



**Certificate of Approval of a Supplement  
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005  
Certificate Reference 2428**

**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 21 October 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



**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 [Item \_ of Annex \_ ] on the following grounds:** N/A

A handwritten signature in blue ink that reads "Jenny Kane".

**Signed:**

**For and on behalf of the:** Central Bank of Ireland

**Date:** 21 October 2016

**Attachments:** (1) Supplement