



*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:

Finanzmarktaufsicht (FMA) (Austria)
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Cyprus Securities & Exchange Commission (CSEC) (Cyprus)
Finanstilsynet (Denmark)
Finanssivalvonta (Finland)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Hellenic Capital Market Commission (CMC) (Greece)
Hungarian Financial Supervisory Authority (PSZAF) (Hungary)
Central Bank of Ireland (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
The Financial Supervisory Authority of Norway (Norway)
Polish Financial Supervision Authority (PFSA) (Poland)
Comissão do Mercado de Valores Mobiliários (CMVM) (Portugal)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)
Czech National Bank (CNB) (The Czech Republic)
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 12 May 2011.

Name of Issuer(s):

Citigroup Funding Inc.

Registered Office(s)/Seat(s):

New York, United States of America

Type of Securities:

U.S.\$30,000,000,000 Global Medium Term Note and Certificate Programme

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

IV, V, VI, XII, XIII

Guarantor(s) (if any):
Citigroup Inc.

Attachment(s):

Prospectus

Czech translation of the summary

German translation of the summary

Greek translation of the summary

Dutch translation of the summary

Danish translation of the summary

French translation of the summary

Hungarian translation of the summary

Italian translation of the summary

Polish translation of the summary

Portuguese translation of the summary

Spanish translation of the summary

Swedish translation of the summary

Ref.: C-10807

Luxembourg, 12 May 2011

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