



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

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

Notes 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. Rates Base Prospectus Supplement (No.8)

This base prospectus supplement ("**Citigroup Inc. Rates Base Prospectus Supplement (No.8)**") constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2022 ("**Citigroup Inc. Rates Base Prospectus 2022**"), as supplemented by Citigroup Inc. Rates Base Prospectus Supplement (No.1) dated 2 August 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.1)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.2) dated 19 August 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.2)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.3) dated 16 September 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.3)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.4) dated 18 October 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.4)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.5) dated 28 October 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.5)**"), Citigroup Inc. Rates Base Prospectus Supplement (No.6) dated 16 November 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.6)**") and Citigroup Inc. Rates Base Prospectus Supplement (No.7) dated 14 December 2022 ("**Citigroup Inc. Rates Base Prospectus Supplement (No.7)**") in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2022, as supplemented by the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5), the Citigroup Inc.

Rates Base Prospectus Supplement (No.6) and the Citigroup Inc. Rates Base Prospectus Supplement (No.7), together the "**Citigroup Inc. Rates Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

CGMHI Rates Base Prospectus Supplement (No.8)

This base prospectus supplement ("**CGMHI Rates Base Prospectus Supplement (No.8)**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2022 (the "**CGMHI Rates Base Prospectus 2022**"), as supplemented by CGMHI Rates Base Prospectus Supplement (No.1) dated 2 August 2022 ("**CGMHI Rates Base Prospectus Supplement (No.1)**"), CGMHI Rates Base Prospectus Supplement (No.2) dated 19 August 2022 ("**CGMHI Rates Base Prospectus Supplement (No.2)**"), CGMHI Rates Base Prospectus Supplement (No.3) dated 16 September 2022 ("**CGMHI Rates Base Prospectus Supplement (No.3)**"), CGMHI Rates Base Prospectus Supplement (No.4) dated 18 October 2022 ("**CGMHI Rates Base Prospectus Supplement (No.4)**"), CGMHI Rates Base Prospectus Supplement (No.5) dated 28 October 2022 ("**CGMHI Rates Base Prospectus Supplement (No.5)**"), CGMHI Rates Base Prospectus Supplement (No.6) dated 16 November 2022 ("**CGMHI Rates Base Prospectus Supplement (No.6)**") and CGMHI Rates Base Prospectus Supplement (No.7) dated 14 December 2022 ("**CGMHI Rates Base Prospectus Supplement (No.7)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Rates Base Prospectus 2022, as supplemented by the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6) and the CGMHI Rates Base Prospectus Supplement (No.7), together the "**CGMHI Rates Base Prospectus**") with respect to the Programme.

CGMFL Rates Base Prospectus Supplement (No.8)

This base prospectus supplement ("**CGMFL Rates Base Prospectus Supplement (No.8)**") and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.8) and the CGMHI Rates Base Prospectus Supplement (No.8), the "**Supplement**") also constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 8 July 2022 (the "**CGMFL Rates Base Prospectus 2022**"), as supplemented by CGMFL Rates Base Prospectus Supplement (No.1) dated 2 August 2022 ("**CGMFL Rates Base Prospectus Supplement (No.1)**"), CGMFL Rates Base Prospectus Supplement (No.2) dated 19 August 2022 ("**CGMFL Rates Base Prospectus Supplement (No.2)**"), CGMFL Rates Base Prospectus Supplement (No.3) dated 16 September 2022 ("**CGMFL Rates Base Prospectus Supplement (No.3)**"), CGMFL Rates Base Prospectus Supplement (No.4) dated 18 October 2022, ("**CGMFL Rates Base Prospectus Supplement (No.4)**"), CGMFL Rates Base Prospectus Supplement (No.5) dated 28 October 2022, ("**CGMFL Rates Base Prospectus Supplement (No.5)**"), CGMFL Rates Base Prospectus Supplement (No.6) dated 16 November 2022, ("**CGMFL Rates Base Prospectus Supplement (No.6)**") and CGMFL Rates Base Prospectus Supplement (No.7) dated 14 December 2022, ("**CGMFL Rates Base Prospectus Supplement (No.7)**"), 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 Rates Base Prospectus 2022, as supplemented by the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6) and the CGMFL Rates Base Prospectus Supplement (No.7), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

Approvals

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 the Guarantor, or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.8), the CGMHI Rates Base Prospectus Supplement (No.8) and the CGMFL Rates Base Prospectus Supplement (No.8) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates Base Listing Particulars Supplement (No.8)**", the "**CGMHI Rates Base Listing Particulars Supplement (No.8)**" and the "**CGMFL Rates Base Listing Particulars Supplement (No.8)**", respectively, and together, the "**Base Listing Particulars Supplement**"). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Rates Base Prospectus Supplement (No.8)", "CGMHI Rates Base Prospectus Supplement (No.8)" and "CGMFL Rates Base Prospectus Supplement (No.8)" shall be construed to be to, respectively, "Base Listing Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.8)", "CGMHI Rates Base Listing Particulars Supplement (No.8)" and "CGMFL Rates Base Listing Particulars Supplement (No.8)".

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 Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMFL Rates 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. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates 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 (i) the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Rates Base Prospectus*" and "*Information relating to the CGMHI Rates Base Prospectus*" below, and (ii) the

information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2022 Q4 Form 8-K)*) (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. RATES BASE PROSPECTUS

Publication of the 2022 Q4 Form 8-K of Citigroup Inc. on 13 January 2023

On 13 January 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q4 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 December 2022. A copy of the Citigroup Inc. 2022 Q4 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202301/fe135820-a3ef-4ea3-8172-f16df08bbe86.pdf>). Citigroup Inc. is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q4 Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 13 January 2023, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-16
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2022.	Exhibit Number 99.2 on pages 17-35

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q4 Form 8-K 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 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.

Amendments to Important Information Relating to Non-exempt Offers of Notes

The information relating to non-exempt offers of Notes set out in the cover pages of the Citigroup Inc. Rates Base Prospectus entitled "*Important Information Relating to Non-exempt Offers of Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the Citigroup Inc. Rates Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Taxation

The information relating to taxation set out in Section F.8 of the Citigroup Inc. Rates Base Prospectus entitled "*Taxation*" shall be amended as set out in Schedule 4 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. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.7).

Copies of the Citigroup Inc. Rates Base Prospectus 2022, the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the Citigroup Inc. Rates Base Prospectus Supplement (No.2), the Citigroup Inc. Rates Base Prospectus Supplement (No.3), the Citigroup Inc. Rates Base Prospectus Supplement (No.4), the Citigroup Inc. Rates Base Prospectus Supplement (No.5), the Citigroup Inc. Rates Base Prospectus Supplement (No.6), the Citigroup Inc. Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes 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. Rates Base Prospectus 2022 will be available on the website specified for each such document in the Citigroup Inc. Rates 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. Rates Base Prospectus 2022 by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2022, 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. Rates 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 two 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 31 January 2023.

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the 2022 Q4 Form 8-K of Citigroup Inc. on 13 January 2023

On 13 January 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q4 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 December 2022. A copy of the Citigroup Inc. 2022 Q4 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Euronext Dublin (<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202301/fe135820-a3ef-4ea3-8172-f16df08bbe86.pdf>). Citigroup Inc. is CGMHI Guarantor under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 13 January 2023, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-16
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2022.	Exhibit Number 99.2 on pages 17-35

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q4 Form 8-K 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 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.

Amendments to Important Information Relating to Non-exempt Offers of Notes

The information relating to non-exempt offers of Notes set out in the cover pages of the CGMHI Rates Base Prospectus entitled "*Important Information Relating to Non-exempt Offers of Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the CGMHI Rates Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Taxation

The information relating to taxation set out in Section F.8 of the CGMHI Rates Base Prospectus entitled "*Taxation*" shall be amended as set out in Schedule 4 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 Rates Base Prospectus since the publication of the CGMHI Rates Base Prospectus Supplement (No.7).

Copies of the CGMHI Rates Base Prospectus 2022, the CGMHI Rates Base Prospectus Supplement (No.1), the CGMHI Rates Base Prospectus Supplement (No.2), the CGMHI Rates Base Prospectus Supplement (No.3), the CGMHI Rates Base Prospectus Supplement (No.4), the CGMHI Rates Base Prospectus Supplement (No.5), the CGMHI Rates Base Prospectus Supplement (No.6), the CGMHI Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes 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 Rates Base Prospectus 2022 will be available on the website specified for each such document in the CGMHI Rates 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 Rates Base Prospectus 2022 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2022, 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 Rates 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 two 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 31 January 2023.

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the 2022 Q4 Form 8-K of Citigroup Inc. on 13 January 2023

On 13 January 2023, Citigroup Inc. filed a Current Report on Form 8-K (the "**Citigroup Inc. 2022 Q4 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 December 2022. A copy of the Citigroup Inc. 2022 Q4 Form 8-K has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") 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/202301/fe135820-a3ef-4ea3-8172-f16df08bbe86.pdf>). Citigroup Inc. is the indirect parent company of CGMFL, and CGMFL is an Issuer under the Programme. By virtue of this Supplement, the Citigroup Inc. 2022 Q4 Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. 2022 Q4 Form 8-K as set out below:

	Page(s)
(a) Press Release, dated 13 January 2023, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 4-16
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 31 December 2022.	Exhibit Number 99.2 on pages 17-35

Any information not specified in the cross-reference list above but included in the Citigroup Inc. 2022 Q4 Form 8-K 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 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.

Amendments to Important Information Relating to Non-exempt Offers of Notes

The information relating to non-exempt offers of Notes set out in the cover pages of the CGMFL Rates Base Prospectus entitled "*Important Information Relating to Non-exempt Offers of Notes*" shall be amended as set out in Schedule 2 to this Supplement.

Amendments to Subscription and Sale and Transfer and Selling Restrictions

The information relating to subscription and sale and transfer and selling restrictions set out in Section F.7 of the CGMFL Rates Base Prospectus entitled "*Subscription and Sale and Transfer and Selling Restrictions*" shall be amended as set out in Schedule 3 to this Supplement.

Amendments to Taxation

The information relating to taxation set out in Section F.8 of the CGMFL Rates Base Prospectus entitled "*Taxation*" shall be amended as set out in Schedule 4 to this Supplement.

Corporate Authorities

The approval of the CGMFL Rates Base Prospectus Supplement (No.8) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 26 January 2023.

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 Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.7).

Copies of the CGMFL Rates Base Prospectus 2022, the CGMFL Rates Base Prospectus Supplement (No.1), the CGMFL Rates Base Prospectus Supplement (No.2), the CGMFL Rates Base Prospectus Supplement (No.3), the CGMFL Rates Base Prospectus Supplement (No.4), the CGMFL Rates Base Prospectus Supplement (No.5), the CGMFL Rates Base Prospectus Supplement (No.6), the CGMFL Rates Base Prospectus Supplement (No.7) and this Supplement will be obtainable free of charge in electronic form, for so long as the Programme remains in effect or any Notes 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 Rates Base Prospectus 2022 will be available on the website specified for each such document in the CGMFL Rates 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 Rates Base Prospectus 2022 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2022, 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 Rates 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 two 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 31 January 2023.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2022 Q4 FORM 8-K)

The Citigroup Inc. 2022 Q4 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. 2022 Q4 Form 8-K and the table below:

APM	Explanation of Why Use of APM Provides Useful Information	Citigroup Inc. 2022 Q4 Form 8-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
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, 4, Appendix E on page 12 and footnote 4 on page 13; and Exhibit 99.2, on pages 1 and 18.
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, 2, Appendix E on page 12 and footnote 1 on page 13; and Exhibit 99.2, on pages 1 and 18.
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, pages 4, 5 and footnote 6 on page 13; Exhibit 99.2, on page 6 (including footnote 1 on page 6).
Results of Operations and Financial Condition excluding the divestiture-related impacts	Citi believes the presentation of its results of operations and financial condition excluding the divestiture-related impacts provides a meaningful depiction of the underlying fundamentals of its broader results and Asia GCB businesses results for investors, industry analysts and others.	Exhibit 99.1, pages 1, 3, Appendix B on page 10 and footnote 5 on page 13.
Results of Operations for Global Wealth Management excluding revenues in Asia	Citi believes the presentation of its results of operations for Global Wealth Management excluding revenue in Asia provides a meaningful depiction of the underlying fundamentals of its broader results for investors, industry analysts and others.	Exhibit 99.1, pages 6, Appendix B on pages 10 and footnote 7 on page 13.

SCHEDULE 2

AMENDMENTS TO IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF NOTES

The information set out in the cover pages of the Base Prospectus ("*Important Information relating to Non-Exempt Offers of Notes*") shall be amended as follows:

- (i) the sub-section entitled "Common Conditions to EEA consent" on page xiv of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Common Conditions to EEA Consent

The conditions to the Issuer's consent are (in addition to the conditions described in paragraph (b) above if Part B of the applicable Final Terms specifies "General Consent" as "Applicable") that such consent:

- (a) is only valid during the offer period specified in the applicable Final Terms;
- (b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in Austria, Belgium, Cyprus, the Czech Republic, The Netherlands, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Poland, Portugal and Spain, as specified in the applicable Final Terms; and
- (c) the consent is subject to any other conditions set out in Part B of the applicable Final Terms.

The only Member States of the EEA which may, in respect of any Tranche of Notes, be specified in the applicable Final Terms (if any Member States are so specified) as indicated in paragraph (b) above, will be Austria, Belgium, Cyprus, the Czech Republic, The Netherlands, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Poland, Portugal and Spain, and accordingly each Tranche of Notes may only be offered to Investors as part of a Non-exempt Offer in Austria, Belgium, Cyprus, The Netherlands, France, Germany, Greece, Ireland, Italy, Luxembourg, Poland, Portugal and Spain, as specified in the applicable Final Terms, or otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation for such offer.";

- (ii) the sub-section entitled "*Consent given in connection with public offers in Switzerland*" on pages xiv to xv of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Consent given in connection with public offers in Switzerland

Any person making or intending to make an offer of Notes to the public in Switzerland on the basis of this Base Prospectus, other than pursuant to an exemption under Article 36(1) of the Swiss Federal Financial Services Act ("**FinSA**") or where such offer does not qualify as a public offer in Switzerland, must do so only with the Issuer's consent to the use of this Base Prospectus pursuant to Article 36(4)(b) FinSA and Article 45 of the implementing Financial Services Ordinance ("**FinSO**"), as provided under "EEA Consent" above and provided such person complies with the conditions attached to that consent and on the basis that for the purposes of the above:

- references therein to "Non-exempt Offer" are to "non-exempt public offer in Switzerland";
- the reference in "EEA Consent" to "Non-exempt Offers of the relevant Tranche of Notes in Austria, Belgium, Cyprus, the Czech Republic, The Netherlands, France, Germany, Greece,

Hungary, Ireland, Italy, Luxembourg, Poland, Portugal and Spain, as specified in the applicable Final Terms" is to "non-exempt public offer(s) in Switzerland"; and

- the paragraph commencing "The only Member States of the EEA which may, in respect of any Tranche of Notes, be specified in the applicable Final Terms" in "EEA Consent" is deleted.

General Consent is subject to the further condition that the financial intermediary is authorised to make a non-exempt public offer in Switzerland under applicable Swiss laws and regulations."; and

- (iii) the first paragraph under the sub-section entitled "*Important information relating to the use of this Base Prospectus and offers of Notes generally*" on page xxi of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Important information relating to the use of this Base Prospectus and offers of Notes generally

This Base Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Base Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. Citigroup Inc., CGMHI, the CGMHI Guarantor, CGMFL, the CGMFL Guarantor and the Dealers do not represent that this Base Prospectus may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, unless specifically indicated to the contrary in the applicable Issue Terms, no action has been taken by Citigroup Inc., CGMHI, the CGMHI Guarantor, CGMFL, the CGMFL Guarantor or the Dealers which is intended to permit a public offering of any Notes or distribution of this Base Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Base Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Base Prospectus or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Base Prospectus and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Base Prospectus and the offer or sale of Notes in the United States, the EEA, the United Kingdom, Australia, Austria, the Kingdom of Bahrain, Belgium, Brazil, the British Virgin Islands, Chile, Colombia, Costa Rica, Republic of Cyprus, the Czech Republic, Denmark, Dominican Republic, the Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Ireland, Israel, Italy, Japan, State of Kuwait, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, State of Qatar (including the Qatar Financial Centre), Russian Federation, Kingdom of Saudi Arabia, Singapore, Spain, Switzerland, Taiwan, Republic of Turkey, United Arab Emirates (excluding the Dubai International Financial Centre) and Uruguay. See "*Subscription and Sale and Transfer and Selling Restrictions*".

SCHEDULE 3

AMENDMENTS TO SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The Subscription and Sale and Transfer and Selling Restrictions set out in the Base Prospectus in the section entitled "*Section F.7 – Subscription and Sale and Transfer and Selling Restrictions*" on pages 242 to 270 of the Base Prospectus shall be amended by deleting in its entirety the sub-section entitled "Czech Republic" set out on page 254 of the Base Prospectus and replacing it with the following:

"Czech Republic: additional restrictions

The Base Prospectus has not been and will not be approved by the Czech National Bank. No action has been taken in the Czech Republic (including the obtaining of the prospectus approval from the Czech National Bank and the admission to trading on a regulated market (as defined in section 55(1) of the Act of the Czech Republic No. 256/2004 Coll., on Conducting Business in the Capital Market, as amended (the **Capital Market Act**))) for the purposes of any Notes to qualify as securities admitted to trading on the regulated market in the Czech Republic within the meaning of the Capital Market Act.

In addition to the restrictions described in the section entitled "European Economic Area" above, no offers or sales of any Notes may be made in the Czech Republic through a public offering (veřejná nabídka) (as defined in the EU Prospectus Regulation), except if in compliance with the EU Prospectus Regulation and the Capital Market Act.

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it has complied with and will comply with all applicable provisions of the Capital Market Act, the Act of the Czech Republic No. 21/1992 Coll., on Banks, as amended, the Act of the Czech Republic No. 240/2013 Coll., on Management Companies and Investment Funds, as amended or any other applicable laws of the Czech Republic in respect of the Notes and its offering in the Czech Republic."

SCHEDULE 4

AMENDMENTS TO TAXATION

The information relating to taxation set out in the Base Prospectus in the section entitled "*Section F.8 – Taxation of Notes*" on pages 271 to 341 of the Base Prospectus shall be amended by adding the following new sub-section "Czech Republic Taxation" between the sub-section "Republic of Cyprus" and "Finnish Taxation" on page 291 of the Base Prospectus:

"CZECH REPUBLIC TAXATION

The following text is a general discussion of certain Czech tax consequences relating to the acquisition and ownership of Notes. It does not purport to be a comprehensive description of all tax considerations which may be relevant to a decision to purchase Notes, and, in particular, does not consider any specific facts or circumstances that may apply to a particular purchaser. It is based on laws currently in force in the Czech Republic and applicable on the date of this Base Prospectus, but subject to change, possibly with retrospective effect. The acquisition of Notes by non-Czech holders, or the payment of interest under Notes may trigger additional tax payments in the country of residence of the relevant holder, which is not covered by this summary, but where the provisions of the treaties on the avoidance of double taxation should be taken into consideration. Prospective purchasers of Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposition of Notes, including the effect of any state or local taxes, under the tax laws of the Czech Republic and each country of which they are residents.

Also investors should note that the appointment by an investor in Notes or any person through which an investor holds Notes, of a custodian, collection agent or similar person in relation to such Notes in any jurisdiction may have tax implications. Investors should consult their own tax advisers in relation to the tax consequences for them of any such appointment.

Czech income taxation

Czech withholding tax

Czech withholding tax might be applicable only if the interest payment is done by a Czech resident (e.g. custody agent, financial institution or similar) towards Czech resident individuals and to all non-residents.

If interest is paid out by a Czech tax payer, then such payments are generally subject to withholding tax of 15 per cent. (the tax rate might be different for double tax treaty country residents or for residents of non-treaty countries); no additional income tax is levied over and above the amount of tax withheld (final taxation pursuant to Section 5(5) of the Czech Income Tax Act).

For bonds issued until 31 December 2020, the difference between the nominal value of a bond and its issue price at the time of issue is considered to be interest income for both individual and corporation recipients, subject to withholding tax at rate of 15 per cent. under similar rules as interest payments described hereinbefore. Note that in the case of repurchase before maturity the redemption amount shall be taken into account instead of the nominal value.

The difference between the acquisition value of a bond and its issue price for discount bonds issued after 1 January 2021 would be taxed at the hands of the recipient in his/her tax return. If paid out to an unidentified recipient or a tax resident of a non-EU/EEA country, the discount might be subject to 1% tax security.

Czech Tax Residents – Individuals

The payments of interest accruing on the Notes to individuals with unlimited income tax liability in the Czech Republic holding the Notes as a non-business asset are subject to taxation in the Czech Republic.

Where the interest is made on Notes originated from sources abroad or the income on difference between the nominal value paid for a bond and its issue price at the time of issue is originated from sources abroad, this gross income (including tax withheld abroad) not reduced by connected expenses shall be included in tax base which in case of Czech holders of the Notes, who are individuals, is subject to personal income tax of 15 or 23 per cent. (the higher rate applying on the tax base exceeding CZK 1,867,728 (figure valid for 2022)).

Capital gains (i.e., the difference between the sales price and the acquisition price of a bond increased by related fees for trading in the capital market and costs spent in connection with the sale) realised by Czech holders of the Notes, who are individuals, upon sale of one or more Notes are, in 2022, subject to income tax of 15 or 23 per cent. (the higher rate applying on the tax base exceeding CZK 1,867,728 (figure valid for 2022) if not exempt (see below)). It should be noted however that if capital loss is incurred from the sales of Notes in the taxation period, the decrease of the tax base realised from other types of income by such loss will not be possible.

Income realised by a Czech holder of the Notes, who is an individual, from the sale of the Notes can be exempt from Czech personal income tax under two possible ways:

- (a) provided that the holding period of the Notes exceeded three years and the Notes have not been held as part of business property of such individual, and, if so, the Notes will not be sold prior to the expiry of a three years period following the termination of that individual's business activities; or
- (b) the overall income from the sale of securities in one calendar year does not exceed CZK 100,000.

If the sale of the Notes is tax exempt and the income amount exceeds CZK 5,000,000 in one calendar year such income must be reported to the tax authority, although exempt.

Czech Tax Residents – Individuals – Entrepreneurs

Payments of interest on the Notes to individual entrepreneurs with unlimited income tax liability in the Czech Republic holding Notes as a business asset are subject to taxation in the Czech Republic.

Where the interest is paid on Notes originated from sources abroad or the income on difference between the nominal value paid for a bond and its issue price at the time of issue is originated from sources abroad, this income including tax withheld abroad and not reduced by the relevant expenses shall be included in tax base which in case of Czech holders of the Notes, who are individual entrepreneurs, is subject to income tax of 15 or 23 per cent. (the higher rate applying on the tax base exceeding CZK 1,867,728 (figure valid for 2022)).

Capital gains (i.e., the difference between the sales price and the acquisition costs of the bonds) realised upon sale of the Notes which form part of a Czech holder's business assets are, in 2022, subject to an income tax at a general tax rate of 15 or 23 per cent. (23 per cent. rate applies on entrepreneurship tax base exceeding CZK 1,867,728 in 2022). If accounting books are kept by the taxpayer, accounting value of the sold Notes should be taken into account instead of the acquisition price.

Apart from income taxation, the income derived by entrepreneurs from holding or selling the Notes constituting a business asset might be subject to mandatory social security and/or health contributions, depending on the entrepreneur's state of affairs.

Czech Tax residents – Corporations

Corporations subject to unlimited corporate income tax liability in the Czech Republic are subject to corporate income tax on all interest payments resulting from Notes at a rate of 19 per cent. in 2022.

Capital gains (i.e., the difference between the sales price and the accounting value of the bonds) realised upon sale of the Notes are subject to corporate income tax at the rate of 19 per cent. in 2022.

A different regime may apply to certain corporations (e.g., pension funds, investment funds) with preferred tax regimes and/or rates.

Non Residents

Provided that the Notes qualify as bonds issued outside of the Czech Republic, interest income from the Notes realised by non-residents of the Czech Republic will be exempt from taxation in the Czech Republic and no withholding or deduction for or on account of Czech tax will be required to be made by the Issuer on any payment of interest to the non-Czech holders of the Notes. Granting the exemption might be conditional on the proper identification of the beneficial owner and its tax residency prior to the payment.

Capital gains from sale of bonds to Czech tax residents and Czech permanent establishments of foreign companies are subject to Czech taxation. Czech taxation may be limited by the double tax treaty stipulated by the respective country. If the double tax treaty has not been concluded or if capital gains may be subject to Czech taxation under the relevant double tax treaty, capital gains should be included in general tax base of the non resident seller (subject to a 15/23 per cent. tax rate in the case of an individual and a 19 per cent. tax rate in a corporation would be involved) and tax return should be filed. In cases of individuals who are not entrepreneurs, possible exemption after three years of holding may be applied provided that certain conditions are met. If the seller is not a tax resident in the EU or the EEA, a 1 per cent. withholding security should be applied and withheld from the selling price by a Czech purchaser. The seller is then obliged to file Czech income tax return where the withheld security might be credited against the tax liability. Should the seller fail to fulfil this duty, the securing tax might be regarded as final taxation. The 1 per cent. tax rate is used where the seller is either an individual or corporation. If the seller is a partnership or other transparent entity, general income tax rate of 15/23 or 19 per cent. shall be used.

Furthermore, if the Notes form a part of the business property of a Czech permanent establishment of a foreign company, the income is also subject to the Czech taxation.

Income realised by a non-Czech holder of the Notes, not holding the Notes through a permanent establishment in the Czech Republic, from the sale of the Notes to another non-Czech holder, not acquiring the Notes through a permanent establishment in the Czech Republic, will not be subject to Czech income tax.

Tax on gratuitous income (formerly Inheritance and Gift Tax)

As of 2014, the inheritance or gift income was integrated into the income tax and is subject to a general personal/corporate income tax rate if not exempt.

Tax on inheritance income is payable by the heirs of deceased persons. Subject to certain exemptions, if the deceased was a Czech citizen with permanent residence in the Czech Republic, the tax is charged on the net value of all assets (except real estate abroad). Otherwise it is charged only on assets located in the Czech Republic. Currently, all inheritance income is tax exempt in the Czech Republic. Should this be revoked in the future, the inheritance income would be subject to a general income tax (rate of 15/23 per cent. for individuals and 19 per cent. for corporations).

Tax on gift income is charged on the gratuitous acquisition of property. The taxpayer is normally the donee, but if the donor is a Czech resident and the donee is not, the tax is payable by the donor. The gift income is subject to a general income tax rate (as of 2022, 15/23 per cent. for individuals and 19 per cent. for corporations). As of 2022, tax on gift income is only payable in respect of transfers of assets to a person who is not a spouse or a close relative of the donor.

Other Taxes

No Czech stamp duty, registration, transfer or similar taxes will be payable in connection with the acquisition, ownership, sale or disposal of the Notes by Czech holders or non-Czech holders of the Notes."