



**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)

Signed: 

For and on behalf of the: Central Bank of Ireland

Date: 03 February 2017

Attachments: (1) Base Prospectus
(2) Translations