

## Certificate of Approval of a Base Prospectus pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 Certificate Reference 1883

**To:** Finanzmarkaufsicht, Austria

Commission Bancaire et Financière et des Assurances, Belgium

Securities and Exchange Commission, Cyprus Autorité des Marchés Financiers, France Capital Market Commission, Greece

Commissione Nazionale per le Societa e la Borsa, Italy Commission de Surveillance du Secteur Financier,

Luxembourg

Autoriteit Financiële Markten, The Netherlands Comisión Nacional del Mercado de Valores, Spain Financial Conduct Authority, United Kingdom

From: Central Bank of Ireland (Central Bank)

We hereby certify that the Base Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 22 July 2014.

Name of Issuers: Citigroup Inc.

Citigroup Global Markets Funding Luxembourg S.C.A.

**Registered Office:** 399 Park Avenue

New York

New York 10043 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 – Rates Base Prospectus

(references to the annexes of Regulation EC 809/2004 according to which the

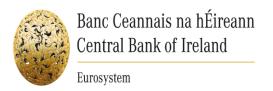
**prospectus was drawn up):** Annexes IV, V, XX, XXI, XXII & XXX (CI)

Annexes IV, V, VI, XII, XX, XXI, XXII and XXX

(CGMFL)

**Guarantor (if any):** Citigroup Global Markets Limited (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: Item 13.1 of Annex IV (CGMFL only)



Signed:

For and on behalf of the: Central Bank of Ireland

D. Monhan

**Date:** 28 July 2014

**Attachments:** (1) Base Prospectus

(2) Translations