CITIGROUP INC. OFFERING CIRCULAR SUPPLEMENT dated 5 February 2019 and CGMHI OFFERING CIRCULAR SUPPLEMENT dated 5 February 2019 and CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A. OFFERING CIRCULAR SUPPLEMENT dated 5 February 2019

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 under number B 169.199)

each an issuer under the
Citi U.S.$60,000,000,000 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)

This offering circular supplement (the **Citigroup Inc. Offering Circular Supplement**) constitutes a supplement for the purposes of Part IV of the Luxembourg Act dated 10 July 2005 relating to prospectuses for securities, as amended (the **Prospectus Act 2005**) and is supplemental to, and must be read in conjunction with, the Offering Circular dated 14 December 2018 and the documents incorporated by reference therein (the **Citigroup Inc. Offering Circular**) prepared by Citigroup Inc. with respect to the Citi U.S.$60,000,000,000 Global Medium Term Note Programme (the **Programme**).

This offering circular supplement (the **CGMHI Offering Circular Supplement**) also constitutes a supplement for the purposes of Part IV of the Prospectus Act 2005 and is supplemental to, and must be read in conjunction with, the Offering Circular dated 14 December 2018 and the documents incorporated by reference therein (the **CGMHI Offering Circular**) prepared by Citigroup Global Markets Holdings Inc. (**CGMHI**) and Citigroup Inc. in its capacity as the CGMHI Guarantor with respect to the Programme.

This offering circular supplement (the **CGMFL Offering Circular Supplement**, together with the Citigroup Inc. Offering Circular Supplement and the CGMHI Offering Circular Supplement, the **Supplement)** also constitutes a supplement for the purposes of Part IV of the Prospectus Act 2005 and is supplemental to, and must be read in conjunction with, the Offering Circular dated 14 December 2018 and the documents incorporated by reference therein (the **CGMFL Offering Circular** and, together with the Citigroup Inc. Offering Circular and the CGMHI Offering Circular, the **Offering Circular**) prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (**CGMFL**) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor with respect to the Programme.

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

This Supplement has been approved by the Luxembourg Stock Exchange under Part IV of the Prospectus Act 2005. This Supplement has not been approved by and will not be submitted for approval to the *Commission de surveillance du secteur financier* of Luxembourg.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" below). To the best of the knowledge of Citigroup Inc. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the CGMHI Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular"* and "*Information relating to the CGMFL Offering Circular*" below). To the best of the knowledge of CGMHI (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular"* and "*Information relating to the CGMFL Offering Circular*" below). To the best of the knowledge of the CGMHI Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*" and "*Information relating to the CGMFL Offering Circular*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below). To the best of the knowledge of CGMFL (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below). To the best of the knowledge of the CGMFL Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the headings "*Information relating to the Citigroup Inc. Offering Circular*" and "*Information relating to the CGMHI Offering Circular*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. OFFERING CIRCULAR

Risk Factors

The Risk Factors set out in the Citigroup Inc. Offering Circular shall be amended as set out in Schedule 1 to this Supplement.

Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the Citigroup Inc. Offering Circular shall be amended as set out in Schedule 2 to this Supplement.

General

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Citigroup Inc. Offering Circular (including in the documents incorporated by reference) since its publication.

For so long as the Programme remains in effect or any Notes remain outstanding, copies of the Citigroup Inc. Offering Circular and this Supplement will be obtainable free of charge in electronic form during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the Citigroup Inc. Offering Circular and this Supplement have also been filed with and are available for viewing on the web-site of the Luxembourg Stock Exchange (www.bourse.lu).

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

INFORMATION RELATING TO THE CGMHI OFFERING CIRCULAR

Risk Factors

The Risk Factors set out in the CGMHI Offering Circular shall be amended as set out in Schedule 1 to this Supplement.

Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the CGMHI Offering Circular shall be amended as set out in Schedule 2 to this Supplement.

General

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMHI Offering Circular (including in the documents incorporated by reference) since its publication.

For so long as the Programme remains in effect or any Notes remain outstanding, copies of the CGMHI Offering Circular and this Supplement will be obtainable free of charge in electronic form during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMHI Offering Circular and this Supplement have also been filed with and are available for viewing on the web-site of the Luxembourg Stock Exchange (www.bourse.lu).

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

INFORMATION RELATING TO THE CGMFL OFFERING CIRCULAR

Risk Factors

The Risk Factors set out in the CGMFL Offering Circular shall be amended as set out in Schedule 1 to this Supplement.

Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in the CGMFL Offering Circular shall be amended as set out in Schedule 2 to this Supplement.

Corporate Authorities

The approval of the CGMFL Ofering Circular Supplement has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 1 February 2019.

General

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL Offering Circular (including in the documents incorporated by reference) since its publication.

For so long as the Programme remains in effect or any Notes remain outstanding, copies of the CGMFL Offering Circular and this Supplement will be obtainable free of charge in electronic form during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the specified office of the Fiscal Agent and each of the other Paying Agents. Copies of the CGMFL Offering Circular and this Supplement have also been filed with and are available for viewing on the web-site of the Luxembourg Stock Exchange (www.bourse.lu).

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

SCHEDULE 1

The risk factors set out in the Offering Circular shall be amended by the insertion of the following risk factor after the risk factor entitled "*Risks in investing in the form of certificateless depositary interests in CREST*" at the end of the section "*Risks relating to Notes - Risks related to the structure of a particular issue of Notes*" on page 68 of the Offering Circular:

"Notes may be issued as green bonds (**Green Bonds**) or Notes for which it is the relevant Issuer's intention to apply the offering proceeds specifically to fund the financing or refinancing of Eligible Green Assets (as defined in the applicable Pricing Supplement), in whole or in part, in each case where the use of such funds supports the relevant Issuer's sustainable progress strategy. The applicable Pricing Supplement will indicate whether or not the Notes are intended to constitute Green Bonds and will provide additional information in relation to the intended use of proceeds in respect of any Green Bonds.".

SCHEDULE 2

The Pro Forma Pricing Supplement set out in the Offering Circular shall be amended by the deletion of paragraph 3(i) of Part B thereof and the substitution of the following therefore on page 414 of the Offering Circular:

(i)	[Reasons for the issue:	[ ] [The Notes are Green Bonds. [*insert further particulars*]] (*See "Use of Proceeds" wording in the description of the relevant Issuer in the Offering Circular – if reasons for issue different from making profit and/or hedging certain risks, will need to include those reasons here*) (*Where the Notes are Green Bonds, include further particulars, including a description of any Eligible Green Assets*)