

Supplement No. 3

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

dated 18 December 2018

to the

Registration Document

dated 30 May 2018

of

Citigroup Global Markets Europe AG

Frankfurt am Main

(the "Issuer")

The Supplement and the Registration Document 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.

This supplement is drawn up in connection with the change in the composition of the Issuer's Supervisory Board on 11 December 2018.

The information contained in the Registration Document shall be supplemented as described in the following:

1. In section "10. Administrative, Management, and Supervisory Bodies" on page 23 of the Registration Document the information included shall be deleted and replaced by the following information:

"The Issuer is a public limited company (*Aktiengesellschaft*), which is organized under the laws of Germany. The sole shareholder is Citigroup Global Markets Limited.

The supervisory board of the Issuer consists of the following members:

- Hans W. Reich, Kronberg, Director, Chairman, having his business address at Reuterweg 16, 60323 Frankfurt am Main;
- Bradley Gans, London, Director, Deputy Chairman, having his business address at Citibank N.A. United Kingdom, 25 Canada Square, Canary Warf, London E14 5LB, United Kingdom;
- Leonardo Arduini, London, Director, having his business address at Citigroup Global Markets Ltd., London, 25 Canada Square, Canary Warf, London E14 5LB, United Kingdom;
- James Bardrick, Coggeshall Hamlet, Essex, Director, having his business address at Citigroup Global Markets Ltd., London, 25 Canada Square, Canary Warf, London E14 5LB, United Kingdom;
- Tim Färber, Kelsterbach, employee representative, having his business address at Reuterweg 16, 60323 Frankfurt am Main;
- Sascha Schmidt, Braunschweig, employee representative, having his business address at Reuterweg 16, 60323 Frankfurt am Main.

The executive board of the Issuer consists of the following members:

- Stefan Wintels (Chief Executive Officer (CEO)), Frankfurt am Main, Director, Strategy, Business Planning, Client Relationship (Bank), Public Relations, Investment Banking, Human Resources and Audit*;
- Dr. Silvia Carpitella, Frankfurt am Main, Director, Balance and Forecast, Corporate Treasury / Liquidity Management and Tax;

- Thomas Falk, Hochheim/Main, Director, Risk Controlling, Credit and Model Risk Management, Money Laundering and Compliance*;
- Stefan Hafke, Kelkheim, Director, Corporate Banking (Client Relationship) and Commercial Banking (Client Relationship)
- Andreas Hamm, Dreieich, Director, Internal Organization, Transaction Settlement (Public Listed Products), Information Technology, Organizational, Settlement & Outsourcing Control as well as Data Protection Officer*;
- Dr. Jasmin Kölbl-Vogt, Frankfurt am Main, Director, Legal Department, Secretary Office of the Board, Regulatory Matters, Fixed Income Research as well as Corporate Security and Investigations;
- Christian Spieler, Bad Homburg v.d.H., Director, Equity and Equity Derivatives Sales, Sales and Trading Equity and Warrants Business (Public Listed Products), Distribution of Fixed Income and Credit Derivatives & Structured Finance Solutions, Foreign Exchange Sales & Management, Bond Issues Business, Securities Services (Prime, Futures and Securities Services Sales & Client Coverage), Short-Term Liquidity Management, Private Banking, Executive Department Markets and Security Services as well as Issuer Services (legacy);

* Report in their capacity to the Board

all having their business address at Reuterweg 16, 60323 Frankfurt am Main.

The following persons hold the following jobs unrelated to the Issuer, which are significant with respect to the Issuer:

- Leonardo Arduini is Board Member of Citigroup Global Markets Ltd., London.
- James Bardrick is Board Member of Citigroup Global Markets Ltd., London."

2. In section "11. Conflicts of Interest" on page 24 of the Registration Document the information included shall be deleted and replaced by the following information:

"To the extent that the persons referred to in subsection 10 above exercise functions in other companies of the Citigroup Group, they could lead to potential conflicts of interests between their duties to the Issuer and their private interests or other duties, in particular in connection with the aforementioned additional functions within the Citigroup Group. In addition, there are no potential conflicts of interests between the duties to the Issuer and private interests or other duties."