

**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)  
Autorité des services et marchés financiers (FSMA) (Belgium)  
Finanstilsynet (Denmark)  
Autorité des Marchés Financiers (AMF) (France)  
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)  
Central Bank of Ireland (Ireland)  
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)  
Comisión Nacional del Mercado de Valores (CNMV) (Spain)  
Autoriteit Financiële Markten (AFM) (The Netherlands)  
Financial Conduct Authority (FCA) (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 24 June 2014.

**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, XIII, XX, XXI, XXII, XXX

**Guarantor(s) (if any):**

Not applicable

**Attachment(s):**

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

Ref.: C-16069

Luxembourg, 24 June 2014

Commission de Surveillance du Secteur Financier

