

BASE PROSPECTUS SUPPLEMENT IN RESPECT OF: (i) SERIES CGMFL6962; (ii) SERIES CGMFL6963; and (iii) SERIES CGMFL6964 dated 15 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: (i) up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL6962; (ii) up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL6963; and (iii) up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CCGMFL6964

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 CGMFL6962, 6963 and 6964 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 offers of: (i) up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL6962 (the **CGMFL6962 Notes**); (ii) up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CGMFL6963 (the **CGMFL6963 Notes**); and (iii) up to GBP 5,000,000 Citigroup Global Markets Funding Luxembourg S.C.A. Notes due July 2029 linked to Preference Shares of Citigroup Global Markets Funding Luxembourg S.C.A. Series CCGMFL6964 ((the **CGMFL6964 Notes** and, together with the CGMFL6962 Notes and the CGMFL6963 Notes, collectively the **Notes**) and the Final Terms relating to the CGMFL6962 Notes dated 30 April 2019 (the **CGMFL6962 Final Terms**), the Final Terms relating to the CGMFL6963 Notes dated 30 April 2019 (the **CGMFL6963 Final Terms**) and the Final Terms relating to the CGMFL6964 Notes dated 30 April 2019 (the **CGMFL6964 Final Terms** and, together with the CGMFL6962 Final Terms and the CGMFL6963 Final Terms, collectively the **Final Terms**)).

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 each of the CGMFL6962 Final Terms, the CGMFL6963 Final Terms and the CGMFL6964 Final Terms relating to the CGMFL6962 Notes, the CGMFL6963 Notes and the CGMFL6964 Notes respectively to correct the inaccuracies in respect of certain dates including, by definition, the Maturity Date which is defined as the Final Valuation Date.

Amendment of each Final Terms

- (a) the "Specified Final Valuation Date" at Item 14(v)(B) (*Specified Final Valuation Date*) is amended from "10 Business Days following the Preference Share Valuation Date" to "12 Business Days following the Preference Share Valuation Date".

Summary

The issue specific Summary is amended as follows:

- (a) the reference in the maturity date specified in the first paragraph of Item C.16 (*Maturity date and final reference date*) of the Summary to "10 business days following the Preference Share Valuation Date (expected to be 12 July 2029)" is amended to "12 business days following the Preference Share Valuation Date (expected to be 16 July 2029)"; and
- (b) the final valuation date specified at Item C.18 (*Return on derivative securities*) of the Summary is amended from "the 10th business day following the Preference Share Valuation Date" to "the 12th 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 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 17 July 2019.