



**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.1)**

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**") 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**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

**CGMHI GMI Base Prospectus Supplement (No.1)**

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement (No.1)**") 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 ("**CGMHI GMI Base Prospectus**") with respect to the Programme.

**CGMFL GMI Base Prospectus Supplement (No.1)**

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.1)**") and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.1) and the CGMHI GMI Base Prospectus Supplement (No.1), 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 ("**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.1), the CGMHI GMI Base Prospectus Supplement (No.1) and the CGMFL GMI Base Prospectus Supplement (No.1) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. GMI Base Listing Particulars Supplement (No.1)**", the "**CGMHI GMI Base Listing Particulars Supplement (No.1)**" and the "**CGMFL GMI Base Listing Particulars Supplement (No.1)**" 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.1)", "CGMHI GMI s Base Prospectus Supplement (No.1)" and "CGMFL GMI Base Prospectus Supplement (No.1)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. GMI Base Listing Particulars Supplement (No.1)", "CGMHI GMI Base Listing Particulars Supplement (No.1)" and "CGMFL GMI Base Listing Particulars Supplement (No.1)", 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.

### **Application of Amendments in this Supplement**

The amendments included in this supplement shall only apply to Issue Terms, the date of which falls on or after the approval of this supplement.

## INFORMATION RELATING TO THE CITIGROUP INC. GMI BASE PROSPECTUS

*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.

*Amendments to Section A – General Description of the Programme*

Section A of the Citigroup Inc. GMI Base Prospectus entitled *"General Description of the Programme"* shall be amended as set out in Schedule 2 to this Supplement.

*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 3 to this Supplement.

*Amendments to Section C – Investment Considerations*

Section C of the Citigroup Inc. GMI Base Prospectus entitled *"Investment Considerations"* shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to Section D – How to Use this Document*

Section D of the Citigroup Inc. GMI Base Prospectus entitled *"How to use this Document"* shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to Section F.1 – Description of Citigroup Inc.*

The section entitled *"Use of Proceeds"* in Section F.1 – *Description of Citigroup Inc.* set out on page 232 of the Citigroup Inc. GMI Base Prospectus shall be updated as follows:

### **"Use of Proceeds"**

The net proceeds of the issue of Securities by Citigroup Inc. will be used for general corporate purposes, which may include capital contributions to its subsidiaries and/or the reduction or refinancings of borrowings of Citigroup Inc. or its subsidiaries. Citigroup Inc. expects to incur additional indebtedness in the future.

Securities which are Notes or Certificates may be issued by Citigroup Inc. as Sustainable Funding Instruments (as defined in "Investment Considerations" above)~~green bonds ("Green Bonds")~~ or Securities which are Notes or Certificates for which it is Citigroup Inc.'s intention to apply an amount equal to the net proceeds to finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects~~to fund the financing or refinancing of Eligible Green Assets~~, in whole or in part, as further described under the heading "Green Bonds Sustainable Funding Instruments" in "Investment Considerations" above. In the event that such Securities are intended to constitute Sustainable Funding Instruments~~Green Bonds~~, the applicable Issue Terms will specify that such Securities are Sustainable Funding Instruments and whether such Sustainable Funding Instruments are Green Bonds~~Funding Instruments, Social Funding Instruments or Sustainability Funding Instruments~~ and will provide any additional information in relation to the intended use of proceeds thereof.

~~Citigroup Inc. may also issue Securities which are Notes or Certificates as social bonds ("Social Bonds") or Securities which are Notes or Certificates for which it is Citigroup Inc.'s intention to apply an amount equal to the net proceeds to fund the financing or refinancing in whole or in part, of a portion of Citigroup's portfolio of affordable housing assets, as further described under the heading "Social Bonds issued by Citigroup Inc. or CGMH" in "Investment Considerations" above. In the event that such Securities are intended to constitute Social~~

~~Bonds, the applicable Issue Terms will specify that such Securities are Social Bonds and will provide any additional information in relation to the intended use of proceeds thereof.~~

~~Citigroup Inc. may also issue Securities which are Notes or Certificates as social finance bonds ("**Social Finance Bonds**") or Securities which are Notes or Certificates for which it is Citigroup Inc.'s intention to allocate an amount equal to the net proceeds to finance or refinance a portion of Social Finance Assets, as further described under the heading "*Social Finance Bonds issued by Citigroup Inc. or CGMH*" in "*Investment Considerations*" above. In the event that such Securities are intended to constitute Social Finance Bonds, the applicable Issue Terms will specify that such Securities are Social Finance Bonds and will provide any additional information in relation to the intended use of proceeds thereof."~~

#### *Amendments to Section H.1 – General Conditions of the Notes and Certificates*

Section H.1 of the Citigroup Inc. GMI Base Prospectus entitled "*General Conditions of the Notes and Certificates*" shall be amended as set out in Schedule 6 to this Supplement.

#### *Amendments to Section H.2 – General Conditions of the Warrants and Exercisable Certificates*

Section H.2 of the Citigroup Inc. GMI Base Prospectus entitled "*General Conditions of the Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement.

#### *Amendments to Section H.3 – Schedules to the Terms and Conditions of the Securities*

Section H.3 of the Citigroup Inc. GMI Base Prospectus entitled "*Schedules to the Terms and Conditions of the Securities*" shall be amended as set out in Schedule 8 to this Supplement.

#### *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 9 to this Supplement.

#### *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 10 to this Supplement.

#### *General*

As set out in the Schedules attached hereto and under the heading "*Amendments to Section F.1 – Description of Citigroup Inc.*" above, updates to the relevant paragraphs are indicated by (i) underlined text which is inserted into, and (ii) struck-out text which is deleted from, each relevant paragraph of the Base Prospectus.

Save as disclosed in this Supplement, 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.

This Supplement will be published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com). Copies of the Citigroup Inc. GMI Base Prospectus 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.

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 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, 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 30 January 2026.

## INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

*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.

*Amendments to Section A – General Description of the Programme*

Section A of the CGMHI GMI Base Prospectus entitled *"General Description of the Programme"* shall be amended as set out in Schedule 2 to this Supplement.

*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 3 to this Supplement.

*Amendments to Section C – Investment Considerations*

Section C of the CGMHI GMI Base Prospectus entitled *"Investment Considerations"* shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to Section D – How to Use this Document*

Section D of the CGMHI GMI Base Prospectus entitled *"How to use this Document"* shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to Section F.2 – Description of Citigroup Global Markets Holdings Inc.*

The section entitled *"Use of Proceeds"* in Section F.2 – *Description of Citigroup Global Markets Holdings Inc.* set out on page 237 of the CGMHI GMI Base Prospectus shall be updated as follows:

### **"Use of Proceeds"**

A portion of the proceeds of any issue of Securities will be used by CGMHI and/or its subsidiaries for general corporate purposes, which include making a profit.

Securities which are Notes or Certificates may be issued by CGMHI as Sustainable Funding Instruments (as defined in "Investment Considerations" above)~~green bonds ("Green Bonds")~~ or Securities which are Notes or Certificates for which it is CGMHI's intention to apply an amount equal to the net proceeds to finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects~~fund the financing or refinancing of Eligible Green Assets~~, in whole or in part, in each case, as further described under the heading "Sustainable Funding Instruments"~~Green Bonds~~ in "Investment Considerations" above. In the event that such Securities are intended to constitute Sustainable Funding Instruments~~Green Bonds~~, the applicable Issue Terms will specify that such Securities are Sustainable Funding Instruments and whether such Sustainable Funding Instruments are Green Funding Instruments, Social Funding Instruments or Sustainability Funding Instruments~~Bonds~~ and will provide any additional information in relation to the intended use of proceeds thereof.

~~CGMHI may also issue Securities which are Notes or Certificates as social bonds ("Social Bonds") or Securities which are Notes or Certificates for which it is CGMHI's intention to apply an amount equal to the net proceeds to fund the financing or refinancing in whole or in part of a portion of Citigroup's portfolio of affordable housing assets, as further described under the heading "Social Bonds issued by Citigroup Inc. or CGMHI" in "Investment Considerations" above. In the event that such Securities are intended to constitute Social Bonds, the applicable Issue Terms will specify that such Securities are Social Bonds and will provide any additional information in relation to the intended use of proceeds thereof.~~

~~CGMHI may also issue Securities which are Notes or Certificates as social finance bonds ("Social Finance Bonds") or Securities which are Notes or Certificates for which it is CGMHI's intention to allocate an amount equal to the net proceeds to finance or refinance a portion of Social Finance Assets, as further described under the heading "Social Finance Bonds issued by Citigroup Inc. or CGMHI" in "Investment Considerations" above. In the event that such Securities are intended to constitute Social Finance Bonds, the applicable Issue Terms will specify that such Securities are Social Finance Bonds and will provide any additional information in relation to the intended use of proceeds thereof."~~

#### *Amendments to Section H.1 – General Conditions of the Notes and Certificates*

Section H.1 of the CGMHI GMI Base Prospectus entitled "*General Conditions of the Notes and Certificates*" shall be amended as set out in Schedule 6 to this Supplement.

#### *Amendments to Section H.2 – General Conditions of the Warrants and Exercisable Certificates*

Section H.2 of the CGMHI GMI Base Prospectus entitled "*General Conditions of the Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement.

#### *Amendments to Section H.3 – Schedules to the Terms and Conditions of the Securities*

Section H.3 of the CGMHI GMI Base Prospectus entitled "*Schedules to the Terms and Conditions of the Securities*" shall be amended as set out in Schedule 8 to this Supplement.

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

Section H.4 of the CGMHI GMI Base Prospectus entitled "*Form of Final Terms – Notes and Certificates*" shall be amended as set out in Schedule 9 to this Supplement.

#### *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 10 to this Supplement.

#### *General*

As set out in the Schedules attached hereto and under the heading "*Amendments to Section F.2 – Description of Citigroup Global Markets Holdings Inc.*" above, updates to the relevant paragraphs are indicated by (i) underlined text which is inserted into, and (ii) struck-out text which is deleted from, each relevant paragraph of the Base Prospectus.

Save as disclosed in this Supplement, 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.

This Supplement will be published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com). Copies of the CGMHI GMI Base Prospectus 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.

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 by this Supplement and (b) any statement in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus, 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 30 January 2026.

## INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

*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.

*Amendments to Section A – General Description of the Programme*

Section A of the CGMFL GMI Base Prospectus entitled "*General Description of the Programme*" shall be amended as set out in Schedule 2 to this Supplement.

*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 3 to this Supplement.

*Amendments to Section C – Investment Considerations*

Section C of the CGMFL GMI Base Prospectus entitled "*Investment Considerations*" shall be amended as set out in Schedule 4 to this Supplement.

*Amendments to Section D – How to Use this Document*

Section D of the CGMFL GMI Base Prospectus entitled "*How to use this Document*" shall be amended as set out in Schedule 5 to this Supplement.

*Amendments to Section F.3 – Description of Citigroup Global Markets Funding Luxembourg S.C.A.*

The section entitled "*Use of Proceeds*" in Section F.3 – *Description of Citigroup Global Markets Funding Luxembourg S.C.A.* set out on page 243 to 244 of the CGMFL GMI Base Prospectus shall be updated as follows:

### **"Use of Proceeds"**

The net proceeds of the issue of Securities by CGMFL will be used primarily to grant loans or other forms of funding to Citigroup Global Markets Limited and any entity belonging to the same group, and may be used to finance CGMFL itself.

Securities which are Notes or Certificates may be issued by CGMFL as Sustainable Funding Instruments (as defined in "Investment Considerations" above)~~green bonds ("Green Bonds")~~ or Securities which are Notes or Certificates for which it is CGMFL's intention to apply an amount equal to the net proceeds to finance or refinance the relevant portion of the Group's portfolio of Eligible Green Projects~~fund the financing or refinancing of Eligible Green Assets~~, in whole or in part, as further described under the heading "Sustainable Funding Instruments~~Green Bonds~~" in "Investment Considerations" above. In the event that such Securities are intended to constitute Sustainable Funding Instruments~~Green Bonds~~, the applicable Final Terms will specify that such Securities are Sustainable Funding Instruments and that such Sustainable Funding Instruments are Green Funding Instruments~~Bonds~~ and will provide any additional information in relation to the intended use of proceeds thereof.

Further information on the use of proceeds may be specified in the applicable Final Terms."

*Amendments to Section H.1 – General Conditions of the Notes and Certificates*

Section H.1 of the CGMFL GMI Base Prospectus entitled "*General Conditions of the Notes and Certificates*" shall be amended as set out in Schedule 6 to this Supplement.

#### *Amendments to Section H.2 – General Conditions of the Warrants and Exercisable Certificates*

Section H.2 of the CGMFL GMI Base Prospectus entitled "*General Conditions of the Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement.

#### *Amendments to Section H.3 – Schedules to the Terms and Conditions of the Securities*

Section H.3 of the CGMFL GMI Base Prospectus entitled "*Schedules to the Terms and Conditions of the Securities*" shall be amended as set out in Schedule 8 to this Supplement.

#### *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 9 to this Supplement.

#### *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 10 to this Supplement.

#### *General*

As set out in the Schedules attached hereto and under the heading "*Amendments to Section F.3 – Description of Citigroup Global Markets Funding Luxembourg S.C.A.*" above, updates to the relevant paragraphs are indicated by (i) underlined text which is inserted into, and (ii) struck-out text which is deleted from, each relevant paragraph of the Base Prospectus.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL GMI Prospectus since the publication of the CGMFL GMI Base Prospectus.

This Supplement will be published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com). Copies of the CGMFL GMI Base Prospectus 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.

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 by this Supplement and (b) any statement in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus, 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 30 January 2026.

## SCHEDULE 1

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

The paragraph entitled "*Securities issued as Green Bonds, Social Bonds or Social Finance Bonds*" 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*" is updated as follows:

**"Securities issued as Sustainable Funding Instruments~~Green Bonds, Social Bonds or Social Finance Bonds~~**

– None of the Issuers, the Guarantors, the Arranger, the Dealers nor any of their respective affiliates makes any representation or warranty or gives any assurance as to whether such Securities will meet any investor expectations or requirements regarding such "green", "social", "sustainable" or similar labels. None of the Arranger, the Dealers nor any of their respective affiliates have undertaken, nor are they responsible for, any assessment of the Eligible Green Projects or Eligible Social Projects~~, Eligible Green Assets, Social Finance Assets or the assets comprising any Affordable Housing Bond Asset Portfolio~~ (as defined in the "*Investment Considerations*" section of this Base Prospectus), any verification of whether such assets meet any eligibility criteria set out in the ~~Green Bond Framework, the Social Bond Framework or the Social Finance Framework~~ (as defined in the "*Investment Considerations*" section of this Base Prospectus) nor are they responsible for the use of proceeds (or amounts equal thereto) for any Securities issued as Sustainable Funding Instruments~~Green Bonds, Social Bonds or Social Finance Bonds~~, nor the impact or monitoring of such use of proceeds or the allocation of the proceeds to particular Eligible Green Projects, or Eligible ~~Green Assets, Social Projects Finance Assets or assets comprising any Affordable Housing Bond Asset Portfolio~~. Each relevant ~~to~~ of The Framework and any public reporting by or on behalf of the Issuer in respect of the application of proceeds will be available on the Citi website as described in the "*Investment Considerations*" section of this Base Prospectus but, for the avoidance of doubt, will not be incorporated by reference into this Base Prospectus. None of the Issuers, the Guarantors, the Arranger and the Dealers makes any representation as to the suitability or content of such materials."

## SCHEDULE 2

### AMENDMENTS TO SECTION A – GENERAL DESCRIPTION OF THE PROGRAMME

Sub-paragraphs (p) to (t) of the second paragraph of the section "*How do I use this Base Prospectus?*" on pages 28 to 29 of the Base Prospectus in Section A of the Base Prospectus entitled "*General Description of the Programme*" are updated as follows:

- ~~"(p) where Schedule A is specified to be applicable in the applicable Issue Terms in respect of Securities (which are Notes only) issued by Citigroup Inc., the section of this Base Prospectus entitled "Schedule A (Citigroup Inc. TLAC Eligible Notes)";~~
- (pq) where the Securities (which are Notes only) are linked to the credit of one or more specified entities, the section of this Base Prospectus entitled "Schedule ~~BA~~ (Credit Linked Conditions)";
- (qt) where the Securities are linked to a package skew position comprising (i) an index untranching credit derivative transaction and (ii) a set of single name credit derivative transactions (with each single name transaction corresponding to an underlying reference entity constituent of the corresponding index transaction) where (i) and (ii) have equal and offsetting positions and result in no payment, other than in the event of an early redemption (such Securities may or may not bear interest), the section of this Base Prospectus entitled "Schedule ~~CB~~ (Index Skew Conditions)";
- (rs) where the Securities (which are Warrants only) are linked to the credit of one or more specified entities, the section of this Base Prospectus entitled "Schedule ~~DE~~ (Credit Linked Warrants Conditions)"; and
- ~~(s) where Schedule D is specified to be applicable in the applicable Issue Terms in respect of Securities (which are Notes only) issued by Citigroup Inc., the section of this Base Prospectus entitled "Schedule D (Citigroup Inc. TLAC Eligible Notes)"; and~~
- (t) where "Indian Compliance Representations, Warranties and Undertakings" or "China Compliance Representations, Warranties and Undertakings" or "Taiwan Compliance Representations, Warranties and Undertakings" or "Additional Provisions for Shares traded through the China Connect Service" or "Additional Index Provisions for China Connect Service" are specified as applicable in the applicable Issue Terms and/or the Securities are specified in the applicable Issue Terms to be APAC Participation Certificates or APAC Convertible Bond Participation Certificates that are Indian Participation Certificates or China Participation Certificates or Taiwan Participation Certificates, the section of this Base Prospectus entitled "Schedule E (APAC Compliance Schedule)", "

### SCHEDULE 3

#### AMENDMENTS TO SECTION B – RISK FACTORS

The Risk Factor entitled "*Green Bonds, Social Bonds and Social Finance Bonds*" in Section B (*Risk Factors*) of the Base Prospectus on pages 95 to 96 of the Base Prospectus is updated as follows:

**"Sustainable Funding Instruments"**~~*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~~*Green Bonds, Social Bonds and Social Finance Bonds*~~ and any the relevant frameworks.

Whilst it is the intention of the Group to apply-allocate an amount equivalent to the net proceeds of any Sustainable Funding Instruments~~*Green Bonds, Social Bonds or Social Finance Bonds*~~ 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~~*Green Assets, Social Finance Assets or the assets comprising any Affordable Housing Bond Asset Portfolio*~~ 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, a relevant 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~~*Green Bonds, Social Bonds or Social Finance Bonds, as applicable.*~~

There is currently no clear definition (legal, regulatory or otherwise) of, or market consensus as to what constitutes, a "green", "social", ~~*"inclusive"*~~, "sustainable" 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", ~~*"inclusive"*~~, "sustainable" 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 ~~*relevant the*~~ Framework or may significantly change over time which may affect the value of any Sustainable Funding Instruments~~*Green Bonds, Social Bonds or Social Finance Bonds*~~. Consequently, investments in businesses or projects described in the ~~*relevant 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", ~~*"inclusive"*~~, "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~~*Green Bonds, Social Bonds and Social Finance Bonds*~~ issued under the ~~*Green Bond Framework, the Social Finance Framework or the Social Bond Framework (each as defined below)*~~ 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~~*Green Bonds,*~~

~~Social Bonds or Social Finance Bonds~~ 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~~Green Bonds~~ 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 ~~any applicable~~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~~Green Bonds, Social Bonds or Social Finance Bonds~~ (including with respect to whether any businesses or projects fulfil any green, social, ~~inclusive~~, 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~~Green Bonds, Social Bonds or Social Finance Bonds~~ may also be listed or admitted to trading on a dedicated "green", "environmental", "social", ~~"inclusive"~~, "sustainable" 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~~Green Bonds, Social Bonds or Social Finance Bonds~~ 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 ~~relevant~~the Framework or provide reports, or the failure of any external assurance provider to opine on ~~any relevant~~the Framework or on any report's conformity with the Group's sustainability strategy or the ~~relevant~~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~~Green Bonds, Social Bonds or Social Finance Bonds~~ 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~~Green Bonds, Social Bonds or Social Finance Bonds~~ and any Eligible Green Projects or Eligible Social Projects~~Assets, the Affordable Housing Bond Asset Portfolio, or Social Finance Assets~~, 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", ~~"inclusive"~~, "sustainable" 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 4

### AMENDMENTS TO SECTION C – INVESTMENT CONSIDERATIONS

Section C (*Investment Considerations*) of the Base Prospectus is updated by the deletion of the sections entitled "Green Bonds", "Social Bonds issued by Citigroup Inc. or CGMHI" and "Social Finance Bonds issued by Citigroup Inc. or CGMHI" on pages 159 to 165 of the Base Prospectus and the substitution of the following therefor:

#### *"Sustainable Funding Instruments"*

The Issue Terms relating to any issuance of Securities which are Notes or Certificates may provide that the Securities are Sustainable Funding Instruments (as defined below), for which it will be the relevant Issuer's intention to allocate an amount equal to the net proceeds of such Securities to finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects, as further described below. You should make your own independent decision to invest in such Securities and as to whether an investment in such Securities is appropriate or proper for you based upon your own judgement, circumstances and investment criteria or guidelines and upon advice from such advisers as you may deem necessary.

The Issue Terms in respect of Securities which are Sustainable Funding Instruments will specify the type of Sustainable Funding Instrument for such Security. Citigroup Inc. and CGMHI may issue any type of Sustainable Funding Instruments. CGMFL may issue Securities which are Green Funding Instruments (as defined below). However, Social Funding Instruments and Sustainability Funding Instruments (each as defined below) shall not be issued by CGMFL.

#### *The Framework*

The Group's Sustainable Issuance Framework (as updated from time to time, the "**Framework**") applies to Sustainable Funding Instruments issued by Citigroup Inc. and its subsidiaries and has been developed in line with the Green Bond Principles 2025, Social Bond Principles 2025 and the Sustainability Bond Guidelines 2021 as administered by the International Capital Market Association ("**ICMA**").

Second Party Opinion: As at the date of this Base Prospectus, a second party opinion on the Framework has been provided by Morningstar Sustainalytics, a globally recognised provider of ESG research, ratings and data, as an independent consultant. Morningstar Sustainalytics evaluated the Group's Framework and the alignment thereof with relevant industry standards and provided views on the robustness and credibility of the Framework. The Framework, whether in whole or in part, shall not be construed as part of the offering of the Securities, and shall not be considered as an offer or advertisement to buy any Security, solicitation of votes or proxies, investment advice, expert opinion or negative assurance letter as defined by the applicable legislation. Any such opinion is only current as of the date that opinion was issued and is not, nor should be deemed to be, a recommendation by the relevant Issuer, the Dealers or any other person to buy, sell or hold Sustainable Funding Instruments. You must determine for yourself the relevance of any such opinion and/or the information contained therein for the purpose of any investment in Sustainable Funding Instruments and must refer to the most recent version of the Framework (or any successor framework) at the issue date of relevant Securities for information on any second party opinion and the provider thereof. To the Group's knowledge, as at the date of this Base Prospectus, the providers of such opinions are not subject to any specific oversight or regulatory or other regime. For the avoidance of doubt, the Framework and any such opinion are not, nor shall be deemed to be, incorporated in and/or form part of this Base Prospectus.

The below summary is based on the Framework as at the date of this Base Prospectus. However, the Framework may be amended, updated or consolidated from time to time and you should therefore refer to the most recent version of the Framework (or any successor framework) which will be available on the Group's website (currently <https://www.citigroup.com/rcs/citigpa/storage/public/sustainable-issuance-framework-2025.pdf>) and the applicable Issue Terms for information on the use of proceeds of the relevant Securities. Any description or summary of the Framework in this Base Prospectus is provided for information purposes only and does not



constitute any representation, warranty, or covenant for the purposes of this Base Prospectus as to the Group's actual conduct with respect to any activities or investments undertaken thereunder.

#### *Use of Proceeds*

Under the Framework, Citigroup Inc. and its subsidiaries may issue the following types of **"Sustainable Funding Instruments"**:

1. **"Green Funding Instruments"**, the proceeds of which are allocated to Eligible Green Projects as defined by the Group and described in the Framework.
2. **"Social Funding Instruments"**, the proceeds of which are allocated to Eligible Social Projects as defined by the Group and described in the Framework. Social Funding Instruments may include, but are not limited to, Social Funding Instruments for Affordable Housing in the U.S. or for emerging markets and underserved populations in developed markets.
3. **"Sustainability Funding Instruments"**, the proceeds of which are allocated to both Eligible Green and Social Projects as described in the Framework.

The Group intends to allocate an amount equivalent to the proceeds of the Sustainable Funding Instruments exclusively to finance or refinance the relevant portion of the Group's portfolio of Eligible Green and Social Projects.

Eligible Green and Social Projects refers to:

- Project financing or any other type of lending from Citigroup Inc. and its subsidiaries to clients whose financed assets meet the Group's Green or Social Eligibility Criteria outlined below;
- General purpose loans made by Citigroup Inc. and its subsidiaries to clients who derive 90 per cent. or more of their revenues from activities that meet the Eligibility Criteria below and do not fund the expansion into activities falling outside the eligible categories; and
- Capital expenditures and/or operating expenditures made by Citigroup Inc. and its subsidiaries which meet the Eligibility Criteria outlined below. For operating expenditures to be eligible, there will be a lookback period of 3 years from the year of issuance of a Sustainable Funding Instrument.

Eligible Green and Social Projects could include financing across the lifecycle of the relevant projects, e.g., research and development, design, construction, development, acquisition, manufacturing, operation, maintenance, upgrade and retrofitting

The Eligibility Criteria for each Eligible Green Project category or Eligible Social Project category are as specified in the Framework and, as at the date of this Base Prospectus, include the following:

Eligible Green Project Categories:

- Renewable Energy
- Energy Efficiency
- Clean Technology
- Sustainable Transportation
- Water Quality and Conservation

- Green Buildings
- Circular Economy
- Sustainable Agriculture, Land Use & Biodiversity
- Climate Change Adaptation

Eligible Social Project Categories:

- Affordable Housing
- Economic Inclusion
- Healthcare
- Education
- Food Security
- Affordable Basic Infrastructure

The Group has developed a list of exclusionary criteria ("**Exclusionary Criteria**") for the use of proceeds from the sale of Sustainable Funding Instruments (for example, adult entertainment, conflict minerals, fossil fuel exploration, extraction, production and distribution, gambling, industrial-scale livestock production, military equipment and contracting, non-RSPO-certified palm oil, predatory lending and tobacco-related products), as more fully described in the Framework, and is committed to not knowingly being involved in financing any such projects through the proceeds of its Sustainable Funding Instruments.

#### *Process for Project Evaluation and Selection*

The Group has established a Sustainable Issuance Council ("**SIC**") chaired by the Chief Sustainability Officer and Head of Capital Markets in Treasury. The SIC has oversight of:

- Reviewing, selecting and validating projects against the relevant eligibility criteria described above
- Tracking of eligible projects using internal systems or processes with projects designated under either the portfolio of Eligible Green Projects (the "**Green Project Portfolio**") or the portfolio of Eligible Social Projects (the "**Social Project Portfolio**" and, together with the Green Project Portfolio, the "**Green and Social Project Portfolios**")
- Reviewing the Green and Social Project Portfolios on an annual basis
- Preparing and verifying the annual reporting on allocation and impact of the proceeds raised through Sustainable Funding Instruments

Nuclear energy related projects will be tracked separately from the Green Project Portfolio. The Group will include allocation to eligible nuclear energy related projects in specific Sustainable Funding Instruments. For transparency, allocation to such projects will be explicitly disclosed in the applicable Issue Terms.

#### *Management of Proceeds*

In addition to project evaluation and selection, responsibilities of the SIC include monitoring the total aggregate amount of outstanding Sustainable Funding Instruments and tracking the associated Green and Social Project

Portfolios using internal systems. The SIC aims to ensure that the aggregate amount in the Green and Social Project Portfolios is equal to or greater than the aggregate amount raised by the respective Sustainable Funding Instruments during the associated reporting period.

The Group anticipates that an amount equal to the proceeds from each Sustainable Funding Instrument will be allocated to finance or refinance eligible projects within 24 months from the issue date of such Sustainable Funding Instrument.

If the amount in the Green or Social Project Portfolio is less than the total outstanding amount of respective Sustainable Funding Instruments issued during the associated reporting period, the Group will seek to allocate all the proceeds of Sustainable Funding Instruments as soon as reasonably practicable. The Group will assign any unallocated balance to cash, cash equivalents and/or other liquid marketable instruments (including U.S. Treasury securities) until the amount can be allocated towards the appropriate Green or Social Project Portfolio.

### *Reporting*

The Group will provide annual reporting on its website. The reporting will cover allocation for all Sustainable Funding Instruments issued during the reporting period and impact reporting, where feasible, and provide updated information should a material change in the Green and Social Project Portfolios occur.

#### Allocation Reporting:

The Group will provide information on the allocation of the proceeds of the Sustainable Funding Instruments. The information may contain the following details:

- Total notional amount of the Green, Social or Sustainability Funding Instruments outstanding as of the reporting date
- Total outstanding amount of funded projects that comprise the Green and Social Project Portfolios allocated to the Sustainable Funding Instruments
- Subject to confidentiality considerations, a sample of eligible projects financed through the Sustainable Funding Instruments, including a description of the projects and allocated amounts
- The proportional allocation of proceeds between existing projects and new projects added to the Green and Social Project Portfolios since the last reporting date
- Total amount of unallocated Sustainable Funding Instruments proceeds (if any) assigned to cash, cash equivalent and/or other liquid marketable instruments

#### Impact Reporting:

The Group will assess the impact of the Sustainable Funding Instruments, which may include, where feasible, some of the estimated impact reporting metrics specified in the Framework at the level of each Green and Social Project Category. The Group's impact reporting is informed by guidance included in ICMA's "*Handbook – Harmonized Framework for Impact Reporting*" for Green Projects and ICMA's Harmonised Framework for Impact Reporting for Social Bonds for Social Projects.

#### External Assurance on Allocation Reporting:

The Group will engage external independent accountants to review that the assets included in the Group's Green and Social Project Portfolio meet the Eligibility Criteria and do not meet the Exclusionary Criteria set forth in the Framework on a limited assurance basis. Further, the independent accountants will be engaged to review that the aggregate amount in the Green and Social Project Portfolios is equal to or greater than the aggregate amount raised by the Sustainable Funding Instruments, and to the extent the total amount of the outstanding instruments is less

than the aggregate amount in the Group's Green and Social Project Portfolios, the difference is held in cash, cash equivalents and/or other liquid marketable instruments (including U.S Treasury securities) in the Group's liquidity portfolio.

For the avoidance of doubt, no report relating to Sustainable Funding Instruments published by the Group nor the report of any third party is, or shall be deemed to be, incorporated in and/or form part of this Base Prospectus."

## SCHEDULE 5

### AMENDMENTS TO SECTION D – HOW TO USE THIS DOCUMENT

The sub-section entitled "*Schedules to the Terms and Conditions of the Securities*" of the table headed "*Schedules and related risk factors*" on pages 180 to 181 of Section D (*How to use this document*) are updated as follows:

Title of the sections of the Base Prospectus which are relevant:	Types of Securities to which the relevant sections are applicable:	Description of the relevant sections:	Relevant page numbers <u>of the Base Prospectus prior to reordering</u> :
<ul style="list-style-type: none"> <li>Schedules to the Terms and Conditions of the Securities:</li> </ul>			724 to 1058
<ul style="list-style-type: none"> <li><u>Schedule A (Citigroup Inc. TLAC eligible Notes)</u></li> </ul>	<u>Applicable only for Securities issued by Citigroup Inc. where the Issue Terms specify that Schedule A applies.</u>	<u>This section sets out provisions for certain Securities issued by Citigroup Inc..</u>	<u>1042 to 1043</u>
<ul style="list-style-type: none"> <li>Schedule <del>BA</del> (Credit Linked Conditions)</li> </ul>	Applicable where the Issue Terms specify that the Notes are Credit Linked Notes linked to the credit of one or more specified entities.	These sections provide an introduction to Credit Linked Conditions Frequently Asked Questions and set out terms and conditions relating to Credit Linked Notes and Index Skew Notes.  The sections that apply to the Notes will depend on the type of Notes. The Issue Terms will specify the type of Notes.	724 to 10 <del>18</del> <u>43</u>
<ul style="list-style-type: none"> <li>Risks specific to Credit Linked Notes</li> </ul>			123 to 144
<ul style="list-style-type: none"> <li>Schedule <del>CB</del> (Index Skew Conditions)</li> </ul>	Applicable where the Issue Terms specify that the Notes are Index Skew Notes.		1019 to 10 <del>33</del> <u>58</u>
<ul style="list-style-type: none"> <li>Risks specific to Index Skew Notes</li> </ul>			<del>123</del> <u>44</u> to 145
<ul style="list-style-type: none"> <li>Schedule <del>ED</del> (Credit Linked Warrant Conditions)</li> </ul>	Securities which are Warrants or Exercisable Certificates and are Exempt Securities only.	This section sets out terms and conditions relating to Credit Linked Warrants.	1034 to 1041
<ul style="list-style-type: none"> <li>Risks associated with Warrants and Exercisable Certificates and certain types of Security and product feature –</li> </ul>	Applicable where the Issue Terms specify that the Warrants are Credit Linked Warrants linked to the credit of one or more specified entities.		116 to 119

Credit Warrants	Linked			
– <del>Schedule D (Citigroup Inc. TLAC eligible Notes)</del>		<del>Applicable only for Securities issued by Citigroup Inc. where the Issue Terms specify that Schedule D applies.</del>	<del>This section sets out provisions for certain Securities issued by Citigroup Inc..</del>	<del>1042 to 1043</del>
– Schedule E (APAC Compliance Schedule)		Securities where Indian / China / Taiwan Compliance Representations, Warranties and Undertakings apply or additional provisions relating to the China Connect Service apply and/or the Securities are APAC / APAC Convertible Bond / Indian / China/ Taiwan Participation Certificates.	This section sets out deemed representations and warranties for certain types of Security.	1044 to 1058

## SCHEDULE 6

### AMENDMENTS TO SECTION H.1 – GENERAL CONDITIONS OF THE NOTES AND CERTIFICATES

Section H.1 entitled "*General Conditions of the Notes and Certificates*" on pages 488 to 564 of the Base Prospectus is updated as follows:

1. Sub-paragraphs (xv) to (xix) of the introductory paragraph on page 488 are updated as follows:

~~"(xv) where specified as applicable in the applicable Issue Terms (as defined below), in Schedule A;~~

~~(xvi) in the case of Credit Linked Notes only, in Schedule BA,~~

~~(xvii) in the case of Index Skew Notes only, in Schedule CB,~~

~~(xvii) where specified as applicable in the applicable Issue Terms (as defined below), in Schedule D;~~

~~(xviii) where "Indian Compliance Representations, Warranties and Undertakings" or "China Compliance Representations, Warranties and Undertakings" or "Taiwan Compliance Representations, Warranties and Undertakings" or "Additional Provisions for Shares traded through the China Connect Service" or "Additional Index Provisions for China Connect Service" are specified as applicable in the applicable Issue Terms, in Schedule E; and~~

~~(xix) in the case of all Securities which are Notes or Certificates, Part A of the Valuation and Settlement Schedule (the Underlying Schedules together with Schedule A, Schedule B, Schedule DC, Schedule E and the Valuation and Settlement Schedule, the "Schedules" and each, a "Schedule"),".~~

2. The paragraph beginning "The terms and conditions of a Tranche of Securities ..." on pages 489 to 490 of the Base Prospectus is updated as follows:

"The terms and conditions of a Tranche of Securities (the "**Terms and Conditions**") means, in relation to any Tranche of Securities, the General Conditions together with the additional terms and conditions contained in (i) in the case of all Securities which are Notes or Certificates, Part A of the Valuation and Settlement Schedule (and references in the Conditions of the Notes or Certificates to the "Valuation and Settlement Schedule" shall be construed as references to Part A of the Valuation and Settlement Schedule only), and (ii) in the case of Security Index Linked Securities only, Underlying Schedule 1, (iii) in the case of Inflation Index Linked Securities only, Underlying Schedule 2, (iv) in the case of Commodity Index Linked Securities only, Underlying Schedule 3, (v) in the case of Commodity Linked Securities only, Underlying Schedule 4, (vi) in the case of Share Linked Securities only, Underlying Schedule 5, (vii) in the case of Depositary Receipt Linked Securities only, Underlying Schedule 6, (viii) in the case of ETF Linked Securities only, Underlying Schedule 7, (ix) in the case of Mutual Fund Linked Securities only, Underlying Schedule 8, (x) in the case of FX Rate Linked Securities and to the extent specified in the Conditions, Underlying Schedule 9, (xi) in the case of Bespoke Index Linked Securities only, Underlying Schedule 10, (xii) in the case of Dividend Futures Contract Linked Securities only, Underlying Schedule 11 (xiii) in the case of Rate Linked Securities and to the extent specified in the Conditions, Underlying Schedule 12, (xiv) in the case of Preference Share Linked Securities only, Underlying Schedule 13, (xv), in the case of Bond Linked Securities only, Underlying Schedule 14, (xvi) where specified as applicable in the applicable Issue Terms, Schedule A, (xvii) in the case of Credit Linked Notes only, Schedule AB, (xviii) in the case of Index Skew Notes only, Schedule BC, ~~(xixvii) where specified as applicable in the applicable Issue Terms, Schedule D and (xviii)~~ where "Indian Compliance Representations, Warranties and Undertakings" or "China Compliance Representations, Warranties and Undertakings" or "Taiwan Compliance Representations, Warranties and Undertakings" or "Additional Provisions for Shares traded through the China Connect Service" or "Additional Index Provisions for China Connect Service" are specified as applicable in the

applicable Issue Terms, Schedule E. The conditions of a Tranche of Securities (the "**Conditions**") means, in relation to any Tranche of Securities, the Terms and Conditions as completed or, (in the case of Exempt Securities) completed, modified and/or supplemented, as applicable, by the information set out in the applicable Issue Terms. Securities for which any of (ii) to (x~~iv~~) above apply are "**Underlying Linked Securities**".

3. General Condition 6(e)(i)(I) on page 504 of the Base Prospectus is updated as follows:

"(I) In the case of Zero Coupon Securities only and subject as provided in Schedule ~~BA~~ (*Credit Linked Conditions*), the "Amortised Face Amount"; or".



## SCHEDULE 7

### AMENDMENTS TO SECTION H.2 – GENERAL CONDITIONS OF THE WARRANTS AND EXERCISABLE CERTIFICATES

Section H.2 entitled "*General Conditions of the Warrants and Exercisable Certificates*" on pages 565 to 619 of the Base Prospectus is updated as follows:

1. Sub-paragraphs (l) to (n) of the introductory paragraph on page 565 are updated as follows:

*"(l) in the case of Credit Linked Warrants only, in Schedule ~~DE~~;*

*(m) where "Indian Compliance Representations, Warranties and Undertakings" or "China Compliance Representations, Warranties and Undertakings" or "Taiwan Compliance Representations, Warranties and Undertakings" or "Additional Provisions for Shares traded through the China Connect Service" or "Additional Index Provisions for China Connect Service" are specified as applicable in the applicable Issue Terms (as defined below) and/or the Certificates are specified in the applicable Issue Terms to be APAC Participation Certificates or APAC Convertible Bond Participation Certificates that are Indian Participation Certificates or China Participation Certificates or Taiwan Participation Certificates, Schedule E; and*

*(n) in the case of all Securities which are Warrants or Exercisable Certificates, Part B of the Valuation and Settlement Schedule (the Underlying Schedules together with Schedule ~~ED~~, Schedule E and the Valuation and Settlement Schedule, the "Schedules" and each, a "Schedule").*

2. The paragraph beginning "The terms and conditions of a Tranche of Warrants ..." on page 567 of the Base Prospectus is updated as follows:

"The terms and conditions of a Tranche of Warrants (the "**Terms and Conditions**") means, the General Conditions together with the additional terms and conditions contained in (i) in the case of all Warrants, Part B of the Valuation and Settlement Schedule (and references in the Conditions of the Warrants and Exercisable Certificates to the "**Valuation and Settlement Schedule**" shall be construed as references to Part B of the Valuation and Settlement Schedule only), and (ii) (a) in the case of Security Index Linked Warrants, Underlying Schedule 1, (b) in the case of Commodity Index Linked Warrants, Underlying Schedule 3, (c) in the case of Commodity Linked Warrants, Underlying Schedule 4, (d) in the case of Share Linked Warrants, Underlying Schedule 5, (e) in the case of Depository Receipt Linked Warrants, Underlying Schedule 6, (f) in the case of ETF Linked Warrants, Underlying Schedule 7, (g) in the case of Mutual Fund Linked Warrants, Underlying Schedule 8, (h) in the case of FX Rate Linked Warrants, Underlying Schedule 9, (i) in the case of Bespoke Index Linked Warrants, Underlying Schedule 10, (j) in the case of Rate Linked Warrants, Underlying Schedule 12, (k) in the case of Debt Security Linked Warrants, Underlying Schedule 14, (l) in the case of Credit Linked Warrants, Schedule ~~DE~~, ~~(l) in the case of Debt Linked Warrants, Underlying Condition 12,~~ (m) where "Indian Compliance Representations, Warranties and Undertakings" or "China Compliance Representations, Warranties and Undertakings" or "Taiwan Compliance Representations, Warranties and Undertakings" or "Additional Provisions for Shares traded through the China Connect Service" or "Additional Index Provisions for China Connect Service" are specified as applicable in the applicable Issue Terms and/or the Securities are specified in the applicable Issue Terms to be APAC Participation Certificates or APAC Convertible Bond Participation Certificates that are Indian Participation Certificates or China Participation Certificates or Taiwan Participation Certificates, Schedule E and, in the case of all Tranches of Warrants, the Terms and Conditions as completed, modified, and/or supplemented, as applicable, by the applicable Issue Terms, the "**Conditions**". In the event of any conflict between the provisions of any Schedule and the General Conditions, the provisions of the Schedule shall prevail."

## **SCHEDULE 8**

### **AMENDMENTS TO SECTION H.3 – SCHEDULES TO THE TERMS AND CONDITIONS OF THE SECURITIES**

Section H.3 entitled "*Schedules to the Terms and Conditions of the Securities*" on pages 620 to 1397 of the Base Prospectus is updated as follows:

1. Schedule A (*Credit Linked Conditions*), Schedule B (*Index Skew Conditions*), Schedule C (*Credit Linked Warrants Conditions*), Schedule D (*Citigroup Inc. TLAC Eligible Notes*) and Schedule E (*APAC Compliance Schedule*) are each reordered as follows:
  - Schedule D (*Citigroup Inc. TLAC Eligible Notes*) is renumbered as Schedule A and moved to before the previously numbered Schedule A (*Credit Linked Conditions*);
  - the previously numbered Schedule A (*Credit Linked Conditions*) is renumbered as Schedule B;
  - the previously numbered Schedule B (*Index Skew Conditions*) is renumbered as Schedule C;
  - the previously numbered Schedule C (*Credit Linked Warrants Conditions*) is renumbered as Schedule D;
  - the Schedule E (*APAC Compliance Schedule*) remains numbered as Schedule E; and
  - all cross-references in the Schedules to the Terms and Conditions of the Securities (including, for the avoidance of doubt, the Valuation and Settlement Schedule) are renumbered and updated accordingly.

## SCHEDULE 9

### 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 is updated as follows:

1. Sub paragraph (i) of item 40 of Part A on page 1648 of the Base Prospectus is updated as follows:

"(i) Schedule ~~AD~~ – Citigroup Inc. TLAC eligible Securities: [Applicable/Not Applicable]  
*(Specify Applicable only where the Securities are issued by Citigroup Inc. and are intended to be TLAC eligible. Specify Not Applicable where the Securities are issued by Citigroup Inc. and are not intended to be TLAC eligible and for Securities issued by CGMHI or CGMFL)*".

2. Paragraph 4(i) of Part B on pages 1655 to 1656 of the Base Prospectus is updated 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—Bonds]~~[Social Bonds]~~[Social Finance Bonds]~~Sustainable 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)*

~~*(Where the Securities are Green Bonds, include further particulars, including a description of any Eligible Green Assets, where necessary)*~~

~~*(Where the Securities are Social Bonds, include further particulars, including a description of the affordable housing assets, where necessary. Securities may only be Social Funding Instruments or Sustainable Funding Instruments if Citigroup Inc. or CGMHI is the Issuer)*~~

~~*(Where the Securities are Social Finance Bonds, include further particulars, including a description of any Social Finance Assets, where necessary. Securities may only be Social Finance Bonds if Citigroup Inc. or CGMHI is the Issuer)*~~".

## SCHEDULE 10

### 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 is updated as follows:

1. Sub paragraph (iii) of item 40 of Part A on page 1981 of the Base Prospectus is updated as follows:

" (iii) Schedule ~~AD~~ – Citigroup Inc. [Applicable/Not Applicable]  
TLAC eligible Securities:  
*(Specify Applicable only where the Securities are issued by Citigroup Inc. and are intended to be TLAC eligible. Specify Not Applicable where the Securities are issued by Citigroup Inc. and are not intended to be TLAC eligible and for Securities issued by CGMHI or CGMFL)*".

2. The final sub-paragraph entitled "*Reasons for the issue*" of paragraph 5 (*Operational Information*) of Part B on pages 1986 to 1987 of the Base Prospectus is updated as follows:

" [Reasons for the issue: The Securities are Sustainable Funding Instruments which are [Green—Bonds][Social Bonds][~~Sustainable Social Finance Bonds~~] Funding Instruments. [insert further particulars if different from "*Investment Considerations*" section]]

*(Include for Green Bonds. Where the Securities are Green Bonds, include further particulars, including a description of any Eligible Green Assets, where necessary)*

*(Include for Social Bonds. Where the Securities are Social Bonds, include further particulars, including a description of the affordable housing assets, where necessary. Securities may only be Social Funding Instruments or Sustainable Funding Instruments if Citigroup Inc. or CGMHI is the Issuer)*

*(Include for Social Finance Bonds. Where the Securities are Social Finance Bonds, include further particulars, including a description of any Social Finance Assets, where necessary. Securities may only be Social Finance Bonds if Citigroup Inc. or CGMHI is the Issuer)*".