



**Certificate of Approval of a Supplement
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2116**

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
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 22 July 2014 has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 27 May 2015.

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


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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: 27 May 2015

Attachments: (1) Supplement
(2) Translations