



Commission de Surveillance
du Secteur Financier

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Finanstilsynet (Denmark)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Autorité des Marchés Financiers (AMF) (France)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finanzmarktaufsicht (FMA) (Austria)
Irish Financial Services Regulatory Authority (IFSRA) (Ireland)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Services Authority (FSA) (United Kingdom)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 11 March 2011.

Name of Issuer(s):

Citigroup Inc.

Registered Office(s)/Seat(s):

New York, United States of America

Type of Securities:

U.S.\$ 110,000,000,000 Programme for the issuance of
Euro Medium-Term Notes, Series B

**References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the
Prospectus was drawn up:**

IV, V, XII

Guarantor(s) (if any):

Not applicable

Attachment(s):

Prospectus
German translation of the summary
Dutch translation of the summary
French translation of the summary
Danish translation of the summary
Spanish translation of the summary
Italian translation of the summary

Ref.: C-10517

Luxembourg, 11 March 2011

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