

CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 27 April 2021, CGMHI UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 27 April 2021 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.3) dated 27 April 2021



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 U.S.\$60,000,000,000 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)

This base prospectus supplement (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.3)**") constitutes a supplement for the purposes of (i) Article 23 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 Underlying Linked Notes Base Prospectus dated 18 December 2020 (the "**Citigroup Inc. ULN Base Prospectus 2020**"), as supplemented by a Citigroup Inc. ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.1)**") and a Citigroup Inc. ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**Citigroup Inc. ULN Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. ULN Base Prospectus 2020, the Citigroup Inc. ULN Base Prospectus Supplement (No.1) and the Citigroup Inc. ULN Base Prospectus Supplement (No.2), together the "**Citigroup Inc. ULN Base Prospectus**") with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the "**Programme**").

This base prospectus supplement (the "**CGMHI ULN Base Prospectus Supplement (No.3)**") also constitutes a supplement for the purposes of (i) Article 23 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 Underlying Linked Notes Base Prospectus dated 18 December 2020 (the "**CGMHI ULN Base Prospectus 2020**"), as supplemented by a CGMHI ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.1)**") and a CGMHI ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**CGMHI ULN Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1) and the CGMHI ULN Base Prospectus Supplement (No.2), together the "**CGMHI ULN Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL ULN Base Prospectus Supplement (No.3)**") and, together with the Citigroup Inc. ULN Base Prospectus Supplement (No.3) and the CGMHI ULN Base Prospectus Supplement (No.3), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23 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 Underlying Linked Notes Base Prospectus dated 18 December 2020 (the "**CGMFL ULN Base Prospectus 2020**"), as supplemented by a CGMFL ULN Base Prospectus Supplement (No.1) dated 16 February 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.1)**") and a CGMFL ULN Base Prospectus Supplement (No.2) dated 16 March 2021 (the "**CGMFL ULN Base Prospectus Supplement (No.2)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1) and the CGMFL ULN Base Prospectus Supplement (No.2), together the "**CGMFL ULN Base Prospectus**" and, together with the Citigroup Inc. ULN Base Prospectus and the CGMHI ULN Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the EU Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or 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. 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.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. ULN Base Prospectus Supplement (No.3), the CGMHI ULN Base Prospectus Supplement (No.3) and the CGMFL ULN Base Prospectus Supplement (No.3) as Base Listing Particulars Supplements (the "**Citigroup Inc. ULN Base Listing Particulars Supplement (No.3)**", the "**CGMHI ULN Base Listing Particulars Supplement (No.3)**" and the "**CGMFL ULN Base Listing Particulars Supplement (No.3)**", respectively, and together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. ULN Base Prospectus Supplement (No.3)", "CGMHI ULN Base Prospectus Supplement (No.3)" and "CGMFL ULN Base Prospectus Supplement (No.3)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. ULN Base Listing Particulars Supplement (No.3)", "CGMHI ULN Base Listing Particulars Supplement (No.3)" and "CGMFL ULN Base Listing Particulars Supplement (No.3)", respectively.

Prior to the "IP completion day" as defined under the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"), the Base Prospectus has been approved by the Central Bank as competent authority under the EU Prospectus Regulation and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), the Base Prospectus shall be treated for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (as amended, the "**UK Prospectus Regulation**") as if it had been approved by the FCA at the time when it was approved by the Central Bank. Such approval relates only to Securities which are to be admitted to trading on a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, "**UK MiFIR**") and/or which are to be offered to the public in the United Kingdom.

This Supplement also constitutes a supplement in respect of the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation. This Supplement has also been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer 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.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI ULN Base Prospectus*" and "*Information relating to the CGMFL ULN Base Prospectus*" below). To the best of the knowledge of Citigroup Inc., the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the*

CGMHI ULN Base Prospectus" and *"Information relating to the CGMFL ULN Base Prospectus"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMFL ULN Base Prospectus"* below). To the best of the knowledge of CGMHI, the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMFL ULN Base Prospectus"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMFL ULN Base Prospectus"* below). To the best of the knowledge of the CGMHI Guarantor, the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMFL ULN Base Prospectus"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMHI ULN Base Prospectus"* below). To the best of the knowledge of CGMFL, the information contained in this Supplement (excluding the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMHI ULN Base Prospectus"* below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMHI ULN Base Prospectus"* below and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2021 Q1 Form 8-K)*)). To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. ULN Base Prospectus"* and *"Information relating to the CGMHI ULN Base Prospectus"* below and (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2021 Q1 Form 8-K)*)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2021

On 15 April 2021, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2021. A copy of the Citigroup Inc. 2021 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/anonymous?v=XHnq25ZkHkR4BMg7/mlsPwHoVw/ca9GziEBPnNg+KYoyovOjVmyYMBxipKpHnFziYqbV43spouFIBF5gznLvLrg9SkD5icif/TR2Adw+EmmzDqqp86OakACQnCtyhknkw7FdXQtPmL9PWN05UDHptEGR2cVru/z1WCICezNxmR5z4KcI+jM0yCAXMGh5gMS>). By virtue of this Supplement, the Citigroup Inc. 2021 Q1 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2021, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Risk Factors

The Risk Factors set out in Section B of the Citigroup Inc. ULN Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Description of the Return on the Securities

The description of the return on the Securities set out in Section F.3 of the Citigroup Inc. ULN Base Prospectus entitled "*Description of the Return on the Securities*" shall be amended as set out in Schedule 3 to this Supplement.

Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the Citigroup Inc. ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be supplemented and amended as set out in Schedule 4 to this Supplement.

Pro Forma Final Terms

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Final Terms set out in Section G.3 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Pro Forma Pricing Supplement

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Pricing Supplement set out in Section G.4 of the Citigroup Inc. ULN Base Prospectus entitled "*Pro Form Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Citigroup Inc. ULN Base Prospectus since the publication of the Citigroup Inc. ULN Base Prospectus Supplement (No.2).

Copies of the Citigroup Inc. ULN Base Prospectus 2020, the Citigroup Inc. ULN Base Prospectus Supplement (No.1), the Citigroup Inc. ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. ULN Base Prospectus 2020 will be available on the website specified for each such document in the Citigroup Inc. ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2020 by this Supplement and (b) any statement in the Citigroup Inc. ULN Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. ULN Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public in the European Economic Area made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2a) of the EU Prospectus Regulation following the publication of this Supplement.

No non-exempt offers of Securities to the public in the United Kingdom made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.

INFORMATION RELATING TO THE CGMHI ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2021

On 15 April 2021, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2021. A copy of the Citigroup Inc. 2021 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/anonymous?v=XHnq25ZkHkR4BMg7/mlsPwHoVw/ca9GziEBPnNg+KYoyovOjVmyYMBxipKpHnFziYqbV43spouFIBF5gznlvLrg9SkD5icifl/TR2Adw+EmmzDqqp86OakACQnCyhknkw7FdXQtPmL9PWN05UDHptEGR2cVru/z1WCICezNxmR5z4KcI+jM0yCAXMGh5gMS>). By virtue of this Supplement, the Citigroup Inc. 2021 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMHI ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2021, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Risk Factors

The Risk Factors set out in Section B of the CGMHI ULN Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Description of the Return on the Securities

The description of the return on the Securities set out in Section F.3 of the CGMHI ULN Base Prospectus entitled "*Description of the Return on the Securities*" shall be amended as set out in Schedule 3 to this Supplement.

Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMHI ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be supplemented and amended as set out in Schedule 4 to this Supplement.

Pro Forma Final Terms

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Final Terms set out in Section G.3 of the CGMHI ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Pro Forma Pricing Supplement

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Pricing Supplement set out in Section G.4 of the CGMHI ULN Base Prospectus entitled "*Pro Form Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMHI ULN Base Prospectus since the publication of the CGMHI ULN Base Prospectus Supplement (No.2).

Copies of the CGMHI ULN Base Prospectus 2020, the CGMHI ULN Base Prospectus Supplement (No.1), the CGMHI ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI ULN Base Prospectus 2020 will be available on the website specified for each such document in the CGMHI ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMHI ULN Base Prospectus 2020 by this Supplement and (b) any statement in the CGMHI ULN Base Prospectus or otherwise incorporated by reference into the CGMHI ULN Base Prospectus 2020, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Securities to the public in the European Economic Area made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2a) of the EU Prospectus Regulation following the publication of this Supplement.

No non-exempt offers of Securities to the public in the United Kingdom made by CGMHI as Issuer pursuant to the CGMHI ULN Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook following the publication of this Supplement.

INFORMATION RELATING TO THE CGMFL ULN BASE PROSPECTUS

Publication of the Form 8-K of Citigroup Inc. on 15 April 2021

On 15 April 2021, Citigroup Inc. (as indirect parent company of CGMFL) filed a Current Report on Form 8-K (the "**Citigroup Inc. 2021 Q1 Form 8-K**") with the Securities and Exchange Commission of the United States (the "**SEC**") in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 31 March 2021. A copy of the Citigroup Inc. 2021 Q1 Form 8-K has been filed with the Central Bank, Euronext Dublin, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and the FCA and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/anonymous?v=XHnq25ZkHkR4BMg7/mlsPwHoVw/ca9GziEBPnNg+KYoyovOjVmyYMBxipKpHnFziYqbV43spouFIBF5gznlvLrg9SkD5icif/TR2Adw+EmmzDqqp86OakACQnCtyhknkw7FdXQtPmL9PWN05UDHptEGR2cVru/z1WCICezNxmR5z4Kcl+jM0yCAXMGh5gMS>). By virtue of this Supplement, the Citigroup Inc. 2021 Q1 Form 8-K is incorporated by reference in, and forms part of, the CGMFL ULN Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2021 Q1 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 15 April 2021, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-15
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 March 2021.	Exhibit Number 99.2 on pages 16-43

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2021 Q1 Form 8-K is not incorporated by reference and is either covered elsewhere in the Base Prospectus or not relevant for investors.

Alternative Performance Measures

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

Risk Factors

The Risk Factors set out in Section B of the CGMFL ULN Base Prospectus entitled "*Risk Factors*" shall be amended as set out in Schedule 2 to this Supplement.

Description of the Return on the Securities

The description of the return on the Securities set out in Section F.3 of the CGMFL ULN Base Prospectus entitled "*Description of the Return on the Securities*" shall be amended as set out in Schedule 3 to this Supplement.

Valuation and Settlement Schedule

The Valuation and Settlement Conditions set out in Section G of the CGMFL ULN Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be supplemented and amended as set out in Schedule 4 to this Supplement.

Pro Forma Final Terms

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Final Terms set out in Section G.3 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as set out in Schedule 5 to this Supplement.

Pro Forma Pricing Supplement

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Pricing Supplement set out in Section G.4 of the CGMFL ULN Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as set out in Schedule 6 to this Supplement.

Corporate Authorities

The approval of the CGMFL ULN Base Prospectus Supplement (No.3) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 26 April 2021.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the CGMFL ULN Base Prospectus since the publication of the CGMFL ULN Base Prospectus Supplement (No.2).

Copies of the CGMFL ULN Base Prospectus 2020, the CGMFL ULN Base Prospectus Supplement (No.1), the CGMFL ULN Base Prospectus Supplement (No.2) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Securities remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL ULN Base Prospectus 2020 will be available on the website specified for each such document in the CGMFL ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL ULN Base Prospectus 2020 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2020, the statements in (a) above will prevail.

The information under the paragraphs entitled "*Risk Factors*", "*Description of the Return on the Securities*", "*Valuation and Settlement Schedule*" and "*Pro Forma Final Terms*" under the heading "*Information relating to the CGMFL ULN Base Prospectus*" (the "**Relevant Information**") shall only apply to Final Terms dated on or after the date hereof. For the avoidance of doubt, the Relevant Information shall not apply to Final Terms dated prior to the date hereof (or Amended and Restated Final Terms dated on or after the date hereof which relate to such Final Terms).

Withdrawal rights

Filing of the Citigroup Inc. 2021 Q1 Form 8-K occurred prior to the close of the offer period or delivery of securities in respect of certain non-exempt offers of Securities to the public in the European Economic Area made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2a) of the EU Prospectus Regulation, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 30 April 2021. Investors may contact the relevant authorised offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Filing of the Citigroup Inc. 2021 Q1 Form 8-K occurred prior to the close of the offer period or delivery of securities in respect of certain non-exempt offers of Securities to the public in the United Kingdom made by CGMFL as Issuer pursuant to the CGMFL ULN Base Prospectus and, consequently, in accordance with Article 23(2) of the UK Prospectus Regulation and PRR 3.4.1 of the FCA's Prospectus Regulation Rules sourcebook, investors who had already agreed to purchase or subscribe for such Securities before this Supplement is published and where the offer period had not yet closed or the Securities had not yet been delivered to them (whichever earlier) at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The final date of such right of withdrawal is 29 April 2021. Investors may contact the relevant authorised offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2021 Q1 FORM 8-K)

The Citigroup Inc. 2021 Q1 Form 8-K contains certain alternative performance measures (APMs). For further details on the components of the APMs, how these APMs are calculated, an explanation of why such APMs provide useful information for investors and a reconciliation to the nearest equivalent US GAAP measures, please see references to "Non-GAAP Financial Measures" in the Citigroup Inc. 2021 Q1 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2021 Q1 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, page 4 and Appendix B on page 10 and footnote 5 on page 12; and Exhibit 99.2 on pages 6, 11, 13, 19 and 20
Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Exhibit 99.1, pages 1 ,2 and 4, Appendix E on page 11 and footnote 4 on page 12; and Exhibit 99.2, on pages 1 (including footnote 7) and 27
Tangible Common Equity and Return on Average Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Exhibit 99.1, page 1, Appendix A on page 9 and Appendix E on page 11 and footnote 2 on page 12; and Exhibit 99.2, on page 27
Results of Operations Excluding the Impact of gains/ (losses) on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Exhibit 99.1, page 6 and footnote 6 on page 12; Exhibit 99.2, on page 16 (including footnote 1)

SCHEDULE 2

RISK FACTORS

The risk factors set out in Section B of the Base Prospectus entitled "*Risk Factors*" shall be amended by deleting the risk factor entitled "*Mandatory early redemption or 'autocall'*" on page 58 of the Base Prospectus in its entirety and replacing it with the following:

"Mandatory early redemption or 'autocall'"

If "Mandatory Early Redemption Provisions" are specified as applicable in the applicable Issue Terms, then such Issue Terms will specify what constitutes a "Mandatory Early Redemption Barrier Event" and, following the occurrence of a Mandatory Early Redemption Barrier Event, the Securities will be redeemed on the relevant Mandatory Early Redemption Date and the relevant Mandatory Early Redemption Amount specified in the applicable Issue Terms will become payable on the relevant Mandatory Early Redemption Date, provided that, where a "Mandatory Early Redemption Coupon" is specified in the applicable Issue Terms, the Issuer shall also pay the Mandatory Early Redemption Coupon on the Mandatory Early Redemption Coupon Payment Date in respect of the relevant Mandatory Early Redemption Date. No further amount shall be payable in respect of such Securities after the Mandatory Early Redemption Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in such Securities with an investment that has a similar profile of chances and risks as the relevant Securities.

If any Securities are redeemed early in accordance with the above, the amount you receive will be limited to the Mandatory Early Redemption Amount and (if applicable) the Mandatory Early Redemption Coupon irrespective of the price of the relevant Underlying(s) or any other reference factor(s) applicable to such Underlying(s). Furthermore, you will not benefit from any movement in the price of relevant Underlying(s) that may occur during the period between the relevant date of early redemption and the maturity date.

Unless the Mandatory Early Redemption Amount (together with (if applicable) the Mandatory Early Redemption Coupon) is a specified fixed amount and such amount is greater than your initial investment in the Securities, then you should note that, unless a scheduled minimum redemption amount is specified in all circumstances, then you may lose all or part of your investment."

SCHEDULE 3

DESCRIPTION OF THE RETURN ON THE SECURITIES

The description of the return on the Securities set out in Section F.3 of the Base Prospectus entitled "*Description of the Return on the Securities*" shall be amended by deleting the section entitled "*Mandatory early redemption or 'autocall'*" on pages 165 to 166 of the Base Prospectus in its entirety and replacing it with the following:

"Mandatory early redemption or 'autocall'"

If "Mandatory Early Redemption Provisions" are specified as applicable in the applicable Issue Terms, then such Issue Terms will specify what constitutes a "Mandatory Early Redemption Barrier Event" and, following the occurrence of a Mandatory Early Redemption Barrier Event, the Securities will be redeemed on the relevant Mandatory Early Redemption Date and the relevant Mandatory Early Redemption Amount specified in the applicable Issue Terms will become payable on the relevant Mandatory Early Redemption Date, provided that, where a "Mandatory Early Redemption Coupon" is specified in the applicable Issue Terms, the Issuer shall also pay the Mandatory Early Redemption Coupon on the Mandatory Early Redemption Coupon Payment Date in respect of the relevant Mandatory Early Redemption Date. No further amount shall be payable in respect of such Securities after the Mandatory Early Redemption Date. In this case, you are subject to a reinvestment risk, as you may not be able to replace your investment in such Securities with an investment that has a similar profile of chances and risks as the relevant Securities.

If any Securities are redeemed early in accordance with the above, the amount you receive will be limited to the Mandatory Early Redemption Amount and (if applicable) the Mandatory Early Redemption Coupon irrespective of the price of the relevant Underlying(s) or any other reference factor(s) applicable to such Underlying(s). Furthermore, you will not benefit from any movement in the price of relevant Underlying(s) that may occur during the period between the relevant date of early redemption and the maturity date.

Unless the Mandatory Early Redemption Amount (together with (if applicable) the Mandatory Early Redemption Coupon) is a specified fixed amount and such amount is greater than your initial investment in the Securities, then you should note that, unless a scheduled minimum redemption amount is specified in all circumstances, then you may lose all or part of your investment."

SCHEDULE 4

VALUATION AND SETTLEMENT SCHEDULE

The Valuation and Settlement Conditions set out in Section G of the Base Prospectus entitled "*Valuation and Settlement Schedule*" shall be supplemented and amended as follows:

- (a) for purposes of clarifying the determination in certain circumstances of the Interest Amount of Securities which are Fixed Rate Securities that are Lookback Securities, the following proviso shall be included at the end of paragraph (B) of the definition of Interest Amount in Valuation and Settlement Condition 1.1(a)(iv) (*Definitions relating to the determination of the amount of interest due on an Interest Payment Date*) on page 661 of the Base Prospectus:

", and provided further that where more than one Interest Barrier Observation Dates are specified in respect of a relevant Interest Payment Date in the applicable Issue Terms and where the Interest Barrier Event is specified in the applicable Issue Terms to be "Interest Barrier Event American One-Touch Observation – Closing Level" or "Interest Barrier Event American One-Touch Observation – Intra-Day Level" and (a) where "Memory Effect" is specified as applicable in the applicable Issue Terms, the Interest Amount shall be the amount in respect of each Security specified as the "Interest Amount" in respect of the most recent related Interest Barrier Observation Date for which an Interest Barrier Event has occurred in the Table set out in the applicable Issue Terms; or (b) where "Without Memory Effect" is specified as applicable in the applicable Issue Terms, the Interest Amount shall be the sum of the amounts specified as the "Interest Amount" in respect of all of the related Interest Barrier Observation Dates (if any), (falling prior to such Interest Payment Date) for which an Interest Barrier Event has occurred in the Table set out in the applicable Issue Terms;"

- (b) for purposes of clarifying the determination of the Mandatory Early Redemption Amount in certain circumstances, the following proviso shall be included at the end of Valuation and Settlement Condition 1.6 (*Mandatory Early Redemption Amount due on a Mandatory Early Redemption Date if a Mandatory Early Redemption Barrier Event has occurred*) on page 744 of the Base Prospectus:

"provided that, where a "Mandatory Early Redemption Coupon" is specified in the applicable Issue Terms, the Issuer shall also pay, on the Mandatory Early Redemption Coupon Payment Date in respect of such Mandatory Early Redemption Date in respect of which a Mandatory Early Redemption Barrier Event has occurred, the amount specified in the applicable Issue Terms as the "Mandatory Early Redemption Coupon" in respect of each Security."; and

- (c) in furtherance of the proviso added at paragraph (b) above, the following new definition shall be inserted in Valuation and Settlement Condition 1(b)(i) (*Dates*) on pages 666 to 667 of the Base Prospectus in alphabetical order:

"Mandatory Early Redemption Coupon Payment Date or MER Coupon Payment Date means, in respect of a Mandatory Early Redemption Date, each date specified as such for such Mandatory Early Redemption Date in the Table set out in the applicable Issue Terms."

SCHEDULE 5

PRO FORMA FINAL TERMS

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Final Terms set out in Section G.3 of the Base Prospectus entitled "*Pro Forma Final Terms*" shall be amended as follows:

- (a) item 9 (*Type of Securities*) (as amended pursuant to the Citigroup Inc. ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.2) and the CGMFL ULN Base Prospectus Supplement (No.2)) on page 815 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"9. Type of Securities: [[Fixed Rate Securities/Floating Rate Securities/CMS Rate Securities/Spread Securities/Inflation Rate Securities/Interim Performance Interest Securities/Twin Win Interim Performance Interest Securities/Reverse Interim Performance Interest Securities/Non-Contingent Interest Amount] [and Range Accrual Securities/Range Accrual (Expanded) Securities /Multi-Chance Securities/Lookback Securities [(Memory Effect/Without Memory Effect)]]] [The Securities do not bear or pay any interest] [if an Interest Barrier Event [does not] occur[s] [and]]][The Securities do not pay any Coupon Amount if a Coupon Barrier Event [does not] occur[s] [and]]] (*repeat as necessary*)

[Mandatory Early Redemption Provisions are applicable as specified in item 14 [(iii)] below]

The [Securities are Underlying Linked Securities and the] Redemption Amount of the Securities is determined in accordance with item 14(iv) [and, as the Underlying Linked Securities Redemption Provisions are applicable, item 14(v)] below]

The Securities are Cash Settled Securities [and/or may be Physical Delivery Securities] (*Italian Listed Certificates may only be Cash Settled Securities*)

[The Securities are Dual Currency Securities]

[In order to receive the Entitlement on the Maturity Date (subject as provided in the Conditions), Securityholders should complete and deliver an Asset Transfer Notice in accordance with the Conditions in any event as it may not be known prior to the Cut-off Date whether the Securities will be cash settled and/or settled by physical delivery of the Entitlement]";

- (b) item 13(vi)(A)(II) (*Lookback Securities*) on page 874 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"II. Lookback Securities: [Applicable/Not Applicable]/[Applicable only in respect of the Interest Amount[s] payable in

respect of the following Interest Payment Date[s]: [●]]

[Memory Effect: [Applicable/Not Applicable]/[Applicable only in respect of the Interest Amount[s] payable in respect of the following Interest Payment Date[s]: [●]]]

[Without Memory Effect: [Applicable/Not Applicable]/[Applicable only in respect of the Interest Amount[s] payable in respect of the following Interest Payment Date[s]: [●]]];

(c) the table immediately after item 13(vii) (*Interest Underlying Valuation Provisions*) on pages 901 to 902 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"TABLE

[Interest [Period] Strike Level]	[Specified [Interest] Valuation Date(s)]	[Lower /Upper] Interest Barrier Level [1] (%)	[Lower /Upper] Interest Barrier Level [2] (%)	[Lower /Upper] Interest Lock-in Level (%)	[Specified Interest Barrier Observation Date]	Interest [Amount/Rate] if an Interest Barrier Event [1] [does not occur][or] [occurs] in respect of the relevant Interest Payment Date [and] the relevant Interest Barrier Observation Date]] [and] [in each case][Minimum Interest [Amount/Rate] [and] [Maximum Interest [Amount/Rate]	Interest [Amount/Rate] if an Interest Barrier Event [2] [does not occur][or] [occurs] in respect of the relevant Interest Payment Date [and] the relevant Interest Barrier Observation Date]] [and] [in each case][Minimum Interest [Amount/Rate] [and] [Maximum Interest [Amount/Rate]	[IPR/FX Performance/ Interest Adjustment/Z %]	Interest Payment Date
[●] [Interest [Period] Initial Level] (specify for each Interest underlying, performance-linked interest amount, Interest Barrier Level and Interest Period, where different and as appropriate)	[Not Applicable] [●] [Not Applicable] [●] [Each Scheduled Trading Day prior to [●]] [●] [As set out in Valuation and Settlement Condition 1.1 (<i>Range Accrual Securities only</i>)]	[Not Applicable] [greater than [●] and less than [●] of the Interest of the relevant Interest Barrier Underlying] [●] [greater than or equal to] [●] [less than or equal to] [●] (specify where different for different Interest Underlyings, each Interest Barrier Event and relevant Linked Interest Amount, as applicable)	[Not Applicable] [greater than [●] and less than [●] of the Interest of the relevant Interest Barrier Underlying] [●] [greater than or equal to] [●] [less than or equal to] [●] (specify where different for different Interest Underlyings, each Interest Barrier Event and relevant Linked Interest Amount, as applicable)	[Not Applicable] [greater than [●] and less than [●] of the Interest of the relevant Interest Barrier Underlying] [●] [greater than or equal to] [●] [less than or equal to] [●] (specify where different for different Interest Underlyings)	[Not Applicable] [●] [Scheduled Trading Day] [for all the Interest Barrier Underlyings] [which is not a Disrupted Day] [for any Interest Barrier Underlying] [from [●] (and including)] [to [●] (but excluding)] [●] [As set out in Valuation and Settlement Condition 1.1 (<i>Range Accrual Securities only</i>)]	[Not Applicable] [●] [per annum payable] [annually / semi-annually / quarterly / monthly / weekly / other (specify)] [in arrears] [As set out in item 13(vi)(G) above] if an Interest Barrier Event [1] [does not occur[s] in respect of the relevant Interest Payment Date] [Maximum Interest [Amount/Rate]: [●]] [and] [Minimum Interest [Amount/Rate]: [●]] / [●] per [Security]] [Either: (i) if an Interest Barrier Event [1] has occurred in respect of [●] Interest Barrier Underlying(s) [only] [or less], [●] [or (ii) if an Interest	[Not Applicable] [●] [per annum payable] [annually / semi-annually / quarterly / monthly / weekly / other (specify)] [in arrears] [As set out in item 13(vi)(G) above] if an Interest Barrier Event [2] [does not occur[s] in respect of the relevant Interest Payment Date] [Maximum Interest [Amount/Rate]: [●]] [and] [Minimum Interest [Amount/Rate]: [●]] [and] [Minimum Interest [Amount/Rate]: [●]] / [Security]] [Either: (i) if an Interest Barrier Event [2] has	[Not Applicable] [IPR: [●]] [FX Performance [●]]: [Interest Adjustment: [●] [Barrier Event] [Applicable: Satisfied Interest Adjustment: [●]]] [Barrier Event] [Not Satisfied Interest Adjustment: [●]]] [Z: [●] %] (in each case, specify alternatives where an interest barrier event has occurred or has not occurred, if applicable)	[●] [adjusted in accordance with [specify Business Day Convention]/ not adjusted] [where EMTA provisions are applicable in respect of any FX Rate: or, if later, the Number of Settlement Business Days following the [last occurring] Interest Valuation Date relating to such Interest Payment Date]

Interest
Amount, as
applicable)

Barrier Event occurred in
[1] has respect of [●] Interest
occurred in [●] Interest
respect of [●] Barrier
[or more] Underlying(s)
Interest Barrier) [only] [or
Underlying(s) less], [●]
[only] [or less], [or (ii) if an
[●]] (specify Interest
for the relevant Barrier
number of Event [2] has
Interest of occurred in
Barrier respect of [●]
Underlying(s) [or more]
where the Interest
Securities are Barrier
Multi-Chance Underlying(s)
Securities] (in) [only] [or
each case, less], [●]
specify as (specify for
necessary for the relevant
each number of
applicable Interest
Interest Barrier
Amount) Underlying(s)
) where the
Securities
are Multi-
Chance
Securities]
(in each
case, specify
as necessary
for each
applicable
Interest
Amount)

(specify for each interest payment date and delete the relevant column if not applicable) (repeat this Table and/or the applicable columns as necessary where there are different Interest Barrier Events occurring in respect of different Interest Payment Dates resulting in different Interest Amounts payable)";

- (d) item 14(iii)(A) (*Mandatory Early Redemption Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date (as relevant)*) under the sub-heading entitled "General" on pages 903 to 904 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(A) Mandatory Early Redemption Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, MER Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date, MER Coupon, MER Coupon Payment Date (as relevant): See Table below";

- (e) the following new line item shall be inserted immediately before the sub-section entitled "Mandatory Early Redemption Underlying Valuation Provisions" on page 921 of the Base Prospectus:

"[Mandatory Early Redemption Coupon: [See MER Coupon in Table below/Not Applicable]]";

- (f) the table immediately before item 14(iv) (*Redemption Amount*) on pages 922 to 923 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"TABLE

MER Strike Level	Specified MER Valuation Date(s)	Specified MER Upper Barrier Event Valuation Date	[Lower / Upper] MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount/Upper Mandatory Early Redemption Amount And Lower Mandatory Early Redemption Amount	MERPR (%)	MER Date	[MER Coupon	[MER Coupon Payment Date
[Insert as appropriate - For the purpose of determining whether a MER Barrier Event has occurred] [and] [the Performance-Linked Redemption Amount [if a Redemption Barrier Event has occurred];] [Not Applicable] [(●)] [MER Initial Level] (specify for each MER Underlying where different)	[Not Applicable] [(●)] [Each] Scheduled Trading Days prior to [(●)] [Each Scheduled Trading Day for the MER Underlying from [(and including)] [(but excluding)] [(●)] to [(but including)] [(●)]	[Not Applicable] [(●)] [Any] Scheduled Trading Day [for all the MER Underlyings which is not a Disrupted Day [for any MER Underlying] from [(and including)] [(but excluding)] [(●)] to [(but including)] [(●)]	[Not Applicable] [(●)]	[Insert as appropriate - For the purpose of determining whether a MER Barrier Event has occurred] [and] [the Performance-Linked Redemption Amount [if a MER Redemption Barrier Event has not occurred];] [Not Applicable] [(●)] [(●)] Scheduled Trading Days prior to [(●)] [Each Scheduled Trading Day [for all the MER Barrier Underlyings] which is not a Disrupted Day [for any MER Barrier Underlying] from [(and including)] [(but excluding)] [(●)] to [(but including)] [(●)]	[Not Applicable] [(●)] [(subject to a Maximum Amount (cap) of [(●)] [and] [subject to a Minimum Amount (floor) of [(●)]	[Insert as appropriate - For the purpose of determining whether a MER Barrier Event has occurred] [and] [the Performance-Linked Redemption Amount [if a Redemption Barrier Event has not occurred];] [Not Applicable] [(●)] [(●)] being the MERPR Call and [(●)] being the MERPR Put]	[Not Applicable] [(●)] [adjusted in accordance with [specify Business Day Convention] / not adjusted] [where EMTA provisions are applicable in respect of any FX Rate: or, if later, the Number of Settlement Business Days following the [last occurring] MER Valuation Date relating to such MER Date]	[Not Applicable] [(●)] [adjusted in accordance with [specify Business Day Convention]/ not adjusted]	[Not Applicable] [(●)] [adjusted in accordance with [specify Business Day Convention]/ not adjusted]

(specify for each MER date where relevant and delete the relevant column if not applicable) (repeat this Table and/or the applicable columns as necessary where there are different MER events occurring in respect of different MER dates resulting in different MER amounts and/or MER coupons payable)"; and

- (g) item 10(vi) (*Total commission and concession*) on page 979 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"[Total commission and concession:

[None]

[(●) per cent. of the Aggregate Principal Amount]

[(●) per cent. per Security]

[No commissions and concessions are payable by the Issuer to the Dealer. The [(specify type of fee or commission)] payable by the Dealer to any distributor is [(●) [of the Aggregate Principal Amount]/[per Security]. Investors can obtain more information about the fee by contacting the Dealer at the address set out herein]

[[Up to] [(●) per cent. [of the Aggregate Principal Amount]/[per Security] which comprises the (specify type of fee or commission) payable to the [Authorised Offeror] [(●).] [The Authorised Offeror(s) will receive a distribution fee in respect of each outstanding Security equal to [(i) [(●) per cent. of [the relevant Interest Amount] [(●) [AND/OR] [(ii) [(●) per cent. of [the MER Amount [(plus the MER Coupon (if any))] minus the Calculation Amount] [(●)] [OR] [(ii)(i) [(●) per cent. of [the Upper Redemption Amount due where no Redemption Barrier Event has occurred minus the Calculation Amount] [(●)], in each case, on the date on which the relevant

amount is paid to the holders.] Investors can obtain more information about this fee by contacting the relevant [Authorised Offeror] [●] [or the Dealer] at the relevant address(es) set out herein. [It is anticipated that the exact amount of the (*specify type of fee or commission*) will be published by the Issuer on [the website of Euronext Dublin][●] (*specify where the Securities are not listed on Euronext Dublin*)] on or around [●].]

[In addition to (*specify any relevant offer price*), the [Authorised Offeror] may charge investors in [●] a (*specify type of fee or commission*) of [up to] [●] per cent. [of the Aggregate Principal Amount]/[per Security]. Investors can obtain more information about this fee by contacting the [Authorised Offeror] at the address(es) set out herein]".

SCHEDULE 6

PRO FORMA PRICING SUPPLEMENT

In order to effect the changes set out elsewhere in this Supplement, the Pro Forma Pricing Supplement set out in Section G.4 of the Base Prospectus entitled "*Pro Forma Pricing Supplement*" shall be amended as follows:

- (a) item 9 (*Type of Securities*) (as amended pursuant to the Citigroup Inc. ULN Base Prospectus Supplement (No.2), the CGMHI ULN Base Prospectus Supplement (No.2) and the CGMFL ULN Base Prospectus Supplement (No.2)) on pages 997 to 998 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"9. Type of Securities: [[Fixed Rate Securities/Floating Rate Securities/CMS Rate Securities/Spread Securities/Inflation Rate Securities/Interim Performance Interest Securities/Twin Win Interim Performance Interest Securities/Reverse Interim Performance Interest Securities/Non-Contingent Interest Amount] [and Range Accrual Securities/Range Accrual (Expanded) Securities /Multi-Chance Securities/Lookback Securities [(Memory Effect/Without Memory Effect)]]] [The Securities do not bear or pay any interest] [if an Interest Barrier Event [does not] occur[s] [and]] [The Securities do not pay any Coupon Amount if a Coupon Barrier Event [does not] occur[s] [and]]] (*repeat as necessary*) [*Specify other*]

[Mandatory Early Redemption Provisions are applicable as specified in item 14 [(iii)] below]

The [Securities are Underlying Linked Securities and the] Redemption Amount of the Securities is determined in accordance with item 14(iv) [and, as the Underlying Linked Securities Redemption Provisions are applicable, item 14(v)] below]

The Securities are Cash Settled Securities [and/or may be Physical Delivery Securities]

[The Securities are Dual Currency Securities]

[In order to receive the Entitlement on the Maturity Date (subject as provided in the Conditions), Securityholders should complete and deliver an Asset Transfer Notice in accordance with the Conditions in any event as it may not be known prior to the Cut-off Date whether the Securities will be cash settled and/or settled by physical delivery of the Entitlement]";

- (b) item 13(vi) (*Provisions relating to the rate or amount of interest due*) on page 1059 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"(vi) Provisions relating to the rate or amount of interest due [Fixed Rate Securities/Floating Rate Securities/CMS Rate Securities/Spread Securities/Inflation Rate Securities] [Twin Win/Reserve] [Interim Performance Interest Securities] [and Range Accrual Securities/Range

Accrual (Expanded) Securities/Multi-Chance Securities/Lookback Securities [(Memory Effect/Without Memory Effect)] [See item (iii) above] [Not Applicable]";

- (c) item 13(vi)(A)(II) (*Lookback Securities*) on page 1059 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"II. Lookback Securities: [Applicable/Not Applicable]/[Applicable only in respect of the Interest Amount[s] payable in respect of the following Interest Payment Date[s]: [●]]

[Memory Effect: [Applicable/Not Applicable]/[Applicable only in respect of the Interest Amount[s] payable in respect of the following Interest Payment Date[s]: [●]]]

[Without Memory Effect: [Applicable/Not Applicable]/[Applicable only in respect of the Interest Amount[s] payable in respect of the following Interest Payment Date[s]: [●]]]";

- (d) the table immediately after item 13(vii) (*Interest Underlying Valuation Provisions*) on pages 1087 to 1088 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"TABLE

[[Interest [Period] Strike Level]	[Specified [Interest] Valuation Date(s)]	[Lower / Upper Interest Barrier Level [1] (%)	[Lower /Upper Interest Barrier Level [2] (%)	[Lower /Upper Interest Lock-in Level (%)	[Specified Interest Barrier Observati on Date	Interest [Amount/ Rate] if an Interest Barrier Event [1] [does not occur][or] [occurs] in respect of the relevant Interest Payment Date [and the relevant Interest Barrier Observati on Date]] [and] [in each case] [Minimum Interest [Amount/ Rate] [and] [Maximum Interest [Amount/ Rate]	Interest [Amount/ Rate] if an Interest Barrier Event [2] [does not occur][or] [occurs] in respect of the relevant Interest Payment Date [and the relevant Interest Barrier Observati on Date]] [and] [in each case][Mini mum Interest [Amount/ Rate] [and] [Maximum Interest [Amount/ Rate]	[IPR/FX Performa nce/Intere st Adjustme nt/Z%]	Interest Payment Date
[[●]	[Not Applicable	[Not Applicable	[Not Applicable	[Not Applicable	[Not Applicable	[Not Applicable	[Not Applicable	[Not Applicable	[●]
[Interest [Period] Initial Level] (specify for each Interest underlying	[[●] [[●] Scheduled Trading Days prior to [●]] [Each Scheduled Trading	[greater than [(or equal to)] [●] % and less than [(or equal to)] [●] % of the Interest	[greater than [(or equal to)] [●] % and less than [(or equal to)] [●] % of the Interest	[greater than (or equal to) [●] % and less than (or equal to) [●] % of the Interest	[Not Applicable [[●] [[●] Scheduled Trading Days prior to [●]] Each Scheduled Trading	[Not Applicable [[●] [[●] Scheduled Trading Days prior to [●]] Each Scheduled Trading	[Not Applicable [[●] [[●] Scheduled Trading Days prior to [●]] Each Scheduled Trading	[Not Applicable [[●] [[●] Scheduled Trading Days prior to [●]] Each Scheduled Trading	[adjusted in accordance with [specify Business Day Conventio n]/ not

<i>performance-linked interest amount, Interest Barrier Level and Interest Period, where different and as appropriate</i>	Day for the Interest Underlying which is not a Disrupted Day for the Interest Underlying from [(and including)] [(but excluding)] [(to (but excluding))] [(and including)] [●]	Initial Level of relevant Interest Barrier Underlying [●]	Initial Level of relevant Interest Barrier Underlying [●]	Initial Level of relevant Interest Barrier Underlying [●]	Day [for all the Interest Barrier Underlying s] which is not a Disrupted Day [for any Interest Barrier Underlying] from [(and including)] [(but excluding)] [●] to [(but excluding)] [(and including)] [●]	other (specify)] in arrear][As set out in item 13(vi)(G) above] if an Interest Barrier Event [1] [does not] occur[s] in respect of the relevant Interest Payment Date] [Maximum Interest [Amount/Rate]: [●]] [and] [Minimum Interest [Amount/Rate]: [●]] / [●] per Security]] [Either: (i) if an Interest Barrier Event [1] has occurred in respect of [●] Interest Barrier Underlying(s) [only] [or less], [●]] [or (ii) if an Interest Barrier Event [1] has occurred in respect of [●] Interest Barrier Underlying(s) [only] [or less], [●]] (specify for the relevant number of Interest Barrier Underlying(s) where the Securities are Multi-Chance Securities] (in each case, specify as necessary for each applicable Interest Amount)	other (specify)] in arrear][As set out in item 13(vi)(G) above] if an Interest Barrier Event [2] [does not] occur[s] in respect of the relevant Interest Payment Date] [Maximum Interest [Amount/Rate]: [●]] [and] [Minimum Interest [Amount/Rate]: [●]] / [●] per Security]] [Either: (i) if an Interest Barrier Event [2] has occurred in respect of [●] Interest Barrier Underlying(s) [only] [or less], [●]] [or (ii) if an Interest Barrier Event [2] has occurred in respect of [●] Interest Barrier Underlying(s) [only] [or less], [●]] (specify for the relevant number of Interest Barrier Underlying(s) where the Securities are Multi-Chance Securities] (in each case, specify as necessary for each applicable Interest Amount)	Event Applicable : Barrier Event Satisfied Interest Adjustmen t: [●]. Barrier Event Not Satisfied Interest Adjustmen t: [●].] [Z: [●]%] (in each case, specify alternative s where an interest barrier event has occurred, if applicable)	adjusted] [where EMTA provisions are applicable in respect of any FX Rate; or, if later, the Number of Settlement Business Days following the [last occurring] Interest Valuation Date relating to such Interest Payment Date]
---	--	---	---	---	---	---	---	---	--

(specify for each interest payment date and delete the relevant column if not applicable) (repeat this Table and/or the applicable columns as necessary where there are different Interest Barrier Events occurring in respect of different Interest Payment Dates resulting in different Interest Amounts payable)";

- (e) the following new items 14(iii)(E) (*Mandatory Early Redemption Coupon(s)*) and 14(iii)(F) (*Mandatory Early Redemption Coupon Payment Date(s)*) shall be inserted immediately after item 14(iii)(D) (*Specified Valuation Date(s)*) on page 1089 of the Base Prospectus:

- "(E) Mandatory Early Redemption Coupon(s): [See the Schedule attached hereto/See Table below under the heading "MER Coupon"/*specify in respect of a Mandatory Early Redemption Date and the related Mandatory Early Redemption Coupon Payment Date and a Calculation Amount*]
- (F) Mandatory Early Redemption Coupon Payment Date(s): [See the Schedule attached hereto/See Table below under the heading "MER Coupon Payment Date"/*specify*];

- (f) item 14(iii)(A) (*Mandatory Early Redemption Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date (as relevant):*) under the sub-heading entitled "General" on page 1090 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

- "(A) Mandatory Early Redemption Strike Level, Specified MER Valuation Date, Specified MER Upper Barrier Event Valuation Date, Lower MER Barrier Level, Upper MER Barrier Level, Barrier Level, Specified MER Barrier Observation Date, MER Amount, Upper Mandatory Early Redemption Amount and Lower Mandatory Early Redemption Amount, MERPR, MERPR Call, MERPR Put, MER Date, MER Coupon, MER Coupon Payment Date (as relevant): See Table below";

- (g) the following new line item shall be inserted immediately before the drafting note "[*Include the following if either Mandatory Early Redemption Event or Mandatory Early Redemption Barrier Event are specified as applicable*]" on page 1105 of the Base Prospectus:

- "[Mandatory Early Redemption Coupon: [See MER Coupon in Table below/Not Applicable]]; and

- (h) the table immediately before item 14(iv) (*Redemption Amount*) on page 1106 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"TABLE

MER Strike Level	Specified MER Valuation Date(s)	Specified MER Upper Barrier Event Valuation Date	[Lower Upper] / [Upper] MER Barrier Level (%)	Specified MER Barrier Observation Date	MER Amount/Upper Mandatory Early Redemption Amount And Lower Mandatory Early Redemption Amount	MERPR (%)	MER Date	[MER Coupon	[MER Coupon Payment Date
------------------	---------------------------------	--	---	--	--	-----------	----------	-------------	--------------------------

[Insert as appropriate - For the purpose of determining [whether a MER Barrier Event has occurred] [and] [the Performance-Linked MER Redemption Amount [if a MER Redemption Barrier Event has [not] occurred];]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[Insert as appropriate - For the purpose of determining [whether a MER Barrier Event has occurred] [and] [the Performance-Linked MER Redemption Amount [if a MER Redemption Barrier Event has [not] occurred];]	[Not Applicable] [[●]]	[Insert as appropriate - For the purpose of determining [whether a MER Barrier Event has occurred] [and] [the Performance-Linked MER Redemption Amount [if a MER Redemption Barrier Event has [not] occurred];]	[●]	[Not Applicable]]	[●]
[Not Applicable] [[●]]	[Each Scheduled Trading Days prior to [●]]	[[Each] [Any] Scheduled Trading Day [for all the MER Underlyings which is not a Disrupted Day [for any MER Underlying from [(and including)] [(but excluding)] [●] to [(but excluding)] [(and including)] [●]]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[(subject to a Maximum Amount (cap) of [●] [and] [subject to a Minimum Amount (floor) of [●]]	[Not Applicable] [[●]]	[adjusted in accordance with [specify Business Day Convention]/ not adjusted] [where EMTA provisions are applicable in respect of any FX Rate: or, if later, the Number of Settlement Business Days following the [last occurring] MER Valuation Date relating to such MER Date]	[Not Applicable]]	[adjusted in accordance with [specify Business Day Convention]/ not adjusted]]
[MER Initial Level] [(specify for each MER Underlying where different)	[Each Scheduled Trading Day [for all the MER Barrier Underlyings which is not a Disrupted Day [for any MER Barrier Underlying from [(and including)] [(but excluding)] [●] to [(but excluding)] [(and including)] [●]]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[Not Applicable] [[●]]	[●]	[Not Applicable]]	[●]

(specify for each MER date where relevant and delete the relevant column if not applicable) (repeat this Table and/or the applicable columns as necessary where there are different MER events occurring in respect of different MER dates resulting in different MER amounts and/or MER coupons payable)".