

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 2025年12月18日

【会社名】 シティグループ・インク
(Citigroup Inc.)

【代表者の役職氏名】 カレン・ワン
秘書役補佐
(Karen Wang, Assistant Secretary)

【本店の所在の場所】 アメリカ合衆国ニューヨーク州ニューヨーク市
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【代理人の氏名又は名称】 弁護士 杉本文秀

【代理人の住所又は所在地】 東京都千代田区丸の内二丁目7番2号 JPタワー
長島・大野・常松法律事務所

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【事務連絡者氏名】 弁護士 新木伸一
弁護士 伊藤昌夫
弁護士 阿部春菜
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【電話番号】 03-6889-7000

【縦覧に供する場所】 該当なし

注：1 本書中、別段の記載がある場合または文脈上要求される場合を除き、「\$」とはアメリカ合衆国の法定通貨を指し、「yen」とは日本国の法定通貨である円を指します。

2 本書において便宜上、一部の財務情報は米ドルから日本円に換算されています。当該換算は、別段の記載がない限り、2025年12月11日東京時間午前9時55分現在のWM / ロイターの公表レートである1米ドル = 155.785円の換算レートで計算されています。当該換算は、当該日において米ドルが当該換算レートまたはその他の換算レートで日本円に換算されたこと、換算され得たこと、または換算されたかもしれないことの表明であると解釈されるべきではありません。

Notes:

1. In this document, unless otherwise specified or the context otherwise requires, references to “\$” are to the lawful currency of the United States of America and references to “yen” are to Japanese yen, the lawful currency of Japan.

2. For the convenience of reading this document, certain financial data have been translated from U.S. dollars into Japanese yen. Unless otherwise specified, such translations have been made at the rate of U.S.\$1 = 155.785 yen, which was WM/Reuters Published Rate as of 9:55 am, December 11, 2025, Tokyo time. Such translation should not be construed as a representation that U.S. dollars have been, could have been, or could be converted to Japanese yen at that or any other rate on that date.

1 【提出理由】

シティグループ・インク（以下「Citigroup」、「Company」または「Filing Company」といいます。）は、シリーズHH 6.625%固定配当リセット条項付非累積優先株式の権利を表章する預託株式の本邦以外の地域における募集のために、2025年12月3日（ニューヨーク時間。以下別段の記載のない限り同じです。）に仮追補目論見書を、また、2025年12月4日に自由書面目論見書および2025年12月3日付追補目論見書を米国証券取引委員会に提出しました。したがって、金融商品取引法第24条の5第4項および第15項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第1号の規定に基づき、本外国会社臨時報告書を提出いたします。

2 【報告内容】

(1) Type and Name of Securities:

Depository Shares, each representing a 1/25th interest in a share of perpetual 6.625% Fixed Rate Reset Noncumulative Preferred Stock, Series HH, \$1.00 par value, with a liquidation preference of \$25,000 per share (equivalent to \$1,000 liquidation preference per depository share) (hereinafter, the “Depository Shares” or the “Preferred Stock”)

(2) Number of Securities Initially Issued:

2,500,000 Depository Shares

(3) Offer Price per Security and Amount to be Accounted for as Capital Stock (“*Shihon*”):

(i) Offer Price:

\$1,000 per Depository Share

(ii) Amount to be Accounted for as Capital Stock:

\$0.04 per Depository Share

(4) Aggregate Issue Price and Aggregate Amount to be Accounted for as Capital Stock:

(i) Aggregate Issue Price (proceeds to the Company after deducting the underwriting discount and before expenses):

\$2,462,500,000 (383,620,562,500 yen)

(ii) Aggregate Amount to be Accounted for as Capital Stock:

\$100,000 (15,578,500 yen)

(5) Terms and Conditions of Shares:

Shares of the Preferred Stock represent a single series of Citigroup authorized preferred stock. Each depository share represents a 1/25th interest in a share of the Preferred Stock (equivalent to \$1,000 liquidation preference per depository share). Each depository share entitles the holder, through the depository, to a proportional fractional interest in a share of the Preferred Stock, including dividend, voting, redemption, and liquidation rights.

(i) Details set forth in Memorandum or Articles of Incorporation, Resolution of Shareholders Meeting or Resolution of Board of Directors, etc.

(a) Dividends

Citigroup will pay cash dividends on the Preferred Stock, only when, as, and if declared by the board of directors of Citigroup, or a duly authorized committee of the board of directors, out of funds legally available to pay dividends, on the 15th of each February, May, August and November (each date for payment of dividends, a “dividend payment date”) (i) from, and including, the date of issuance of the Preferred Stock to, but excluding, February 15, 2031 (the “First Reset Date”), at an annual rate of 6.625% on the liquidation preference amount of \$25,000 per share of Preferred Stock (equivalent to \$66.25 per depositary share per year), quarterly in arrears, beginning on May 15, 2026, and (ii) from, and including, the First Reset Date, for each reset period, at an annual rate equal to the five-year treasury rate as of the most recent reset dividend determination date plus 3.001% on the liquidation preference amount of \$25,000 per share of Preferred Stock, quarterly in arrears, beginning on May 15, 2031. A “reset period” means the period from, and including, each reset date to, but excluding, the next succeeding reset date, except for the initial reset period, which will be the period from, and including, the First Reset Date to, but excluding, the next succeeding reset date. A “reset date” means the First Reset Date and each date falling on the fifth anniversary of the preceding reset date, and “reset dividend determination date” means, in respect of any reset period, the day that is three business days^(Note) prior to the beginning of such reset period.

Dividends on the Preferred Stock will not be cumulative and will not be mandatory. If a dividend is not declared on the Preferred Stock for any dividend period prior to the related dividend payment date, then no dividend will accrue or accumulate for such dividend period, and Citigroup will have no obligation to pay a dividend for that dividend period on the related dividend payment date or at any time in the future, whether or not dividends are declared for any future dividend period. “Dividend period” means the period from, and including, each dividend payment date to, but excluding, the next succeeding dividend payment date, except for the initial dividend period, which will be the period from, and including, the date of issuance of the Preferred Stock to, but excluding, the first dividend payment date. If a dividend on the Preferred Stock is declared for any dividend period, such dividend will be calculated on the basis of a 360-day year consisting of twelve 30-day months, and if any dividend payment date is not a business day, then payment of any dividend payable on such date will be made on the next succeeding business day, and without any additional dividend accrual, or other payment in respect of any such postponement.

(Note) A “business day” means any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or required by law or regulation to be closed.

(b) Optional Redemption

The Preferred Stock is perpetual and has no maturity date. Citigroup may redeem the Preferred Stock in whole at any time or in part, from time to time, on any dividend payment date on or after the First Reset Date or in whole but not in part at any time within 90 days following a Regulatory Capital Event^(Note), in each case at a cash redemption price equal to \$25,000 per share of Preferred Stock (equivalent to \$1,000 per depositary share) plus any declared and unpaid dividends and without accumulation of any undeclared dividends to, but excluding, the redemption date. If Citigroup redeems the Preferred Stock, the depositary will redeem a proportionate number of depositary shares. If the redemption date falls on a day that is not a business day, payment will be made on the next succeeding business day and without any additional dividend accrual or other payment in respect of any such postponement.

Redemption of the Preferred Stock will be subject to receipt of any required prior approval of the Federal Reserve Bank of New York (the “Federal Reserve”), or any successor appropriate federal banking agency. Under the Federal Reserve’s current capital rules, Citigroup would need prior regulatory approval to redeem the Preferred Stock. Neither the holders of the Preferred Stock nor the holders of the depositary shares will have the right to require redemption.

(Note) A “Regulatory Capital Event” means the good faith determination by Citigroup that, as a result of (i) any amendment to, clarification of, or change in, the laws or regulations of the United States (including, for the avoidance of doubt, any agency or instrumentality of the United States, including the Federal Reserve and other federal bank regulatory agencies) or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of the Preferred Stock, (ii) any proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any share of the Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations or policies with respect thereto that is announced after the initial issuance of any share of the Preferred Stock, there is more than an insubstantial risk that Citigroup will not be entitled to treat the full liquidation preference amount of \$25,000 per share of the Preferred Stock then outstanding as “tier 1 capital” (or its equivalent) for purposes of the capital adequacy rules of the Federal Reserve (or, as and if applicable, the capital adequacy rules or regulations of any successor appropriate federal banking agency) as then in effect and applicable, for so long as any share of the Preferred Stock is outstanding. “Appropriate federal banking agency” means the “appropriate Federal banking agency” with respect to Citigroup as that term is defined in Section 3(q) of the Federal Deposit Insurance Act or any successor provision.

(c) Liquidation Rights

Upon the voluntary or involuntary liquidation, dissolution or winding up of Citigroup, the holders of the Preferred Stock are entitled to receive out of funds legally available for distribution to stockholders, before any distribution of assets is made to holders of Citigroup common stock or any other shares of stock ranking junior to the Preferred Stock as to such distributions upon the liquidation, dissolution or winding up, a liquidating distribution of \$25,000 per share of Preferred Stock (equivalent to \$1,000 per depositary share), plus any dividends thereon from the last dividend payment date to, but excluding, the date of the liquidation, dissolution or winding up, but only if and to the extent declared. Distributions will be made only to the extent of assets remaining available after satisfaction of all liabilities to creditors, subject to the rights of holders of any securities ranking senior to the Preferred Stock as to such distribution, and pro rata among holders of the Preferred Stock and any other shares of Citigroup stock ranking equally as to such distribution.

(d) Voting Rights

The holders of the Preferred Stock do not have voting rights, except (i) as specifically required by Delaware law; (ii) in the case of certain dividend non-payments; (iii) with respect to the issuance of senior capital stock of Citigroup; and (iv) with respect to changes to Citigroup’s organizational documents that would adversely affect the voting powers, preferences or special rights of the Preferred Stock. Holders of depositary shares must act through the depositary to exercise any voting rights.

(e) Ranking

The Preferred Stock will rank senior to Citigroup’s common stock as to distribution of assets upon liquidation, dissolution or winding up. The Preferred Stock will rank

senior to Citigroup's common stock as to payment of dividends to the extent set forth in the instrument creating the Preferred Stock, which provides that if, as to any dividend payment date, full dividends on the Preferred Stock are not declared and paid or declared and a sum sufficient for the payment of those dividends has not been set aside, Citigroup will not, during the following dividend period that commences on such dividend payment date, declare or pay any dividend on its common stock. The Preferred Stock will rank equally with Citigroup's outstanding 6.250% Fixed Rate/Floating Rate Noncumulative Preferred Stock, Series T (the "Series T Preferred Stock"), 4.000% Fixed Rate Reset Noncumulative Preferred Stock, Series W (the "Series W Preferred Stock")^(Note), 3.875% Fixed Rate Reset Noncumulative Preferred Stock, Series X (the "Series X Preferred Stock"), 4.150% Fixed Rate Reset Noncumulative Preferred Stock, Series Y (the "Series Y Preferred Stock"), 7.375% Fixed Rate Reset Noncumulative Preferred Stock, Series Z (the "Series Z Preferred Stock"), 7.625% Fixed Rate Reset Noncumulative Preferred Stock, Series AA (the "Series AA Preferred Stock"), 7.200% Fixed Rate Reset Noncumulative Preferred Stock, Series BB (the "Series BB Preferred Stock"), 7.125% Fixed Rate Reset Noncumulative Preferred Stock, Series CC (the "Series CC Preferred Stock"), 7.000% Fixed Rate Reset Noncumulative Preferred Stock, Series DD (the "Series DD Preferred Stock"), 6.750% Fixed Rate Reset Noncumulative Preferred Stock, Series EE (the "Series EE Preferred Stock"), 6.950% Fixed Rate Reset Noncumulative Preferred Stock, Series FF (the "Series FF Preferred Stock") and 6.875% Fixed Rate Reset Noncumulative Preferred Stock, Series GG (the "Series GG Preferred Stock") as to payment of dividends and distribution of assets upon the liquidation, dissolution or winding up of Citigroup.

Citigroup generally will be able to make distributions upon liquidation, dissolution or winding up only out of funds legally available for such payment (i.e., after taking account of all indebtedness and other senior claims) and pro rata as to the Preferred Stock and the Series T Preferred Stock, the Series W Preferred Stock^(Note), the Series X Preferred Stock, the Series Y Preferred Stock, the Series Z Preferred Stock, the Series AA Preferred Stock, the Series BB Preferred Stock, the Series CC Preferred Stock, the Series DD Preferred Stock, the Series EE Preferred Stock, the Series FF Preferred Stock, the Series GG Preferred Stock and any other stock ranking on parity with the Preferred Stock.

(Note) The Series W Preferred Stock was redeemed in whole on December 10, 2025.

(f) Preemptive and Conversion Rights

The holders of the depositary shares and the Preferred Stock do not have any preemptive or conversion rights.

- (ii) Voting Rights of Other Types of Shares (if the Memorandum and Articles of Incorporation of the Company provide for other types of shares with voting rights different from those of the Designated Preferred Stock) (i.e. Voting Rights of Common Stock)

In order to avoid dilutive effect on voting rights of outstanding shares of Common Stock, subject to the provisions of any applicable law or except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Company.

(6) Method of Issuance:

Public offering through the underwriters described in (7) below, which subscribe and purchase all Depositary Shares to be issued.

(7) Name of Underwriters:

Citigroup Global Markets Inc.
Academy Securities, Inc.
ANZ Securities, Inc.
Barclays Capital Inc.
BMO Capital Markets Corp.
Capital One Securities, Inc.
Deutsche Bank Securities Inc.
MFR Securities, Inc.
MUFG Securities Americas Inc.
Nomura Securities International, Inc.
PNC Capital Markets LLC
RBC Capital Markets, LLC
Santander US Capital Markets LLC
Scotia Capital (USA) Inc.
SMBC Nikko Securities America, Inc.
TD Securities (USA) LLC
Truist Securities, Inc.
U.S. Bancorp Investments, Inc.
AmeriVet Securities, Inc.
Banca Monte dei Paschi di Siena S.p.A.
Banco de Sabadell, S.A.
BNY Mellon Capital Markets, LLC
Cabrera Capital Markets LLC
CastleOak Securities, L.P.
CAVU Securities LLC
CIBC World Markets Corp.
Citizens JMP Securities, LLC
Commerz Markets LLC
Commonwealth Bank of Australia
Desjardins Securities Inc.
Drexel Hamilton, LLC
Erste Group Bank AG
FHN Financial Securities Corp.
Fifth Third Securities, Inc.
Huntington Securities, Inc.
KeyBanc Capital Markets Inc.
M&T Securities, Inc.
nabSecurities, LLC
National Bank of Canada Financial Inc.
Penserra Securities LLC
Regions Securities LLC
Siebert Williams Shank & Co., LLC
Stern Brothers & Co.
UBS Securities LLC
United Overseas Bank Limited
Westpac Capital Markets LLC

(8) Place(s) Where the Offering is Implemented:

SEC-Registered public offering, primarily in the United States

(9) Aggregate Amount of Proceeds to be Obtained by the Filing Company, and the Contents, Amount and Scheduled Timing of Expenditure of the Proceeds Categorized by Their Use:

(i) Aggregate Amount of Proceeds (after expenses) from the New Issuance:

Approximately \$2,462,275,000 (383,585,510,875 yen)

(ii) Contents, Amount and Scheduled Timing of Expenditure of the Proceeds Categorized by Their Use:

Citigroup expects to use the net proceeds from the sale of the depository shares representing interests in the Preferred Stock for general corporate purposes, which may include the partial or full redemption of outstanding shares of Citigroup preferred stock and related depository shares, as applicable, and repurchases and redemptions of other outstanding securities of Citigroup and its subsidiaries, including Citigroup common stock; provided, however, that the amount and scheduled timing categorized by each use above of the proceeds have not been decided yet.

(10) Date of Issuance:

December 10, 2025

(11) Name of Financial Instruments Exchange, if the Securities Concerned Are to be Listed:

Not applicable.

(12) Details of Securities of Which Interest Shall be Represented by the Depository Shares:

See “(5) Terms and Conditions of Shares” above.

(13) Amount of Share Capital and Aggregate Number of Shares Already Issued of the Company: (as of September 30, 2025)

(i) Share Capital of the Company

Type	Amount of Share Capital
Preferred stock	\$19,050 million (2,967,704 million yen) (at aggregate liquidation value)
Common stock	\$31 million (4,829 million yen)
Additional paid-in capital	\$109,010 million (16,982,123 million yen)

(ii) Aggregate Number of Shares Already Issued

Type	Number of Issued Shares
Preferred Stock	762,000
- Series T	60,000
- Series W ^(Note)	60,000
- Series X	92,000
- Series Y	40,000
- Series Z	50,000
- Series AA	60,000
- Series BB	22,000
- Series CC	70,000
- Series DD	60,000
- Series EE	60,000
- Series FF	80,000
- Series GG	108,000

Common Stock	3,099,751,185 (including 1,310,485,026 shares held in treasury)
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(Note) The Series W Preferred Stock was redeemed in whole on December 10, 2025.