



**Certificate of Approval of a Base Prospectus
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 3152**

To: Finanzmarktaufsicht, Austria
Financial Services and Markets Authority, Belgium
Securities and Exchange Commission, Republic of Cyprus
Czech National Bank, Czech Republic
Finanstilsynet, Denmark
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
Komisja Nadzoru Finansowego, Poland
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 19 July 2019.

Name of Issuer: Citigroup Global Markets Funding Luxembourg S.C.A.
Citigroup Global Markets Holdings Inc..
Citigroup Inc.

Registered Office: **CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.**
31, Z.A. Bourmicht
L-8070 Bertrange
Grand Duchy of Luxembourg

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
388 Greenwich Street
New York, New York 10013
United States

CITIGROUP INC.
399 Park Avenue
New York, New York 10022
United States

Type of Securities: Citi U.S.\$60,000,000,000 Global Medium Term Note Programme



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

National Prospectus Identifier: JOB20006352

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up): IV, V, VI, XII, XX(XII), XXI, XXII, XXX

Guarantor(if Any): CITIGROUP GLOBAL MARKETS LIMITED
CITIGROUP INC.

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: Annex IV.13.1

Signed:

A handwritten signature in blue ink, appearing to read 'Ma Walle', written over a horizontal line.

For and on behalf of the: Central Bank of Ireland

Date: 22 July 2019

Attachments:
1. Base Prospectus
2. Translations