

**CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.1) dated 28 October 2015  
and CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.2) dated 28 October 2015**



**CITIGROUP INC.**  
**(incorporated in Delaware)**

and

**CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.**  
**(incorporated as a corporate partnership limited by shares (société en commandite par actions)  
under Luxembourg law and registered with the Register of Trade and Companies of  
Luxembourg under number B 169199)**

**each an issuer under the  
Citi U.S.\$30,000,000,000 Global Medium Term Note Programme**

**Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be  
unconditionally and irrevocably guaranteed by  
CITIGROUP GLOBAL MARKETS LIMITED  
(incorporated in England and Wales)**

This base prospectus supplement (the **Citigroup Inc. Rates Base Prospectus Supplement (No.1)**) constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the **Irish Prospectus Regulations**) and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 10 August 2015, prepared by Citigroup Inc. (the **Citigroup Inc. Rates Base Prospectus**) with respect to the Citi U.S.\$30,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the **CGMFL Rates Base Prospectus Supplement (No.2)**) and, together with the Citigroup Inc. Rates Base Prospectus Supplement (No.1), the **Supplement**) also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 10 August 2015 (the **CGMFL Rates Base Prospectus 2015**), as supplemented by a CGMFL Rates Base Prospectus Supplement (No.1) dated 11 September 2015 (the **CGMFL Rates Base Prospectus Supplement (No.1)**), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. (**CGMFL**) and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the **CGMFL Rates Base Prospectus 2015** and the **CGMFL Rates Base Prospectus Supplement (No.1)**, together the **CGMFL Rates Base Prospectus** and, together with the Citigroup Inc. Rates Base Prospectus, the **Base Prospectus**) with respect to the Programme.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

Application has been made to the Irish Stock Exchange for the approval of the Citigroup Inc. Rates Base Prospectus Supplement (No.1) and the CGMFL Rates Base Prospectus Supplement (No.2) as Base Listing Particulars Supplements (the **Citigroup Inc. Rates Base Listing Particulars Supplement (No.1)** and the **CGMFL Rates Base Listing Particulars Supplement (No.2)**, respectively, and together, the **Base Listing Particulars Supplement**). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Rates Base Prospectus Supplement (No.1)" and "CGMFL Rates Base Prospectus Supplement (No.2)" shall be construed to be to "Base Listing

Particulars Supplement", "Citigroup Inc. Rates Base Listing Particulars Supplement (No.1)" and "CGMFL Rates Base Listing Particulars Supplement (No.2)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Rates Base Prospectus*" below). To the best of the knowledge of Citigroup Inc. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the CGMFL Rates Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each of CGMFL and the CGMFL Guarantor accept responsibility for the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. Rates Base Prospectus*" below). To the best of the knowledge of CGMFL and the CGMFL Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding the paragraphs set out under the heading "*Information relating to the Citigroup Inc. Rates Base Prospectus*" below) is in accordance with the facts and does not omit anything likely to affect the import of such information.

## Information relating to the Citigroup Inc. Rates Base Prospectus

*Publication of the Form 8-K of Citigroup Inc. on 15 October 2015*

On 15 October 2015, Citigroup Inc. (as an Issuer under the Programme) filed a Current Report on Form 8-K (the **Citigroup Inc. Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2015. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange plc and the *Commission de Surveillance du Secteur Financier* and has been published on the website of the Luxembourg Stock Exchange ([https://www.bourse.lu/Bourse/application?\\_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslijDgNa7LKN2ICEklQUsQds3ICsSe0eNUeN9SybQ4V77av+8R/M5W0At2jStnuB4jvmhCGLcOFLqHI3FVSDhBfM=&so\\_timeout=0](https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslijDgNa7LKN2ICEklQUsQds3ICsSe0eNUeN9SybQ4V77av+8R/M5W0At2jStnuB4jvmhCGLcOFLqHI3FVSDhBfM=&so_timeout=0)). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Form 8-K as set out below.

	<b>Page(s)</b>
(a) Press Release, dated 15 October 2015, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-21
(b) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2015.	Exhibit Number 99.2 on pages 22-77

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Form 8-K is given for information purposes only.

### *General*

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates Base Prospectus.

Copies of the Citigroup Inc. Rates Base Prospectus, this Supplement and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the Paying Agents and on the website specified for each such document in the Citigroup Inc. Rates Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Citigroup Inc. Rates Base Prospectus by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Rates Base Prospectus, the statements in (a) above will prevail.

### *Withdrawal rights*

No non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the Citigroup Inc. Rates Base Prospectus Supplement (No.1).

## Information relating to the CGMFL Rates Base Prospectus

*Publication of the Form 8-K of Citigroup Inc. on 15 October 2015*

On 15 October 2015, Citigroup Inc. filed a Current Report on Form 8-K (the **Citigroup Inc. Form 8-K**) with the Securities and Exchange Commission of the United States (the **SEC**) in connection with the publication of its Quarterly Financial Data Supplement for the quarter ended 30 September 2015. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange plc and the *Commission de Surveillance du Secteur Financier* and has been published on the website of the Luxembourg Stock Exchange ([https://www.bourse.lu/Bourse/application?\\_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslijDgNa7LKN2ICEklQUsQds3ICsSe0eNUeN9SybQ4V77av+8R/M5W0At2jStnuB4jvmhCGLcOF LqHI3FVSDhBfM=&so\\_timeout=0](https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=089yK+J0/8sNJytj8/oslijDgNa7LKN2ICEklQUsQds3ICsSe0eNUeN9SybQ4V77av+8R/M5W0At2jStnuB4jvmhCGLcOF LqHI3FVSDhBfM=&so_timeout=0)). By virtue of this Supplement, the Citigroup Inc. Form 8-K is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus 2015.

The following information appears on the page(s) of the Citigroup Inc. Form 8-K as set out below.

	<b>Page(s)</b>
(c) Press Release, dated 15 October 2015, issued by Citigroup Inc.	Exhibit Number 99.1 on pages 5-21
(d) Citigroup Inc. Quarterly Financial Data Supplement for the quarter ended 30 September 2015.	Exhibit Number 99.2 on pages 22-77

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Form 8-K is given for information purposes only.

### *General*

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL Rates Base Prospectus since the publication of the CGMFL Rates Base Prospectus Supplement (No.1).

Copies of the CGMFL Rates Base Prospectus 2015, the CGMFL Rates Base Prospectus Supplement (No.1), this Supplement and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2015 will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the Paying Agents and on the website specified for each such document in the CGMFL Rates Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the CGMFL Rates Base Prospectus 2015 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2015 the statements in (a) above will prevail.

### *Withdrawal rights*

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMFL Rates Base Prospectus Supplement (No.2).