

BASE PROSPECTUS SUPPLEMENT IN RESPECT OF SERIES CGMFL3573 dated 21 September 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 SEK80,000,000 Notes due September 2023 linked to a Basket of FX Rates

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 CGMFL3573 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)**), a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.5) dated 8 August 2018 (the **CGMFL ULN Base Prospectus Supplement (No.5)**), and a CGMFL Underlying Linked Notes Base Prospectus Supplement (No.6) dated 5 September 2018 (the **CGMFL ULN Base Prospectus Supplement (No.6)**), 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)**, 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 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 SEK80,000,000 Notes due September 2023 linked to a Basket of FX Rates (the **Notes**) and the Final Terms (the **Final Terms**) relating to the Notes dated 30 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 the inaccuracies in respect of the elections relating to the Redemption Provisions.

Amendment of the Final Terms

- (a) Item 14(v)(B)(I) of the Final Terms under the sub-heading "Final Performance Provisions" under the heading "Redemption Provisions" is deleted in its entirety and replaced with the following:

I.	Rainbow Weighting:	Not Applicable. Therefore W_n shall be determined as set out below:
	Redemption Underlying	W_n
	EUR/ZAR FX Rate	-1/3
	EUR/BRL FX Rate	-1/3
	EUR/INR FX Rate	-1/3

- (b) Item 14(v)(B)(III) of the Final Terms under the sub-heading "Final Performance Provisions" under the heading "Redemption Provisions" is deleted in its entirety and replaced with the following:

III.	Minimum Final Performance Percentage:	Applicable: -100 per cent. (minus 100%)
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- (c) Item 14(v)(C) of the Final Terms under the sub-heading "Provisions relating to levels of the Redemption Underlying(s)" under the heading "Redemption Provisions" is deleted in its entirety and replaced with the following:

(C)	Redemption Strike Level:	For the purpose of determining the Performance-Linked Redemption Amount: Redemption Initial Level
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- (d) Item 14(v)(I) of the Final Terms under the sub-heading "Put Option" under the heading "Redemption Provisions" is deleted in its entirety and replaced with the following:

I.	Relevant Percentage:	100 per cent.
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- (e) Item 14(v)(III) of the Final Terms under the sub-heading "Put Option" under the heading "Redemption Provisions" is deleted in its entirety and replaced with the following:

III.	Minimum Redemption Amount:	Not Applicable
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Summary

The issue specific Summary is amended as follows:

- (a) the definition of **final performance** in the third column in the row corresponding to Element C.18 under the sub-heading "*Definitions relating to the underlying(s) relevant for redemption, the performance of such underlying(s) and levels of such underlying(s)*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"The **final performance** shall be determined in accordance with the:

"weighted basket observation" provisions for the purpose of determining the performance-linked redemption amount determined in accordance with the put option provisions below, meaning that the final performance is, in the determination of the calculation agent, an amount expressed as a percentage equal to the weighted sum of the performance of each redemption underlying, determined for each such redemption underlying as such redemption underlying's final reference level less its redemption strike level, all divided by its redemption initial level, expressed as a formula:

$$\sum_{n=1}^n W_n \times \frac{\text{final reference level} - \text{redemption strike level}}{\text{redemption initial level}}$$

Such percentage is subject to a minimum percentage (floor) of -100 per cent. in respect of the performance-linked redemption amount determined in accordance with the put option provisions below.";

- (b) the definition of **W_n** in the third column in the row corresponding to Element C.18 under the sub-heading "*Definitions relating to the underlying(s) relevant for redemption, the performance of such underlying(s) and levels of such underlying(s)*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"**W_n** of each redemption underlying is minus one-third (-1/3) (therefore the redemption underlyings are equally weighted)";

- (c) the definition of **redemption strike level** in the third column in the row corresponding to Element C.18 under the sub-heading "*Definitions relating to the underlying(s) relevant for redemption, the performance of such underlying(s) and levels of such underlying(s)*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"The **redemption strike level** for a redemption underlying is the redemption initial level of such redemption underlying."; and

- (d) the definition of **performance-linked redemption amount determined in accordance with the "put option" provisions** in the third column in the row corresponding to Element C.18 under the sub-heading "*Definitions relating to the determination of the performance-linked redemption amount due.*" in the issue specific Summary attached to the Final Terms is deleted in its entirety and replaced with the following:

"The **performance-linked redemption amount determined in accordance with the "put option" provisions** means that the redemption amount will be a "put option" amount determined by the calculation agent to be the product of the calculation amount (CA) and the sum of 100% (being the **relevant percentage**) and the final performance of the final performance underlying(s) (**FPU**), expressed as a formula:

$$\text{CA} \times (1 + \text{final performance of FPU})$$

The calculation amount or CA is SEK 50,000.".

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.6).

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 25 September 2018.