

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.5) dated 30 July 2024;**  
**CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.5) dated 30 July 2024;** and  
**CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.5) dated 30 July 2024**



**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**

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

**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)**

**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5)**

This base prospectus supplement ("**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5)**") constitutes a supplement for the purposes of (i) Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 15 December 2023 ("**Citigroup Inc. Underlying Linked Notes Base Prospectus 2023**"), as supplemented by a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3)**") and a Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**Citigroup Inc.**

**Underlying Linked Notes Base Prospectus Supplement (No.4)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Underlying Linked Notes Base Prospectus 2023, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3) and the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4), together the "**Citigroup Inc. Underlying Linked Notes Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

#### **CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5)**

This base prospectus supplement ("**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5)**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 15 December 2023 (the "**CGMHI Underlying Linked Notes Base Prospectus 2023**") as supplemented by a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3)**") and a CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI Underlying Linked Notes Base Prospectus 2023, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

#### **CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5)**

This base prospectus supplement ("**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5)**") and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5) and the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the Underlying Linked Notes Base Prospectus dated 15 December 2023 (the "**CGMFL Underlying Linked Notes Base Prospectus 2023**") as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 30 January 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 13 March 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2)**"), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3)**") and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2024 (the "**CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4)**"), 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 ("**CGMFL Guarantor**") (the CGMFL Underlying Linked Notes Base Prospectus 2023, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4), together the "**CGMFL Underlying Linked Notes Base Prospectus**" and, together with the Citigroup Inc. Underlying Linked Notes Base

Prospectus and the CGMHI Underlying Linked Notes 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 Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.5), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5) and the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.5)**", the "**CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.5)**" and the "**CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.5)**" 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. Underlying Linked Notes Base Prospectus Supplement (No.5)", "CGMHI Underlying Linked Notes Base Prospectus Supplement (No.5)" and "CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Underlying Linked Notes Base Listing Particulars Supplement (No.5)", "CGMHI Underlying Linked Notes Base Listing Particulars Supplement (No.5)" and "CGMFL Underlying Linked Notes Base Listing Particulars Supplement (No.5)", respectively.

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.

This Supplement also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

### **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 Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMFL Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMHI Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus*" and "*Information relating to the CGMHI Underlying Linked Notes 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. UNDERLYING LINKED NOTES BASE PROSPECTUS

*Publication of the 2024 Q2 Form 8-K of Citigroup Inc. on 12 July 2024*

On 12 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q2 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 June 2024. A copy of the Citigroup Inc. 2024 Q2 Form 8-K 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/202407/6442c185-e1a4-4b85-9099-f7cc476d9025.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q2 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 12 July 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-17
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2024.	Exhibit Number 99.2 on pages 18-40

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Form 8-K of Citigroup Inc. on 10 July 2024*

On 10 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 July 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 10 July 2024 Form 8-K 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/202407/be6871a5-9a42-4b9f-8258-92232b79e23c.pdf>). By virtue of this Supplement, the Citigroup Inc. 10 July 2024 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus.

*Amendments to Risk Factors*

The section of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 1 to this Supplement.

*Amendments to Taxation of Securities*

The section of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "*Taxation of Securities*" shall be amended as set out in Schedule 2 to this Supplement.

*Amendments to the Pro Forma Final Terms*

The section of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 3 to this Supplement.

*Amendments to the Pro Forma Pricing Supplement*

The section of the Citigroup Inc. Underlying Linked Notes Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 4 to this Supplement.

#### *General*

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. Underlying Linked Notes Base Prospectus since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4).

Copies of the Citigroup Inc. Underlying Linked Notes Base Prospectus 2023, the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.1), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.2), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.3), the Citigroup Inc. Underlying Linked Notes Base Prospectus Supplement (No.4) 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. Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the Citigroup Inc. Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the Citigroup Inc. Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus 2023, 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. Underlying Linked Notes Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 1 August 2024.

## INFORMATION RELATING TO THE CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS

*Publication of the 2024 Q2 Form 8-K of Citigroup Inc. on 12 July 2024*

On 12 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q2 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 June 2024. A copy of the Citigroup Inc. 2024 Q2 Form 8-K 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/6442c185-e1a4-4b85-9099-f7cc476d9025.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q2 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 12 July 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-17
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2024.	Exhibit Number 99.2 on pages 18-40

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Form 8-K of Citigroup Inc. on 10 July 2024*

On 10 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 July 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 10 July 2024 Form 8-K 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/be6871a5-9a42-4b9f-8258-92232b79e23c.pdf>). By virtue of this Supplement, the Citigroup Inc. 10 July 2024 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Underlying Linked Notes Base Prospectus.

*Amendments to Risk Factors*

The section of the CGMHI Underlying Linked Notes Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 1 to this Supplement.

*Amendments to Taxation of Securities*

The section of the CGMHI Underlying Linked Notes Base Prospectus entitled "*Taxation of Securities*" shall be amended as set out in Schedule 2 to this Supplement.

*Amendments to the Pro Forma Final Terms*

The section of the CGMHI Underlying Linked Notes Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 3 to this Supplement.

*Amendments to the Pro Forma Pricing Supplement*

The section of the CGMHI Underlying Linked Notes Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 4 to this Supplement.

#### *General*

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI Underlying Linked Notes Base Prospectus since the publication of the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4).

Copies of the CGMHI Underlying Linked Notes Base Prospectus 2023, the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMHI Underlying Linked Notes Base Prospectus Supplement (No.4) 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 Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the CGMHI Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the CGMHI Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMHI Underlying Linked Notes Base Prospectus 2023, 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 Underlying Linked Notes Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 1 August 2024.



## INFORMATION RELATING TO THE CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS

### *Publication of the 2024 Q2 Form 8-K of Citigroup Inc. on 12 July 2024*

On 12 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2024 Q2 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 June 2024. A copy of the Citigroup Inc. 2024 Q2 Form 8-K 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/6442c185-e1a4-4b85-9099-f7cc476d9025.pdf>). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2024 Q2 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) (page number references are to the PDF document) of the Citigroup Inc. 2024 Q2 Form 8-K as set out below:

	<b>Page(s)</b>
(a) Press Release, dated 12 July 2024, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-17
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 June 2024.	Exhibit Number 99.2 on pages 18-40

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2024 Q2 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

### *Publication of the Form 8-K of Citigroup Inc. on 10 July 2024*

On 10 July 2024, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 10 July 2024 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 10 July 2024 Form 8-K 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-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202407/be6871a5-9a42-4b9f-8258-92232b79e23c.pdf>). By virtue of this Supplement, the Citigroup Inc. 10 July 2024 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

### *Amendments to Risk Factors*

The section of the CGMFL Underlying Linked Notes Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 1 to this Supplement.

### *Amendments to Taxation of Securities*

The section of the CGMFL Underlying Linked Notes Base Prospectus entitled "*Taxation of Securities*" shall be amended as set out in Schedule 2 to this Supplement.

### *Amendments to the Pro Forma Final Terms*

The section of the CGMFL Underlying Linked Notes Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 3 to this Supplement.

### *Amendments to the Pro Forma Pricing Supplement*

The section of the CGMFL Underlying Linked Notes Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 4 to this Supplement.

#### *General*

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL Underlying Linked Notes Base Prospectus since the publication of the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4).

Copies of the CGMFL Underlying Linked Notes Base Prospectus 2023, the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3), the CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) 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 Underlying Linked Notes Base Prospectus 2023 will be available on the website specified for each such document in the CGMFL Underlying Linked Notes 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 Underlying Linked Notes Base Prospectus 2023 by this Supplement and (b) any statement in the CGMFL Underlying Linked Notes Base Prospectus or otherwise incorporated by reference into the CGMFL Underlying Linked Notes Base Prospectus 2023, 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 Underlying Linked Notes Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 1 August 2024.

## SCHEDULE 1

### AMENDMENTS TO RISK FACTORS

The section of the Base Prospectus entitled "*Risk Factors*" shall be amended by updating and supplementing the paragraph immediately following the heading "Possible U.S. Federal Withholding Tax under Section 871(m)" under the heading "Risks relating to the United States tax treatment of the Securities" on page 20 of the Base Prospectus as set out below:

"Section 871(m) of the United States Internal Revenue Code of 1986, as amended (the Code), and Treasury regulations promulgated thereunder (Section 871(m)) impose a 30 per cent. (or lower treaty rate) withholding tax on certain "dividend equivalents" paid or deemed paid to Non-U.S. Holders with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities. This withholding regime generally applies to Securities that substantially replicate the economic performance of one or more underlying U.S. equities, as determined based on one of two tests set forth in the regulations. However, based on an IRS notice, Securities issued prior to 2027 will generally be subject to withholding tax only if they have a "delta" of one with respect to the relevant underlying U.S. equity. The regulations provide certain other exceptions to this withholding regime, in particular for instruments linked to certain broad-based indices that meet requirements set forth in the regulations as well as instruments linked to securities that track such indices. The Issuer will not be required to pay any additional amounts in respect of amounts withheld under Section 871(m).".

## SCHEDULE 2

### AMENDMENTS TO TAXATION OF SECURITIES

The following amendments are made to the section of the Base Prospectus entitled "*Taxation of Securities*" set out on pages 235 to 310 of the Base Prospectus:

- (i) The paragraph beginning with "*Although the Section 871(m) regime became effective in 2017...*" on page 253 shall be amended as follows:

"Although the Section 871(m) regime became effective in 2017, the applicable Treasury regulations, as modified by an IRS notice, phase in the application of Section 871(m) as follows:

- For financial instruments issued prior to 2027, Section 871(m) will generally apply only to financial instruments that have a "delta" of one.
- For financial instruments issued in 2027 and thereafter, Section 871(m) will apply if either (i) the "delta" of the relevant financial instrument is at least 0.80, if it is a "simple" contract, or (ii) the financial instrument meets a "substantial equivalence" test, if it is a "complex" contract."

- (ii) The paragraph beginning with "*The dividend equivalent amount will include the amount of any actual or...*" on pages 253 to 254 shall be amended as follows:

"The dividend equivalent amount will include the amount of any actual or, under certain circumstances, estimated dividend. If the dividend equivalent amount is based on the actual dividend, it will be equal to the product of: (i) in the case of a "simple" contract, the per-share dividend amount, the number of shares of an Underlying Security and the delta; or (ii) in the case of a "complex" contract, the per-share dividend amount and the initial hedge. The dividend equivalent amount for Specified ELIs issued prior to 2027 that have a "delta" of one will be calculated in the same manner as (i) above, using a "delta" of one. The per-share dividend amount will be the actual dividend (including any special dividends) paid with respect to a share of the Underlying Security. If the dividend equivalent amount is based on an estimated dividend, the Issue Terms will generally state the estimated amounts."

- (iii) The paragraph beginning with "*Depending on the terms of a Security and whether or not it is issued prior to 2025...*" on page 254 shall be amended as follows:

"Depending on the terms of a Security and whether or not it is issued prior to 2027, the Issue Terms may contain additional information relevant to Section 871(m), such as whether the Security references a Qualified Index or Qualified Index Security; whether it is a "simple" contract; the "delta" and the number of shares multiplied by delta (for a simple contract); and whether the "substantial equivalence test" is met and the initial hedge (for a complex contract)".

## SCHEDULE 3

### AMENDMENTS TO THE PRO FORMA FINAL TERMS

The following amendments are made to the section of the Base Prospectus entitled "*Pro Forma Final Terms*" set out on pages 849 to 1055 of the Base Prospectus:

- (i) Item 12 (*United States Tax Considerations*) of Part B (*Other Information*) on pages 1048 to 1049 shall be amended as follows:

"12. **UNITED STATES TAX CONSIDERATIONS**

General: [For U.S. federal income tax purposes, the Issuer intends to treat the Securities as [debt/fixed-rate debt/fixed-rate debt issued with OID/contingent payment debt instruments, [for which purpose, the comparable yield relating to the Securities will be [●]% compounded [semi-annually/quarterly/monthly] and the projected payment schedule with respect to a Security consists of the following payments: [●] /for which purpose, the comparable yield and the projected payment schedule are available by contacting [●] at [●]]/variable rate debt instruments/variable rate debt instruments issued with OID/foreign currency Securities/foreign currency Securities issued with OID/foreign currency contingent payment debt instruments, [for which purpose, the comparable yield relating to the Securities will be [●]% compounded [semi-annually/quarterly/monthly] and the projected payment schedule with respect to a Security consists of the following payments: [●] /for which purpose, the comparable yield and the projected payment schedule are available by contacting [●] at [●]]/short-term Securities/prepaid forward contracts or options/prepaid forward contracts or options with associated periodic payments/a put and a deposit, for which purpose, the Issuer will treat [●]% of each coupon on a Security as interest on the deposit and [●]% as put premium/[specify other]]. [The Securities are Non-U.S. Securities].

Section 871(m)

*(Use this paragraph if the Section 871(m) determinations are final.)* [The Issuer has determined that the Securities are Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below. Please see the table below for additional information with respect to Section 871(m), including information necessary to calculate the amounts of dividend equivalents for the Securities.]/[The Issuer has determined that the Securities are Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities have a "delta" of one.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more indices whose sole U.S. equity components are Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the Securities are not Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below.]/[The Issuer has determined that the Securities are not Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities do not have a "delta" of one.]/[The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).]

*(Use this paragraph instead if the Section 871(m) determinations are indicative and will be updated at issuance.)* [The following is based on information available as of the date of these Final Terms. [The Issuer would treat the Securities as Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below. Please see the table below for additional information with respect to Section 871(m), including information necessary to calculate the amounts of dividend equivalents for the Securities.]/[The Issuer would treat the Securities as Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities have a "delta" of one.]/[The Issuer would not treat the Securities as Specified ELIs because the underlying asset(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities.]/[The Issuer would not treat the Securities as Specified ELIs because the underlying asset(s) consist solely of one or more indices whose sole U.S. equity components are Qualified Indices and/or Qualified Index Securities.]/[The Issuer would not treat the Securities as Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below.]/[The Issuer would not treat the Securities as Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities do not have a

"delta" of one.] **This information is indicative and will be updated based on circumstances at the time the Securities are issued. Please [contact []]/[review the amended Final Terms] for further information regarding the application of Section 871(m) to the Securities.]**

[The Securities are Specified Current Payment Securities./The Securities are Specified Net Total Return Securities.]

*(Include table below if (i) the Securities are Specified ELIs, or (ii) the Securities are not Specified ELIs based on either the "delta" test or the "substantial equivalence" test.)*

<i>Underlying Asset</i>	<i>Underlying Securities (Y/N)</i>	<i>Qualified Index/Qualified Index Security (Y/N)</i>	<i>Simple Contract (Y/N)</i>	<i>Delta (if Simple Contract)</i>	<i>Substantial Equivalence Test (if not a Simple Contract)</i>	<i>Number of Shares Multiplied by Delta (if Simple Contract)</i>	<i>Initial Hedge (if applicable)".</i>

## SCHEDULE 4

### AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The following amendments are made to the section of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" set out on pages 1056 to 1257 of the Base Prospectus:

- (i) Item 8 (*United States Tax Considerations*) of Part B (*Other Information*) on pages 1251 to 1252 shall be amended as follows:

"8. **UNITED STATES TAX CONSIDERATIONS**

General: [For U.S. federal income tax purposes, the Issuer intends to treat the Securities as [debt/fixed- rate debt/fixed-rate debt issued with OID/contingent payment debt instruments, [for which purpose, the comparable yield relating to the Securities will be [●]% compounded [semi-annually/quarterly/monthly] and the projected payment schedule with respect to a Security consists of the following payments: [●] for which purpose, the comparable yield and the projected payment schedule are available by contacting [●] at [●]]/variable rate debt instruments/variable rate debt instruments issued with OID/foreign currency Securities/foreign currency Securities issued with OID/foreign currency contingent payment debt instruments, [for which purpose, the comparable yield relating to the Securities will be [●]% compounded [semi-annually/quarterly/monthly] and the projected payment schedule with respect to a Security consists of the following payments: [●]/for which purpose, the comparable yield and the projected payment schedule are available by contacting [●] at [●]]/short-term Securities/prepaid forward contracts or options/prepaid forward contracts or options with associated periodic payments/a put and a deposit, for which purpose, the Issuer will treat [●]% of each coupon on a Security as interest on the deposit and [●]% as put premium/[specify other]]. [The Securities are Non-U.S. Securities].

Section 871(m):

*(Use this paragraph if the Section 871(m) determinations are final).* [The Issuer has determined that the Securities are Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below. Please see the table below for additional information with respect to Section 871(m), including information necessary to calculate the amounts of dividend equivalents for the Securities.]/[The Issuer has determined that the Securities are Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities have a "delta" of one.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the underlying asset(s) consist solely of one or more indices whose sole U.S. equity components are Qualified Indices and/or Qualified Index Securities and, therefore, that the Securities are not Specified ELIs.]/[The Issuer has determined that the Securities are not Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below.]/[The Issuer has determined that the Securities are not Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities do not have a "delta" of one.]/[The Issuer has determined that the Securities are not Specified ELIs for the purpose of Section 871(m).]

*(Use this paragraph instead if the Section 871(m) determinations are indicative and will be updated at issuance.)* [The following is based on information available as of the date of this Pricing Supplement. [The Issuer would treat the Securities as Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below. Please see the table below for additional information with respect to Section 871(m), including information necessary to calculate the amounts of dividend equivalents for the Securities.]/[The Issuer would treat the Securities as Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities have a "delta" of one.]/[The Issuer would not treat the Securities as Specified ELIs because the underlying asset(s) consist solely of one or more Qualified Indices and/or Qualified Index Securities.]/[The Issuer would not treat the Securities as Specified ELIs because the underlying asset(s) consist solely of one or more indices whose sole U.S. equity components are Qualified Indices and/or Qualified Index Securities.]/[The Issuer would not treat the Securities as Specified ELIs based on either the "delta" test or the "substantial equivalence" test, as indicated in the table below.]/[The Issuer would not treat the Securities as Specified ELIs because (i) the Issue Date for the Securities is prior to 2027 and (ii) the Securities do not have a

"delta" of one.] **This information is indicative and will be updated based on circumstances at the time the Securities are issued. Please [contact [ ]]/[review the amended Pricing Supplement] for further information regarding the application of Section 871(m) to the Securities.]**

[The Securities are Specified Current Payment Securities./The Securities are Specified Net Total Return Securities.]

*(Include table below if (i) the Securities are Specified ELIs, or (ii) the Securities are not Specified ELIs based on either the "delta" test or the "substantial equivalence" test.)*

<i>Underlying Asset</i>	<i>Underlying Securities (Y/N)</i>	<i>Qualified Index/Qualified Index Security (Y/N)</i>	<i>Simple Contract (Y/N)</i>	<i>Delta (if Simple Contract)</i>	<i>Substantial Equivalence Test (if not a Simple Contract)</i>	<i>Number of Shares Multiplied by Delta (if Simple Contract)</i>	<i>Initial Hedge (if applicable)".</i>