

**BASE PROSPECTUS SUPPLEMENT IN RESPECT OF SERIES CGMFL4185 dated 24 August 2018**



**CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.**  
**(incorporated as a corporate partnership limited by shares (société en commandite par actions) under**  
**Luxembourg law and registered with the Register of Trade and Companies of Luxembourg under**  
**number B 169199)**

**Issue of up to GBP 10,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due**  
**September 2025 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A.**  
**Series CGMFL4185**

**unconditionally and irrevocably guaranteed by**  
**CITIGROUP GLOBAL MARKETS LIMITED**  
**(incorporated in England and Wales)**

**Under the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme**

This base prospectus supplement (the **CGMFL Series CGMFL4185 Supplement**) constitutes a supplement for the purposes of (i) Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the **Irish Prospectus Regulations**) and (ii) 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 Underlying Linked Notes Base Prospectus dated 2 February 2018 (the **CGMFL ULN Base Prospectus 2018**), as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 13 March 2018 (the **CGMFL ULN Base Prospectus Supplement (No.1)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 19 April 2018 (the **CGMFL ULN Base Prospectus Supplement (No.2)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 11 May 2018 (the **CGMFL ULN Base Prospectus Supplement (No.3)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 30 July 2018 (the **CGMFL ULN Base Prospectus Supplement (No.4)**) and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) dated 8 August 2018 (the **CGMFL ULN Base Prospectus Supplement (No.5)**), and together with **CGMFL ULN Base Prospectus Supplement (No.1)**, the **CGMFL ULN Base Prospectus Supplement (No.2)**, the **CGMFL ULN Base Prospectus Supplement (No.3)** and **CGMFL ULN Base Prospectus Supplement (No.4)**, the **CGMFL ULN Base Prospectus Supplements**), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (**CGMFL**) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the **CGMFL ULN Base Prospectus 2018** and the **CGMFL ULN Base Prospectus Supplements**, together the **CGMFL ULN Base Prospectus** and the **Base Prospectus**) with respect to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme (the **Programme**) and the offer of up to GBP 10,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due September 2025 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL4185 (the **Notes**) and the Final Terms (the **Final Terms**) relating to the Notes dated 31 July 2018.

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

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

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

## INFORMATION RELATING TO THE CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS AND THE NOTES

The Issuer has determined to amend the Final Terms relating to the Notes to correct an inaccuracy in respect of the Specified Final Valuation Date.

Item 14(v)(B) of the Final Terms, Element C.16 of the issue specific Summary and Element C.18 of the issue specific Summary are to be amended to refer to the correct Specified Valuation Date (and therefore correct Maturity Date), being 10 Business Days following the Preference Share Valuation Date (as opposed to 8 Business Days following the Preference Share Valuation Date as currently specified in the Final Terms and issue specific Summary).

### *Amendment of the Final Terms*

Item 14(v)(B) of the Final Terms under the sub-heading "Provisions relating to the Preference Share-Linked Redemption Amount in respect of Preference Share Linked Notes" under the heading "Redemption Provisions" is deleted in its entirety and replaced with the following:

(B)	Specified Final Valuation Date:	10 Business Days following the Preference Share Valuation Date
-----	---------------------------------	--

### *Summary*

The issue specific Summary is amended as follows:

- (a) the first sentence in the third column in the row corresponding to Element C.16 in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"The maturity date is 10 business days following the Preference Share Valuation Date (expected to be 18 September 2025) (subject to adjustment for non-business days)."; and

- (b) the definition of **final valuation date** in the third column in the row corresponding to Element C.18 under the sub-heading "*Dates*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"The **final valuation date** is the 10th business day following the Preference Share Valuation Date."

### *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 ULN Base Prospectus and the Notes since the publication of the CGMFL ULN Base Prospectus Supplement (No.5).

Copies of the CGMFL ULN Base Prospectus 2018, the CGMFL ULN Base Prospectus Supplements 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 ULN Base Prospectus 2018 will be available on the website specified for each such document in the CGMFL ULN Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL ULN Base Prospectus 2018 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2018, the statements in (a) above will prevail.

### *Withdrawal rights*

The inaccuracy in respect of the Notes was noted prior to the final closing of the offer in respect of the Notes and, consequently, in accordance with regulation 52 of the Irish Prospectus Regulations, investors who had already agreed to purchase or subscribe for such Notes following the publication of this Supplement have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. The final date of such right of withdrawal is 29 August 2018.