



CITIGROUP INC.
(incorporated in Delaware)

the issuer under the
Citi U.S.\$10,000,000,000 Global Structured Note Programme

This base prospectus supplement (the **Supplement**) 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 Structured Note Programme Base Prospectus dated 17 July 2014 (the "**Citigroup Inc. Structured Note Programme Base Prospectus**") as supplemented by a Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.1) dated 15 September 2014 (the "**Citigroup Inc. Structured Note Programme Base Prospectus Supplement (No.1)**"), in each case, as prepared by Citigroup Inc. (**Citigroup Inc.**) (the **Base Prospectus**) with respect to the Citi U.S.\$10,000,000,000 Global Structured Note 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. Structured Note Programme Base Prospectus Supplement (No.2)** as a Base Listing Particulars Supplement (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" shall be construed to be to "Base Listing Particulars Supplement".

Citigroup Inc. accepts responsibility for the information contained in this Supplement. 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 is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information relating to the Base Prospectus

Publication of the Q3 Form 10-Q of Citigroup Inc. on 30 October 2014

1. On 30 October 2014, Citigroup Inc. (an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. Q3 Form 10-Q**") for the three and nine months ended 30 September 2014 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. Q3 Form 10-Q has been filed with the Central Bank, the Irish Stock Exchange plc (the "**Irish Stock Exchange**") and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of Citigroup Inc. (<http://www.citigroup.com/citi/investor/data/q1403c.pdf?ieNocache=656>). By virtue of this Supplement, the Citigroup Inc. Q3 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Global Structure Note Programme Base Prospectus.

2. The following information appears on the page(s) of the Citigroup Inc. Q3 Form 10-Q as set out below:

1. **Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2014, as set out in the Citigroup Inc. Q3 Form 10-Q:**

	Page(s)
(a) Consolidated Statement of Income	104 - 105
(b) Consolidated Balance Sheet	107 - 108
(c) Consolidated Statements of Changes in Stockholders' Equity	109
(d) Consolidated Statement of Cash Flows	110 - 111
(e) Notes and Accounting Policies	112 - 241

2. **Other information relating to Citigroup Inc., as set out in the Citigroup Inc. Q3 Form 10-Q:**

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	2 - 10, 29 - 93
(b) Description of the principal markets in which Citigroup Inc. competes	11 - 28
(c) Description of the principal investments of Citigroup Inc.	133 - 143
(d) Description of trends and events affecting Citigroup Inc.	2 - 28, 99 - 101
(e) Description of litigation involving Citigroup Inc.	238 - 240
(f) Risk Management	49 - 93

3. Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q3 Form 10-Q is additional information given for information purposes only.

4. *Publication of the Form 8-K of Citigroup Inc. on 12 November 2014*

5. On 12 November 2014, Citigroup Inc. (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 an announcement that it had entered into settlements with the U.K. Financial Conduct Authority, the office of the U.S. Comptroller of the Currency and the U.S. Commodity Futures Trading Commission to settle on-going investigations into Citi's foreign exchange business. A copy of the Citigroup Inc. Form 8-K has been filed with the Central Bank, the Irish Stock Exchange and the CSSF and has been published on the website of the Luxembourg Stock Exchange (https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=G1vU4RTTewbZVa39Nk5Zg92IK0vS2RSKeRH5Sj0NYDc6oZ5vL8vX+37jqfKw460QcW6jhg1FDaKIAM0BbUgQQPXYUv79A96yfWX61jf4Guo=&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. Structured Note Programme Base Prospectus.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2014 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2013 (the date of Citigroup Inc.'s most recently published audited financial statements).

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 Base Prospectus since the publication of the Citigroup Inc. Structured Note Programme Base Prospectus .

Copies of the Base Prospectus, and this Supplement and all documents incorporated by reference in the Base Prospectus will be available, for so long as the Programme remains in effect or any Notes remain outstanding, for inspection in electronic form 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 Base Prospectus and this Supplement.

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