**Certificate of Approval of a Supplement
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2455**

To:	Finanzmarktaufsicht, Austria
	Financial Services and Markets Authority, Belgium
	Cyprus Securities and Exchange Commission, Cyprus
	Autorité des Marchés Financiers, France
	Bundesanstalt für Finanzdienstleistungsaufsicht, Germany
	Capital Market Commission, Greece
	Commissione Nazionale per le Società e la Borsa, Italy
	Commission de Surveillance du Secteur Financier, Luxembourg
	Autoriteit Financiële Markten, the Netherlands
	Comissâo do Mercado de Valores Mobiliários, Portugal
	Comisión Nacional del Mercado de Valores, Spain
	Financial Conduct Authority, United Kingdom

From:	Central Bank of Ireland

We hereby certify that the Supplement to the Base Prospectus dated 21 December 2015 has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 24 November 2016.

Name of Issuer: Citigroup Inc. (CI)
Citigroup Global Markets Holdings Inc. (CGMH)
Citigroup Global Markets Funding Luxembourg S.C.A (CGMFL)

Registered Office: 399 Park Avenue
New York
New York 10022
United States

388 Greenwich Street,
New York,
New York 10013,
United States

31, Z.A. Bourmicht
L-8070 Bertrange
Grand Duchy of Luxembourg

Type of Securities: Citi U.S.$30,000,000,000 Global Medium Term Note Programme

National Prospectus Identifier: 310250

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):   N/A

Guarantor (if any):   Citigroup Inc (for Notes Issued by CGMH only)
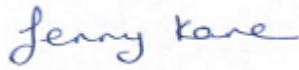Citigroup Global Markets Limited (for Notes issued by CGMFL only)

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information required under the following grounds: Item 13.1 of Annex IV (CGMH and CGMFL)

Signed:

For and on behalf of the: Central Bank of Ireland

Date: 24 November 2016

Attachments: (1) Supplement
                                        (2) Translations