



**Certificate of Approval of a Supplement
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2117**

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

From: Central Bank of Ireland

We hereby certify that the Supplement to the Base Prospectus dated 25 September 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 Issuer: Citigroup Inc. (CI)
Citigroup Global Markets Funding Luxembourg S.C.A (CGMFL)

Registered Office: Principal 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
– Underlying Linked Notes 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 (for Notes issued by CGMFL only)



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

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: N/A

A handwritten signature in blue ink, appearing to read "Ray Keene", written over a horizontal line.

Signed:

For and on behalf of the: Central Bank of Ireland

Date: 27 May 2015

Attachments: (1) Supplement
(2) Translations