



**Certificate of Approval of a Supplement
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2399**

To: Finanzmarktaufsicht, Austria
Financial Services and Markets Authority, Belgium
Czech National Bank, Czech Republic
Cyprus Securities and Exchange Commission, Cyprus
Finanssivalvonta, Finland
Autorité des Marchés Financiers, France
Capital Market Commission, Greece
Hungarian Financial Supervisory Authority, Hungary
Commissione Nazionale per le Società e la Borsa, Italy
Commission de Surveillance du Secteur Financier,
Luxembourg
Autoriteit Financiële Markten, the Netherlands
Finanstilsynet, Norway
Comissão do Mercado de Valores Mobiliários, Portugal
Comisión Nacional del Mercado de Valores, Spain
Finansinspektionen, Sweden
Financial Conduct Authority, United Kingdom

From: Central Bank of Ireland

We hereby certify that the Supplement to the Base Prospectus dated 4 February 2016 has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 11 August 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, 2nd Floor
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
- Underlying Linked Notes Base Prospectus



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

National Prospectus Identifier: 310560

(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: N/A

Signed: 

For and on behalf of the: Central Bank of Ireland

Date: 11 August 2016

Attachments: (1) Supplement
(2) Translations