



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. GMI Base Prospectus Supplement (No.3)

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.3)**") constitutes a supplement for the purposes of (i) Article 23(1) 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 GMI Base Prospectus dated 17 November 2025 ("**Citigroup Inc. GMI Base Prospectus 2025**"), as supplemented by a Citigroup Inc. GMI Base Prospectus Supplement (No.1) dated 27 January 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**") and a Citigroup Inc. GMI Base Prospectus Supplement (No.2) dated 29 January 2026 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. GMI Base Prospectus 2025, the Citigroup Inc. GMI Base Prospectus Supplement (No.1) and the Citigroup Inc. GMI Base Prospectus Supplement (No.2), together the "**Citigroup Inc. GMI Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI GMI Base Prospectus Supplement (No.3)

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement (No.3)**") also constitutes a supplement for the purposes of (i) Article 23(1) 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 GMI Base Prospectus dated 17 November 2025 (the "**CGMHI GMI Base Prospectus 2025**"), as supplemented by a CGMHI GMI Base Prospectus Supplement (No.1) dated 27 January 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.1)**") and a CGMHI GMI Base Prospectus Supplement (No.2) dated 29 January 2026 (the "**CGMHI GMI Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI GMI Base Prospectus 2025, the CGMHI GMI Base Prospectus Supplement (No.1) and the CGMHI GMI Base Prospectus Supplement (No.2), together the "**CGMHI GMI Base Prospectus**") with respect to the Programme.

CGMFL GMI Base Prospectus Supplement (No.3)

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.3)**") and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.3) and the CGMHI GMI Base Prospectus Supplement (No.3), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23(1) 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 GMI Base Prospectus dated 17 November 2025 (the "**CGMFL GMI Base Prospectus 2025**"), as supplemented by a CGMFL GMI Base Prospectus Supplement (No.1) dated 27 January 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.1)**") and a CGMFL GMI Base Prospectus Supplement (No.2) dated 29 January 2026 (the "**CGMFL GMI Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor ("**CGMFL Guarantor**") (the CGMFL GMI Base Prospectus 2025, the CGMFL GMI Base Prospectus Supplement (No.1) and the CGMFL GMI Base Prospectus Supplement (No.2), together the "**CGMFL GMI Base Prospectus**" and, together with the Citigroup Inc. GMI Base Prospectus and the CGMHI GMI Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

Approvals

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), as competent authority under the EU Prospectus Regulation. The CSSF 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. GMI Base Prospectus Supplement (No.3), the CGMHI GMI Base Prospectus Supplement (No.3) and the CGMFL GMI Base Prospectus Supplement (No.3) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. GMI Base Listing Particulars Supplement (No.3)**", the "**CGMHI GMI Base Listing Particulars Supplement (No.3)**" and the "**CGMFL GMI Base Listing Particulars Supplement (No.3)**" respectively, and, together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. GMI Base Prospectus Supplement (No.3)", "CGMHI GMI Base Prospectus Supplement (No.3)" and "CGMFL GMI Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. GMI Base Listing Particulars Supplement (No.3)", "CGMHI GMI Base Listing Particulars Supplement (No.3)" and "CGMFL GMI Base Listing Particulars Supplement (No.3)", 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 GMI Base Prospectus*" and "*Information relating to the CGMFL GMI 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. GMI Base Prospectus*" and "*Information relating to the CGMFL GMI 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. GMI Base Prospectus*" and "*Information relating to the CGMFL GMI 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. GMI Base Prospectus*" and "*Information relating to the CGMHI GMI 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. GMI Base Prospectus*" and "*Information relating to the CGMHI GMI 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. GMI BASE PROSPECTUS

Publication of the 2025 Form 10-K of Citigroup Inc. on 20 February 2026

On 20 February 2026, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2025 Form 10-K**") for the year ended 31 December 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Form 10-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202602/4153fb0e-bf62-41d4-b344-e4d0398111e2.pdf>)

Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Form 10-K is incorporated by reference into, and forms part of, the Citigroup Inc. GMI Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2025 and 2024 and for the years ended 31 December 2025, 2024 and 2023, as set out in the Citigroup Inc. 2025 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	134- 135
(b) Consolidated Balance Sheet	136- 137
(c) Consolidated Statement of Changes in Stockholders' Equity	138- 139
(d) Consolidated Statement of Cash Flows	140- 141
(e) Notes to the Consolidated Financial Statements	142- 298
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2025 and 2024 and for the years ended 31 December 2025, 2024 and 2023	130- 132

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

	Page(s)
(a) Description of the principal activities of Citigroup Inc. – Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-36
(b) Description of the principal markets in which Citigroup Inc. competes	

(i)	Services, Markets, Banking, Wealth, U.S. Personal Banking, All Other – Managed Basis and All Other – Divestiture-Related Impacts (<i>Reconciling Items</i>)	17-36
(ii)	Note 3 (<i>Reportable Business Segments and All Other</i>) to the Consolidated Financial Statements	160- 164
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	195- 201
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-36
(ii)	Capital Resources	37-48
(iii)	Risk Factors	49-62
(iv)	Sustainability	62
(v)	Human Capital Resources and Management	62
(vi)	Significant Accounting Policies and Significant Estimates	121- 127
(vii)	Note 1 (<i>Summary of Significant Accounting Policies</i>) to the Consolidated Financial Statements	142- 157
(e)	Disclosure Controls and Procedures	127
(f)	Description of litigation involving Citigroup Inc.	287- 293
(g)	Executive Officers	304- 305
(h)	Citigroup Board of Directors	306
(i)	Risk Management	64-120
(j)	Glossary of Terms and Acronyms	313- 318

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Form 10-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Significant change and material adverse change

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

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see "*CONTINGENCIES*", Note 30 to the Consolidated Financial Statements included on pages 287-293 in the Citigroup Inc. 2025 Form 10-K.

Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

Amendments to "Important information relating to the use of this Base Prospectus and offers of Securities generally"

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section B – Risk Factors

Section B of the Citigroup Inc. GMI Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section G.8 – Subscription and Sale and Transfer and Selling Restrictions

Section G.8 of the Citigroup Inc. GMI Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.4 – Form of Final Terms – Notes and Certificates

Section H.4 of the Citigroup Inc. GMI Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.5 – Form of Pricing Supplement – Notes and Certificates

Section H.5 of the Citigroup Inc. GMI Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates

Section H.6 of the Citigroup Inc. GMI Base Prospectus entitled "*Form of Final Terms – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

Amendments to Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates

Section H.7 of the Citigroup Inc. GMI Base Prospectus entitled "*Form of Pricing Supplement – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

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. GMI Base Prospectus since the publication of the Citigroup Inc. GMI Base Prospectus Supplement (No.2).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the Citigroup Inc. GMI Base Prospectus 2025, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2025 will be available on the website specified for each such document in the Citigroup Inc. GMI 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. GMI Base Prospectus 2025 by this Supplement and (b) any statement in the Citigroup Inc. GMI Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2025, 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. GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 13 March 2026.

INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

Publication of the 2025 Form 10-K of Citigroup Inc. on 20 February 2026

On 20 February 2026, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2025 Form 10-K**") for the year ended 31 December 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Form 10-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202602/4153fb0e-bf62-41d4-b344-e4d0398111e2.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Form 10-K is incorporated by reference into, and forms part of, the CGMHI GMI Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2025 and 2024 and for the years ended 31 December 2025, 2024 and 2023, as set out in the Citigroup Inc. 2025 Form 10-K:**

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(g)	Executive Officers	304- 305
(h)	Citigroup Board of Directors	306
(i)	Risk Management	64-120
(j)	Glossary of Terms and Acronyms	313- 318

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Form 10-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Significant change and material adverse change

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

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see "*CONTINGENCIES*", Note 17 to the Consolidated Financial Statements included on pages 61-67 in the CGMHI 2024 Annual Report and "*CONTINGENCIES*", Note 14 to the Consolidated Financial Statements included on pages 36-42 in the CGMHI 2025 Half-Yearly Financial Report.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 17 and Note 14 (as specified above) are a part, see "*CONTINGENCIES*", Note 30 to the Consolidated Financial Statements included on pages 287-293 in the Citigroup Inc. 2025 Form 10-K.

Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

Amendments to "Important information relating to the use of this Base Prospectus and offers of Securities generally"

The section of the CGMHI GMI Base Prospectus entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section B – Risk Factors

Section B of the CGMHI GMI Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section G.8 – Subscription and Sale and Transfer and Selling Restrictions

Section G.8 of the CGMHI GMI Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.4 – Form of Final Terms – Notes and Certificates

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Amendments to Section H.5 – Form of Pricing Supplement – Notes and Certificates

Section H.5 of the CGMHI GMI Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates

Section H.6 of the CGMHI GMI Base Prospectus entitled "*Form of Final Terms – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

Amendments to Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates

Section H.7 of the CGMHI GMI Base Prospectus entitled "*Form of Pricing Supplement – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

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 GMI Base Prospectus since the publication of the CGMHI GMI Base Prospectus Supplement (No.2).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMHI GMI Base Prospectus 2025, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference into the CGMHI GMI Base Prospectus 2025 will be available on the website specified for each such document in the CGMHI GMI 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 GMI Base Prospectus 2025 by this Supplement and (b) any statement in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus 2025, 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 GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 13 March 2026.

INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

Publication of the 2025 Form 10-K of Citigroup Inc. on 20 February 2026

On 20 February 2026, Citigroup Inc. filed its Annual Report on Form 10-K (the "**Citigroup Inc. 2025 Form 10-K**") for the year ended 31 December 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Form 10-K has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202602/4153fb0e-bf62-41d4-b344-e4d0398111e2.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2025 Form 10-K is incorporated by reference into, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 Form 10-K as set out below:

1. **Audited consolidated financial statements of Citigroup Inc. as of 31 December 2025 and 2024 and for the years ended 31 December 2025, 2024 and 2023, as set out in the Citigroup Inc. 2025 Form 10-K:**

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	134- 135
(b) Consolidated Balance Sheet	136- 137
(c) Consolidated Statement of Changes in Stockholders' Equity	138- 139
(d) Consolidated Statement of Cash Flows	140- 141
(e) Notes to the Consolidated Financial Statements	142- 298
(f) Report of Independent Registered Public Accounting Firm – Consolidated Financial Statements of Citigroup Inc. as of 31 December 2025 and 2024 and for the years ended 31 December 2025, 2024 and 2023	130- 132

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

	Page(s)
(a) Description of the principal activities of Citigroup Inc. – Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-36
(b) Description of the principal markets in which Citigroup Inc. competes	

(i)	Services, Markets, Banking, Wealth, U.S. Personal Banking, All Other – Managed Basis and All Other – Divestiture-Related Impacts (<i>Reconciling Items</i>)	17-36
(ii)	Note 3 (<i>Reportable Business Segments and All Other</i>) to the Consolidated Financial Statements	160-164
(c)	Description of the principal investments of Citigroup Inc. – Note 14 (<i>Investments</i>) to the Consolidated Financial Statements	195-201
(d)	Description of trends and events affecting Citigroup Inc.	
(i)	Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment Revenues and Income (Loss) and Select Balance Sheet Items by Segment	4-36
(ii)	Capital Resources	37-48
(iii)	Risk Factors	49-62
(iv)	Sustainability	62
(v)	Human Capital Resources and Management	62
(vi)	Significant Accounting Policies and Significant Estimates	121-127
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(g)	Executive Officers	304-305
(h)	Citigroup Board of Directors	306
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Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Form 10-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Significant change and material adverse change

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

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see "*CONTINGENCIES*", Note 30 to the Consolidated Financial Statements included on pages 287-293 in the Citigroup Inc. 2025 Form 10-K.

Save as disclosed in the documents referenced above, CGMFL is not involved in, or has not been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on CGMFL's financial position or profitability, nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

Amendments to "Important information relating to the use of this Base Prospectus and offers of Securities generally"

The section of the CGMFL GMI Base Prospectus entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" shall be amended as set out in Schedule 1 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section B – Risk Factors

Section B of the CGMFL GMI Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section G.8 – Subscription and Sale and Transfer and Selling Restrictions

Section G.8 of the CGMFL GMI Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.4 – Form of Final Terms – Notes and Certificates

Section H.4 of the CGMFL GMI Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.5 – Form of Pricing Supplement – Notes and Certificates

Section H.5 of the CGMFL GMI Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.6 – Form of Final Terms – Warrants and Exercisable Certificates

Section H.6 of the CGMFL GMI Base Prospectus entitled "*Form of Final Terms – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

Amendments to Section H.7 – Form of Pricing Supplement – Warrants and Exercisable Certificates

Section H.7 of the CGMFL GMI Base Prospectus entitled "*Form of Pricing Supplement – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

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 GMI Base Prospectus since the publication of the CGMFL GMI Base Prospectus Supplement (No.2).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at www.luxse.com. Copies of the CGMFL GMI Base Prospectus 2025, the CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference into the CGMFL GMI Base Prospectus 2025 will be available on the website specified for each such document in the CGMFL GMI 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 GMI Base Prospectus 2025 by this Supplement and (b) any statement in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus 2025, 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 GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 13 March 2026.

SCHEDULE 1

AMENDMENTS TO IMPORTANT INFORMATION RELATING TO THE USE OF THIS BASE PROSPECTUS AND OFFERS OF SECURITIES GENERALLY

The paragraph entitled "*PRIIPS / IMPORTANT – UK RETAIL INVESTORS*" on page 16 of the Base Prospectus in the section of the Base Prospectus entitled "*Important information relating to the use of this Base Prospectus and offers of Securities generally*" shall be amended as follows:

"PRIIPS / IMPORTANT – UK RETAIL INVESTORS

Unless the Issue Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", the Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "retail investor" means a person who is ~~one (or more) of neither:~~ (i) a retail-professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. ~~2017/565~~600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") ~~and regulations made thereunder;~~ nor (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA and regulations made thereunder;~~ or (iii) ~~not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation") paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs").~~ Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA ~~and regulations made thereunder~~ (the "UK PRIIPs Regulation"), or disclosure document required by the FCA Product Disclosure Sourcebook ("DISC"), for offering, ~~or~~ selling or distributing the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, ~~or~~ selling or distributing the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation or DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024."

SCHEDULE 2

AMENDMENTS TO SECTION B – RISK FACTORS

The section B of the Base Prospectus entitled "*Risk Factors*" on pages 37 to 145 of the Base Prospectus shall be amended as follows:

1. The Risk Factor "*Risks Relating to Citigroup Inc.*" on page 38 of the Base Prospectus shall be amended as follows:

"Risks Relating to Citigroup Inc.

For a discussion of certain material risks and uncertainties that could impact Citigroup Inc.'s businesses, results of operations and financial condition (including market-related, strategic, operational, credit, liquidity, compliance and other risks), see "*Risk Factors*" in Part I, Item 1A of the Issuer's [2024/2025](#) Annual Report on Form 10 K for the year ended 31 December [2024/2025](#) (the "**Citigroup Inc. [2024/2025](#) Form 10-K**") (pages ~~50-64~~[49-62](#)) as set out below, which is incorporated by reference into this Base Prospectus, or the corresponding section of any future Annual Report on Form 10-K or Quarterly Report on Form 10-Q filed by the Issuer after the date hereof which is incorporated by reference into this Base Prospectus pursuant to a supplement to this Base Prospectus.

Description of risk factors, trends and events affecting Citigroup of the Citigroup Inc. [2024/2025](#) Form 10-K:

- (a) the market-related risks: Set out on numbered page ~~50~~[49](#) of the Citigroup Inc. [2024/2025](#) Form 10-K.
 - (b) the strategic risks: Set out on numbered pages ~~50~~[49](#) to ~~56~~[54](#) of the Citigroup Inc. [2024/2025](#) Form 10-K.
 - (c) the operational risks: Set out on numbered pages ~~56~~[55](#) to ~~60~~[58](#) of the Citigroup Inc. [2024/2025](#) Form 10-K.
 - (d) the credit risks: Set out on numbered ~~page 60~~[pages 58 to 59](#) of the Citigroup Inc. [2024/2025](#) Form 10-K.
 - (e) the liquidity risks: Set out on numbered pages ~~60~~[59](#) to ~~61~~[60](#) of the Citigroup Inc. [2024/2025](#) Form 10-K.
 - (f) the compliance risks: Set out on numbered pages ~~62~~[60](#) to ~~63~~[61](#) of the Citigroup Inc. [2024/2025](#) Form 10-K.
 - (g) the other risks: Set out on numbered pages ~~63~~[61](#) to ~~64~~[62](#) of the Citigroup Inc. [2024/2025](#) Form 10-K."
2. The Risk Factor entitled "*Green Bonds, Social Bonds and Social Finance Bonds*" in Section B (Risk Factors) set out on pages 95 to 96 of the Base Prospectus shall be amended as follows:

"Green Bonds, Social Bonds and Social Finance Bonds

You should refer to the "*Investment Considerations*" section of this Base Prospectus for information relating to Sustainable Funding Instruments and the relevant framework.

Whilst it is the intention of the Group to allocate an amount equivalent to the net proceeds of any Sustainable Funding Instruments in, or substantially in, the manner described in this Base Prospectus and/or the applicable Issue Terms, there can be no assurance that the relevant projects or uses the

subject of, or related to, any Eligible Green Projects or Eligible Social Projects will be capable of being implemented in, or substantially in, such manner and/or in accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such projects and assets. Nor can there be any assurance that such projects and assets will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the relevant Issuer. The relevant Issuer has significant flexibility in allocating an amount equal to the net proceeds of any Sustainable Finance Instruments, including reallocating the net proceeds in the event that it determines in its sole discretion that any project receiving an allocation no longer meets the relevant Issuer's criteria for Eligible Green Projects or Eligible Social Projects, as applicable. Additionally, the relevant Issuer is under no contractual obligation to allocate the net proceeds from the issuance of any Sustainable Finance Instruments to Eligible Green Projects or Eligible Social Projects in any manner. In addition, the Framework may be amended by the Group from time to time in a manner and any subsequent version(s) may differ from any description given in this Base Prospectus, which may affect the value of relevant Sustainable Funding Instruments.

There is currently no clear definition (legal, regulatory or otherwise) of, or market consensus as to what constitutes, a "green", "social", "sustainable", "["affordable housing"](#)" or any equivalently-labelled project or asset or as to what precise attributes are required for a particular project or asset to be defined as "green", "social", "sustainable", "["affordable housing"](#)" or any such other equivalent label. A clear definition or consensus may not develop or if market consensus is developed, such consensus may be different from the Framework or may significantly change over time which may affect the value of any Sustainable Funding Instruments. Consequently, investments in businesses or projects described in the Framework and any related opinions and/or reports may not meet your expectations, taxonomies or standards or other investment criteria or guidelines regarding such "green", "social", "sustainable", "affordable housing" or other equivalently-labelled performance objectives or any binding or non-binding legal, regulatory or other standards regarding any direct or indirect environmental or social impact (including any present or future applicable law or regulations or by-laws or other governing rules, policies or investment mandates applicable to you) and there can be no assurance that adverse social, environmental and/or other impacts will not occur from such businesses or projects.

Further, any Sustainable Funding Instruments issued under the Framework are not intended to be compliant with Regulation (EU) 2023/2631 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds (the "**EU Green Bond Regulation**"). It is not clear if the establishment under the EU Green Bond Regulation of the EuGB label and the optional disclosures regime for bonds issued as "environmentally sustainable" could have an impact on investor demand for, and pricing of, green use of proceeds bonds that do not comply with the requirements of the EuGB label or the optional disclosures regime, such as the Sustainable Funding Instruments issued under this Base Prospectus. It could result in reduced liquidity or lower demand or could otherwise affect the market price of any Sustainable Funding Instruments issued under this Base Prospectus that do not comply with those standards proposed under the EU Green Bond Regulation. You should have regard to any descriptions of the relevant projects and eligibility criteria in the Framework and the applicable Issue Terms and determine for yourself the relevance of such information and such opinions and/or reports and whether all your applicable standards will be met.

Any opinion, certification or report of any third party (whether or not solicited by the Group) that may be made available in connection with Sustainable Funding Instruments (including with respect to whether any businesses or projects fulfil any green, social, sustainability and/or other criteria) may be withdrawn, subject to amendment or may not be maintained. In addition, the provider of any such opinion, certification or report may not be subject to any specific oversight or regulatory regime. Any such opinion, review, certification or post-issuance report is not, nor should be deemed to be, a recommendation by the relevant Issuer or any Dealer, or any other person to buy, sell or hold the Sustainable Funding Instruments. Any withdrawal of any such opinion, review, certification

or post-issuance report or any issuance of any additional opinion, review, certification or post-issuance report attesting that the relevant Issuer is not complying in whole or in part with any matters for which such opinion, review, certification or post-issuance report is opining or certifying will not constitute a breach of contract or an event of default under the Sustainable Funding Instruments and/or may result in adverse consequences for certain investors with mandates to invest in securities to be used for a particular purpose. Sustainable Funding Instruments may also be listed or admitted to trading on a dedicated "green", "environmental", "social", "sustainable", "[affordable housing](#)" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), but you should be aware that the criteria for such listings or admission to trading may vary and may not meet your expectations and there is a risk that any such listing or admission to trading may not be maintained by the relevant Issuer or may be withdrawn. This may adversely affect the market value of any Sustainable Funding Instruments with the effect that you may be unable to realise all or part of your investment.

Failure by the relevant Issuer or any other relevant entity to allocate (or cause allocation of) an amount equal to the net proceeds as described in the Framework or provide reports, or the failure of any external assurance provider to opine on the Framework or on any report's conformity with the Group's sustainability strategy or the Framework or the withdrawal of any report or any certification that the Group is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying, as the case may be, will not constitute a breach or an event of default under the Sustainable Finance Instruments or trigger any early redemption rights (whether by the relevant Issuer or any Securityholder). In addition and for the avoidance of doubt, the proceeds of any Sustainable Funding Instruments will not be segregated by the relevant Issuer or any other entity in the Group from its capital and other assets and there will be no direct or contractual link between any Sustainable Funding Instruments and any Eligible Green Projects or Eligible Social Projects, respectively.

Any of the above factors (and any events that negatively affect the value of any other Securities of the Issuer that are intended to finance "green", "social", "sustainable", "[affordable housing](#)" or equivalently-labelled projects or assets) could have a material adverse effect on the value of such Securities and investors may be unable to realise all or part of their investment."

SCHEDULE 3

AMENDMENTS TO SECTION G.8 – SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The sub-section entitled "*United Kingdom*" set out on pages 320 to 321 of the Base Prospectus in Section G.8 entitled "*Subscription and Sale and Transfer and Selling Restrictions*" of the Base Prospectus shall be amended as follows:

"United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the applicable Issue Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable" (or where the applicable Issue Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as applicable other than with respect to offers of the Securities in the United Kingdom for specified periods of time), each Dealer has represented and/or agreed (as applicable), and each further Dealer appointed under the Programme will be required to represent and/or agree (as applicable), that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distributed or otherwise make available any Securities which are the subject of the offering contemplated by this Base Prospectus as completed by the applicable Issue Terms to any retail investor in the United Kingdom at any time (or, as the case may be, in any period during which the applicable Issue Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as applicable). For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is neither one (or more) of the following:
- (i) a retail professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 2017/565–600/2014 as it forms part of domestic law by virtue of the EUWA European Union (Withdrawal) Act 2018 ("EUWA"); nor
 - (ii) ~~a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or~~
 - (iii) ~~not a qualified investor as defined in the UK Prospectus Regulation paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs"); and~~
- (b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase buy or subscribe for the Securities.

Where the applicable Issue Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable" (or as applicable other than with respect to offers of the Securities in the United Kingdom for specified periods of time), then, each Dealer has represented and/or agreed (as applicable), and each further Dealer appointed under the Programme will be required to represent and/or agree (as applicable), that it has not made and will not make an offer of Securities which are the subject of ~~the offering contemplated by~~ this Base Prospectus as completed by the applicable Final Terms to the public in the United Kingdom except that it may make an offer ~~of such Securities to the public in the United Kingdom~~:

- (a) ~~if the applicable Final Terms in respect of the Securities specify that an offer of those Securities may be made other than pursuant to section 86 of the FSMA (a "Non-Exempt Offer"), following the date of publication of a prospectus in relation to such Securities which has been approved by the FCA, PROVIDED THAT any such prospectus has subsequently been completed by Final Terms contemplating such Non-Exempt Offer, in the period or periods beginning and ending on the dates specified in such prospectus or Final Terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-Exempt Offer at~~

any time where the offer is conditional on the admission of the Notes to trading on the London Stock Exchange plc's main market (in reliance on the exception in paragraph 6(a) of Schedule 1 to the POATRs);

- (b) at any time to any legal entity which is a qualified investor as defined in ~~the UK Prospectus Regulation~~ paragraph 15 of Schedule 1 to the POATRs;
- (c) at any time (or, as the case may be, in any relevant specified period) to fewer than 150 natural or legal persons (other than qualified investors as defined in ~~Article 2 of the UK Prospectus Regulation~~ paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time (or, as the case may be, in any relevant specified period) in any other circumstances falling within ~~section 86 of the FSMA~~ Part 1 of Schedule 1 to POATRs;

~~PROVIDED THAT no such offer of Securities referred to in paragraphs (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.~~

For the purposes of this provision:

- the expression an "offer of Securities to the public" in relation to any Securities means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to ~~purchase~~ buy or subscribe for the Securities; ~~and~~
- ~~the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.~~

United Kingdom: additional restrictions

Each Dealer has represented and/or agreed (as applicable), and each further Dealer appointed under the Programme will be required to represent and/or agree (as applicable), that:

- (a) in relation to any Securities which have a maturity or term of less than one year:
 - (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and
 - (ii) it has not offered or sold and will not offer or sell any Securities other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Securities would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Securities in circumstances in which Section 21(1) of the FSMA does not apply to any of Citigroup Inc., CGMHI, the CGMHI Guarantor and CGMFL or, in the case of the CGMFL Guarantor, would not if the CGMFL Guarantor was not an authorised person, apply to the CGMFL Guarantor; and
- (c) it has complied and will comply with all applicable provisions of the FSMA and the Financial Conduct Authority Handbook with respect to anything done by it in relation to any Securities in, from or otherwise involving the United Kingdom."

SCHEDULE 4

AMENDMENTS TO SECTION H.4 – FORM OF FINAL TERMS – NOTES AND CERTIFICATES

Section H.4 of the Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" on pages 1398 to 1725 of the Base Prospectus shall be amended as follows:

1. The second paragraph beginning with "*[PROHIBITION OF SALES TO UK RETAIL INVESTORS...*" on page 1398 of the Base Prospectus shall be amended as follows:

"**[PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the Securities in the United Kingdom for which a UK PRIIPs KID or product summary is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any "retail investor" in the United Kingdom ("UK"). For these purposes, a "retail investor" means a person who is ~~one (or more) of neither:~~ (i) a ~~retail~~ professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. ~~2017/565~~ 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); nor; (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation")~~ paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs"). Consequently[, save as provided above,] no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation"), or disclosure document required by the FCA Product Disclosure Sourcebook ("DISC"), for offering ~~or~~ selling or distributing the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation or DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]"

2. Paragraph 4(i) of Part B on pages 1655 to 1656 of the Base Prospectus shall be amended as follows:

"(i) [Reasons for the Offer:

[See "Use of Proceeds" in the section entitled ["*Description of Citigroup Inc.*"] ["*Description of Citigroup Global Markets Holdings Inc.*"] ["*Description of Citigroup Global Markets Funding Luxembourg S.C.A.*"] in the Base Prospectus]/[●]/[The Securities are Sustainable Funding Instruments which are [Green][Social][~~Sustainable~~ Sustainability] Funding Instruments. [*insert further particulars if different from "Investment Considerations" section*]]

(*See "Use of Proceeds" in the relevant part of Section F in Base Prospectus – if reasons for offer different from what is disclosed in the Base Prospectus, give details*)

(*Securities may only be Social Funding Instruments or ~~Sustainable~~ Sustainability Funding Instruments if Citigroup Inc. or CGMHI is the Issuer*)".

SCHEDULE 5

AMENDMENTS TO SECTION H.5 – FORM OF PRICING SUPPLEMENT – NOTES AND CERTIFICATE

Section H.5 of the Base Prospectus entitled "*Form of Pricing Supplement – Notes and Certificates*" on pages 1726 to 2047 of the Base Prospectus shall be amended as follows:

1. The second paragraph beginning with "[*PROHIBITION OF SALES TO UK RETAIL INVESTORS...*" on page 1726 of the Base Prospectus shall be amended as follows:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the Securities in the United Kingdom for which a UK PRIIPs KID or product summary is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any "retail investor" in the United Kingdom ("UK"). For these purposes, a "retail investor" means a person who is ~~one (or more) of neither:~~ (i) a ~~retail~~ professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. ~~2017/565~~ 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); nor; (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation")~~ paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs"). Consequently[, save as provided above,] no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") , or disclosure document required by the FCA Product Disclosure Sourcebook ("DISC"), for offering ~~or~~ selling or distributing the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation or DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]"

2. The last paragraph beginning with "(b) any offer of Notes in the United Kingdom ..." on page 1726 of the Base Prospectus shall be amended as follows:

"(b) any offer of Securities in the United Kingdom ("UK") will be ~~made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities~~ one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs. Accordingly any person making or intending to make an offer in the UK of the Securities may only do so ~~in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the Financial Services and Markets Act (as amended, the "FSMA") or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer~~ where the offer is one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs."

3. The second paragraph beginning with "*For the purposes hereof, ...*" on page 1727 of the Base Prospectus shall be amended as follows:

"For the purposes hereof, the expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended) and ~~"UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA")~~ "POATRs" means the Public Offers and Admissions to Trading Regulations 2024."

SCHEDULE 6

AMENDMENTS TO SECTION H.6 – FORM OF FINAL TERMS – WARRANTS AND EXERCISABLE CERTIFICATES

The second paragraph beginning with "[*PROHIBITION OF SALES TO UK RETAIL INVESTORS...*]" on page 2048 of the Base Prospectus in Section H.6 entitled "*Form of Final Terms – Warrants and Exercisable Certificates*" of the Base Prospectus shall be amended as follows:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the [Warrants/Exercisable Certificates] in the United Kingdom for which a UK PRIIPs KID or product summary is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he [Warrants/Exercisable Certificates] are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any "retail investor" in the United Kingdom ("UK"). For these purposes, a "retail investor" means a person who is ~~one (or more) of neither:~~ (i) a retail professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 2017/565600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); nor; (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not~~ a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**") paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs"). Consequently[, save as provided above,] no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or disclosure document required by the FCA Product Disclosure Sourcebook ("DISC"), for offering ~~or~~ selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation or DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]"

SCHEDULE 7

AMENDMENTS TO SECTION H.7 – FORM OF PRICING SUPPLEMENT – WARRANTS AND EXERCISABLE CERTIFICATES

Section H.7 of the Base Prospectus entitled "*Form of Pricing Supplement – Warrants and Exercisable Certificates*" on pages 2084 to 2147 of the Base Prospectus shall be amended as follows:

1. The second (non-italicised) paragraph beginning with "[*PROHIBITION OF SALES TO UK RETAIL INVESTORS...*]" on page 2084 of the Base Prospectus shall be amended as follows:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – [Other than with respect to offers of the [Warrants/Exercisable Certificates] in the United Kingdom for which a UK PRIIPs KID or product summary is being prepared] [during the period[s] [●]-[●] (*repeat periods as necessary*),] [T]/[t]he [Warrants/Exercisable Certificates] are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a "retail investor" means a person who is ~~one (or more) of~~ neither: (i) a retail professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 2017/565600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); nor; (ii) ~~a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation") paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs").~~ Consequently[, save as provided above,] no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**"), or disclosure document required by the FCA Product Disclosure Sourcebook ("DISC"), for offering ~~or~~ selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling or distributing the [Warrants/Exercisable Certificates] or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation or DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024."]".

2. The last paragraph beginning with "*The Base Listing Particulars ...*" on page 2084 of the Base Prospectus shall be amended as follows:

"The Base Listing Particulars referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of [Warrants/Exercisable Certificates] in (i) any Member State of the European Economic Area will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of the [Warrants/Exercisable Certificates] and (ii) the United Kingdom ("UK") will be ~~made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the [Warrants/Exercisable Certificates]~~ one or more of the kinds of offer specified in Part I of Schedule 1 to the POATRs. Accordingly and subject as provided above,

(a) any person making or intending to make an offer in that Member State ~~or the UK~~ of [Warrants/Exercisable Certificates] may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation ~~or section 85 of the Financial Services and Markets Act (as amended, the "FSMA"), as applicable~~, or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation ~~or UK Prospectus Regulation, as applicable~~, in each case, in relation to such offer: and

(b) any person making or intending to make an offer in the UK of the [Warrants/Exercisable Certificates] may only do so where the offer is one or more of the kinds of offer specified in Part 1 of Schedule 1 to the POATRs.

None of the Issuer[, the CGMFL Guarantor] and any Dealer has authorised, nor do they authorise, the making of any offer of the [Warrants/Exercisable Certificates] in any other circumstances.".

3. The first paragraph beginning with "*For the purposes of the above paragraph, ...*" on page 2085 of the Base Prospectus shall be amended as follows:

"For the purposes of the above paragraph, the expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 and ~~"UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA")~~ "**POATRs**" means the [Public Offers and Admissions to Trading Regulations 2024](#)".

4. The last paragraph beginning with "*[Terms used herein shall be deemed to ...]*" on pages 2087 to 2088 of the Base Prospectus shall be amended as follows:

"[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Listing Particulars. This document constitutes the Pricing Supplement of the [Warrants/Exercisable Certificates] described herein and must be read in conjunction with the Base Listing Particulars[, as so supplemented]. This Pricing Supplement does not constitute Final Terms for the purposes of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**")~~, or~~ Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the "**UK Prospectus Regulation**") [or rules of the Financial Conduct Authority \(the "FCA"\) in its Prospectus Rules: Admission to Trading on a Regulated Market sourcebook \("PRM"\) made under the Public Offers and Admissions to Trading Regulations 2024 \(the "POATRs"\)](#). Full information on the Issuer [, the CGMFL Guarantor] and the offer of the [Warrants/Exercisable Certificates] is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars[, as so supplemented]. The Base Listing Particulars is available for viewing at the specified offices of [the Manager[s] and] the Principal Warrant Agent [, at the registered office of CGMFL] [and on the website of [Euronext Dublin (<https://live.euronext.com/en/markets/dublin>)] [the Luxembourg Stock Exchange (www.luxse.com)]]. [This Pricing Supplement is available [●].]".