



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)

CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.7)

This base prospectus supplement ("**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.7)**"), the "**Supplement**") constitutes a supplement for the purposes of 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 Regional Structured Notes Base Prospectus No. 2 (UK) dated 29 November 2024 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2024**"), as supplemented by a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1) dated 31 January 2025 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1)**"), a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2) dated 12 March 2025 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2)**"), a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3) dated 7 May 2025 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3)**"), a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4) dated 28 May 2025 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4)**"), a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.5) dated 30 July 2025 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.5)**") and a CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.6) dated 22 August 2025 (the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.6)**"), 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 Regional Structured Notes Base Prospectus No. 2 (UK) 2024, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.5) and the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.6), together the "**CGMFL Regional Structured Notes Base Prospectus No. 2 (UK)**" or the "**Base Prospectus**") with respect to the Citi Global Medium Term Note Programme (the "**Programme**").

In addition to the other matters described in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.7), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.7) also supplements each series of securities described in Schedule 2 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 constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of United Kingdom ("**UK**") domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations made thereunder (the "**UK Prospectus Regulation**") and has been approved by the UK Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Issuers or the Guarantors, or of the quality of the Securities that are the subject of the Base Prospectus (as defined below). Investors should make their own assessment as to the suitability of investing in the Securities. Such approval relates to Securities which are to be admitted to trading on the London Stock Exchange's regulated market (i.e. a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA) and to the Official List of the FCA and/or which are to be offered to the public in the UK.

This Supplement (other than with respect to 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.

This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Luxembourg Prospectus Law and the Rules and Regulations of the Luxembourg Stock Exchange.

Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.7) as Base Listing Particulars Supplement (the "**CGMFL Regional Structured Notes Base Listing Particulars Supplement (No.7)**" or 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" and "CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.7)" shall be construed to be to "Base Listing Particulars Supplement" and "CGMFL Regional Structured Notes Base Listing Particulars Supplement (No.7)", respectively.

Responsibility Statements

CGMFL: CGMFL accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CGMFL, the information contained in this Supplement 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. To the best of the knowledge of the CGMFL Guarantor, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to incorporate by reference (a) the CGMFL 2025 Interim Financial Report (as defined below) and (b) the CGMFL Guarantor 2025 Interim Financial Report (as defined below) in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

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 CGMFL REGIONAL STRUCTURED NOTES BASE
PROSPECTUS NO. 2 (UK)**

Publication of the Interim Financial Report of Citigroup Global Markets Funding Luxembourg S.C.A. (CGMFL)

On 30 September 2025, CGMFL published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2025 (the "**CGMFL 2025 Interim Financial Report**"). A copy of the CGMFL 2025 Interim Financial Report has been filed with the FCA, and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%202025%20Interim%20Financial%20Report.pdf>) and on the website of the Luxembourg Stock Exchange (www.luxse.com). CGMFL is an Issuer under the Programme. By virtue of this Supplement, the CGMFL 2025 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the CGMFL 2025 Interim Financial Report as set out below:

1. Unaudited non-consolidated interim financial statements of CGMFL as of and for the six month period ended 30 June 2025, as set out in the CGMFL 2025 Interim Financial Report:

	Page(s)
A. Condensed Interim Statement of Comprehensive Income	1
B. Condensed Interim Balance Sheet	2
C. Condensed Interim Statement of Changes in Equity	3
D. Condensed Interim Statement of Cash Flows	4
E. Notes to the Condensed Interim Financial Statements	5-26

Any information not specified in the cross-reference list above but included in the CGMFL 2025 Interim Financial Report is not incorporated by reference and is either covered elsewhere in the Base Prospectus or is not relevant for investors.

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

On 2 October 2025, the CGMFL Guarantor published its interim financial report containing its unaudited non-consolidated interim financial statements as of and for the six month period ended 30 June 2025 (the "**CGMFL Guarantor 2025 Interim Financial Report**"). A copy of the CGMFL Guarantor 2025 Interim Financial Report has been filed with the FCA, and has been published on the website of the London Stock Exchange (<https://docs.londonstockexchange.com/sites/default/files/documents/CGMFL%20Guarantor%202025%20Interim%20Financial%20Report.pdf>) and the website of the Luxembourg Stock Exchange (www.luxse.com). CGML is the CGMFL Guarantor under the Programme. By virtue of this Supplement, the CGMFL Guarantor 2025 Interim Financial Report is incorporated by reference in, and forms part of, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

The following information appears on the page(s) of the CGMFL Guarantor 2025 Interim Financial Report as set out below:

1. The unaudited interim financial information of the CGMFL Guarantor in respect of the six-month period ended 30 June 2025, as set out in the CGMFL Guarantor 2025 Interim Report:

	Page(s)
A. Interim Income Statement	8
B. Interim Statement of Comprehensive Income	9
C. Interim Statement of Changes in Equity	10
D. Interim Balance Sheet	11
E. Statement of Cash Flows	12
F. Notes to the Condensed Interim Financial Statements	13-38

Any information not specified in the cross-reference list above but included in the CGMFL Guarantor 2025 Interim Financial 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 2 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, and from the unaudited non-consolidated interim financial statements of the Issuer for the period ended 30 June 2025.				
Summary information – income statement				
	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Profit before income tax (<i>in thousands of U.S. dollars</i>)	205	227	166	87
Summary information – balance sheet				
	As at 31 December 2024 (audited)	As at 31 December 2023 (audited)	As at 30 June 2025 (unaudited)	
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	29,105,238	

Current ratio (current assets/current liabilities)	100%	100%	100%
Debt to equity ratio (total liabilities/total shareholder equity)	15260%	17422%	17009%
Interest cover ratio (operating income/interest expense)*	Not Applicable	Not Applicable	Not Applicable
Summary information – cash flow statement			
	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Six months ended 30 June 2025 (unaudited)
Net cash flows from operating activities (in thousands of U.S. dollars)	(130,622)	157,770	(14,505)
Net cash flows from financing activities (in thousands of U.S. dollars)	279,496	(2,899,312)	2,241,143
Net cash flows from investing activities (in thousands of U.S. dollars)	(279,500)	2,899,305	(2,241,133)
			406,537
*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, and from the unaudited non-consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2025.

Summary information – income statement				
	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Profit after taxation (in millions of U.S. dollars)	677	190	530	91
Summary information – balance sheet				
	As at 31 December 2024 (audited)	As at 31 December 2023 (audited)	As at 30 June 2025 (unaudited)	
Net financial debt (long term debt plus short term debt minus cash) (in millions of U.S. dollars)	3,178	6,460	(940)	
Debt to equity ratio (total liabilities/total shareholder equity)	13.2	16.2	16.8	
Summary information – cash flow statement				
	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Net cash flows from operating activities (in millions of U.S. dollars)	2,140	724	4,411	1,111
Net cash flows from financing activities (in millions of U.S. dollars)	(1,157)	653	(269)	(278)

Net cash flows from investing activities <i>(in millions of U.S. dollars)</i>	(75)	(1,095)	(24)	(53)
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 30 June 2025 (the date of the most recently published unaudited interim financial statements of CGMFL) 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 (i) no significant change in the financial position or financial performance of CGML or CGML and its subsidiaries as a whole since 30 June 2025 (the date of its most recently published unaudited interim financial statements) and (ii) 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).

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 Regional Structured Notes Base Prospectus No. 2 (UK) since the publication of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.6).

Copies of the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2024, the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.1), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.2), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.3), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.4), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.5), the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) Supplement (No.6) 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 Regional Structured Notes Base Prospectus No. 2 (UK) 2024 will be available on the website specified for each such document in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2024 by this Supplement and (b) any statement in the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) or otherwise incorporated by reference into the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 2024, the statements in (a) above will prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the CGMFL Regional Structured Notes Base Prospectus No. 2 (UK) 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 UK 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 22 October 2025.

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CGMFL GUARANTOR 2025 INTERIM FINANCIAL REPORT)

The CGMFL Guarantor 2025 Interim Financial Report contains 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 2025 Interim Report:</u>					
Other Income and Expenses (contained in the Interim Report) for the period ended 30 June 2025	"Net finance income on pension" in the Income Statement for the period ended 30 June 2025	"Net finance income on pension" in the Income Statement for the period ended 30 June 2025	"Net finance income on pension" in the Income Statement	Acts as a subtotal / summary	Other Income and Expenses was presented in the CGMFL Guarantor 2025 Interim Report and was calculated in the same manner

SCHEDULE 2

SERIES OF SECURITIES RELATING TO THE CGMFL RELEVANT SERIES SUPPLEMENT

- (i) Issue of up to GBP 5,500,000 Coupon Barrier Autocall Notes linked to the FTSE® 100 Index, due November 2033 (Series: CGMFL132464; ISIN: XS3131170659);
- (ii) Issue of up to GBP 5,600,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due December 2031 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL133599 (Series: CGMFL133599; ISIN: XS3133290463);
- (iii) Issue of up to GBP 5,600,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due November 2032 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL133665 (Series: CGMFL133665; ISIN: XS3133313265);
- (iv) Issue of up to GBP 5,500,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due November 2031 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL129891 (Series: CGMFL129891; ISIN: XS3131444617);
- (v) Issue of up to GBP 5,500,000 Coupon Barrier Autocall Notes due November 2035 linked to the FTSE® 100 Equally Weighted 45 Point Decrement Index (Series: CGMFL128244; ISIN: XS3127759135);
- (vi) Issue of up to GBP 5,500,000 Memory Coupon Barrier Autocall Notes due November 2035 linked to the FTSE® 100 Equally Weighted 45 Point Decrement Index (Series: CGMFL128242; ISIN: XS3127758830); and
- (vii) Issue of up to GBP 5,500,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due October 2031 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. CGMFL125474 (Series: CGMFL125474; ISIN: XS3127582024).