



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

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

Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be unconditionally and irrevocably guaranteed by CITIGROUP GLOBAL MARKETS LIMITED (incorporated in England and Wales)

Base Prospectus Supplements

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.6)**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2022 ("**Citigroup Inc. Rates Base Prospectus 2022**"), as supplemented by Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 2 August 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 19 August 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.3) dated 16 September 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.4) dated 18 October 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**") and Citigroup Inc. Rates Base Prospectus Supplement (No.5) dated 28 October 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2022, as supplemented by the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4) and the Citigroup Inc. Rates Base Prospectus Supplement (No.5), together the "**Citigroup Inc. Rates Base Prospectus**"), with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

In addition to the other matters described in the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the Citigroup Inc. Rates Base Prospectus Supplement (No.6) also supplements each series of securities described in

Schedule 3 hereto issued by Citigroup Inc. under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*Citigroup Inc Relevant Series Supplement*" (the "**Citigroup Inc. Relevant Series Supplement**").

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.6)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2022 (the "**CGMHI Rates Base Prospectus 2022**"), as supplemented by CGMHI Rates Base Prospectus Supplement (No.1) dated 2 August 2022 ("**CGMHI Rates Base Prospectus Supplement (No.1)**"), CGMHI Rates Base Prospectus Supplement (No.2) dated 19 August 2022 ("**CGMHI Rates Base Prospectus Supplement (No.2)**"), CGMHI Rates Base Prospectus Supplement (No.3) dated 16 September 2022 ("**CGMHI Rates Base Prospectus Supplement (No.3)**"), CGMHI Rates Base Prospectus Supplement (No.4) dated 18 October 2022 ("**CGMHI Rates Base Prospectus Supplement (No.4)**") and CGMHI Rates Base Prospectus Supplement (No.5) dated 28 October 2022 ("**CGMHI Rates Base Prospectus Supplement (No.5)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Rates Base Prospectus 2022, as supplemented by the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4) and the CGMHI Rates Base Prospectus Supplement (No.5), together the "**CGMHI Rates Base Prospectus**"), with respect to the Programme.

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.6)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.6), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2022 (the "**CGMFL Rates Base Prospectus 2022**"), as supplemented by CGMFL Rates Base Prospectus Supplement (No.1) dated 2 August 2022 ("**CGMFL Rates Base Prospectus Supplement (No.1)**"), CGMFL Rates Base Prospectus Supplement (No.2) dated 19 August 2022 ("**CGMFL Rates Base Prospectus Supplement (No.2)**"), CGMFL Rates Base Prospectus Supplement (No.3) dated 16 September 2022 ("**CGMFL Rates Base Prospectus Supplement (No.3)**"), CGMFL Rates Base Prospectus Supplement (No.4) dated 18 October 2022, ("**CGMFL Rates Base Prospectus Supplement (No.4)**") and CGMFL Rates Base Prospectus Supplement (No.5) dated 28 October 2022, ("**CGMFL Rates Base Prospectus Supplement (No.5)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Rates Base Prospectus 2022, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4) and the CGMFL Rates Base Prospectus Supplement (No.5), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**"), with respect to the Programme.

In addition to the other matters described in the CGMFL Rates Base Prospectus Supplement (No.6), the CGMFL Rates Base Prospectus Supplement (No.6) also supplements each series of securities described in Schedule 4 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMFL Relevant Series Supplement*" (the "**CGMFL Relevant Series Supplement**").

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

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus

Supplement (No.6) and the CGMFL Rates Base Prospectus Supplement (No.6) in each case as a Base Listing Particulars Supplement (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.6)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.6)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.6)**", respectively, and together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Rates Base Prospectus Supplement (No.6)", "CGMHI Rates Base Prospectus Supplement (No.6)" and "CGMFL Rates Base Prospectus Supplement (No.6)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.6)", "CGMHI Rates Base Listing Particulars Supplement (No.6)" and "CGMFL Rates Base Listing Particulars Supplement (No.6)", respectively.

Responsibility statements

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below (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 accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below (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.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below (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 accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below (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.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q3 Form 10-Q)*)) (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 and used in this Supplement and not otherwise defined herein, shall have the same meaning when used in this Supplement, unless the context otherwise requires.

INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

Publication of the 2022 Q3 Form 10-Q of Citigroup Inc. on 4 November 2022

On 4 November 2022, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2022 Q3 Form 10-Q**") for the three and nine months ended 30 September 2022 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2022 Q3 Form 10-Q has been filed with each of the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") 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/202211/61267f9d-dd00-48ab-b4b7-7629054b4af6.PDF>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q3 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2022, as set out in the Citigroup Inc. 2022 Q3 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	92-93
B. Consolidated Balance Sheet	94-95
C. Consolidated Statement of Changes in Stockholders' Equity	96
D. Consolidated Statement of Cash Flows	97-98
E. Notes to Consolidated Financial Statements	99-224

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2022 Q3 Form 10-Q:

	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 and Business – Income and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-20
(ii) Strategic Risk	18
(iii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	104

C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	119-128
D.	Description of trends and events affecting Citigroup Inc.	
	(i) Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
	(ii) Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act, Supervision and Regulation and Forward-Looking Statements	79-89
	(iii) Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	99-100
E.	Description of litigation involving Citigroup Inc. – Note 24 (<i>Contingencies</i>) to the Consolidated Financial Statements	213-214
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-78

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Citigroup Inc. Relevant Series Supplement

In respect of the series of securities described in Schedule 3 hereto, the Issuer has determined to amend the key financial information of Citigroup Inc. set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

- (a) the information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is deleted in its entirety and replaced with the following:

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2021 and 2020, and from the unaudited consolidated interim financial statements of the Issuer for the period ended 30 September 2022.						
Summary information – income statement						
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2021 (unaudited)	Three months ended 30 September 2022 (unaudited)	Three months ended 30 September 2021 (unaudited)

Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements (<i>in millions of U.S. dollars</i>)	22,018	11,107	12,629	18,839	3,515	4,669
Summary information – balance sheet						
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Year ended 31 December 2020 (audited)	Year ended 31 December 2020 (audited)	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2022 (unaudited)
Net financial debt (long term debt plus short term debt minus cash) (<i>in millions of U.S. dollars</i>)	254,832		274,851		273,934	
Debt to equity ratio (total liabilities/total shareholder equity)	10.34		10.33		10.99	
Summary information – cash flow statement						
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Year ended 31 December 2020 (audited)	Year ended 31 December 2020 (audited)	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2021 (unaudited)
Net cash flows from operating activities (<i>in millions of U.S. dollars</i>)	61,249	(20,621)			(4,170)	59,185
Net cash flows from financing activities (<i>in millions of U.S. dollars</i>)	17,272	233,595			71,568	67,866
Net cash flows from investing activities (<i>in millions of U.S. dollars</i>)	(124,905)	(95,312)			(26,822)	(112,069)

The corresponding information in the relevant translations of the Summary (if any) shall also be deemed to be supplemented.

Alternative Performance Measures

Information relating to alternative performance measures ("APMs") for the purposes of the Guidelines published by the European Securities and Markets Authority ("ESMA") is set out in Schedule 1 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2022 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2021 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2022 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q2 Form 10-Q and (iv) Note 24 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q3 Form 10-Q. 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.

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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.5).

Copies of the Citigroup Inc. Rates Base Prospectus 2022, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus 2022 will be available on the website specified for each such document in the Citigroup Inc. Rates Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2022 by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2022, 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. Rates 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 21 November 2022.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the 2022 Q3 Form 10-Q of Citigroup Inc. on 4 November 2022

On 4 November 2022, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2022 Q3 Form 10-Q**") for the three and nine months ended 30 September 2022 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2022 Q3 Form 10-Q has been filed with each of the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202211/61267f9d-dd00-48ab-b4b7-7629054b4af6.PDF>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q3 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2022, as set out in the Citigroup Inc. 2022 Q3 Form 10-Q:

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F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-78

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedule 1 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2022 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2021 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

There has been no significant change in the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2022 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 15 to the Consolidated Financial Statements included in the CGMHI 2021 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2022 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 15 and 13 (as specified above) are a part, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to

the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q2 Form 10-Q and (iv) Note 24 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q3 Form 10-Q. 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.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q2 Form 10-Q and (iv) Note 24 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q3 Form 10-Q. 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.

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 Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.5).

Copies of the CGMHI Rates Base Prospectus 2022, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), CGMHI Rates Base Prospectus Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI Rates Base Prospectus 2022 will be available on the website specified for each such document in the CGMHI Rates Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI Rates Base Prospectus 2022 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2022, 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 Rates 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 21 November 2022.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the 2022 Q3 Form 10-Q of Citigroup Inc. on 4 November 2022

On 4 November 2022, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2022 Q3 Form 10-Q**") for the three and nine months ended 30 September 2022 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2022 Q3 Form 10-Q has been filed with each of the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202211/61267f9d-dd00-48ab-b4b7-7629054b4af6.PDF>). Citigroup Inc. is the indirect parent company of CGMFL under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q3 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2022, as set out in the Citigroup Inc. 2022 Q3 Form 10-Q:

	Page(s)
A. Consolidated Statements of Income and Comprehensive Income	92-93
B. Consolidated Balance Sheet	94-95
C. Consolidated Statement of Changes in Stockholders' Equity	96
D. Consolidated Statement of Cash Flows	97-98
E. Notes to Consolidated Financial Statements	99-224

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2022 Q3 Form 10-Q:

	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 and Business – Income and Revenues and Segment Balance Sheet	1-20
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	3-20
(ii) Strategic Risk	18
(iii) Note 3 (<i>Operating Segments</i>) to the Consolidated Financial Statements	104

C.	Description of the principal investments of Citigroup Inc. – Note 12 (<i>Investments</i>) to the Consolidated Financial Statements	119-128
D.	Description of trends and events affecting Citigroup Inc.	
	(i) Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	2-20
	(ii) Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act, Supervision and Regulation and Forward-Looking Statements	79-89
	(iii) Note 1 (<i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i>) to the Consolidated Financial Statements	99-100
E.	Description of litigation involving Citigroup Inc. – Note 24 (<i>Contingencies</i>) to the Consolidated Financial Statements	213-214
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	34-78

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q3 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

Publication of the Interim Report of Citigroup Global Markets Limited

Citigroup Global Markets Limited (the "**CGMFL Guarantor**") published its unaudited interim report dated 4 November 2022 for the six month period ended 30 June 2022 (the "**CGMFL Guarantor 2022 Interim Report**"). A copy of the CGMFL Guarantor 2022 Interim Report has been filed with each of the Central Bank and Euronext Dublin and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202211/84255e0a-00fe-4728-a0a0-0114e6b4be05.PDF>) and the website of the Luxembourg Stock Exchange (www.bourse.lu). Citigroup Global Markets Limited is the CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2022 Interim Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the CGMFL Guarantor 2022 Interim Report as set out below:

1. The unaudited interim financial information of the CGMFL Guarantor in respect of the six-month period ended 30 June 2022:		
		Page(s)
A.	Interim Income Statement	8
B.	Interim Statement of Comprehensive Income	9
C.	Interim Statement of Changes in Equity	10

D.	Interim Balance Sheet	11
E.	Statement of Cash Flows	12
F.	Notes to the Interim Financial Statements	13-35

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2022 Interim Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

The financial statements in the CGMFL Guarantor 2022 Interim Report (the "**CGMFL Guarantor Accounts**") have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice ("**UK GAAP**"). Consequently, the CGMFL Guarantor Accounts have not been prepared in accordance with International Financial Reporting Standards as endorsed in the European Union based on Regulation (EC) No 1606/2002. The CGMFL Guarantor has determined that there would be no material differences in the CGMFL Guarantor Accounts had Regulation (EC) No 1606/2002 been applied to the CGMFL Guarantor Accounts.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") is set out in Schedules 1 and 2 to this Supplement.

Significant change and material adverse change

There has been (i) no significant change in the financial or trading position of the CGMFL Guarantor or the CGMFL Guarantor and its subsidiaries as a whole since 30 June 2022 (the date of its most recently published unaudited interim financial statements) and (ii) no material adverse change in the financial position or prospects of the CGMFL Guarantor or the CGMFL Guarantor and its subsidiaries as a whole since 31 December 2021 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial performance of the CGMFL Guarantor and its subsidiaries as a whole since 30 June 2022 (the date of its most recently published unaudited interim financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q2 Form 10-Q and (iv) Note 24 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q3 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding 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.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2021 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q2 Form 10-Q and (iv) Note 24 to the Consolidated Financial Statements included in the Citigroup Inc. 2022 Q3 Form 10-Q. Save as disclosed in the documents referenced above, the CGMFL Guarantor is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the CGMFL Guarantor is aware) in the twelve months preceding the date of this Supplement which may have or have in such period had a significant effect on the financial position or profitability of the CGMFL Guarantor or the CGMFL Guarantor and its subsidiaries as a whole.

CGMFL Relevant Series Supplement

In respect of each series of securities described in Schedule 4 hereto, the Issuer has determined to amend the key financial information of the CGMFL Guarantor set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

- (a) the information set out in the sub-section entitled "*Key financial information of the Guarantor*" in the Summary is deleted in its entirety and replaced with the following:

Key financial information of the Guarantor: The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2021 and 2020, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2022.				
Summary information – income statement				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Profit after taxation (<i>in millions of U.S. dollars</i>)	403	1,023	53	362
Summary information – balance sheet				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (<i>in millions of U.S. dollars</i>)	7,338	12,442	16,326	
Debt to equity ratio (total liabilities/total shareholder equity)	15	23	16.99	
Summary information – cash flow statement				
	Year ended 31 December 2021 (audited)	Year ended 31 December 2020 (audited)	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Net cash flows from operating activities (<i>in millions of U.S. dollars</i>)	(1,982)	301	(2,412)	741
Net cash flows from financing activities (<i>in millions of U.S. dollars</i>)	5,305	2,333	778	3,331
Net cash flows from investing activities (<i>in millions of U.S. dollars</i>)	(1,780)	(690)	(42)	(1,736)

The corresponding information in the relevant translations of the Summary (if any) shall also be deemed to be supplemented.

Corporate Authorities

The approval of the CGMFL Rates Base Prospectus Supplement (No.6) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 9 November 2022.

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 Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.5).

Copies of the CGMFL Rates Base Prospectus 2022, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying

Agents and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2022 will be available on the website specified for each such document in the CGMFL Rates Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Rates Base Prospectus 2022 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2022, 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 Rates 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 21 November 2022.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2022 Q3 FORM 10-Q)

The Citigroup Inc. 2022 Q3 Form 10-Q contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2022 Q3 Form 10-Q and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q3 Form 10-Q Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation (FX Translation)	Citi believes the presentation of its results of operations excluding the impact of FX Translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Page 47 (footnotes 1 - 6), pages 61, 109 (footnote 2), pages 148, 156, 228 and 230.
Tangible Common Equity, Tangible Book Value per Share and Return on Tangible Common Equity	Citi believes these capital metrics provide alternative measures of capital strength and performance that are commonly used by investors and industry analysts.	Page 9 (footnote 4) and pages 33, 59, 61, 230 and 231.
Results of Operations Excluding the Impact of Gains/(Losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gains/(losses) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 4, 5, 13 (footnote 2), pages 14 and 15.

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q3 Form 10-Q Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Citi's results of operations and financial condition excluding the impact of the Philippines gain on sale and other Asia Consumer divestiture	Citi believes the presentation of its results of operations and financial condition excluding the impact of the Philippines sale provides a meaningful depiction of the underlying fundamentals of its broader results and Asia Global Consumer Banking Business's results for investors, industry analysts and others.	Pages 3, 4, 5, 18, 19, 21, 40 (footnote 2), page 75 (footnote 9), 102.

SCHEDULE 2

ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2022 INTERIM REPORT)

In relation to the CGMFL Rates Base Prospectus only, the CGMFL Guarantor 2022 Interim Report contains several alternative performance measures (APMs). For further details on (i) the components of the APMs, (ii) the basis of calculation of the APMs, (iii) a reconciliation with the financial statements, (iv) an explanation of why such APMs provide useful information for investors and (v) comparatives and reconciliations for corresponding previous reporting periods, please see the table below:

APM	Components of APM	Basis of calculation (including any assumptions)	of Reconciliation with financial statements	Explanation of why APM provides useful information	Comparatives and reconciliations for corresponding reporting period
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In the CGMFL Guarantor 2022 Interim Report:

Other Income and Expenses (contained in the Interim Management Report)	"Net finance income pension" and "Other Income" in the Income Statement	"Other Income" in the Income Statement	"Other Income" in the Income Statement	Acts as a subtotal/summary	Other Income and Expenses was presented in the Strategic Report in the CGMFL Guarantor 2021 Annual Report and was calculated in the same manner
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SCHEDULE 3

SERIES OF SECURITIES RELATING TO THE CITIGROUP INC. RELEVANT SERIES SUPPLEMENT

Issue of Up to EUR 500,000,000 Fixed Rate Notes due December 2025 (Series: EMTN8221; ISIN: XS2110112971)

SCHEDULE 4

SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of up to EUR 50,000,000 Fixed to Floating Rate Notes linked to the EUR 30 Year CMS versus EUR 2 Year CMS Spread Interest, due January 2029 (Series: CGMFL53746; ISIN: XS2532794430)
- (ii) Issue of up to EUR 50,000,000 Citigroup GMFL SCA (LU) Interest Evolution 2029, due January 2029 (Series: CGMFL53776, ISIN: XS2532802712)