



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 and registered with the Register of Trade and Companies of Luxembourg under
number B169199)

each an issuer under the
Citi U.S.\$30,000,000,000 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)

This base prospectus supplement (the "**Citigroup Inc. Rates BP Supplement (No.7)**") constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (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 is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**Citigroup Inc. Rates Base Prospectus 2017**"), as supplemented by a Citigroup Inc. Rates BP Supplement (No.1) dated 1 February 2018 (the "**Citigroup Inc. Rates BP Supplement (No.1)**"), a Citigroup Inc. Rates BP Supplement (No.2) dated 24 April 2018 (the "**Citigroup Inc. Rates BP Supplement (No.2)**"), a Citigroup Inc. Rates BP Supplement (No.3) dated 22 May 2018 (the "**Citigroup Inc. Rates BP Supplement (No.3)**"), a Citigroup Inc. Rates BP Supplement (No.4) dated 1 August 2018 (the "**Citigroup Inc. Rates BP Supplement (No.4)**"), a Citigroup Inc. Rates BP Supplement (No.5) dated 20 August 2018 (the "**Citigroup Inc. Rates BP Supplement (No.5)**") and a Citigroup Inc. Rates BP Supplement (No.6) dated 24 September 2018 (the "**Citigroup Inc. Rates BP Supplement (No.6)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2017, the Citigroup Inc. Rates BP Supplement (No.1), the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3), the Citigroup Inc. Rates BP Supplement (No.4), the Citigroup Inc. Rates BP Supplement (No.5) and the Citigroup Inc. Rates BP Supplement (No.6), together the "**Citigroup Inc. Rates Base Prospectus**") with respect to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the "**CGMHI Rates BP Supplement (No.7)**") also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**CGMHI Rates Base Prospectus 2017**"), as supplemented by a CGMHI Rates BP Supplement (No.1) dated 1 February 2018 (the "**CGMHI Rates BP Supplement (No.1)**"), a CGMHI Rates BP Supplement (No.2) dated 24 April 2018 (the "**CGMHI Rates BP Supplement (No.2)**"), a CGMHI Rates BP Supplement (No.3) dated 22 May 2018 (the "**CGMHI Rates BP Supplement (No.3)**"), a CGMHI Rates BP Supplement (No.4) dated 1 August 2018 (the "**CGMHI Rates BP Supplement (No.4)**"), a CGMHI Rates BP Supplement (No.5) dated 20 August 2018 (the "**CGMHI**

Rates BP Supplement (No.5)") and a CGMHI Rates BP Supplement (No.6) dated 24 September 2018 (the "**CGMHI Rates BP Supplement (No.6)**"), 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 2017, the CGMHI Rates BP Supplement (No.1), the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3), the CGMHI Rates BP Supplement (No.4), the CGMHI Rates BP Supplement (No.5) and the CGMHI Rates BP Supplement (No.6), together the "**CGMHI Rates Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL Rates BP Supplement (No.7)**" and, together with the Citigroup Inc. Rates BP Supplement (No.7) and the CGMHI Rates BP Supplement (No.7), the "**Supplement**" and "**Supplement (No.7)**") also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**CGMFL Rates Base Prospectus 2017**"), as supplemented by a CGMFL Rates BP Supplement (No.1) dated 1 February 2018 (the "**CGMFL Rates BP Supplement (No.1)**"), a CGMFL Rates BP Supplement (No.2) dated 24 April 2018 (the "**CGMFL Rates BP Supplement (No.2)**"), a CGMFL Rates BP Supplement (No.3) dated 22 May 2018 (the "**CGMFL Rates BP Supplement (No.3)**"), a CGMFL Rates BP Supplement (No.4) dated 1 August 2018 (the "**CGMFL Rates BP Supplement (No.4)**"), a CGMFL Rates BP Supplement (No.5) dated 20 August 2018 (the "**CGMFL Rates BP Supplement (No.5)**") and a CGMFL Rates BP Supplement (**No.6**) dated 24 September 2018 (the "**CGMFL Rates BP Supplement (No.6)**"), 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 2017, the CGMFL Rates BP Supplement (No.1), the CGMFL Rates BP Supplement (No.2), the CGMFL Rates BP Supplement (No.3), the CGMFL Rates BP Supplement (No.4), the CGMFL Rates BP Supplement (No.5) and the CGMFL Rates BP Supplement (No.6), 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.

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.

Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates BP Supplement (No.7), the CGMHI Rates BP Supplement (No.7) and the CGMFL Rates BP Supplement (No.7) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates BLP Supplement (No.7)**", the "**CGMHI Rates BLP Supplement (No.7)**" and the "**CGMFL Rates BLP Supplement (No.7)**", respectively, and together, the "**BLP 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 BP Supplement (No.7)", the "CGMHI Rates BP Supplement (No.7)" and "CGMFL Rates BP Supplement (No.7)" shall be construed to be to "BLP Supplement", "Citigroup Inc. Rates BLP Supplement (No.7)", the "CGMHI Rates BLP Supplement (No.7)", and "CGMFL Rates BLP Supplement (No.7)", respectively.

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

Programme Increase

Pursuant to Clause 15 of the Dealership Agreement, Citigroup Inc., CGMHI, CGMFL and CGML have increased the Programme Limit (the **Programme Limit**) from U.S.\$30,000,000,000 to U.S.\$60,000,000,000, effective from 27 September 2018.

Consequently, all references to U.S.\$30,000,000,000 in the Citigroup Inc. Rates Base Prospectus (including, for the avoidance of doubt, the Pro Forma Final Terms and the Pro Forma Pricing Supplement set out therein) shall be deemed to be references to U.S.\$60,000,000,000 and all references to the Dealership Agreement in the Citigroup Inc. Rates Base Prospectus shall be deemed to be to such agreement, as amended, supplemented or restated from time to time.

The increase in the Programme Limit was authorised pursuant to a certificate of the Funding Committee of Citigroup Inc. dated 18 January 2018.

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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates BP Supplement (No.6).

Copies of the Citigroup Inc. Rates Base Prospectus 2017, the Citigroup Inc. Rates BP Supplement (No.1), the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3), the Citigroup Inc. Rates BP Supplement (No.4), the Citigroup Inc. Rates BP Supplement (No.5), the Citigroup Inc. Rates BP Supplement (No.6) and this Supplement will be available for inspection 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 2017 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 2017 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 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Rates 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. Rates BP Supplement (No.7).

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Programme Increase

Pursuant to Clause 15 of the Dealership Agreement, Citigroup Inc., CGMHI, CGMFL and CGML have increased the Programme Limit (the **Programme Limit**) from U.S.\$30,000,000,000 to U.S.\$60,000,000,000, effective from 27 September 2018.

Consequently, all references to U.S.\$30,000,000,000 in the CGMHI Rates Base Prospectus (including, for the avoidance of doubt, the Pro Forma Final Terms and the Pro Forma Pricing Supplement set out therein) shall be deemed to be references to U.S.\$60,000,000,000 and all references to the Dealership Agreement in the CGMHI Rates Base Prospectus shall be deemed to be to such agreement, as amended, supplemented or restated from time to time.

The increase in the Programme Limit is authorised pursuant to the unanimous written consent of the Board of Directors of CGMHI dated 29 June 2018 and the increase in the CGMHI Deed of Guarantee was authorised pursuant to a certificate of the Funding Committee of Citigroup Inc. dated 29 August 2018.

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 Rates Base Prospectus since the publication of the CGMHI Rates BP Supplement (No.6).

Copies of the CGMHI Rates Base Prospectus 2017, the CGMHI Rates BP Supplement (No.1), the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3), the CGMHI Rates BP Supplement (No.4), the CGMHI Rates BP Supplement (No.5), the CGMHI Rates BP Supplement (No.6) and this Supplement will be available for inspection 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 2017 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 2017 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMHI as Issuer pursuant to the CGMHI Rates 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 Rates BP Supplement (No.7).

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Programme Increase

Pursuant to Clause 15 of the Dealership Agreement, Citigroup Inc., CGMHI, CGMFL and CGML have increased the Programme Limit (the **Programme Limit**) from U.S.\$30,000,000,000 to U.S.\$60,000,000,000, effective from 27 September 2018.

Consequently, all references to U.S.\$30,000,000,000 in the CGMFL Rates Base Prospectus (including, for the avoidance of doubt, the Pro Forma Final Terms and the Pro Forma Pricing Supplement set out therein) shall be deemed to be references to U.S.\$60,000,000,000 and all references to the Dealership Agreement in the CGMFL Rates Base Prospectus shall be deemed to be to such agreement, as amended, supplemented or restated from time to time.

The increase in the Programme Limit and the approval of this CGMFL Rates BP Supplement (No.7) was authorised pursuant to a resolution of the board of managers of the Corporate Manager of CGMFL on 27 September 2018.

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 Rates Base Prospectus since the publication of the CGMFL Rates BP Supplement (No.6).

Copies of the CGMFL Rates Base Prospectus 2017, the CGMFL Rates BP Supplement (No.1), the CGMFL Rates BP Supplement (No.2), the CGMFL Rates BP Supplement (No.3), the CGMFL Rates BP Supplement (No.4), the CGMFL Rates BP Supplement (No.5), the CGMFL Rates BP Supplement (No.6) and this Supplement will be available for inspection 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 2017 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 2017 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Rates 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 CGMFL Rates BP Supplement (No.7).