

Supplement

pursuant to Section 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*)

dated 15 May 2019

to the base prospectuses of

Citigroup Global Markets Europe AG

Frankfurt am Main

(the "Issuer")

This supplement of Citigroup Global Markets Europe AG, Frankfurt am Main, Germany relates to the base prospectuses dated 19 October 2018, 25 June 2018 and 15 February 2019 as indicated in the table on page 7.

The Supplement and the Base Prospectuses are available free of charge at the offices of Citigroup Global Markets Europe AG, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main and furthermore are available on the website of the issuer at www.citifirst.com under the rider Products>Legal Documents.

Pursuant to Section 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities before this Supplement has been published shall have the right, exercisable within a time period of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities.

Addressee of a withdrawal is Citigroup Global Markets Europe AG, Attn. Legal Department, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main. The withdrawal does not have to contain reasons and has to be in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

Subject of this supplement (the "**Supplement**") in relation to the base prospectus for the issuance, increase or a resumption of the offer of certificates relating to shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts or a basket consisting of shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts dated 19 October 2018, as supplemented on 21 December 2018 and on 25 January 2019, the base prospectus for the issuance, increase or a resumption of the offer of Warrants relating to shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts dated 25 June 2018, as supplemented on 3 September 2018, on 21 December 2018 and on 25 January 2019, and the base prospectus for the issuance, increase or a resumption of the offer or a continuation of the public offering of Warrants relating to shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts dated 15 February 2019 (all base prospectuses together the "**Base Prospectuses**"), is information as regards the Issuer's annual financial information as of 31 December 2018 which was published on 30 April 2019 (the "**Annual-Report**") and as regards the publication of the Registration Document of the Issuer dated 8 May 2019 on 15 May 2019 which - with the exception of the part "Risk Factors" - is incorporated in the Base Prospectuses.

The Base Prospectuses are supplemented on the pages as indicated in the table on page 7 (the "**Table**") as follows:

I. Amendments pursuant to Section 16 para. 1 of the German Securities Prospectus Act

Amendments regarding Section "I. Summary"

*1. In the Base Prospectuses the information contained in "A. English Summary" in Element B.4b of "Section B - Issuer and any guarantors" on the pages indicated in **Item 1** of the **Table** shall be deleted and replaced by the following information:*

"

B.4b	A description of any known trends affecting the issuer and the industries in which it operates.	<p>Due to challenges posed by MiFID II, Basel III, Brexit and continuing digitization, 2019 and 2020 will remain full of suspense.</p> <p>In 2019 and 2020, banks will need to closely monitor regulatory measures, such as reporting requirements, MiFID II implementation, new digital services and fintech alliances.</p>
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2. In the Base Prospectuses the information contained in "A. English Summary" in Element B.10 and B.12 of "Section B - Issuer and any guarantors" on the pages indicated in Item 2 of the Table shall be deleted and replaced by the following information:

"

B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	Not applicable; the annual financial statements of the Issuer for the financial years from 28 April 2018 to 31 December 2018 (short fiscal year), from 1 January 2018 to 27 April 2018 (short fiscal year) and from 1 January 2017 to 31 December 2017 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion.																																
B.12	<p>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year, except that the requirement for comparative balance sheet information is satisfied by presenting the year-end balance sheet information. A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.</p> <p>A description of significant changes in the</p>	<p>Key Annual Financial Information of Citigroup Global Markets Europe AG</p> <p>The business development of Citigroup Global Markets Europe AG is shown below in the light of some figures, which are taken from the audited financial statements of Citigroup Global Markets Europe for the short fiscal year from 28 April 2018 through 31 December 2018 and the short fiscal year from 1 January 2018 through 27 April 2018 and the audited financial statement of Citigroup Global Markets Europe AG (name change with effect from 15 June 2018, formerly Citigroup Global Markets Deutschland AG) for the fiscal year from 1 January 2017 through 31 December 2017. The figures are broken down according to economic factors compared to the respective previous reporting periods:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">31.12.2018</th> <th style="text-align: center;">27.04.2018</th> <th style="text-align: center;">31.12.2017</th> </tr> </thead> <tbody> <tr> <td>Balance sheet total in million Euro</td> <td style="text-align: center;">5,695.7</td> <td style="text-align: center;">6,808.4</td> <td style="text-align: center;">10,194.9</td> </tr> <tr> <td>Equity capital in million Euro</td> <td style="text-align: center;">575.7</td> <td style="text-align: center;">590.5</td> <td style="text-align: center;">590.5</td> </tr> <tr> <td>Average number of employees in the fiscal year</td> <td style="text-align: center;">227</td> <td style="text-align: center;">262</td> <td style="text-align: center;">267</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">28.04.2018 - 31.12.2018 in million Euro</th> <th style="text-align: center;">01.01.2018 - 27.04.2018 in million Euro</th> <th style="text-align: center;">01.01.2017 - 31.12.2017 in million Euro</th> </tr> </thead> <tbody> <tr> <td>Interest income from loans and money market transactions</td> <td style="text-align: center;">3.1</td> <td style="text-align: center;">0.2</td> <td style="text-align: center;">6.5</td> </tr> <tr> <td>Negative interest income from loans and money market transactions</td> <td style="text-align: center;">2.9</td> <td style="text-align: center;">0.1</td> <td style="text-align: center;">14.1</td> </tr> <tr> <td>Interest expenses</td> <td style="text-align: center;">4.6</td> <td style="text-align: center;">0.0</td> <td style="text-align: center;">2.7</td> </tr> </tbody> </table>		31.12.2018	27.04.2018	31.12.2017	Balance sheet total in million Euro	5,695.7	6,808.4	10,194.9	Equity capital in million Euro	575.7	590.5	590.5	Average number of employees in the fiscal year	227	262	267		28.04.2018 - 31.12.2018 in million Euro	01.01.2018 - 27.04.2018 in million Euro	01.01.2017 - 31.12.2017 in million Euro	Interest income from loans and money market transactions	3.1	0.2	6.5	Negative interest income from loans and money market transactions	2.9	0.1	14.1	Interest expenses	4.6	0.0	2.7
	31.12.2018	27.04.2018	31.12.2017																															
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Interest expenses	4.6	0.0	2.7																															

financial or trading position of the issuer subsequent to the period covered by the historical financial information.	Positive interest from loans and money market transactions	0.0	0.0	8.6
	Commission income	95.2	34.8	187.7
	Commission expenses	7.4	1.5	9.0
	Net income from financial trading operations	25.0	24.9	66.2
	Wages and salaries	36.7	18.2	64.8
	Social security contributions, pension and welfare expenses	6.8	3.6	7.4
	Other administrative expenses	55.6	31.4	103.9
As of the balance sheet date, the balance sheet equity capital consists of the following components:				
	31.12.2018 in million Euro	27.04.2018 in million Euro	31.12.2017 in million Euro	
Share capital	210.6	210.6	210.6	
Capital reserves	319.0	319.0	319.0	
Legal reserves	33.0	33.0	33.0	
Other earnings reserves	27.9	27.9	27.9	
The Issuer declares that since the date of the last audited annual financial statements on 31 December 2018 no material adverse change in the outlook of the Issuer has occurred.				
Not applicable. The Issuer declares that since the date of the last audited annual financial statements on 31 December 2018 no material change has occurred in the financial or trading position.				

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3. In the Base Prospectuses the information contained in "**B. Deutsche Zusammenfassung**" in Element B.4b of "**Abschnitt B - Emittent und etwaige Garantiegeber**" on the pages indicated in **Item 3** of the **Table** shall be deleted and replaced by the following information:

"

B.4b	Alle bereits bekannten Trends, die sich auf den Emittenten und die Branchen, in denen er tätig ist, auswirken.	Die Jahre 2019 und 2020 werden für den Finanzsektor aufgrund von Herausforderungen wie MiFID II, Basel III, Brexit und anderer Digitalisierungen weiterhin spannend sein. Weitere Regulierungsmaßnahmen, wie Anforderungen zum Meldewesen, die MiFID II Umsetzung, neue Digital Services sowie Allianzen zu Fintech werden von den Banken in den Jahren 2019 und 2020 zu beachten sein.
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4. In the Base Prospectuses the information contained in "**B. Deutsche Zusammenfassung**" in Element B.10 and B.12 of "**Abschnitt B - Emittent und etwaige Garantiegeber**" on the pages indicated in **Item 4** of the **Table** shall be deleted and replaced by the following information:

"

B.10	Art etwaiger Beschränkungen im Bestätigungsvermerk zu den historischen Finanzinformationen.	Entfällt; die Jahresabschlüsse des Emittenten für die Geschäftsjahre vom 28. April 2018 bis zum 31. Dezember 2018 (Rumpfgeschäftsjahr), vom 1. Januar 2018 bis zum 27. April 2018 (Rumpfgeschäftsjahr) und vom 1. Januar 2017 bis zum 31. Dezember 2017 wurden vom Abschlussprüfer des Emittenten geprüft und mit dem uneingeschränkten Bestätigungsvermerk versehen.																																																												
B.12	Ausgewählte wesentliche historische Finanzinformationen über den Emittenten, die für jedes Geschäftsjahr des von den historischen Finanzinformationen abgedeckten Zeitraums und für jeden nachfolgenden Zwischenberichtszeitraum vorgelegt werden, sowie Vergleichsdaten für den gleichen Zeitraum des vorangegangenen Geschäftsjahres, es sei denn, diese Anforderung ist durch Vorlage der Bilanzdaten zum Jahresende erfüllt. Eine Erklärung, dass sich die Aussichten des Emittenten seit dem Datum des letzten veröffentlichten geprüften Abschlusses nicht wesentlich verschlechtert haben, oder beschreiben Sie jede wesentliche Verschlechterung. Eine Beschreibung wesentlicher Veränderungen bei Finanzlage oder Handelsposition des Emittenten, die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind.	<p>Wesentliche Jahres-Finanzkennziffern der Citigroup Global Markets Europe AG</p> <p>Die geschäftliche Entwicklung der Citigroup Global Markets Europe AG wird nachfolgend anhand einiger Zahlen, welche den geprüften Jahresabschlüssen der Citigroup Global Markets Europe AG für das Rumpfgeschäftsjahr vom 28. April 2018 bis zum 31. Dezember 2018 und für das Rumpfgeschäftsjahr vom 1. Januar 2018 bis zum 27. April 2018 bzw. dem geprüften Jahresabschluss der Citigroup Global Markets Europe AG (Namensänderung mit Wirkung zum 15. Juni 2018, vormals Citigroup Global Markets Deutschland AG) für das Geschäftsjahr vom 1. Januar 2017 bis zum 31. Dezember 2017 entnommen wurden, dargestellt. Die Zahlen sind aufgegliedert nach wirtschaftlichen Gesichtspunkten, im Vergleich zu den Finanzzahlen der jeweils vorangegangenen Berichtszeiträume:</p> <table border="1" data-bbox="520 824 1503 1077"> <thead> <tr> <th></th> <th>31.12.2018</th> <th>27.04.2018</th> <th>31.12.2017</th> </tr> </thead> <tbody> <tr> <td>Bilanzsumme in Mio. Euro</td> <td>5.695,7</td> <td>6.808,4</td> <td>10.194,9</td> </tr> <tr> <td>Eigenkapital in Mio. Euro</td> <td>575,7</td> <td>590,5</td> <td>590,5</td> </tr> <tr> <td>Durchschnittliche Anzahl der Mitarbeiter im Geschäftsjahr</td> <td>227</td> <td>262</td> <td>267</td> </tr> </tbody> </table> <table border="1" data-bbox="520 1120 1503 2047"> <thead> <tr> <th></th> <th>28.04.2018 - 31.12.2018 in Mio. Euro</th> <th>01.01.2018 - 27.04.2018 in Mio. Euro</th> <th>01.01.2017 - 31.12.2017 in Mio. Euro</th> </tr> </thead> <tbody> <tr> <td>Zinserträge aus Kredit- und Geldmarktgeschäften</td> <td>3,1</td> <td>0,2</td> <td>6,5</td> </tr> <tr> <td>Negative Zinserträge aus Kredit- und Geldmarktgeschäften</td> <td>2,9</td> <td>0,1</td> <td>14,1</td> </tr> <tr> <td>Zinsaufwendungen</td> <td>4,6</td> <td>0,0</td> <td>2,7</td> </tr> <tr> <td>Positive Zinsen aus Kredit- und Geldmarktgeschäften</td> <td>0,0</td> <td>0,0</td> <td>8,6</td> </tr> <tr> <td>Provisionserträge</td> <td>95,2</td> <td>34,8</td> <td>187,7</td> </tr> <tr> <td>Provisionsaufwendungen</td> <td>7,4</td> <td>1,5</td> <td>9,0</td> </tr> <tr> <td>Nettoertrag des Handelsbestands</td> <td>25,0</td> <td>24,9</td> <td>66,2</td> </tr> <tr> <td>Löhne und Gehälter</td> <td>36,7</td> <td>18,2</td> <td>64,8</td> </tr> <tr> <td>Soziale Abgaben und Aufwendungen für Altersversorgung und für Unterstützung</td> <td>6,8</td> <td>3,6</td> <td>7,4</td> </tr> <tr> <td>Andere Verwaltungsaufwendungen</td> <td>55,6</td> <td>31,4</td> <td>103,9</td> </tr> </tbody> </table>		31.12.2018	27.04.2018	31.12.2017	Bilanzsumme in Mio. Euro	5.695,7	6.808,4	10.194,9	Eigenkapital in Mio. Euro	575,7	590,5	590,5	Durchschnittliche Anzahl der Mitarbeiter im Geschäftsjahr	227	262	267		28.04.2018 - 31.12.2018 in Mio. Euro	01.01.2018 - 27.04.2018 in Mio. Euro	01.01.2017 - 31.12.2017 in Mio. Euro	Zinserträge aus Kredit- und Geldmarktgeschäften	3,1	0,2	6,5	Negative Zinserträge aus Kredit- und Geldmarktgeschäften	2,9	0,1	14,1	Zinsaufwendungen	4,6	0,0	2,7	Positive Zinsen aus Kredit- und Geldmarktgeschäften	0,0	0,0	8,6	Provisionserträge	95,2	34,8	187,7	Provisionsaufwendungen	7,4	1,5	9,0	Nettoertrag des Handelsbestands	25,0	24,9	66,2	Löhne und Gehälter	36,7	18,2	64,8	Soziale Abgaben und Aufwendungen für Altersversorgung und für Unterstützung	6,8	3,6	7,4	Andere Verwaltungsaufwendungen	55,6	31,4	103,9
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Das bilanzielle Eigenkapital setzt sich zum Bilanzstichtag wie folgt zusammen:			
	31.12.2018 in Mio. Euro	27.04.2018 in Mio. Euro	31.12.2017 in Mio. Euro
Aktienkapital	210,6	210,6	210,6
Kapitalrücklage	319,0	319,0	319,0
Gesetzliche Rücklage	33,0	33,0	33,0
Andere Gewinnrücklagen	27,9	27,9	27,9
Der Emittent erklärt, dass es keine wesentlichen negativen Veränderungen in den Ausichten des Emittenten seit dem Stichtag des letzten geprüften Jahresabschlusses am 31. Dezember 2018 gegeben hat.			
Entfällt. Der Emittent erklärt, dass seit dem Stichtag des letzten geprüften Jahresabschlusses am 31. Dezember 2018 keine wesentlichen Veränderungen bei der Finanzlage oder Handelsposition eingetreten sind.			

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Amendments regarding Section "IV. Important Information about the Issuer"

5. In the Base Prospectuses the information contained in the section "**IV. Important Information about the Issuer**" on the pages indicated in **Item 5** of the **Table** shall be deleted and replaced by the following information:

"With respect to the required information about the Issuer of the Securities, Citigroup Global Markets Europe AG, reference is made to the Registration Document of the Issuer dated 8 May 2019 (the "**Registration Document**") – with the exception of the part "Risk Factors" (pages 4 through 11). The information contained therein – with the exception of the part "Risk Factors" (pages 4 through 11) – are incorporated by reference into the Base Prospectus pursuant to Section 11 WpPG (see under section "XI. General information about the base prospectus" under "5. Information incorporated by reference"). The risk factors relating to the Issuer contained in the section "Risk Factors" of the Registration Document are stated in this Base Prospectus in section II.A. under the header "Risk Factors relating to the Issuer"."

Amendments regarding Section "XI. General Information about the Base Prospectus"

6. In the Base Prospectuses the information contained in first point in "**5. Information incorporated by reference**" on the pages indicated in **Item 6** of the **Table** shall be deleted and replaced by the following information:

- "
- In section IV. of the Base Prospectus reference is made to the Registration Document of Citigroup Global Markets Europe AG dated 8 May 2019. The information contained therein – with the exception of the part "Risk Factors" (pages 4 through 11) – are incorporated by reference into the Base Prospectus pursuant to Section 11 German Securities Prospectus Act and therefore an integral part of the Base Prospectus. The risk factors relating to the Issuer con-

tained in the section "Risk Factors" of the Registration Document are stated in this Base Prospectus in section II.A. under the header "Risk Factors relating to the Issuer".

No.	Name	Supplement No.	Date of the Base Prospectus	Item 1	Item 2	Item 3	Item 4	Item 5	Item 6
1	Base Prospectus for the issuance, increase or a resumption of the offer of Certificates based on shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts or a basket consisting shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts	3	19 October 2018	10	10 et seqq.	49	50 et seq.	167	323
2	Base Prospectus for the issuance, increase or a resumption of the offer of Warrants relating to shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts	4	25 June 2018	9	9 et seqq.	42	43 et seq.	147	264
3	Base Prospectus for the issuance, increase or a resumption of the offer or a continuation of the public offering of Warrants relating to shares or securities representing shares, share indices, exchange rates, commodities, funds, exchange traded funds, futures contracts	1	15 February 2019	12 et seq.	13 et seqq.	n.a.	n.a.	199	405 et seq.