

**CITIGROUP INC. GMI BASE PROSPECTUS SUPPLEMENT (No.4) dated 28 May 2025;**  
**CGMHI GMI BASE PROSPECTUS SUPPLEMENT (No.4) dated 28 May 2025; and**  
**CGMFL GMI BASE PROSPECTUS SUPPLEMENT (No.4) dated 28 May 2025**



**CITIGROUP INC.**  
**(incorporated in Delaware)**

and

**CITIGROUP GLOBAL MARKETS HOLDINGS INC.**  
**(a corporation duly incorporated and existing under the laws of the state of New York)**

and

**CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.**  
**(incorporated as a corporate partnership limited by shares (*société en commandite par actions*) under Luxembourg law, with registered office at 31 - Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg (*Registre de commerce et des sociétés*, Luxembourg) under number B 169.199)**

**each an issuer under the**  
**Citi Global Medium Term Note Programme**

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

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

**Citigroup Inc. GMI Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**Citigroup Inc. GMI Base Prospectus Supplement (No.4)**") constitutes a supplement for the purposes of (i) Article 23(1) of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and (ii) Part IV of the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities (the "**Luxembourg Prospectus Law**") and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 ("**Citigroup Inc. GMI Base Prospectus 2024**"), as supplemented by a Citigroup Inc. GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.1)**"), a Citigroup Inc. GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.2)**") and a Citigroup Inc. GMI Base Prospectus Supplement (No.3) dated 7 May 2025 (the "**Citigroup Inc. GMI Base Prospectus Supplement (No.3)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. GMI Base Prospectus 2024, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2) and the Citigroup Inc. GMI Base Prospectus Supplement (No.3), together the "**Citigroup Inc. GMI Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

**CGMHI GMI Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**CGMHI GMI Base Prospectus Supplement (No.4)**") also constitutes a supplement for the purposes of (i) Article 23(1) of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the GMI Base

Prospectus dated 18 November 2024 (the "**CGMHI GMI Base Prospectus 2024**"), as supplemented by a CGMHI GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.1)**"), a CGMHI GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.2)**") and a CGMHI GMI Base Prospectus Supplement (No.3) dated 7 May 2025 (the "**CGMHI GMI Base Prospectus Supplement (No.3)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor ("**CGMHI Guarantor**") (the CGMHI GMI Base Prospectus 2024, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2) and the CGMHI GMI Base Prospectus Supplement (No.3), together the "**CGMHI Underlying Linked Notes Base Prospectus**") with respect to the Programme.

In addition to the other matters described in the CGMHI GMI Base Prospectus Supplement (No.4), the CGMHI GMI Base Prospectus Supplement (No.4) also supplements each series of securities described in Schedule 2 hereto issued by CGMHI under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMHI Relevant Series Supplement*" (the "**CGMHI Relevant Series Supplement**").

#### **CGMFL GMI Base Prospectus Supplement (No.4)**

This base prospectus supplement ("**CGMFL GMI Base Prospectus Supplement (No.4)**") and, together with the Citigroup Inc. GMI Base Prospectus Supplement (No.4) and the CGMHI GMI Base Prospectus Supplement (No.4), the "**Supplement**") also constitutes a supplement for the purposes of (i) Article 23(1) of the EU Prospectus Regulation and (ii) Part IV of the Luxembourg Prospectus Law and is supplemental to, and must be read in conjunction with, the GMI Base Prospectus dated 18 November 2024 (the "**CGMFL GMI Base Prospectus 2024**") as supplemented by a CGMFL GMI Base Prospectus Supplement (No.1) dated 31 January 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.1)**"), a CGMFL GMI Base Prospectus Supplement (No.2) dated 31 March 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.2)**") and a CGMFL GMI Base Prospectus Supplement (No.3) dated 7 May 2025 (the "**CGMFL GMI Base Prospectus Supplement (No.3)**"), 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 ("**CGMFL Guarantor**") (the CGMFL GMI Base Prospectus 2024, CGMFL GMI Base Prospectus Supplement (No.1) and the CGMFL GMI Base Prospectus Supplement (No.2), together the "**CGMFL GMI Base Prospectus**" and, together with the Citigroup Inc. GMI Base Prospectus and the CGMHI GMI Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

In addition to the other matters described in the CGMFL GMI Base Prospectus Supplement (No.4), the CGMFL GMI Base Prospectus Supplement (No.4) also supplements each series of securities described in Schedule 3 hereto issued by CGMFL under the Base Prospectus with respect to the Programme and documented by way of Final Terms in the manner described in the section entitled "*CGMFL Relevant Series Supplement*" (the "**CGMFL Relevant Series Supplement**").

#### **Approvals**

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), as competent authority under the EU Prospectus Regulation. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or the Guarantor, or of the quality of the Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. GMI Base Prospectus Supplement (No.4), the CGMHI GMI Base Prospectus Supplement (No.4) and the CGMFL GMI Base Prospectus Supplement (No.4) as Base Listing Particulars Supplements (respectively, the "**Citigroup Inc. GMI Base Listing Particulars Supplement (No.4)**", the "**CGMHI GMI Base Listing Particulars Supplement (No.4)**" and the "**CGMFL GMI Base Listing Particulars Supplement (No.4)**" respectively, and, together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Securities are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. GMI Base Prospectus Supplement

(No.4)", "CGMHI GMI s Base Prospectus Supplement (No.4)" and "CGMFL GMI Base Prospectus Supplement (No.4)" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. GMI Base Listing Particulars Supplement (No.4)", "CGMHI GMI Base Listing Particulars Supplement (No.4)" and "CGMFL GMI Base Listing Particulars Supplement (No.4)", respectively.

This Supplement (other than with respect to the CGMHI Relevant Series Supplement and the CGMFL Relevant Series Supplement) has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

This Supplement (other than with respect to the CGMHI Relevant Series Supplement and the CGMFL Relevant Series Supplement) also constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the International Securities Market Rulebook.

### Responsibility Statements

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

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

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

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

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

### Defined Terms

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

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

*Publication of the 2025 Q1 Form 10-Q of Citigroup Inc. on 8 May 2025*

On 8 May 2025, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2025 Q1 Form 10-Q**") for the three months ended 31 March 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Q1 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202505/559bbd25-b319-4973-9cb6-daf4a7ca770a.pdf>) and on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. GMI Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 Q1 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2025, as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	96-97
B. Consolidated Balance Sheet	98-99
C. Consolidated Statement of Changes in Stockholders' Equity	100
D. Consolidated Statement of Cash Flows	102-103
E. Notes to the Consolidated Financial Statements	104-201

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-30
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	7-30
(ii) Strategic Risk	80
(iii) Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	107-109
C. Description of the principal investments of Citigroup Inc. – Note 13 ( <i>Investments</i> ) to the Consolidated Financial Statements	121-127
D. Description of trends and events affecting Citigroup Inc.	

(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	6-30
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	85-94
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	104-105
E.	Description of litigation involving Citigroup Inc. – Note 27 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	199-200
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	43-84

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

#### *Significant change and material adverse change*

There has been no significant change in the financial position or the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2025 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2024 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

#### *Legal proceedings*

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

#### *Amendments to Important Notices*

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Important Notices*" shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

#### *Amendments to Section G.1 – General Information relating to the Issue of Securities under this Base Prospectus*

The section of the Citigroup Inc. GMI Base Prospectus entitled "*General Information relating to the Issue of Securities under this Base Prospectus*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

#### *Amendments to Section H.6 – Forms of Final Terms – Warrants and Exercisable Certificates*

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Forms of Final Terms – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

#### *Amendments to Section H.7 – Forms of Pricing Supplement – Warrants and Exercisable Certificates*

The section of the Citigroup Inc. GMI Base Prospectus entitled "*Forms of Pricing Supplement – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the Citigroup Inc. GMI Base Prospectus.

#### *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. GMI Base Prospectus since the publication of the Citigroup Inc. GMI Base Prospectus Supplement (No.3).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com). Copies of the Citigroup Inc. GMI Base Prospectus 2024, the Citigroup Inc. GMI Base Prospectus Supplement (No.1), the Citigroup Inc. GMI Base Prospectus Supplement (No.2), the Citigroup Inc. GMI Base Prospectus Supplement (No.3) 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. GMI Base Prospectus 2024 will be available on the website specified for each such document in the Citigroup Inc. GMI 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. GMI Base Prospectus 2024 by this Supplement and (b) any statement in the Citigroup Inc. GMI Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. GMI Base Prospectus 2024, the statements in (a) above will prevail.

#### *Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Citigroup Inc. GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 3 June 2025.

## INFORMATION RELATING TO THE CGMHI GMI BASE PROSPECTUS

*Publication of the 2025 Q1 Form 10-Q of Citigroup Inc. on 8 May 2025*

On 8 May 2025, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2025 Q1 Form 10-Q**") for the three months ended 31 March 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Q1 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202505/559bbd25-b319-4973-9cb6-daf4a7ca770a.pdf>) and on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI GMI Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 Q1 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2025, as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	96-97
B. Consolidated Balance Sheet	98-99
C. Consolidated Statement of Changes in Stockholders' Equity	100
D. Consolidated Statement of Cash Flows	102-103
E. Notes to the Consolidated Financial Statements	104-201

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-30
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	7-30
(ii) Strategic Risk	80
(iii) Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	107-109
C. Description of the principal investments of Citigroup Inc. – Note 13 ( <i>Investments</i> ) to the Consolidated Financial Statements	121-127
D. Description of trends and events affecting Citigroup Inc.	

(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	6-30
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	85-94
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	104-105
E.	Description of litigation involving Citigroup Inc. – Note 27 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	199-200
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	43-84

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Annual Financial Report of Citigroup Global Markets Holdings Inc. (CGMHI) on 30 April 2025*

On 30 April 2025, CGMHI published its annual financial report for the year ended 31 December 2024 containing its audited consolidated financial statements as of 31 December 2024 and 2023 and for each of the years in the three year period ended 31 December 2024 (the "**CGMHI 2024 Annual Report**"). A copy of the CGMHI 2024 Annual Report has been filed with the CSSF, Euronext Dublin and the FCA and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202505/82769d60-c05b-42c8-bfd4-fcdd3aa04eb9.pdf>) and the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). CGMHI is an Issuer under the Programme. By virtue of this Supplement, the CGMHI 2024 Annual Report is incorporated by reference in, and forms part of, the CGMHI GMI Base Prospectus.

The following information appears on the page(s) of the CGMHI 2024 Annual Report as set out below:

- The audited consolidated financial statements of CGMHI as of 31 December 2024 and 2023 for each of the years in the three year period ended 31 December 2024, as set out in the CGMHI 2024 Annual Report:**

	<b>Page(s) of the pdf</b>
A. Consolidated Statements of Income	40
B. Consolidated Statements of Comprehensive Income	41
C. Consolidated Statements of Financial Condition	42-43
D. Consolidated Statements of Changes in Stockholder's Equity	44
E. Consolidated Statements of Cash Flows	45



F.	Notes to Consolidated Financial Statements	46-106
G.	Independent Auditors' Report	37-39
2.	<b>The Management Report of CGMHI, as set out in the CGMHI 2024 Annual Report:</b>	

**Page(s) of the pdf**

A.	Management Report	4-34
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Any information not specified in the cross-reference list above but included in the CGMHI 2024 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*CGMHI Relevant Series Supplement*

In respect of each series of securities described in Schedule 2 hereto, the Issuer has determined to amend the key financial information of CGMHI and the key financial information of the CGMHI Guarantor set out in the Summary of the Securities appended as the Annex to the Final Terms or Amended and Restated Final Terms (as the case may be), as follows:

- (a) the information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is amended so that it states:

The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2024 and 2023.		
<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2024 (audited)</b>	<b>Year ended 31 December 2023 (audited)</b>
Operating profit/loss or another similar measure of financial performance used by the Issuer in the financial statements ( <i>in millions of U.S. dollars</i> )	(1,857)	(985)
<b>Summary information – balance sheet</b>		
	<b>As at 31 December 2024 (audited)</b>	<b>As at 31 December 2023 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	199,672	190,974
Current ratio (current assets/current liabilities)	1.3	1.2
Debt to equity ratio (total liabilities/total shareholder equity)	18.89	19.11
Interest cover ratio (operating income/interest expense)	1.0	1.0
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2024 (audited)</b>	<b>Year ended 31 December 2023 (audited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	(39,249)	(73,632)
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	(33,813)	45,647
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	68,770	24,619
<b>Qualifications in audit report on historical financial information:</b> There are no qualifications in the audit report of the Issuer on its audited historical financial information.		

- (b) the information set out in the sub-section entitled "*Key financial information of the Guarantor*" in the Summary is amended so that it states:

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited consolidated financial statements of the Guarantor for the years ended 31 December 2024 and 2023, and from the unaudited consolidated interim financial statements of the Guarantor for the period ended 31 March 2025.

Summary information – income statement				
	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Three months ended 31 March 2025 (unaudited)	Three months ended 31 March 2024 (unaudited)
Operating profit/loss or another similar measure of financial performance used by the Guarantor in the financial statements <i>(in millions of U.S. dollars)</i>	12,835	9,382	4,108	3,408
Summary information – balance sheet				
	As at 31 December 2024 (audited)	As at 31 December 2023 (audited)	As at 31 March 2025 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) <i>(in millions of U.S. dollars)</i>	313,023	296,734	320,360	
Debt to equity ratio (total liabilities/total Citigroup* shareholder equity)	10.28	10.74	11.10	
Summary information – cash flow statement				
	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Three months ended 31 March 2025 (unaudited)	Three months ended 31 March 2024 (unaudited)
Net cash flows from operating activities <i>(in millions of U.S. dollars)</i>	(19,669)	(73,416)	(58,708)	(10,831)
Net cash flows from financing activities <i>(in millions of U.S. dollars)</i>	(38,304)	687	184,976	12,351
Net cash flows from investing activities <i>(in millions of U.S. dollars)</i>	86,250	(8,459)	(98,983)	14,844

\*Citigroup shall mean Citigroup Inc. and its consolidated subsidiaries.

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Guarantor on its audited historical financial information.

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

#### *Significant change and material adverse change*

There has been no significant change in the consolidated financial position or the financial performance of CGMHI and its subsidiaries as a whole since 31 December 2024 (the date of the most recently published audited annual financial statements of CGMHI), and there has been no material adverse change in the prospects of CGMHI and its subsidiaries as a whole since 31 December 2024 (the date of the most recently published audited annual financial statements of CGMHI).

There has been no significant change in the financial position or the financial performance of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 March 2025 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2024 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

#### *Legal proceedings*

For a discussion of CGMHI's material legal and regulatory matters, see Note 17 to the Consolidated Financial Statements included in the CGMHI 2024 Annual Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Note 17 (as specified above) is a part, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the

Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 Form 10 Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

#### *Amendments to Important Notices*

The section of the CGMHI GMI Base Prospectus entitled "*Important Notices*" shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

#### *Amendments to Section G.1 – General Information relating to the Issue of Securities under this Base Prospectus*

The section of the CGMHI GMI Base Prospectus entitled "*General Information relating to the Issue of Securities under this Base Prospectus*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

#### *Amendments to Section H.6 – Forms of Final Terms – Warrants and Exercisable Certificates*

The section of the CGMHI GMI Base Prospectus entitled "*Forms of Final Terms – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

#### *Amendments to Section H.7 – Forms of Pricing Supplement – Warrants and Exercisable Certificates*

The section of the CGMHI GMI Base Prospectus entitled "*Forms of Pricing Supplement – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMHI GMI Base Prospectus.

#### *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 GMI Base Prospectus since the publication of the CGMHI GMI Base Prospectus Supplement (No.3).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com). Copies of the CGMHI GMI Base Prospectus 2024, the CGMHI GMI Base Prospectus Supplement (No.1), the CGMHI GMI Base Prospectus Supplement (No.2), the CGMHI GMI Base Prospectus Supplement (No.3) 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 GMI Base Prospectus 2024 will be available on the website specified for each such document in the CGMHI GMI 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 GMI Base Prospectus 2024 by this Supplement and (b) any statement in the CGMHI GMI Base Prospectus or otherwise incorporated by reference into the CGMHI GMI Base Prospectus 2024, the statements in (a) above will prevail.

*Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMHI GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 3 June 2025.

## INFORMATION RELATING TO THE CGMFL GMI BASE PROSPECTUS

*Publication of the 2025 Q1 Form 10-Q of Citigroup Inc. on 8 May 2025*

On 8 May 2025, Citigroup Inc. filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2025 Q1 Form 10-Q**") for the three months ended 31 March 2025 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2025 Q1 Form 10-Q has been filed with the *Commission de Surveillance du Secteur Financier*, Euronext Dublin and the Luxembourg Stock Exchange, and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202505/559bbd25-b319-4973-9cb6-daf4a7ca770a.pdf>) and on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). Citigroup Inc. is the indirect parent company of CGMFL. By virtue of this Supplement, the Citigroup Inc. 2025 Q1 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2025 Q1 Form 10-Q as set out below:

**1. Unaudited interim financial information of Citigroup Inc. in respect of the three months ended 31 March 2025, as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Consolidated Statements of Income and Comprehensive Income	96-97
B. Consolidated Balance Sheet	98-99
C. Consolidated Statement of Changes in Stockholders' Equity	100
D. Consolidated Statement of Cash Flows	102-103
E. Notes to the Consolidated Financial Statements	104-201

**2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2025 Q1 Form 10-Q:**

	<b>Page(s)</b>
A. Description of the principal activities of Citigroup Inc. - Overview, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	4-30
B. Description of the principal markets in which Citigroup Inc. competes	
(i) Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	7-30
(ii) Strategic Risk	80
(iii) Note 3 ( <i>Operating Segments</i> ) to the Consolidated Financial Statements	107-109
C. Description of the principal investments of Citigroup Inc. – Note 13 ( <i>Investments</i> ) to the Consolidated Financial Statements	121-127
D. Description of trends and events affecting Citigroup Inc.	

(i)	Citigroup Segments, Management's Discussion and Analysis of Financial Condition and Results of Operations, Segment and Business – Income (Loss) and Revenues and Segment Balance Sheet	6-30
(ii)	Significant Accounting Policies and Significant Estimates, Income Taxes, Disclosure Controls and Procedures, Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act and Forward-Looking Statements	85-94
(iii)	Note 1 ( <i>Basis of Presentation, Updated Accounting Policies and Accounting Changes</i> ) to the Consolidated Financial Statements	104-105
E.	Description of litigation involving Citigroup Inc. – Note 27 ( <i>Contingencies</i> ) to the Consolidated Financial Statements	199-200
F.	Risk Management – Managing Global Risk Table of Contents and Managing Global Risk	43-84

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2025 Q1 Form 10-Q is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Annual Report and Financial Statements of Citigroup Global Markets Funding Luxembourg S.C.A. on 28 April 2025*

On 28 April 2025, CGMFL published its annual report and audited non-consolidated financial statements for the year ended 31 December 2024 (the "**CGMFL 2024 Annual Report**") which is published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202505/2dac67cc-3932-4697-bc9d-de14cc25b369.pdf>) and the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2024 Annual Report is incorporated by reference in, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) of the CGMFL 2024 Annual Report as set out below:

**1. The audited historical non-consolidated financial information of CGMFL in respect of the period ended 31 December 2024, as set out in the CGMFL 2024 Annual Report:**

	Page(s) of the pdf document
A. Statement of Financial Position	20
B. Statement of Profit or Loss and other Comprehensive Income	21
C. Statements of Changes in Equity	22
D. Statement of Cash Flows	23
E. Notes to the Financial Statements	24-74
F. Report on the audit of the financial statements by KPMG Luxembourg <i>Société Coopérative</i> (formerly KPMG Luxembourg S.à r.l.)	14-19

Any information not specified in the cross-reference list above but included in the CGMFL 2024 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Publication of the Annual Financial Report of Citigroup Global Markets Limited (CGML)*

On 24 April 2025, Citigroup Global Markets Limited published its audited consolidated financial statements for the year ended 31 December 2024 (the "**CGMFL Guarantor 2024 Annual Report**"). A copy of the CGMFL Guarantor 2024 Annual Report has been filed with the CSSF, Euronext Dublin and has been published on the website of Euronext Dublin (<https://ise-prod-nr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202504/2551e32e-1c21-4a75-b17f-92287763413a.pdf>) and the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)). CGML is CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2024 Annual Report is incorporated by reference in, and forms part of, the CGMFL GMI Base Prospectus.

The following information appears on the page(s) of the CGMFL Guarantor 2024 Annual Report as set out below:

**1. The audited historical financial information of the CGMFL Guarantor in respect of the year ended 31 December 2024, as set out in the CGMFL Guarantor 2024 Annual Report:**

	<b>Page(s)</b>
A. Income Statement	32
B. Statement of Comprehensive Income	33
C. Statement of Changes in Equity	34
D. Balance Sheet	35
E. Statement of Cash Flows	36
F. Notes to the Financial Statements	37-119
G. Independent Auditor's Report to the members of CGML	27-31

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2024 Annual Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

*Alternative Performance Measures*

Information relating to the additional 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.

*CGMFL Relevant Series Supplement*

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

- (a) the information set out in the sub-section entitled "*What is the key financial information regarding the Issuer?*" in the Summary is amended so that it states:

The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2024 and 2023.

<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2024 (audited)</b>	<b>Year ended 31 December 2023 (audited)</b>
Profit before income tax ( <i>in thousands of U.S. dollars</i> )	205	227
<b>Summary information – balance sheet</b>		
	<b>As at 31 December 2024 (audited)</b>	<b>As at 31 December 2023 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in thousands of U.S. dollars</i> )	24,185,735	24,823,075
Current ratio (current assets/current liabilities)	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	15260 %	17422 %
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2024 (audited)</b>	<b>Year ended 31 December 2023 (audited)</b>
Net cash flows from operating activities ( <i>in thousands of U.S. dollars</i> )	(130,622)	157,770
Net cash flows from financing activities ( <i>in thousands of U.S. dollars</i> )	279,496	(2,899,312)
Net cash flows from investing activities ( <i>in thousands of U.S. dollars</i> )	(279,500)	2,899,305

\*In accordance with IFRS, the Issuer does not present any interest expenses.

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Issuer on its audited historical financial information.

- (b) the information set out in the sub-section entitled "*Key financial information of the Guarantor*" in the Summary is amended so that it states:

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2024 and 2023.

<b>Summary information – income statement</b>		
	<b>Year ended 31 December 2024 (audited)</b>	<b>Year ended 31 December 2023 (audited)</b>
Profit after taxation ( <i>in millions of U.S. dollars</i> )	677	190
<b>Summary information – balance sheet</b>		
	<b>As at 31 December 2024 (audited)</b>	<b>As at 31 December 2023 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash) ( <i>in millions of U.S. dollars</i> )	3,178	6,460
Debt to equity ratio (total liabilities/total shareholder equity)	13.2	16.2
<b>Summary information – cash flow statement</b>		
	<b>Year ended 31 December 2024 (audited)</b>	<b>Year ended 31 December 2023 (audited)</b>
Net cash flows from operating activities ( <i>in millions of U.S. dollars</i> )	2,140	724
Net cash flows from financing activities ( <i>in millions of U.S. dollars</i> )	(1,157)	653
Net cash flows from investing activities ( <i>in millions of U.S. dollars</i> )	(75)	(1,095)

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Guarantor on its audited historical financial information.



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

#### *Significant change and material adverse change*

There has been no significant change in the financial position or financial performance of CGMFL since 31 December 2024 (the date of its most recently published audited annual financial statements) and there has been no material adverse change in the prospects of CGMFL since 31 December 2024 (the date of its most recently published audited annual financial statements).

There has been no significant change in the financial position or financial performance of CGML or CGML and its subsidiaries as a whole since 31 December 2024 (the date of its most recently published audited annual financial statements) and no material adverse change in the prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2024 (the date of its most recently published audited annual financial statements).

#### *Legal proceedings*

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL is not involved in, or has not been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on CGMFL's financial position or profitability, nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 30 to the Consolidated Financial Statements included in the Citigroup Inc. 2024 Form 10-K and (ii) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2025 Q1 Form 10-Q. Save as disclosed in the documents referenced above, CGML is not involved in, or has not been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGML, nor, so far as CGML is aware, are any such proceedings pending or threatened.

#### *Amendments to Important Notices*

The section of the CGMFL GMI Base Prospectus entitled "*Important Notices*" shall be amended as set out in Schedule 4 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

#### *Amendments to Section G.1 – General Information relating to the Issue of Securities under this Base Prospectus*

The section of the CGMFL GMI Base Prospectus entitled "*General Information relating to the Issue of Securities under this Base Prospectus*" shall be amended as set out in Schedule 5 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

#### *Amendments to Section H.6 – Forms of Final Terms – Warrants and Exercisable Certificates*

The section of the CGMFL GMI Base Prospectus entitled "*Forms of Final Terms – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 6 to this Supplement, such that, where applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

#### *Amendments to Section H.7 – Forms of Pricing Supplement – Warrants and Exercisable Certificates*

The section of the CGMFL GMI Base Prospectus entitled "*Forms of Pricing Supplement – Warrants and Exercisable Certificates*" shall be amended as set out in Schedule 7 to this Supplement, such that, where

applicable, all double-underlined text will be inserted into, and all struck-out text will be deleted from, the CGMFL GMI Base Prospectus.

### *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 GMI Prospectus since the publication of the CGMFL GMI Base Prospectus Supplement (No.3).

This Supplement and the document incorporated by reference into it will be published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com). Copies of the CGMFL GMI Base Prospectus 2024, the CGMFL GMI Base Prospectus Supplement (No.1), the CGMFL GMI Base Prospectus Supplement (No.2), the CGMFL GMI Base Prospectus Supplement (No.3) 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 GMI Base Prospectus 2024 will be available on the website specified for each such document in the CGMFL GMI 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 GMI Base Prospectus 2024 by this Supplement and (b) any statement in the CGMFL GMI Base Prospectus or otherwise incorporated by reference into the CGMFL GMI Base Prospectus 2024, the statements in (a) above will prevail.

### *Withdrawal rights*

In accordance with Article 23 of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL GMI Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant securities (within the meaning of Article 23(4) of the EU Prospectus Regulation), have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 3 June 2025.

## SCHEDULE 1

### ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2024 ANNUAL REPORT)

In relation to the CGMFL GMI Base Prospectus only, the CGMFL Guarantor 2024 Annual Report contains the additional alternative performance measures (APMs) as shown in the table below:

APM	Components of APM	Basis of calculation (including any assumptions)	Reconciliation with financial statements	Explanation of why use of APM provides useful information	Comparatives and reconciliations for corresponding previous reporting period
<u>In the CGMFL Guarantor 2024 Annual Report:</u>					
Other Income and Expenses (contained in the Strategic Report) for the period ended 31 December 2024	"Net finance income on pension" and "Other Income" in the Income Statement for the period ended 31 December 2024	"Net finance income on pension" and "Other Income" in the Income Statement for the period ended 31 December 2024	"Net finance income on pension" and "Other Income" in the Income Statement	Acts as a subtotal / summary	Other Income and Expenses was presented in the Strategic Report in the CGMFL Guarantor 2023 Annual Report and was calculated in the same manner

## **SCHEDULE 2**

### **SERIES OF NOTES RELATING TO THE CGMHI RELEVANT SERIES SUPPLEMENT**

- (i) Issue of Up to 20,000 Units of Euro 1,000 Fixed Coupon Autocall Certificates Based Upon Banco BPM S.p.A. (Series: GMTCH24005; ISIN: XS2930009050).

### **SCHEDULE 3**

#### **SERIES OF NOTES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT**

- (i) Issue of EUR 60,000,000 Snowballing Autocall Notes linked to a Basket of Shares, due June 2035 (Series: CGMFL99448; ISIN: FR001400XJT2);
- (ii) Issue of EUR 60,000,000 Snowballing Autocall Notes linked to a Basket of Shares, due June 2035 to be consolidated and form a single Series with the issue of EUR 60,000,000 Snowballing Autocall Notes linked to a Basket of Shares, due June 2035 issued on 3 March 2025 (Series: CGMFL99448; ISIN: FR001400XJT2);
- (iii) Issue of EUR 120,000,000 Snowballing Autocall Notes linked to a Basket of Shares, due July 2035 (Series: CGMFL105681; ISIN: FR001400Z0Q0);
- (iv) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the Morningstar Eurozone Multi-Sector Select 20 Decrement 50 Point GR EUR, due June 2035 (Series: CGMFL105348; ISIN: FR001400YXQ7);
- (v) Issue of EUR 30,000,000 Snowballing Autocall Notes linked to the Morningstar Eurozone Multi-Sector Select 20 Decrement 50 Point GR EUR, due September 2037 (Series: CGMFL106489; ISIN: FR001400Z5Z0);
- (vi) Issue of up to CZK 150,000,000 Memory Coupon Barrier Autocall Notes linked to a Basket of Shares, due June 2027 (Series: CGMFL107055; ISIN: XS3048296217);
- (vii) Issue of up to 20,000 Units (each Unit being EUR 1,000 in principal amount) of Autocall Notes linked to the STOXX® Europe 600 Basic Resources (Price) EUR Index, due June 2029 (Series: CGMFL107254; ISIN: XS2990393154);
- (viii) Issue of up to 80,000 Units (each Unit being HUF 100,000 in principal amount) of Autocall Notes linked to the STOXX® Europe 600 Basic Resources (Price) EUR Index, due June 2029 (Series: CGMFL107257; ISIN: XS2990393584);
- (ix) Issue of up to PLN 50,000,000 Notes linked to the Swiss Market Index®, due June 2027 (Series: CGMFL105658; ISIN: XS3043644759);
- (x) Issue of up to USD 7,500,000 Notes linked to the Swiss Market Index®, due June 2027 (Series: CGMFL105659; ISIN: XS3043647422);
- (xi) Issue of Up to 20,000 Units of EUR 1,000 Memory Coupon Barrier Autocall Certificates Based Upon a Basket Consisting of Repsol S.A. and TotalEnergies SE (Series: CGMFL107866; ISIN: XS2990393238); and
- (xii) Issue of up to EUR 10,000,000 Snowballing Autocall Notes linked to the MerQube ABND 1.4 Point Decrement (EUR) Index, due June 2032 (Series: CGMFL107173; ISIN: XS3048282852).

## SCHEDULE 4

### AMENDMENTS TO IMPORTANT NOTICES

The section entitled "*Important Notices*" set out on pages ii to ix of the Base Prospectus shall be amended as follows:

1. The sixth paragraph of the sub-section entitled (*Approvals of the Base Prospectus*) on page iv of the Base Prospectus is updated as follows:

"The requirement to publish a prospectus under the EU Prospectus Regulation only applies to Securities which are to be admitted to trading on a regulated market in the EEA and/or offered to the public in the EEA other than in circumstances where an exemption is available under Article 1(4) and/or 3(2) of the EU Prospectus Regulation. References in this Base Prospectus to "Exempt Securities" are to Securities for which no prospectus is required to be published under the EU Prospectus Regulation. The CSSF has neither approved nor reviewed information contained in this Base Prospectus in connection with Exempt Securities and has neither reviewed nor approved any information in relation to the admission to trading of Securities on a multi trading facility ("**MTF**") or any market which is not a regulated market for the purposes of MiFID II, including, for the avoidance of doubt, the KASE (as defined below). The CSSF has neither approved nor reviewed information contained in this Base Prospectus in connection with Securities to be listed on and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector ~~or, in the case of Warrants and Exercisable Certificates, in the "Derivative Securities" sector~~ of the "Main" market of the Kazakhstan Stock Exchange JSC. Application has been made to the Luxembourg Stock Exchange for the approval of the Citigroup Inc. Base Prospectus, the CGMHI Base Prospectus and the CGMFL Base Prospectus as Base Listing Particulars (the "Citigroup Inc. Base Listing Particulars", the "CGMHI Base Listing Particulars" and the "CGMFL Base Listing Particulars", respectively, and together, (the "Base Listing Particulars") with respect to Securities (including the Exempt Securities) issued by CGMFL and Exempt Securities issued by Citigroup Inc. and CGMHI as a base prospectus for the purposes of Part IV of the Luxembourg act dated 16 July 2019 on prospectus for securities. Application has also been made to the Luxembourg Stock Exchange for Securities (including Exempt Securities) issued by each Issuer during the 12 months from the date of the Base Listing Particulars to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange's Euro MTF Market (the "**Euro MTF**")."

2. The eleventh paragraph of the sub-section entitled (*Approvals of the Base Prospectus*) on pages iv to v of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

"Application may also be made for Securities issued under the Programme:

- (i) to be listed and/or admitted to trading (i) on the Electronic Bond Market organised and managed by Borsa Italiana S.p.A. ("**MOT**") and (ii) on the multilateral trading facility of EuroTLX, Bond-X Segment, organised and managed by Borsa Italiana S.p.A. ("**EuroTLX – Bond-X**") or any other relevant market organised and managed by Borsa Italiana S.p.A.;
- (ii) to be admitted to trading (i) on the multilateral trading facility of securitised derivatives financial instruments, organised and managed by Borsa Italiana S.p.A. (the "**SeDeX**") and (ii) on the multilateral trading facility of EuroTLX, Cert-X Segment, organised and managed by Borsa Italiana S.p.A. ("**EuroTLX – Cert-X**") or any other relevant market organised and managed by Borsa Italiana S.p.A.;
- (iii) to be listed on the official list and admitted to trading on the Open Market (Regulated Unofficial Market) (*Freiverkehr*) of the Frankfurt Stock Exchange (*Börse Frankfurt AG*) (the "**Frankfurt Freiverkehr**");
- (iv) to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF of the Vienna Stock Exchange (*Wiener Börse AG*), which is a multilateral trading facility (the "**Vienna MTF**");

- (v) to be listed on and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector ~~or, in the case of Warrants and Exercisable Certificates, in the "Derivative Securities" sector~~ of the "Main" market of the Kazakhstan Stock Exchange JSC (the "KASE");
- (vi) during the period of 12 months after the date of this Base Prospectus to be listed on NASDAQ Stockholm AB and admitted to trading on the NASDAQ First North Sweden of NASDAQ Stockholm AB which is a multilateral trading facility (the "**NASDAQ Stockholm MTF**"); and
- (vii) during the period of 12 months after the date of this Base Prospectus to be admitted to trading on SPECTRUM, which is a multilateral trading facility operated by Spectrum MTF Operator GmbH ("**SPECTRUM**"),

but, in each such case, there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities, as the case may be, or at all. None of the Euro MTF, the Global Exchange Market, the ISM and the stock exchanges or markets listed at (i) to (vii) above are regulated markets for the purposes of MiFID II.

Save where expressly provided or the context otherwise requires, where Securities are to be listed and/or admitted to trading on the Euro MTF, the Global Exchange Market, the ISM and the stock exchanges or markets listed at (i) to (vii) above references in this document to "Base Prospectus", "Citigroup Inc. Base Prospectus", "CGMHI Base Prospectus" and "CGMFL Base Prospectus" shall be construed to be to "**Base Listing Particulars**", "**Citigroup Inc. Base Listing Particulars**", "**CGMHI Base Listing Particulars**" and "**CGMFL Base Listing Particulars**", respectively."

## SCHEDULE 5

### AMENDMENTS TO THE GENERAL INFORMATION RELATING TO THE ISSUE OF SECURITIES UNDER THIS BASE PROSPECTUS

Section G.1 (*General Information relating to the Issue of Securities under this Base Prospectus*) set out on pages 223 to 225 of the Base Prospectus shall be amended as follows:

1. The second paragraph on pages 223 to 224 of the Base Prospectus is amended to correct the options for listing and admission to trading, as follows:

"Application has been made to the Luxembourg Stock Exchange for Exempt Securities to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Euro MTF Market. The Luxembourg Stock Exchange has approved this Base Prospectus in relation to the Exempt Securities to be listed on the Euro MTF Market. The Euro MTF Market is not a regulated market for the purposes of MiFID II.

Application has been made to Euronext Dublin for Securities to be admitted to the Official List and to trading on Euronext Dublin's Global Exchange Market.

Application has been made to the London Stock Exchange for Securities to be admitted to trading on the ISM.

Application may be made for Securities issued pursuant to this Base Prospectus to be listed and/or admitted to trading on EuroTLX, Bond-X Segment, or any other relevant market organised and managed by Borsa Italiana S.p.A..

Application may be made for Securities issued under the Programme to be listed and/or admitted to trading (i) on the SeDeX and/or (ii) on EuroTLX – Cert X or any other relevant market organised and managed by Borsa Italiana S.p.A.

Application may be made for the Securities to be listed to the official list and admitted to trading on the Frankfurt Freiverkehr.

Application may be made for Securities to be listed on the Vienna Stock Exchange and admitted to trading on the Vienna MTF.

Application may be made for Securities to be listed on NASDAQ Stockholm AB and admitted to trading on the NASDAQ Stockholm MTF.

Application may be made for Securities to be admitted to trading on SPECTRUM.

Application may be made for Securities to be listed and/or admitted to trading, in the case of Notes, in the "Bonds" category of the "Debt Securities" sector ~~or, in the case of Warrants and Exercisable Certificates, in the "Derivative Securities" sector~~ of the "Main" market of the Kazakhstan Stock Exchange JSC ("**KASE**"). KASE has been recognised by ESMA as a third-country trading platform that meets European standards for post-trading transparency in accordance with the requirements of MiFID II/ MiFIR.

Notwithstanding the above, there can be no assurance that any such listing will occur on or prior to the date of issue of any Securities or at all. None of the above stock exchanges or markets is a regulated market for the purposes of MiFID II."



## SCHEDULE 6

### AMENDMENTS TO THE FORMS OF FINAL TERMS – WARRANTS AND EXERCISABLE CERTIFICATES

Section H.6 (*Form of Final Terms – Warrants and Exercisable Certificates*) set out on pages 1943 to 1979 of the Base Prospectus shall be amended as follows:

1. Paragraph 1 (*Listing and Admission to Trading*) of Part B of the Form of Final Terms for Warrants and Exercisable Certificates on page 1974 of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

#### "1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading:

[Application [has been/is expected to be] made by the Issuer (or on its behalf) for [Tranche [●] of] the [Warrants/ Exercisable Certificates] to be admitted to trading on the [regulated market of Euronext Dublin and listed on the Official List of Euronext Dublin][the [Euro MTF Market][regulated market] of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange][the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange]~~the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC~~] with effect from on or around [●]]

[Tranche [●] of the [Warrants/Exercisable Certificates] has been admitted to trading on the regulated market of [Euronext Dublin and have been listed on the Official List of Euronext Dublin][the [Euro MTF Market][regulated market of the Luxembourg Stock Exchange] ~~the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC~~] and have been listed on [the Official List of the Luxembourg Stock Exchange][the multilateral trading facility of the Vienna MTF of the Vienna Stock Exchange]~~the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC~~] with effect from [●]] (*Where documenting a fungible issue, need to indicate that original Warrants/Exercisable Certificates are already admitted to trading*))."

## SCHEDULE 7

### AMENDMENTS TO THE FORMS OF PRICING SUPPLEMENT – WARRANTS AND EXERCISABLE CERTIFICATES

Section H.7 (*Form of Pricing Supplement – Warrants and Exercisable Certificates*) set out on pages 1980 to 2042 of the Base Prospectus shall be amended as follows:

1. Paragraph 1 (*Listing and Admission to Trading*) of Part B of the Form of Pricing Supplement for Warrants and Exercisable Certificates on page 2021 of the Base Prospectus is amended to update the options for listing and admission to trading, as follows:

#### "1. LISTING AND ADMISSION TO TRADING

Admission to trading and listing: [Not Applicable]

[Application [has been/is expected to be] made by the Issuer (or on its behalf) for [Tranche [●] of] the [Warrants/Exercisable Certificates] to be [admitted to trading on [specify relevant non-EEA regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF market or the Vienna MTF market) and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, of the Luxembourg Stock Exchange) ~~or the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC~~]] [listed on the Open Market (regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG)] [admitted to trading on the International Securities Market (the "ISM") of the London Stock Exchange plc] with effect from on or around [●] [●]

[Tranche [●] of the [Warrants/Exercisable Certificates] has been [admitted to trading on [specify relevant non-EEA regulated market (for example, the Global Exchange Market of Euronext Dublin or the Euro MTF market or the Vienna MTF market) and, if relevant, listing on an official list (for example, the official list of Euronext Dublin, of the Luxembourg Stock ) ~~or the "Derivative Securities" sector of the "Mixed" market of the Kazakhstan Stock Exchange JSC~~]] with effect from [●]] (Where documenting a fungible issue, need to indicate that original [Warrants/Exercisable Certificates] are already admitted to trading)] [listed on the Open Market (regulated Unofficial Market) (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt AG)] [admitted to trading on the ISM of the London Stock Exchange plc].]

Estimated expenses relating to [●]"  
admission to trading: