



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)**

Citigroup Inc. Rates Base Prospectus Supplement (No.8)

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.8)**") 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 ("**Citigroup Inc. Rates Base Prospectus 2024**"), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 30 July 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 21 August 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.3) dated 31 October 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.4) dated 26 November 2024 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.5) dated 31 January 2025 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**"), a Citigroup Inc. Rates Base Prospectus Supplement (No.6) dated 12 March 2025 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.6)**") and a Citigroup Inc. Rates Base Prospectus Supplement (No.7) dated 7 May 2025 (the "**Citigroup Inc. Rates Base Prospectus Supplement (No.7)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2024, as supplemented by the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base

Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5), the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and the Citigroup Inc. Rates Base Prospectus Supplement (No.7), together the "**Citigroup Inc. Rates Base Prospectus**"), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI Rates Base Prospectus Supplement (No.9)

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.9)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 5 July 2024 (the "**CGMHI Rates Base Prospectus 2024**"), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 30 July 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.1)**"), a CGMHI Rates Base Prospectus Supplement (No.2) dated 21 August 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.2)**"), a CGMHI Rates Base Prospectus Supplement (No.3) dated 17 September 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.3)**"), a CGMHI Rates Base Prospectus Supplement (No.4) dated 31 October 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.4)**"), a CGMHI Rates Base Prospectus Supplement (No.5) dated 26 November 2024 (the "**CGMHI Rates Base Prospectus Supplement (No.5)**"), a CGMHI Rates Base Prospectus Supplement (No.6) dated 31 January 2025 (the "**CGMHI Rates Base Prospectus Supplement (No.6)**"), a CGMHI Rates Base Prospectus Supplement (No.7) dated 12 March 2025 (the "**CGMHI Rates Base Prospectus Supplement (No.7)**") and a CGMHI Rates Base Prospectus Supplement (No.8) dated 7 May 2025 (the "**CGMHI Rates 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 (the CGMHI Rates Base Prospectus 2024, as supplemented by the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and the CGMHI Rates Base Prospectus Supplement (No.8), together the "**CGMHI Rates Base Prospectus**"), with respect to the Programme.

CGMFL Rates Base Prospectus Supplement (No.9)

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.9)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.8) and the CGMHI Rates Base Prospectus Supplement (No.9), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of 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)**"), a CGMFL Rates Base Prospectus Supplement (No.2) dated 21 August 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.2)**"), a CGMFL Rates Base Prospectus Supplement (No.3) dated 17 October 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.3)**"), a CGMFL Rates Base Prospectus Supplement (No.4) dated 31 October 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.4)**"), a CGMFL Rates Base Prospectus Supplement (No.5) dated 26 November 2024 (the "**CGMFL Rates Base Prospectus Supplement (No.5)**"), a CGMFL Rates Base Prospectus Supplement (No.6) dated 31 January 2025 (the "**CGMFL Rates Base Prospectus Supplement (No.6)**"), a CGMFL Rates Base Prospectus Supplement (No.7) dated 12 March 2025 (the "**CGMFL Rates Base Prospectus Supplement (No.7)**") and a CGMFL Rates Base Prospectus Supplement (No.8) dated 7 May 2025 (the "**CGMFL Rates 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 (the CGMFL Rates Base Prospectus 2024, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement

(No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6), the CGMFL Rates Base Prospectus Supplement (No.7) and the CGMFL Rates Base Prospectus Supplement (No.8), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**", with respect to 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 Citigroup Inc. Rates Base Prospectus Supplement (No.8), the CGMHI Rates Base Prospectus Supplement (No.9) and the CGMFL Rates Base Prospectus Supplement (No.9) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.8)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.9)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.9)**", respectively, and together, 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", "Citigroup Inc. Rates Base Prospectus Supplement (No.8)", "CGMHI Rates Base Prospectus Supplement (No.9)" and "CGMFL Rates Base Prospectus Supplement (No.9)" shall be construed to be to, respectively, "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.8)", "CGMHI Rates Base Listing Particulars Supplement (No.9)" and "CGMFL Rates Base Listing Particulars Supplement (No.9)".

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

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 Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates 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. RATES BASE PROSPECTUS

Publication of the 2025 Q1 Form 10-Q of Citigroup Inc. on 8 May 2025

On 8 May 2025, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2025 Q1 Form 10-Q**") for the three months ended 31 March 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Q1 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/202505/559bbd25-b319-4973-9cb6-daf4a7ca770a.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 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 2025, as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	96-97
B. Consolidated Balance Sheet	98-99
C. Consolidated Statement of Changes in Stockholders' Equity	100
D. Consolidated Statement of Cash Flows	102-103
E. Notes to the Consolidated Financial Statements	104-201

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:

	Page(s)
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	4-30
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	7-30
(ii) Strategic Risk	80
(iii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	107-109

C.	Description of the principal investments of Citigroup Inc. – Note 13 (<i>Investments</i>) to the Consolidated Financial Statements	121-127
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	6-30
(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	85-94
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	104-105
E.	Description of litigation involving Citigroup Inc. – Note 27 (<i>Contingencies</i>) to the Consolidated Financial Statements	199-200
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	43-84

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 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 position or the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2025 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2024 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.7).

Copies of the Citigroup Inc. Rates Base Prospectus 2024, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5), the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the Citigroup Inc. Rates 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 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 Citigroup Inc. Rates Base Prospectus 2024 will be available on the website specified for each such document in the Citigroup Inc. 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 Citigroup Inc. Rates Base Prospectus 2024 by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. 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 Citigroup Inc. 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 three 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 3 June 2025.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the 2025 Q1 Form 10-Q of Citigroup Inc. on 8 May 2025

On 8 May 2025, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2025 Q1 Form 10-Q**") for the three months ended 31 March 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 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/202505/559bbd25-b319-4973-9cb6-daf4a7ca770a.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 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 2025, as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	96-97
B. Consolidated Balance Sheet	98-99
C. Consolidated Statement of Changes in Stockholders' Equity	100
D. Consolidated Statement of Cash Flows	102-103
E. Notes to the Consolidated Financial Statements	104-201

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:

	Page(s)
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	4-30
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	7-30
(ii) Strategic Risk	80
(iii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	107-109

C.	Description of the principal investments of Citigroup Inc. – Note 13 (<i>Investments</i>) to the Consolidated Financial Statements	121-127
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	6-30
(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	85-94
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	104-105
E.	Description of litigation involving Citigroup Inc. – Note 27 (<i>Contingencies</i>) to the Consolidated Financial Statements	199-200
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	43-84

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 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 30 April 2025

On 30 April 2025, CGMHI published its annual financial report for the year ended 31 December 2024 containing its audited consolidated financial statements as of 31 December 2024 and 2023 and for each of the years in the three year period ended 31 December 2024 (the "**CGMHI 2024 Annual Report**"). A copy of the CGMHI 2024 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-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202505/82769d60-c05b-42c8-bfd4-fcdd3aa04eb9.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 2024 Annual Report is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the CGMHI 2024 Annual Report as set out below:

- The audited consolidated financial statements of CGMHI as of 31 December 2024 and 2023 for the years in the three year period ended 31 December 2024, as set out in the CGMHI 2024 Annual Report, namely:**

	Page(s) of the section entitled "Consolidated Financial Statements"
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	7-67
G.	Independent Auditors' Report	Thirty seventh to thirty-ninth page of the published CGMHI 2024 Annual Report

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

**Page(s) of the section
entitled "Management
Report"**

A.	Management Report	1-31
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Any information not specified in the cross-reference list above but included in the CGMHI 2024 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

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 no significant change in the consolidated financial position or the financial performance of CGMHI and its subsidiaries as a whole since 31 December 2024 (the date the most recently published audited annual financial statements of CGMHI), and there has been no material adverse change in the prospects of CGMHI and its subsidiaries as a whole since 31 December 2024 (the date the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial position or the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2025 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2024 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 17 to the Consolidated Financial Statements included in the CGMHI 2024 Annual Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 17 (as specified above) is a part, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 Form 10 Q.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 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 Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.8).

Copies of the CGMHI Rates Base Prospectus 2024, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7), the CGMHI Rates 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 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 CGMHI Rates Base Prospectus 2024 will be available on the website specified for each such document in the CGMHI 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 CGMHI Rates Base Prospectus 2024 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI 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 CGMHI 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 three 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 3 June 2025.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the 2025 Q1 Form 10-Q of Citigroup Inc. on 8 May 2025

On 8 May 2025, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2025 Q1 Form 10-Q**") for the three months ended 31 March 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2024 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/202505/559bbd25-b319-4973-9cb6-daf4a7ca770a.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 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 2025, as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	96-97
B. Consolidated Balance Sheet	98-99
C. Consolidated Statement of Changes in Stockholders' Equity	100
D. Consolidated Statement of Cash Flows	102-103
E. Notes to the Consolidated Financial Statements	104-201

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:

	Page(s)
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	4-30
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	7-30
(ii) Strategic Risk	80
(iii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	107-109

C.	Description of the principal investments of Citigroup Inc. – Note 13 (<i>Investments</i>) to the Consolidated Financial Statements	121-127
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	6-30
(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	85-94
(iii)	Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	104-105
E.	Description of litigation involving Citigroup Inc. – Note 27 (<i>Contingencies</i>) to the Consolidated Financial Statements	199-200
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	43-84

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 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 2025

On 28 April 2025, CGMFL published its annual report and audited non-consolidated financial statements for the year ended 31 December 2024 (the "**CGMFL 2024 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/202505/2dac67cc-3932-4697-bc9d-de14cc25b369.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 Annual 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 Annual Report as set out below:

1. The audited non-consolidated financial statements of CGMFL in respect of the year ended 31 December 2024:

	Page(s)
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	5-55
F.	Report on the audit of the financial statements by KPMG Luxembourg <i>Société Coopérative</i> (formerly KPMG Luxembourg S.à r.l.)	Fourteenth to nineteenth pages of the published CGMFL 2024 Annual Report

Any information not specified in the cross-reference list above but included in the CGMFL 2024 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 24 April 2025, Citigroup Global Markets Limited published its audited consolidated financial statements for the year ended 31 December 2024 (the "**CGMFL Guarantor 2024 Annual Report**"). A copy of the CGMFL Guarantor 2024 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/202504/2551e32e-1c21-4a75-b17f-92287763413a.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 2024 Annual 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 Annual Report as set out below:

1. The audited historical financial information of the CGMFL Guarantor in respect of the year ended 31 December 2024:

	Page(s)
A. Income Statement	32
B. Statement of Comprehensive Income	33
C. Statement of Changes in Equity	34
D. Balance Sheet	35
E. Statement of Cash Flows	36
F. Notes to the Financial Statements	37-119
G. Independent Auditor's Report to the members of CGML	27-31

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2024 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 the Schedule to this Supplement.

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 no significant change in the financial position or financial performance of CGMFL since 31 December 2024 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the prospects of CGMFL since 31 December 2024 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial position or financial performance of CGML or CGML and its subsidiaries as a whole since 31 December 2024 (the date of its most recently published audited annual financial statements) and no material adverse change in the prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2024 (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 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 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 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 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 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 significant effect on the financial position or profitability of CGML, nor, so far as CGML 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 CGMFL Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.8).

Copies of the CGMFL Rates Base Prospectus 2024, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6), the CGMFL Rates Base Prospectus Supplement (No.7), the CGMFL Rates 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 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 three 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 3 June 2025.

SCHEDULE

ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2024 ANNUAL REPORT)

In relation to the CGMFL Rates Base Prospectus only, the CGMFL Guarantor 2024 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)	Reconciliation with financial statements	Explanation of why use of APM provides useful information	Comparatives and reconciliations for corresponding previous reporting period
<u>In the CGMFL Guarantor 2024 Annual Report:</u>					
Other Income and Expenses (contained in the Strategic Report) for the period ended 31 December 2024	"Net finance income on pension" and "Other Income" in the Income Statement for the period ended 31 December 2024	"Net finance income on pension" and "Other Income" in the Income Statement for the period ended 31 December 2024	"Net finance income on pension" and "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 2023 Annual Report and was calculated in the same manner