



**Certificate of Approval of a Supplement
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2197**

To: Finanzmarktaufsicht, Austria
Financial Services and Markets Authority, Belgium
Securities and Exchange Commission, Cyprus
Autorité des Marchés Financiers, France
Capital Market Commission, Greece
Commissione Nazionale per le Società e la Borsa, Italy
Commission de Surveillance du Secteur Financier, Luxembourg
Autoriteit Financiële Markten, The Netherlands
Comissão do Mercado de Valores Mobiliários, Portugal
Comisión Nacional del Mercado de Valores, Spain
Financial Conduct Authority, United Kingdom

From: Central Bank of Ireland

We hereby certify that the Supplement to the Base Prospectus dated 10 August 2015 has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 11 September 2015.

Name of Issuers: Citigroup Inc.
Citigroup Global Markets Funding Luxembourg S.C.A.

Registered Office: 399 Park Avenue
New York
New York 10022
United States

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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): N/A

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: N/A

Signed: _____
For and on behalf of the: Central Bank of Ireland

Date: 11 September 2015

Attachments: (1) Supplement
(2) Translations