarantor 2022 Annual Report as set out below:

<b>1. The audited historical financial information of the CGMFL Guarantor in respect of the year ended 31 December 2022:</b>	
	<b>Page(s)</b>
A. Income Statement	27
B. Statement of Comprehensive Income	28
C. Statement of Changes in Equity	29
D. Balance Sheet	30



E.	Statement of Cash Flows	31
F.	Notes to the Financial Statements	32-106
G.	Independent Auditor's Report to the members of CGML	23-26

Any information not specified in the cross-reference list above but included in the CGMFL 2022 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

#### *Alternative Performance Measures*

Information relating to the additional alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedule 1 to this Supplement.

#### *CGMFL Relevant Series Supplement*

In respect of each series of securities described in Schedule 2 hereto, the Issuer has determined to amend the key financial information of CGMFL and the key financial information of the CGMFL Guarantor set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

- (a) the information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is deleted in its entirety and replaced with the following:

<b>"What is the key financial information regarding the Issuer?"</b>		
The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021.		
<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	203	134
<b>Summary information – balance sheet</b>		
	<b>As of 31 December 2022 (audited)</b>	<b>As of 31 December 2021 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in thousands of U.S. dollars</i> )	27,115,261	25,387,512
Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	21422%	22713%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>

Net cash flows from operating activities ( <i>in thousands of U.S. dollars</i> )	(101,533)	97,426
Net cash flows from financing activities ( <i>in thousands of U.S. dollars</i> )	6,764,831	7,505,356
Net cash flows from investing activities ( <i>in thousands of U.S. dollars</i> )	(6,764,800)	(7,505,354)

\*In accordance with IFRS, the Issuer does not present any interest expenses.

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Issuer on its audited historical financial information."

- (b) the information set out in the sub-section entitled "*Key financial information of the Guarantor*" in the Summary is deleted in its entirety and replaced with the following:

**"Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2022 and 2021.

<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>
Profit after taxation ( <i>in millions of U.S. dollars</i> )	278	403
<b>Summary information – balance sheet</b>		
	<b>As of 31 December 2022 (audited)</b>	<b>As of 31 December 2021 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	14,668	7,338
Debt to equity ratio (total liabilities/total shareholder equity)	17.2	14.8
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(2,689)	(1,982)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	2,237	5,305
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(586)	(1,780)

***Qualifications in audit report on historical financial information:*** There are no qualifications in the audit report of the Guarantor on its audited historical financial information."

The corresponding information in the relevant translations of the Summary (if any) shall also be deemed to be supplemented.

*Amendments to Base Prospectus*

The CGMFL Underlying Linked Notes Base Prospectus is amended as set out in Schedule 4 to this Supplement.

*Amendments to the Pro Forma Final Terms*

The Pro Forma Final Terms set out in Section G.3 of the CGMFL Underlying Linked Notes Base Prospectus entitled "Pro Forma Final Terms" shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to the Pro Forma Pricing Supplement*

The Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL Underlying Linked Notes Base Prospectus entitled "Pro Forma Pricing Supplement" shall be amended as set out in Schedule 6 to this Supplement.

*Significant change and material adverse change*

There has been no significant change in the financial or trading position of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the financial position or prospects of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 31 December 2022 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the financial position or prospects of CGMFL since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGML and its subsidiaries as a whole since 31 December 2022 (the date of its most recently published audited annual financial statements).

*Legal proceedings*

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding the date of this Supplement, a significant effect on CGMFL's financial position or profitability nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K and (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q. Save as disclosed in the documents referenced above, CGML is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which CGML is aware) in the twelve months preceding the date of this Supplement which may have or have in

such period had a significant effect on the financial position or profitability of CGML or CGML and its subsidiaries as a whole.

#### *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 Underlying Linked Notes Base Prospectus since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3).

Copies of the CGMFL Underlying Linked Notes Base Prospectus 2022, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) 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 Underlying Linked Notes Base Prospectus 2022 will be available on the website specified for each such document in the CGMFL Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2022 by this Supplement and (b) any statement in the CGMFL Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMFL Underlying Linked Notes Base Prospectus 2022, 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 Underlying Linked Notes 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 two 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 26 May 2023.

## SCHEDULE 1

### ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2022 ANNUAL REPORT)

In relation to the CGMFL Underlying Linked Notes Base Prospectus only, the CGMFL Guarantor 2022 Annual Report contains the additional alternative performance measures (APMs) as shown in the table below:

APM	Components of APM	Basis of calculation (including any assumptions)	of Reconciliation with financial statements	Explanation of why use of APM provides useful information	Comparatives and reconciliations for corresponding previous reporting period
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In the CGMFL Guarantor 2022 Annual Report:

Other Income and Expenses (contained in the Strategic Report)	"Net finance income on pension" and "Other Income" in the Income Statement	"Other Income" in the Income Statement	"Other Income" in the Income Statement	Acts as a subtotal/summary	Other Income and Expenses was presented in the Strategic Report in the CGMFL Guarantor 2021 Annual Report and was calculated in the same manner
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## SCHEDULE 2

### SERIES OF NOTES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of EUR 60,000,000 Snowballing Autocall Notes linked to the Shares of AXA S.A., BNP Paribas S.A., Orange S.A., Stellantis N.V. and TotalEnergies SE due August 2033 (Series: CGMFL58341; ISIN: FR001400HFR7);
- (ii) Issue of up to 15,000 Memory Coupon Barrier Autocall Certificates linked to the Worst Performing of Adobe Inc., Intel Corporation, Microsoft Corporation and Oracle Corporation, due May 2025 (Series: CGMFL58193; ISIN: XS2581829798);
- (iii) Issue of Up to 20,000 Units of EUR 1,000 Memory Coupon Barrier Autocall Certificates Based Upon a Basket Consisting of Ferrari N.V. and Porsche Automobil Holding SE (Series CGMFL58529; ISIN: XS2581835761);
- (iv) Issue of Up to 10,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of BNP Paribas S.A., Intesa Sanpaolo SpA and Mediobanca Banca Di Credito Finanziario SpA (Series CGMFL58529; ISIN: XS2581836579);
- (v) Issue of Up to 5,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Eni SpA, Shell PLC and TotalEnergies SE (Series CGMFL58529; ISIN: XS2581829368);
- (vi) Issue of Up to 10,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Hermes International, Kering S.A. and LVMH Moet Hennessy Louis Vuitton SE (Series CGMFL58529; ISIN: XS2581836819);
- (vii) Issue of up to EUR 6,500,000 Memory Coupon Barrier Autocall Notes due June 2026 linked to the Worst Performing of Infineon Technologies AG and Mercedes-Benz Group AG (Series CGMFL58529; ISIN: XS2598497480);
- (viii) Issue of Up to 1,000 Units of Euro 20,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Eni S.p.A. and Intesa Sanpaolo S.p.A. (Series CGMFL59449; ISIN: XS2581827404);
- (ix) Issue of Up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon Enel SpA (Series CGMFL59146; ISIN: XS2581831778); and
- (x) Issue of Up to 10,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of ING Groep N.V., Mercedes-Benz Group AG and RWE AG (Series CGMFL59218; ISIN: XS2581835332).

## SCHEDULE 3

### AMENDMENTS TO BASE PROSPECTUS

The Base Prospectus shall be amended as set out below:

- (i) the section "Approvals of the Base Prospectus" under the heading "Important Notices" on pages vi to ix of the Base Prospectus shall be updated and supplemented as follows:
- (a) by inserting on page vii immediately prior to the words "The Central Bank may, at the request of the Issuer, send to a competent authority of another Member State of the EEA..." the words:
- "Application may also be made for Securities issued under the Programme to be listed on the Vienna MTF of the Vienna Stock Exchange (*Wiener Börse*) which is a multilateral trading facility (the **Vienna MTF**), but there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities, as the case may be, or at all.";
- (b) by inserting on page vii immediately prior to the words "The Global Exchange Market and the Euro MTF" the words:
- "Application may also be made for Securities issued by each Issuer during the 12 months from the date of the Base Listing Particulars to be admitted to trading on the Vienna MTF.";
- (c) by inserting on page vii in the paragraph starting "Application has been made..." immediately following the words "The Global Exchange Market and the Euro MTF" the words "and the Vienna MTF";
- (d) by inserting on page viii in the paragraph starting "Application has been made..." immediately following the words "The Global Exchange Market or the Euro MTF" the words "or the Vienna MTF";
- (e) by deleting in its entirety the paragraph on page viii starting "References in this Base Prospectus to Securities being listed (and all related references) shall mean..." and replacing it with the following:
- "References in this Base Prospectus to Securities being listed (and all related references) shall mean that such Securities are intended to be admitted to trading on Euronext Dublin's regulated market and are intended to be listed on the Official List of Euronext Dublin and/or listed on the Luxembourg Stock Exchange and admitted to trading on the regulated market of the Luxembourg Stock Exchange and/or listed on the NASDAQ Stockholm AB and admitted to trading on the regulated market of the NASDAQ Stockholm AB and/or listed on the Italian Stock Exchange and admitted to trading on the MoT and/or admitted to trading on the Open Market (Regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG), on SeDeX, EuroTLX or on the Vienna MTF. For the avoidance of doubt, the Open Market (Regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG), SeDeX, EuroTLX and the Vienna MTF are not regulated markets for the purposes of MiFID II. As specified in the applicable Final Terms, an issue of Securities may or may not be listed or admitted to trading, as the case may be, on Euronext Dublin and/or the Luxembourg Stock Exchange and/or the NASDAQ Stockholm AB and/or the Italian Stock Exchange and/or any other regulated market for the purposes of MiFID II and/or the Open Market of the Frankfurt Stock Exchange as may be agreed between the Issuer and the relevant Dealer. As specified in the applicable Pricing Supplement, an issue of Securities may or may not be listed or admitted to trading, as the case may be, on the Global Exchange Market, the Euro MTF and/or any other stock exchange or market that is not a regulated market for the purpose of MiFID II as may be agreed between the Issuer and the relevant Dealer.";
- (ii) paragraph 1 of section F.1 of the Base Prospectus entitled "General Information Relating to the Issue of the Securities under this Base Prospectus" set out on page 182 of the Base Prospectus shall be amended and supplemented by inserting immediately prior to the paragraph beginning "As specified in the applicable Issue Terms..." the following new paragraph:

"Application may be made for Securities to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF, but there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities, as the case may be, or at all. For the avoidance of doubt, the Vienna MTF is not a regulated market for the purposes of MiFID II."



## SCHEDULE 4

### AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section G.3 of the Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended by deleting in its entirety Paragraph 1 (*Listing and Admission to Trading*) under the heading "Part B – Other Information" on page 1032 of the Base Prospectus and replacing it with the following:

#### "1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:

[Application [has been/will be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be admitted to trading on [the Regulated Market of [Euronext Dublin/Euronext Paris/the Luxembourg Stock Exchange/the NASDAQ Stockholm AB/the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A. (the MoT)]/[the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "SeDeX") / the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX")]/[the Open Market (Regulated Unofficial Market Freiverkehr) of the [Frankfurt Stock Exchange (Börse Frankfurt AG)]/[the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange] [and to listing on [the official list of [Euronext Dublin/Euronext Paris/the Luxembourg Stock Exchange/the NASDAQ Stockholm AB/the Italian Stock Exchange]] [the Open Market (Regulated Unofficial Market Freiverkehr) of the [Frankfurt Stock Exchange (Börse Frankfurt AG)]/[the Vienna Stock Exchange] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]

*(where the Securities are listed and admitted to trading on more than one exchange, repeat as necessary)*

*(the Vienna MTF, the Open Market (Regulated Unofficial Market Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG), SeDeX and EuroTLX are not regulated markets for the purpose of MiFID II)*

[Tranche [●] of the Securities has been admitted to trading on [the Regulated Market of [Euronext Dublin/Euronext Paris/the Luxembourg Stock Exchange/the NASDAQ Stockholm AB/ the electronic "Bond Market" organised and managed by Borsa Italiana S.p.A. (the MoT)]/[the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "SeDeX") / the multilateral trading facility of EuroTLX managed by Borsa Italiana S.p.A. ("EuroTLX")]/[the Open Market (Regulated Unofficial Market Freiverkehr) of the

[Frankfurt Stock Exchange (Börse Frankfurt AG)]  
[the multilateral trading facility of the Vienna MTF  
of the Vienna Stock Exchange] [and to listing on the  
official list of [Euronext Dublin/Euronext Paris/the  
Luxembourg Stock Exchange/the NASDAQ  
Stockholm AB/the Italian Stock Exchange] [the  
Open Market (Regulated Unofficial Market  
Freiverkehr) of the [Frankfurt Stock Exchange  
(Börse Frankfurt AG)]]/[the Vienna Stock  
Exchange] with effect from [●]/[[●] of the Tranche  
[●] Securities]] (*Where documenting a fungible  
issue, need to indicate that original Securities are  
already admitted to trading*)

*(the Vienna MTF, the Open Market (Regulated  
Unofficial Market Freiverkehr) of the Frankfurt  
Stock Exchange (Börse Frankfurt AG), SeDeX and  
EuroTLX are not regulated markets for the purpose  
of MiFID II)*

[Estimate of total expenses related to [●]].  
admission to trading:

## SCHEDULE 5

### AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement set out in Section G.4 of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended by deleting in its entirety Paragraph 1 (*Listing and Admission to Trading*) under the heading "Part B – Other Information" on page 1240 of the Base Prospectus and replacing it with the following:

#### "1. LISTING AND ADMISSION TO TRADING:

Admission to trading and listing:

[Application [has been/is expected to be] made by the Issuer (or on its behalf) for the [Tranche [●]] Securities to be admitted to trading on [*specify relevant non-EEA/United Kingdom regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF of the Luxembourg Stock Exchange or the Vienna MTF of the Vienna Stock Exchange)*] and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, the official list of Euronext Paris or the official list of the Luxembourg Stock Exchange)] with effect from on or around [●] [of the Tranche [●] Securities]] [Not Applicable]

[Tranche [●] of the Securities has been admitted to trading on [*specify relevant non-EEA/United Kingdom regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF of the Luxembourg Stock Exchange or the Vienna MTF of the Vienna Stock Exchange)*] and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, the official list of Euronext Paris or the official list of the Luxembourg Stock Exchange)] with effect from [●]/[[●] of the Tranche [●] Securities]] (Where documenting a fungible issue, need to indicate that original Securities are already admitted to trading)

Estimated expenses relating to admission to trading: [●]".