

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.8) dated 23 November 2023;**  
**CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.9) dated 23 November 2023; and**  
**CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.9) dated 23 November 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.8)**

This base prospectus supplement ("**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.8)**") 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)**"), 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)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4) dated 24 May 2023 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5) dated 1 August 2023 (the "**Citigroup Inc. Underlying**

**Linked Notes Base Prospectus Supplement (No.5)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6) dated 22 August 2023 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6)**") and a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.7) dated 31 October 2023 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.7)**"), 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), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6) and the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.7), 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.9)**

This base prospectus supplement ("**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.9)**") 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)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) dated 3 May 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) dated 24 May 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5) dated 1 August 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6) dated 22 August 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7) dated 12 September 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7)**") and a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.8) dated 31 October 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.8)**"), 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), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.8), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

#### **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.9)**

This base prospectus supplement ("**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.9)**") and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.8) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.9), 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)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 3 May 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 24 May 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) dated 1 August 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6) dated 22 August 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7) dated 17 October 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7)**") and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.8) dated 31 October 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.8)**"), 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), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.8), 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.9), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.9) also supplements each series of securities described in Schedule 1 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.8), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.9) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.9) (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.8)**", the "**CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.9)**" and the "**CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.9)**" 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.8)", "CGMHI Underlying Linked Notes Base Prospectus Supplement (No.9)" and "CGMFL Underlying Linked Notes Base Prospectus Supplement (No.9)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.8)", "CGMHI

Underlying Linked Notes Base Listing Particulars Supplement (No.9)" and "CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.9)", 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 (together, "**CGMFL Guarantor Excluded Information**")). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding the CGMFL Guarantor Excluded Information) is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Defined Terms**

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

## INFORMATION RELATING TO THE CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS

*Publication of the 2023 Q3 Form 10-Q of Citigroup Inc. on 3 November 2023*

On 3 November 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q3 Form 10-Q**") for the three and nine months ended 30 September 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202311/86f86801-53c4-4234-b342-036460d81a9f.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q3 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 Q3 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2023, as set out in the Citigroup Inc. 2023 Q3 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	90-91
B. Consolidated Balance Sheet	92-93
C. Consolidated Statement of Changes in Stockholders' Equity	94-95
D. Consolidated Statement of Cash Flows	96-97
E. Notes to the Consolidated Financial Statements	98-211

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q3 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	1-22
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	4-22
(ii)	Strategic Risk	73
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	103
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	117-124
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	2-22
(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	79-88
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	98-99
E.	Description of litigation involving Citigroup Inc. – Note 26 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	209-210
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	37-78

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Significant change and material adverse change*

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 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 30 September 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, (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q, (iii) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q2 Form 10-Q and (iv) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q3 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 material 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.7).

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), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4), Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5), Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.6), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.7) 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 27 November 2023.



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

*Publication of the 2023 Q3 Form 10-Q of Citigroup Inc. on 3 November 2023*

On 3 November 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q3 Form 10-Q**") for the three and nine months ended 30 September 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202311/86f86801-53c4-4234-b342-036460d81a9f.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2023 Q3 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 Q3 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2023, as set out in the Citigroup Inc. 2023 Q3 Form 10-Q:**

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Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Significant change and material adverse change*

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 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 30 September 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 and Note 13 to the Consolidated Financial Statements included in the CGMHI 2023 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 16 and 13 (as specified above) are a part, see (i) Note 29 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Form 10-K, (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q, (iii) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q2 Form 10-Q and (iv) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q3 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 material 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. 2022 Form 10-K, (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q, (iii) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q2 Form 10-Q and (iv) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q3 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 material 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.8).

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), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5), CGMHI Underlying Linked Notes Base Prospectus Supplement (No.6), CGMHI Underlying Linked Notes Base Prospectus Supplement (No.7), CGMHI Underlying Linked Notes Base Prospectus Supplement (No.8) 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 27 November 2023.

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

*Publication of the 2023 Q3 Form 10-Q of Citigroup Inc. on 3 November 2023*

On 3 November 2023, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2023 Q3 Form 10-Q**") for the three and nine months ended 30 September 2023 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2023 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202311/86f86801-53c4-4234-b342-036460d81a9f.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2023 Q3 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 Q3 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2023, as set out in the Citigroup Inc. 2023 Q3 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	90-91
B. Consolidated Balance Sheet	92-93
C. Consolidated Statement of Changes in Stockholders' Equity	94-95
D. Consolidated Statement of Cash Flows	96-97
E. Notes to the Consolidated Financial Statements	98-211

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2023 Q3 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	1-22
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	4-22
(ii)	Strategic Risk	73
(iii)	Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	103
C.	Description of the principal investments of Citigroup Inc. – Note 12 ( <i>Investments</i> ) to the Consolidated Financial Statements	117-124
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	2-22
(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	79-88
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	98-99
E.	Description of litigation involving Citigroup Inc. – Note 26 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	209-210
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	37-78

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2023 Q3 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 Interim Report of Citigroup Global Markets Limited (CGML)*

Citigroup Global Markets Limited (the "**CGMFL Guarantor**") published its unaudited interim report dated 2 November 2023, for the six month period ended 30 June 2023, (the "**CGMFL Guarantor 2023 Interim Report**"). A copy of the CGMFL Guarantor 2023 Interim Report, has been filed with each of the Central Bank and Euronext Dublin 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/202311/1bd6a9ba-f110-436b-9b20-a816a4443d93.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Global Markets Limited is the CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2023 Interim 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 2023 Interim Report as set out below:

**1. The unaudited interim financial information of the CGMFL Guarantor in respect of the six-month period ended 30 June 2023:**

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

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2023 Interim Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

The financial statements of the CGMFL Guarantor have been prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom. These financials are also fully compliant with the International Financial Reporting Standards as endorsed in the European Union based on Regulation (EC) No 1606/2002.

*CGMFL Relevant Series Supplement*

In respect of each series of securities described in Schedule 1 hereto, the Issuer has determined to amend 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 "*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, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2023.

<b>Summary information – income statement</b>				
	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>	<b>Six months ended 30 June 2023 (unaudited)</b>	<b>Six months ended 30 June 2022 (unaudited)</b>
Profit after taxation <i>(in millions of U.S. dollars)</i>	278	403	621	53
<b>Summary information – balance sheet</b>				
	<b>As of 31 December 2022 (audited)</b>	<b>As of 31 December 2021 (audited)</b>	<b>As of 30 June 2023 (unaudited)</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	8,435	
Debt to equity ratio (total liabilities/total shareholder equity)	17.2	14.8	17.4	
<b>Summary information – cash flow statement</b>				
	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>	<b>Six months ended 30 June 2023 (unaudited)</b>	<b>Six months ended 30 June 2022 (unaudited)</b>
Net cash flows from operating activities <i>(in millions of U.S. dollars)</i>	(2,689)	(1,982)	(442)	(2,412)
Net cash flows from financing activities <i>(in millions of U.S. dollars)</i>	2,237	5,305	(267)	(2,222)
Net cash flows from investing activities <i>(in millions of U.S. dollars)</i>	(586)	(1,780)	(58)	(533)

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

#### *Significant change and material adverse change*

There has been (i) no significant change in the financial or trading position of the CGMFL Guarantor or the CGMFL Guarantor and its subsidiaries as a whole since 30 June 2023 (the date of its most recently published unaudited interim financial statements) and (ii) no material adverse change in the financial position or prospects of the CGMFL Guarantor or the CGMFL Guarantor and its subsidiaries as a whole since 31 December 2022 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of the CGMFL Guarantor and its subsidiaries as a whole since 30 June 2023 (the date of its 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, (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q, (iii) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q2 Form 10-Q and (iv) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q3 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL is not involved in, or has not been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a material effect on the financial position or profitability of CGMFL, 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, (ii) Note 25 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q1 Form 10-Q, (iii) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q2 Form 10-Q and (iv) Note 26 to the Consolidated Financial Statements included in the Citigroup Inc. 2023 Q3 Form 10-Q. Save as



disclosed in the documents referenced above, CGML is not involved in, or has not been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a material effect on the financial position or profitability of CGML, nor, so far as CGML is aware, are any such proceedings pending or threatened.

#### *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 2 to this Supplement.

#### *General*

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Underlying Linked Notes Base Prospectus since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.8).

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 CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.7), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.8) 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 27 November 2023.

## **SCHEDULE 1**

### **SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT**

- (i) Issue of up to 20,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon the Worst Performing of Renault and Stellantis N.V. (Series: CGMFL67397; ISIN: XS2623596389);
- (ii) Issue of up to SEK 50,000,000 Worst of Snowballing Autocall Notes linked to a Basket of Shares, due December 2028 (Series: CGMFL66676; ISIN: SE0020997237);
- (iii) Issue of up to 30,000 Snowballing Autocall Certificates linked to the Worst Performing of Advanced Micro Devices, Inc., Infineon Technologies AG and Micron Technology, Inc., due December 2027 (Series: CGMFL67364; ISIN: XS2623595654);
- (iv) Issue of up to 20,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon Commerzbank Aktiengesellschaft (Series: CGMFL67691; ISIN: XS2623591075);
- (v) Issue of up to 5,000 Quanto Snowballing Autocall Certificates linked to a Basket of Shares, due December 2028 (Series: CGMFL66613; ISIN: SE0020997393);
- (vi) Issue of up to 7,500 Memory Coupon Barrier Autocall Certificates due December 2026 linked to the Worst Performing of Broadcom Inc. and Cisco Systems, Inc. (Series: CGMFL67612; ISIN: XS2623591158);
- (vii) Issue of up to 20,000 Units of EUR 1,000 Memory Coupon Barrier Autocall Certificates Based Upon a Basket Consisting of Intesa Sanpaolo S.p.A. and UniCredit S.p.A. (Series: CGMFL67880; ISIN: XS2623594178);
- (viii) Issue of up to SEK 50,000,000 Call Notes linked to The Solactive OMX Stockholm Future 3.5 Index (Adjusted Return) (SEK), due January 2030 (Series: CGMFL67492; ISIN: SE0020999928);
- (ix) Issue of up to SEK 50,000,000 Worst of Snowballing Autocall Notes linked to a Basket of Shares, due January 2029 (Series: CGMFL67934; ISIN: SE0021021102);
- (x) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the Solactive Transatlantique 5% AR Index, due December 2031 (Series: CGMFL65846; ISIN: FR001400KU22);
- (xi) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to Stellantis N.V., due December 2031 (Series: CGMFL63923; ISIN: FR001400KDI5);
- (xii) Issue of 2,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon ASSA ABLOY AB (Series: CGMFL67968; ISIN: XS2623595738); and
- (xiii) Issue of 2,000 Units of Euro 1,000 Memory Coupon Barrier Autocall Certificates Based Upon ResMed Inc. (Series: CGMFL67970; ISIN: XS2623590770).

## SCHEDULE 2

### ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2023 INTERIM REPORT)

The CGMFL Guarantor 2023 Interim Report contains alternative performance measures (APMs). For further details on (i) the components of the APMs, (ii) the basis of calculation of the APMs, (iii) a reconciliation with the financial statements, (iv) an explanation of why such APMs provide useful information for investors and (v) comparatives and reconciliations for corresponding previous reporting periods, please see the table below:

APM	Components of APM	Basis of calculation (including any assumptions)	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 2023 Interim Report:

Other Income and Expenses (contained in the Interim Management Report) for the period ended 30 June 2023	"Net finance income on pension" in the Income Statement for the period ended 30 June 2023	"Net finance income on pension" in the Income Statement for the period ended 30 June 2023	"Net finance income on pension" in the Income Statement	Acts as a subtotal / summary	Other Income and Expenses was presented in the Strategic Report in the CGMFL Guarantor 2022 Interim Report and was calculated in the same manner
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