

## Certificate of Approval of a Base Prospectus pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 **Certificate Reference 2273**

Finanzmarktaufsicht, Austria To:

> Financial Services and Markets Authority, Belgium Cyprus Securities and Exchange Commission, Cyprus

Autorité des Marchés Financiers, France

Bundesanstalt für Finanzdienstleistungsaufsicht, Germany

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 Base Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 21 December 2015.

Name of Issuer: Citigroup Inc. (CI)

Citigroup Global Markets Holdings Inc. (CGMH)

Citigroup Global Markets Funding Luxembourg S.C.A (CGMFL)

**Registered Office:** 399 Park Avenue

New York

New York 10022 **United States** 

388 Greenwich Street.

New York.

New York 10013, 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

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):

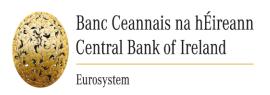
Annexes IV, V, XX, XXI, XXII and XXX (CI)

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

(CGMH)

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

(CGMFL)



**Guarantor (if any):** Citigroup Inc (for Notes Issued by CGMH only)

Citigroup Global Markets Limited (for Notes issued by 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 the following grounds: Item 13.1 of Annex IV (CGMFL and CGMH)

May Leena

Signed:

For and on behalf of the: Central Bank of Ireland

Date: 21 December 2015

**Attachments:** (1) Base Prospectus

(2) Translations