



**Certificate of Approval of a Base Prospectus
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2464**

To: Finanzmarktaufsicht, Austria
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 15 December 2016.

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

National Prospectus Identifier: 313329



(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)

Signed:

For and on behalf of the: Central Bank of Ireland

Date: 15 December 2016

Attachments: (1) Base Prospectus
(2) Translations