

BASE PROSPECTUS SUPPLEMENT IN RESPECT OF SERIES CGMFL7633 dated 12 July 2019



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 5,000,000 Autocall Notes due July 2027 linked to FTSE 100[®] Index

Guaranteed by Citigroup Global Markets Limited
Under the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

This base prospectus supplement (the **CGMFL Series CGMFL7633 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 25 January 2019 (the **CGMFL ULN Base Prospectus 2019**), as supplemented by a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.1) dated 11 February 2019 (the **CGMFL ULN Base Prospectus Supplement (No.1)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.2) dated 11 March 2019 (the **CGMFL ULN Base Prospectus Supplement (No.2)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.3) dated 30 April 2019 (the **CGMFL ULN Base Prospectus Supplement (No.3)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.4) dated 22 May 2019 (the **CGMFL ULN Base Prospectus Supplement (No.4)**) and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) dated 25 June 2019 (the **CGMFL ULN Base Prospectus Supplement (No. 5)**), and together with the **CGMFL ULN Base Prospectus Supplement (No.1)**, the **CGMFL ULN Base Prospectus Supplement (No.2)**, the **CGMFL ULN Base Prospectus Supplement (No.3)**, the **CGMFL ULN Base Prospectus Supplement (No.4)** and the **CGMFL ULN Base Prospectus Supplement (No.5)**, 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 2019 and the CGMFL ULN Base Prospectus Supplements, together the **CGMFL ULN Base Prospectus** and the **Base Prospectus**) with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the **Programme**) and the offer of up to GBP5,000,000 Autocall Notes due July 2027 linked FTSE 100[®] Index (the **Notes**) and the Final Terms (the **Final Terms**) relating to the Notes dated 3 June 2019.

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 the inaccuracies in respect of the elections relating to the interest amount.

Amendment of the Final Terms

- (a) the column titled "Interest Amount if an Interest Barrier Event occurs in respect of the relevant Interest Payment Date" in the table at the end of Item 13 (*Interest Provisions*) of the Final Terms is amended so that all references to "GBP 63.20" therein shall be deleted and replaced with "GBP 15.80".

Summary

The issue specific Summary is amended as follows:

- (a) the column titled "interest amount" in the first table at Item C.18 (*Return on derivative securities*) of the Summary is amended so that all references to "GBP 63.20" therein shall be deleted and replaced with "GBP 15.80".

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 2019, 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 2019 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 2019 by this Supplement and (b) any statement in the CGMFL ULN Base Prospectus or otherwise incorporated by reference into the CGMFL ULN Base Prospectus 2019, 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 16 July 2019.