

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.6) dated 24 October 2016,
CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.7) dated 24 October 2016 and
CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.8) dated 24 October 2016



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 Base Prospectus Supplement (No.6)**) 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 21 December 2015 (the **Citigroup Inc. Rates Base Prospectus 2015**), as supplemented by a Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 27 January 2016 (the **Citigroup Inc. Rates Base Prospectus Supplement (No.1)**), a Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 21 March 2016 (the **Citigroup Inc. Rates Base Prospectus Supplement (No.2)**), a Citigroup Inc. Rates Base Prospectus Supplement (No.3) dated 20 April 2016 (the **Citigroup Inc. Rates Base Prospectus Supplement (No.3)**), a Citigroup Inc. Rates Base Prospectus Supplement (No.4) dated 18 May 2016 (the **Citigroup Inc. Rates Base Prospectus Supplement (No.4)**) and a Citigroup Inc. Rates Base Prospectus Supplement (No.5) dated 11 August 2016 (the **Citigroup Inc. Rates Base Prospectus Supplement (No.5)**), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2015, 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) and and the Citigroup Inc. Rates Base Prospectus Supplement (No.5), 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 Base Prospectus 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 21 December 2015 (the

CGMHI Rates Base Prospectus 2015), as supplemented by a CGMHI Rates Base Prospectus Supplement (No.1) dated 27 January 2016 (the **CGMHI Rates Base Prospectus Supplement (No.1)**), a CGMHI Rates Base Prospectus Supplement (No.2) dated 21 March 2016 (the **CGMHI Rates Base Prospectus Supplement (No.2)**), a CGMHI Rates Base Prospectus Supplement (No.3) dated 20 April 2016 (the **CGMHI Rates Base Prospectus Supplement (No.3)**), a CGMHI Rates Base Prospectus Supplement (No.4) dated 18 May 2016 (the **CGMHI Rates Base Prospectus Supplement (No.4)**), a CGMHI Rates Base Prospectus Supplement (No.5) dated 11 August 2016 (the **CGMHI Rates Base Prospectus Supplement (No.5)**) and a CGMHI Rates Base Prospectus Supplement (No.6) dated 7 September 2016 (the **CGMHI Rates Base Prospectus 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 2015, 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) and the CGMHI Rates Base Prospectus Supplement (No.6), together the **CGMHI Rates Base Prospectus**) with respect to the Programme.

This base prospectus supplement (the **CGMFL Rates Base Prospectus Supplement (No.8)** and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.7), the **Supplement**)) 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 21 December 2015 (the **CGMFL Rates Base Prospectus 2015**), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 27 January 2016 (the **CGMFL Rates Base Prospectus Supplement (No.1)**), a CGMFL Rates Base Prospectus Supplement (No.2) dated 21 March 2016 (the **CGMFL Rates Base Prospectus Supplement (No.2)**), a CGMFL Rates Base Prospectus Supplement (No.3) dated 20 April 2016 (the **CGMFL Rates Base Prospectus Supplement (No.3)**), a CGMFL Rates Base Prospectus Supplement (No.4) dated 18 May 2016 (the **CGMFL Rates Base Prospectus Supplement (No.4)**), a CGMFL Rates Base Prospectus Supplement (No.5) dated 11 August 2016 (the **CGMFL Rates Base Prospectus Supplement (No.5)**), a CGMFL Rates Base Prospectus Supplement (No.6) dated 7 September 2016 (the **CGMFL Rates Base Prospectus Supplement (No.6)**) and a CGMFL Rates Base Prospectus Supplement (No.7) dated 22 September 2016 (the **CGMFL Rates Base Prospectus Supplement (No.7)**), 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 2015, 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) and the CGMFL Rates Base Prospectus Supplement (No.7), 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 (the **Irish Stock Exchange**) for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and the CGMFL Rates Base Prospectus Supplement (No.8) as Base Listing Particulars Supplements (the **Citigroup Inc. Rates Base Listing Particulars Supplement (No.6)**, the **CGMHI Rates Base Listing Particulars Supplement (No.7)** and the **CGMFL Rates Base Listing Particulars Supplement (No.8)**, 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.6)", the "CGMHI Rates Base Prospectus Supplement (No.7)" and "CGMFL Rates Base Prospectus Supplement (No.8)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing

Particulars Supplement (No.6)", the "CGMHI Rates Base Listing Particulars Supplement (No.7)", and "CGMFL Rates Base Listing Particulars Supplement (No.8)", 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 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 heading "*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.

Each of CGMFL and the CGMFL Guarantor accept 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 and the CGMFL Guarantor (each 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

Publication of the Form 8-K of Citigroup Inc. on 14 October 2016

On 14 October 2016, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 2016 Q3 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 30 September 2016. A copy of the Citigroup Inc. 2016 Q3 Form 8-K has been filed with the Central Bank, the Irish Stock Exchange and the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslhuzPus20qUPQA9T3SdM7ZYSY2BxShw9iaZIF+nRWVJdM1z5/0E+BFfx+z/ONvdUZw1HoxxE/Gd5nlY2eS6iBzYQ=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. 2016 Q3 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. 2016 Q3 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 October 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2016.	Exhibit Number 99.2 on pages 20-70

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2016 Q3 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 Schedule 1 to this Supplement.

Risk Factors

The Risk Factors set out in Section B of the Citigroup Inc. Rates Base Prospectus 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 inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.5).

Copies of the Citigroup Inc. Rates Base Prospectus 2015, 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) 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 2015 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 2015 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 2015, 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 Base Prospectus Supplement (No.6).

Information relating to the CGMHI Rates Base Prospectus

Publication of the Form 8-K of Citigroup Inc. on 14 October 2016

On 14 October 2016, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. 2016 Q3 Form 8-K**) with the SEC of the United States in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2016. A copy of the Citigroup Inc. 2016 Q3 Form 8-K has been filed with the Central Bank, the Irish Stock Exchange and the *Commission de Surveillance du Secteur Financier (CSSF)* and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslhuzPus20qUPQA9T3SdM7ZYSY2BxShw9iaZIF+nRWVJdM1z5/0E+BfFx+z/ONvdUZw1HoxxE/Gd5nlY2eS6iBzYQ=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. 2016 Q3 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. 2016 Q3 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 14 October 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2016.	Exhibit Number 99.2 on pages 20-70

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2016 Q3 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 Schedule 1 to this Supplement.

Risk Factors

The Risk Factors set out in Section B of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 3 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 Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.6).

Copies of the CGMHI Rates Base Prospectus 2015, 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) 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 2015 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 2015 by this Supplement

and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2015, 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 Base Prospectus Supplement (No.7).

Information relating to the CGMFL Rates Base Prospectus

Publication of the Form 8-K of Citigroup Inc. on 14 October 2016

On 14 October 2016, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the **Citigroup Inc. 2016 Q3 Form 8-K**) with the SEC of the United States in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2016. A copy of the Citigroup Inc. 2016 Q3 Form 8-K has been filed with the Central Bank, the Irish Stock Exchange and the *Commission de Surveillance du Secteur Financier (CSSF)* and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslhuzPus20qUPQA9T3SdM7ZYSY2BxShw9iaZIF+nRWVJdM1z5/0E+BFfx+z/ONvdUZw1HoxxE/Gd5nlY2eS6iBzYQ=&so_timeout=0). By virtue of this Supplement, the Citigroup Inc. 2016 Q3 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. 2016 Q3 Form 8-K as set out below:

	Page(s)
(c) Press Release, dated 14 October 2016, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-19
(d) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2016.	Exhibit Number 99.2 on pages 20-70

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2016 Q3 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 Schedule 1 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 Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.7).

Copies of the CGMFL Rates Base Prospectus 2015, 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 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 2015 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 2015 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2015, 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 Base Prospectus Supplement (No.8).

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2016 Q3 FORM 8-K)

The Citigroup Inc. 2016 Q3 Form 8-K contains several APMs. For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to “Non-GAAP Financial Measures” in the Citigroup Inc. 2016 Q3 Form 8-K and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2016 Q3 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of CVA/DVA	Citi’s results of operations excluding the impact of CVA/DVA are non-GAAP financial measures. Citi believes the presentation of its results of operations excluding these impacts provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, Appendix A on page 9 and page 14 (footnote 4); and Exhibit 99.2, pages 4 (including footnote 2), 5, 16 and 17
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi’s results of operations excluding the impact of FX translation are non-GAAP financial measures. 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 A on page 9, Appendix B on pages 10 and 11 and page 14 (footnote 5); and Exhibit 99.2, pages 7, 12, 14, 23, 24 and 25
Common Equity Tier 1 Capital ratio	Citi’s Basel III capital ratios and related components, on a fully implemented basis, are non-GAAP financial measures. Citi believes these ratios and the related components provide useful information to investors and others by measuring Citi’s progress against future regulatory capital standards.	Exhibit 99.1, Appendix C on page 12 and page 14 (footnote 1); and Exhibit 99.2, pages 1 (including footnote 1) and 36
Supplementary Leverage Ratio	Citi’s Basel III capital ratios and related components, on a fully implemented basis, are non-GAAP financial measures. Citi believes these ratios and the related components provide useful information to investors and others by measuring Citi’s progress against future	Exhibit 99.1, Appendix D on page 12 and page 14 (footnote 2); and Exhibit 99.2, pages 1 (including footnote 1) and 36

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2016 Q3 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Tangible Common Equity and Tangible Book Value per Share	regulatory capital standards. Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, Appendix E on page 13 and page 14 (footnote 3); and Exhibit 99.2, pages 1 (including footnote 4) and 36
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 6 14 (footnote 6); and Exhibit 99.2, page 17 (including footnote 2)

SCHEDULE 2

The risk factors set out in Section B of the Base Prospectus shall be amended by the insertion of the following risk factor after the risk factor "*Credit Ratings – Rating Agencies of the Issuers, the CGMHI Guarantor and the CGMFL Guarantor*" on page 54 of the Citigroup Inc. Rates Base Prospectus:

"Citi Resolution Plan (CSA, etc.)

Under Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the **Dodd-Frank Act**), Citigroup Inc. (**Citigroup**) has developed a "single point of entry" resolution strategy and plan under the U.S. Bankruptcy Code (the **Resolution Plan**). Under Citigroup's Resolution Plan, only Citigroup, the parent bank holding company, would enter into bankruptcy, while Citigroup's key operating subsidiaries would remain operational and outside of any resolution or insolvency proceedings. Citigroup believes its Resolution Plan has been designed to minimize the risk of systemic impact to the U.S. and global financial systems, while maximizing the value of the bankruptcy estate for the benefit of Citigroup's creditors. In addition, in line with the Federal Reserve Board's total loss-absorbing capacity (**TLAC**) proposal, Citigroup believes it has developed the Resolution Plan so that Citigroup's shareholders and unsecured creditors – including holders of the Notes offered by this Base Prospectus – bear any losses resulting from Citigroup's bankruptcy. For additional information on the Federal Reserve Board's TLAC proposal, see "*Risk Factors – Liquidity Risks*" and "*Managing Global Risk – Liquidity Risk*" in Citigroup's 2015 Annual Report on Form 10-K, which is incorporated by reference into this Base Prospectus.

In response to feedback received from the Federal Reserve Board and the Federal Deposit Insurance Corporation (the **FDIC**) (together, the **Agencies**) on Citigroup's 2015 Resolution Plan, Citigroup currently expects to take the following actions in connection with its 2017 Resolution Plan submission (to be submitted by 1 July 2017):

- (i) Citicorp (**Citicorp**), an existing wholly-owned subsidiary of Citigroup and current parent company of Citibank, N.A., would be established as an intermediate holding company (an **IHC**) for some or all of Citigroup's key operating subsidiaries;
- (ii) subject to final approval of the Board of Directors of Citigroup, Citigroup would execute an inter-affiliate agreement with Citicorp, Citigroup's key operating subsidiaries and certain other affiliated entities pursuant to which Citicorp would be required to provide liquidity and capital support to Citigroup's key operating subsidiaries in the event Citigroup were to enter bankruptcy proceedings (the **Citi Support Agreement**);
- (iii) pursuant to the Citi Support Agreement:
 - upon execution, Citigroup would make an initial contribution of assets, including certain high-quality liquid assets and inter-affiliate loans (the **Contributable Assets**), to Citicorp, and Citicorp would then become the business as usual funding vehicle for certain of Citigroup's key operating subsidiaries;
 - Citigroup would be obligated to continue to transfer Contributable Assets to Citicorp over time, subject to certain amounts retained by Citigroup to, among other things, meet Citigroup's near-term cash needs;
 - in the event of a Citigroup bankruptcy, Citigroup would be required to contribute most of its remaining assets to Citicorp; and

- (iv) the obligations of both Citigroup and Citicorp under the Citi Support Agreement, as well as the Contributable Assets, would be secured pursuant to a security agreement.

Citigroup also expects that the Citi Support Agreement will provide two mechanisms, besides Citicorp's issuing of dividends to Citigroup, pursuant to which Citicorp would be required to transfer cash to Citigroup during business as usual so that Citigroup can fund its debt service – including payments due on the Notes offered pursuant to this Base Prospectus – as well as other operating needs: (i) one or more funding notes issued by Citicorp to Citigroup; and (ii) a committed line of credit under which Citicorp may make loans to Citigroup.

In addition to Citigroup's required Resolution Plan under Title I of the Dodd-Frank Act, Title II of the Dodd-Frank Act grants the FDIC the authority, under certain circumstances, to resolve systemically important financial institutions, including Citigroup. This resolution authority is commonly referred to as the FDIC's "orderly liquidation authority". Under the FDIC's stated preferred "single point of entry" strategy for such resolution, the bank holding company (Citigroup) would be placed in receivership; the unsecured long-term debt and shareholders of the parent holding company would bear any losses; and the operating subsidiaries would be recapitalized. Any of the Notes offered pursuant to this Base Prospectus may be fully subordinated to interests held by the U.S. government in the event of a receivership, insolvency, liquidation or similar proceeding with respect to Citigroup, including a proceeding under the "orderly liquidity authority" provisions of the Dodd-Frank Act."

SCHEDULE 3

The risk factors set out in Section B of the Base Prospectus shall be amended by the insertion of the following risk factor after the risk factor "*Credit Ratings – Rating Agencies of the Issuers, the CGMHI Guarantor and the CGMFL Guarantor*" on page 54 of the CGMHI Rates Base Prospectus:

"Citi Resolution Plan (CSA, etc.)

Under Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the **Dodd-Frank Act**), Citigroup Inc. (**Citigroup**) has developed a "single point of entry" resolution strategy and plan under the U.S. Bankruptcy Code (the **Resolution Plan**). Under Citigroup's Resolution Plan, only Citigroup, the parent bank holding company, would enter into bankruptcy, while Citigroup's key operating subsidiaries would remain operational and outside of any resolution or insolvency proceedings. Citigroup believes its Resolution Plan has been designed to minimize the risk of systemic impact to the U.S. and global financial systems, while maximizing the value of the bankruptcy estate for the benefit of Citigroup's creditors. In addition, in line with the Federal Reserve Board's total loss-absorbing capacity (**TLAC**) proposal, Citigroup believes it has developed the Resolution Plan so that Citigroup's shareholders and unsecured creditors – including creditors claiming under the Citigroup guarantee of Notes offered pursuant to this Base Prospectus – bear any losses resulting from Citigroup's bankruptcy. For additional information on the Federal Reserve's TLAC proposal, see "*Risk Factors – Liquidity Risks*" and "*Managing Global Risk – Liquidity Risk*" in Citigroup's 2015 Annual Report on Form 10-K, which is incorporated by reference into this Base Prospectus.

In response to feedback received from the Federal Reserve and the Federal Deposit Insurance Corporation (the **FDIC**) (together, the **Agencies**) on Citigroup's 2015 Resolution Plan, Citigroup currently expects to take the following actions in connection with its 2017 Resolution Plan submission (to be submitted by 1 July 2017):

- (i) Citicorp (**Citicorp**), an existing wholly-owned subsidiary of Citigroup and current parent company of Citibank, N.A., would be established as an intermediate holding company (an **IHC**) for some or all of Citigroup's key operating subsidiaries;
- (ii) subject to final approval of the Board of Directors of Citigroup, Citigroup would execute an inter-affiliate agreement with Citicorp, Citigroup's key operating subsidiaries and certain other affiliated entities pursuant to which Citicorp would be required to provide liquidity and capital support to Citigroup's key operating subsidiaries in the event Citigroup were to enter bankruptcy proceedings (the **Citi Support Agreement**);
- (iii) pursuant to the Citi Support Agreement:
 - upon execution, Citigroup would make an initial contribution of assets, including certain high-quality liquid assets and inter-affiliate loans (the **Contributable Assets**), to Citicorp, and Citicorp would then become the business as usual funding vehicle for certain of Citigroup's key operating subsidiaries;
 - Citigroup would be obligated to continue to transfer Contributable Assets to Citicorp over time, subject to certain amounts retained by Citigroup to, among other things, meet Citigroup's near-term cash needs;
 - in the event of a Citigroup bankruptcy, Citigroup would be required to contribute most of its remaining assets to Citicorp; and
- (iv) the obligations of both Citigroup and Citicorp under the Citi Support Agreement, as well as the Contributable Assets, would be secured pursuant to a security agreement.

Citigroup also expects that the Citi Support Agreement will provide two mechanisms, besides Citicorp's issuing of dividends to Citigroup, pursuant to which Citicorp would be required to transfer cash to Citigroup during business as usual so that Citigroup can fund its debt service as well as other operating needs: (i) one or more funding notes issued by Citicorp to Citigroup; and (ii) a committed line of credit under which Citicorp may make loans to Citigroup.

Under the terms and conditions of the Notes, a Citigroup bankruptcy, insolvency or resolution proceeding will not constitute an event of default with respect to any series of Notes issued by Citigroup Global Markets Holdings Inc.. Moreover, it will not constitute an event of default with respect to any series of Notes issued by Citigroup Global Markets Holdings Inc. if the guarantee of the Notes by Citigroup (as CGMHI Guarantor) ceases to be (or is claimed not to be) in full force and effect for any reason, including by Citigroup's insolvency or resolution. Should the Citigroup guarantee no longer be in effect, Citigroup Global Markets Holdings Inc, will become the sole obligor under its Notes, and there can be no assurance that it would be able to continue to meet its obligations under such Notes.

In the event that Citigroup Global Markets Holdings Inc. also enters bankruptcy, at the time of Citigroup's bankruptcy filing or at a later time, holders of Notes issued by Citigroup Global Markets Holdings Inc. would be unsecured creditors of Citigroup in respect of the Citigroup guarantee and, accordingly, cannot be assured that the Citigroup guarantee would protect them against losses resulting from a default by Citigroup Global Markets Holdings Inc..".