

**Certificate of Approval of a Base Prospectus
pursuant to Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council
Certificate Reference C-024932-1**

To:

Finanzmarktaufsicht (FMA) (Austria)
Financial Services and Markets Authority (FSMA) (Belgium)
Finanstilsynet (Denmark)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Central Bank of Ireland (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Autoriteit Financiële Markten (AFM) (The Netherlands)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Base Prospectus detailed below has been drawn up pursuant to Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council and was approved by us on 21 April 2020.

Name of Issuer(s):

Citigroup Inc.

LEI:

6SHGI4ZSSLCXXQSBB395

Registered Office(s):

New York, United States of America

Type of Securities (if applicable):

U.S.\$110,000,000,000
Programme for the issuance of
Euro Medium-Term Notes, Series C

National Prospectus Identifier: C-024932

(References to the annexes of Regulation 2019/980 used):

6, 14, 22, 28

Name of the Guarantor(s) (if any):

Not applicable

LEI of the Guarantor(s) (if any):

Not applicable

Attachment(s):

1) Base Prospectus

Luxembourg, 21 April 2020

For and on behalf of the Commission de Surveillance
du Secteur Financier

Signed: