

Certificate of Approval of a Base Prospectus pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 Certificate Reference 2490

To: Finanzmarktaufsicht, Austria

Financial Services and Markets Authority, Belgium

Czech National Bank, Czech Republic

Cyprus 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 Secteur 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 Base Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 03 February 2017.

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, 2nd Floor

New York

New York 10022 United States

388 Greenwich Street,

New York,

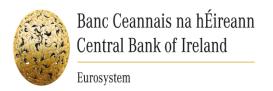
New York 10013, United States

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

- Underlying Linked Notes Base Prospectus



National Prospectus Identifier: 313630

(references to the annexes of Regulation EC 809/2004 according to which the

prospectus was drawn up): IV, V, VI, XII, XX, XXI, XXII and XXX

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)

Jenny Kare

Signed:

For and on behalf of the: Central Bank of Ireland

Date: 03 February 2017

Attachments: (1) Base Prospectus

(2) Translations