



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

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

**Notes 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)**

CGMFL Rates Base Prospectus Supplement (No.3)

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.3)**", the "**Supplement**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 5 July 2024 (the "**CGMFL Rates Base Prospectus 2024**"), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 30 July 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.1)**") and a CGMFL Rates Base Prospectus Supplement (No.2) dated 21 August 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), 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 (the CGMFL Rates Base Prospectus 2024, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.2), the "**CGMFL Rates Base Prospectus**" or the "**Base Prospectus**"), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

Approvals

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU

Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or the Guarantor, or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the CGMFL Rates Base Prospectus Supplement (No.3) as a Base Listing Particulars Supplement (the "**CGMFL Rates Base Listing Particulars Supplement (No.3)**" or the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement" or "CGMFL Rates Base Prospectus Supplement (No.3)" shall be construed to be to, respectively, "Base Listing Particulars Supplement" and "CGMFL Rates Base Listing Particulars Supplement (No.3)".

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

Responsibility Statements

CGMFL: CGMFL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMFL, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL Guarantor: The CGMFL Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Defined Terms

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

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the Interim Financial Report of Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL)

On 30 September 2024, CGMFL published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2024 (the "**CGMFL 2024 Interim Financial Report**"). A copy of the CGMFL 2024 Interim Financial Report has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "CSSF") and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202410/ec9848e2-dd51-48f2-b27d-e1f816b6dc97.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2024 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the CGMFL 2024 Interim Financial Report as set out below:

1. The unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2024:

	Page(s)
A. Condensed Interim Statement of Comprehensive Income	1
B. Condensed Interim Balance Sheet	2
C. Condensed Interim Statement of Changes in Equity	3
D. Condensed Interim Statement of Cash Flows	4
E. Notes to the Condensed Interim Financial Statements	5-25

Any information not specified in the cross-reference list above but included in the CGMFL 2024 Interim Financial Report 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 3 October 2024, for the six month period ended 30 June 2024 (the "**CGMFL Guarantor 2024 Interim Report**"). A copy of the CGMFL Guarantor 2024 Interim Report has been filed with each of the Central Bank, Euronext Dublin, the CSSF and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202410/19fccf26-d6be-4749-b33a-fad6f7e9e216.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGML is the CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2024 Interim Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the CGMFL Guarantor 2024 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 2024:

	Page(s)
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 Condensed Interim Financial Statements	13-37

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2024 Interim 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.

Significant change and material adverse change

There has been (i) no significant change in the financial or trading position of CGMFL since 30 June 2024 (the date of its most recently published unaudited interim financial statements), and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2023 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of CGMFL since 30 June 2024 (the date of the most recently published unaudited interim financial statements of CGMFL).

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 2024 (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 2023 (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 30 June 2024 (the date of its most recently published unaudited interim financial statements).

Amendments to the Description of Citigroup Global Markets Funding Luxembourg S.C.A.

The section of the CGMFL Rates Base Prospectus entitled "*Section F.3 – Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" shall be amended as set out in Schedule 2 to this Supplement.

General

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

Copies of the CGMFL Rates Base Prospectus 2024, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2024 will be available on the website specified for each such document in the CGMFL Rates 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 Rates Base Prospectus 2024 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2024, 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 Rates 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 21 October 2024.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2024 INTERIM REPORT)

The CGMFL Guarantor 2024 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 2024 Interim Report:

Other Income and Expenses (contained in the Interim Management Report) for the period ended 30 June 2024	"Net finance income on pension" in the Income Statement for the period ended 30 June 2024	"Net finance income on pension" in the Income Statement for the period ended 30 June 2024	"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 2024 Interim Report and was calculated in the same manner
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SCHEDULE 2

AMENDMENTS TO THE DESCRIPTION OF CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.

The paragraph entitled "*Management of CGMFL*" set out in Section F.3 on page 220 to 221 of the Base Prospectus entitled "*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" shall be amended so that it states:

"CGMFL is managed by Citigroup Global Markets Funding Luxembourg GP S.à r.l. in its capacity as manager (the "**Corporate Manager**").

The following table sets forth the names of the members of the board of managers of the Unlimited Shareholder being the Corporate Manager (the "**Board of Managers**") as of the date of this Base Prospectus:

- Mr. Eduardo Gramuglia Pallavicino, with professional address at 31, Z.A. Bourmicht L-8070 Bertrange, Grand Duchy of Luxembourg;
- Ms. Silvia Carpitella, with professional address at Reuterweg 16 (An Der Welle) Frankfurt Main D-60323 Germany;
- Mr. Martin Sonneck, with professional address at 31, Z.A. Bourmicht L-8070 Bertrange, Grand Duchy of Luxembourg;
- Ms. Milka Krasteva, with professional address at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom; and
- Mr. Dimba Kier, with professional address at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

Eduardo Gramuglia Pallavicino, is a Managing Director, in Securities Services Benelux. Eduardo joined Citi in May 2023 as Head of Securities Services for Benelux.

Eduardo has over 20 years of experience in Luxembourg and London in fund services, capital markets and fintech. Prior to joining Citi Eduardo held various senior leadership roles including Branch Manager and Country Head for State Street Bank Luxembourg, responsible for overseeing and growing all activities in country, representing the franchise in external industry associations and internationally.

Eduardo has a Doctorate in Political Sciences from the Università di Roma La Sapienza.

Eduardo Gramuglia Pallavicino was appointed as Manager on 13 December 2023 for an unlimited duration.

Silvia Carpitella is the Chief Executive Officer of Citigroup Global Markets Europe AG (CGME), headquartered in Frankfurt and under the Supervision of the ECB. Before her current role, Silvia has been Interim CEO and CFO of Citibank Europe PLC and Europe CFO. Silvia has over 20 years of successful track record at C-level in five different European countries.

Silvia is a University Graduate cum Laude from the University of Economics in Florence.

Silvia Carpitella was appointed as Manager on 9 April 2024 for an unlimited duration.

Martin Sonneck joined Citi in 1994 where he held various technology and project management roles for the German Consumer Bank until moving to Citi Netherlands in 2005 to lead

Technology for the Corporate Bank, expanding to Nordics in 2012 and Benelux, France, Israel and Italy in 2020.

He also served as the Head of Operations & Technology Netherlands since 2012, additionally covering Belgium and Luxembourg from 2021.

Since 2023, he is based in Luxembourg managing Operations across Benelux.

Martin studied Chemistry at FH Niederrhein, Germany.

Martin Sonneck was appointed as Manager on 27 September 2024 for an unlimited duration.

Milka Krasteva has been with Citi since 2007, and has held structuring and platform roles across the Equities, Multi-Asset and Commodities Markets businesses. She is currently a Director in the Global Markets Issuance team within the Markets business.

Milka holds a First Class master's degree in Mathematics from Imperial College London.

Milka Krasteva was appointed as Manager on 8 March 2021 for an unlimited duration.

Dimba Kier joined Citi in 2020 and is the UK Treasurer, with responsibilities across Liquidity, Capital and Funding for UK entities.

Dimba Kier joined Citi from Morgan Stanley where he spent 12 years across a number of functions within Corporate Treasury including for the last 6 years, where he held the role as EMEA Head of Liquidity. Dimba also spent 4 years at Goldman Sachs covering funding and liquidity in the Corporate Treasury function.

Dimba holds a degree in Business Economics and Finance from Loughborough University.

Dimba Kier was appointed as Manager on 17 May 2021 for an unlimited duration.

There are no potential conflicts of interest existing between any duties owed to CGMFL by the board of managers listed above and their private interests and/or other duties. There are no principal activities performed by the board of managers outside of CGMFL which are significant with respect to CGMFL."