

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 30 April 2019, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 30 April 2019 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 30 April 2019



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) (CGMHI)

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 and registered with the Register of Trade and Companies of Luxembourg under number B 169199) (CGMFL)

each an issuer under the
Citi U.S.\$60,000,000,000 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) (CGMHI Guarantor)

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) (CGMFL Guarantor)

This base prospectus supplement (the **Citigroup Inc. ULN Base Prospectus Supplement (No.3)**) constitutes a supplement for the purposes of (i) Article 16 of Directive 2003/71/EC, as amended or superseded (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the **Irish Prospectus Regulations**) and (ii) Part IV of the Luxembourg Act dated 10 July 2005 relating to prospectuses for securities, as amended (the **Prospectus Act 2005**) and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 25 January 2019 (the **Citigroup Inc. ULN Base Prospectus 2019**), as supplemented by a Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 11 February 2019 (the **Citigroup Inc. ULN Base Prospectus Supplement (No.1)**) and a Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 11 March 2019 (the **Citigroup Inc. ULN Base Prospectus Supplement (No.2)**), in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2019, the Citigroup Inc. ULN Base Prospectus Supplement (No.1) and the Citigroup Inc. ULN Base Prospectus Supplement (No.2), together the **Citigroup Inc. ULN Base Prospectus**) with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the **CGMHI ULN Base Prospectus Supplement (No.3)**) also constitutes a supplement for the purposes of (i) Article 16 of the Prospectus Directive and (ii) Part IV of the Prospectus Act 2005 and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 25 January 2019 (the **CGMHI ULN Base Prospectus 2019**), as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 11 February 2019 (the **CGMHI ULN Base Prospectus Supplement (No.1)**) and a CGMHI ULN Base Prospectus Supplement (No.2) dated 11 March 2019 (the **CGMHI ULN Base Prospectus Supplement (No.2)**), in each case, prepared by Citigroup Global Markets Holdings Inc. (CGMHI) and Citigroup Inc. in its

capacity as the CGMHI Guarantor (the CGMHI ULN Base Prospectus 2019, the CGMHI ULN Base Prospectus Supplement (No.1) and the CGMHI ULN Base Prospectus Supplement (No.2), together the **CGMHI ULN Base Prospectus**) with respect to the Programme.

This base prospectus supplement (the **CGMFL ULN Base Prospectus Supplement (No.3)**), together with the Citigroup Inc. ULN Base Prospectus Supplement (No.3) and the CGMHI ULN Base Prospectus Supplement (No.3), the **Supplement** and the **ULN Base Prospectus Supplement No.3**) also constitutes a supplement for the purposes of (i) Article 16 of the Prospectus Directive and (ii) Part IV of the Prospectus Act 2005 and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 25 January 2019 (the **CGMFL ULN Base Prospectus 2019**), as supplemented by a CGMFL ULN Base Prospectus Supplement (No.1) dated 11 February 2019 (the **CGMFL ULN Base Prospectus Supplement (No.1)**) and a CGMFL ULN Base Prospectus Supplement (No.2) dated 11 March 2019 (the **CGMFL ULN 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 ULN Base Prospectus 2019, the CGMFL ULN Base Prospectus Supplement (No.1) and the CGMFL ULN Base Prospectus Supplement (No.2), together the **CGMFL ULN Base Prospectus** and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the **Base Prospectus**) with respect to the Programme.

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

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Prospectus Act 2005.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin (**Euronext Dublin**) for the approval of the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.3) and the CGMFL ULN Base Prospectus Supplement (No.3) as Base Listing Particulars Supplements (the **Citigroup Inc. ULN Base Listing Particulars Supplement (No.3)**, the **CGMHI ULN Base Listing Particulars Supplement (No.3)** and the **CGMFL ULN Base Listing Particulars Supplement (No.3)**, 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. ULN Base Prospectus Supplement (No.3)", "CGMHI ULN Base Prospectus Supplement (No.3)" and "CGMFL ULN Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.3)", "CGMHI ULN Base Listing Particulars Supplement (No.3)" and "CGMFL ULN Base Listing Particulars Supplement (No.3)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of Citigroup Inc. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below and (ii) the information set out in the Schedule hereto (*Alternative Performance Measures (Citigroup Inc. 2019 Q1 Form 8-K)*)). To the best of the knowledge of CGMHI (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below and (ii) the information set out in the Schedule

hereto (*Alternative Performance Measures (Citigroup Inc. 2019 Q1 Form 8-K)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

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. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of the CGMHI Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below). To the best of the knowledge of CGMFL (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the heading "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below and (ii) the information set out in the Schedule hereto (*Alternative Performance Measures (Citigroup Inc. 2019 Q1 Form 8-K)*)). To the best of the knowledge of the CGMFL Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the heading "*Information relating to the Citigroup Inc. ULN Base Prospectus*" and "*Information relating to the CGMHI ULN Base Prospectus*" below and (ii) the information set out in the Schedule hereto (*Alternative Performance Measures (Citigroup Inc. 2019 Q1 Form 8-K)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Publication of the 2019 Q1 Form 8-K of Citigroup Inc. on 15 April 2019

On 15 April 2019, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 2019 Q1 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2019. A copy of the Citigroup Inc. 2019 Q1 Form 8-K 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 the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=m0eIpasmko7JwWQvoLNNuAN/OG0SqW0FPK2o/T9J9quUNc01Yay3MX2ZqRV+2DIUGjV32afUyc0bNEZjhITiJuL562VoEzL2K4LHZhCFUk3upR7gAao/PHjOKMaIaUTsIoC6FYwUTpMrHN8U+RELA5mmNbOynhHC885j1gLpakIKI96He4RiBS0IT7kYpZnUY7MfecPps0CMEmg7LxrLujaEhpD76quRhpjVsfyEjE=>). By virtue of this Supplement, the Citigroup Inc. 2019 Q1 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. ULN Base Prospectus 2019.

The following information appears on the page(s) of the Citigroup Inc. 2019 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2019, issued by Citigroup Inc.	4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2019	16-67

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2019 Q1 Form 8-K is given for information purposes only.

Alternative Performance Measures

Information relating to 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.

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 inaccuracy relating to information included in the Citigroup Inc. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.2).

Copies of the Citigroup Inc. ULN Base Prospectus 2019, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN 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 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. ULN Base Prospectus 2019 will be available on the website specified for each such document in the Citigroup Inc. ULN 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. ULN Base Prospectus 2019 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2019, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.3).

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Publication of the 2019 Q1 Form 8-K of Citigroup Inc. on 15 April 2019

On 15 April 2019, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 2019 Q1 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2019. A copy of the Citigroup Inc. 2019 Q1 Form 8-K 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 the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=m0eIpsasmko7JwWQvoLNUaN/0G0SqW0Fpk2o/T9J9quUNc01Yay3MX2ZqRV+2DIUGjV32afUyc0bNEZjhITiJuL562VoEzL2K4LHZhCFUK3upR7gAao/PHjQKMaIaUTsIoC6FYwUTpMrHN8U+RELA5mmNbOynhHC885j1gLpakIKI96He4RiBS0IT7kYpZnUY7MfecPps0CMEmg7LxrLujaEhpD76quRhpoJVsfyEjE=>). By virtue of this Supplement, the Citigroup Inc. 2019 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus 2019.

The following information appears on the page(s) of the Citigroup Inc. 2019 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2019, issued by Citigroup Inc.	4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2019	16-67

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2019 Q1 Form 8-K is given for information purposes only.

Alternative Performance Measures

Information relating to 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.

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 inaccuracy relating to information included in the CGMHI ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.2).

Copies of the CGMHI ULN Base Prospectus 2019, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN 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 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 ULN Base Prospectus 2019 will be available on the website specified for each such document in the CGMHI ULN 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 ULN Base Prospectus 2019 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2019, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMHI ULN Base Prospectus Supplement (No.3).

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Publication of the 2019 Q1 Form 8-K of Citigroup Inc. on 15 April 2019

On 15 April 2019, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the **Citigroup Inc. 2019 Q1 Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2019. A copy of the Citigroup Inc. 2019 Q1 Form 8-K 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 the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=m0eIpsasmko7JwWQvoLNNUaN/0G0SqW0FPK2o/T9J9quUNc01Yay3MX2ZqRV+2DIUGjV32afUyc0bNEZjhTiJuL562VoEzL2K4LHZhCFUk3upR7gAao/PHjQKMalaUTs1oC6FYwUTpMrHN8U+RELA5mmNbOynhHC885j1gLpakIKI96He4RiBS0IT7kYpZnUY7MfecPps0CMEmg7LxrLujaEhpD76quRhpoJVsfyEjE=>). By virtue of this Supplement, the Citigroup Inc. 2019 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus 2019.

The following information appears on the page(s) of the Citigroup Inc. 2019 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2019, issued by Citigroup Inc.	4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2019	16-67

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2019 Q1 Form 8-K is given for information purposes only.

Alternative Performance Measures

Information relating to 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.

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on or about 29 April 2019.

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 inaccuracy relating to information included in the CGMFL ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.2).

Copies of the CGMFL ULN Base Prospectus 2019, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN 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 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 ULN Base Prospectus 2019 will be available on the website specified for each such document in the CGMFL ULN 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 ULN Base Prospectus 2019 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2019, the statements in (a) above will prevail.

Withdrawal rights

Filing of the Citigroup Inc. 2019 Q1 Form 8-K occurred prior to the admission to trading on the regulated market of Euronext Dublin of certain non-exempt offers of Securities to the public made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with regulation 52 of the Irish Prospectus Regulations, investors who had already agreed to purchase or subscribe for such Securities before the CGMFL ULN Base Prospectus Supplement (No.3) was published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which the CGMFL ULN Base Prospectus Supplement (No.3) was published, to withdraw their acceptances. The final date of such right of withdrawal is 2 May 2019.

SCHEDULE

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2019 Q1 FORM 8-K)

The Citigroup Inc. 2019 Q1 Form 8-K contains several alternative performance measures (APMs). For further details on (i) the components of the APMs, (ii) how these APMs are calculated, (iii) an explanation of why such APMs provide useful information for investors and (iv) a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2019 Q1 Form 8-K and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2019 Q1 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, Appendix B and footnote 9 on page 12; and Exhibit 99.2, pages 6, 11, 13, 19, 20 and 21
Tangible Common Equity and Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, page 2; and Exhibit 99.2, page 27
Return on Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, Appendix A and footnote 2 on page 12
Results of Operations Excluding the Impact of gains/ (losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, page 5 and footnote 7 on page 12; and Exhibit 99.2, page 16
Results Excluding the Impact of Tax Reform, Including Adjusted Payout Ratio	Citi believes the presentation of the Results Excluding the Impact of Tax Reform provides a more meaningful depiction for investors of the underlying fundamentals of its business	Exhibit 99.1, Appendix A and footnote 8 on page 12