



CITIGROUP FUNDING INC.
(incorporated under the laws of the State Delaware)

and

CITIGROUP INC.
(incorporated under the laws of the State Delaware)

each an issuer under the
CITI U.S.\$10,000,000,000 Global Structured Note Programme

Notes issued by Citigroup Funding Inc. will be unconditionally and irrevocably guaranteed by
CITIGROUP INC.
(incorporated under the laws of the State Delaware)

This base prospectus supplement (the **Supplement**) constitutes a Supplement for the purposes of Article 16 of Directive 2003/71/EC (the **Prospectus Directive**), as amended. This Supplement is supplemental to and must be read in conjunction with the Base Prospectus dated 25 June 2012 (the **Base Prospectus**) prepared by Citigroup Funding Inc. (**CFI**) and Citigroup Inc. (**Citigroup**) (each an **Issuer**) with respect to the Citi U.S.\$10,000,000,000 Global Structured Note Programme (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 the Base Prospectus as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

CFI and Citigroup accept responsibility for the information contained in this Supplement and to the best of the knowledge of CFI and Citigroup (each 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.

Announcement of merger of CFI into Citigroup

With effect on and from 11.58 p.m. (New York time) on 31 December 2012 (the **Merger Effective Time**) CFI will be merged with and into Citigroup and Citigroup will be the surviving corporation.

CFI is a wholly-owned direct subsidiary of Citigroup, which issues commercial paper and medium-term notes, all of which are guaranteed by Citigroup. Citigroup is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. The merger is part of an ongoing corporate simplification process to centralise the debt issuance platforms of Citigroup and its subsidiaries.

CFI and Citigroup are both corporations incorporated in Delaware, United States. The merger will be effected in accordance with the General Corporation Law of the State of Delaware. The board of directors of Citigroup has passed a resolution dated 18 June 2012 authorising the merger and Citigroup (as sole shareholder of CFI) has provided its consent. Pursuant to such authorisation, the merger will become effective at the time (which will be the Merger Effective Time) specified in a Certificate of Ownership and Merger which will be filed with the office of the Secretary of State of Delaware prior to the Merger Effective

Time. Therefore, with effect at and after the Merger Effective Time, CFI will cease to be an Issuer under the Programme and, accordingly, all references in the Base Prospectus to Citigroup Funding Inc., "CFI" and Citigroup in its capacity as "CFI Guarantor" only shall be disregarded.

Changes to Notice Period for substitution in respect of Securities issued by CFI

Further to the above, in respect of all Notes issued under the Programme after the date hereof, Condition 11(b)(F) shall be amended by the insertion of the following after the words "30 days' prior notice" in the first and second lines thereof: "(in relation to Notes issued by Citigroup Inc.) or 7 days' prior notice (in relation to Notes issued by CFI)", and the Agency Agreement in respect of the Notes shall be construed accordingly.

Outstanding Securities issued by CFI

Citigroup will be substituted for CFI as Issuer in respect of all Securities issued by CFI which are outstanding immediately prior to 11.58 p.m. (New York time) on 31 December 2012 pursuant to the terms thereof and holders of such Securities will be notified of such substitution prior to the Merger Effective Time. Other than as set out herein, no other change will be made to the Conditions of any such outstanding Security.

Resignation of Vikram Pandit and John Havens from the board of directors of Citigroup and appointment of Michael L. Corbat

On 16 October 2012, Citigroup issued a press release announcing that Vikram Pandit resigned as Chief Executive Officer and as a member of the Board of Directors of Citigroup and that John Havens resigned as President and Chief Operating Officer of Citigroup and as Chief Executive Officer of the Institutional Clients Group of Citigroup. These resignations occurred after the close of business on 15 October 2012. In connection with the departure of Mr. Pandit, the Board appointed Michael L. Corbat, as of 15 October 2012, as the new Chief Executive Officer of Citigroup and a member of the Board of Directors. The section of the Base Prospectus headed "Directors and Executive Officers of Citigroup Inc." in the "Description of Citigroup Inc" on page 177 of the Base Prospectus shall be deemed amended accordingly.

General

Save as disclosed in this Supplement, 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 Base Prospectus.

Copies of this Supplement will be available (i) free of charge during normal business hours from the specified office of the Paying Agents in London or the specified office of Arthur Cox Listing Services Limited as the Irish Listing Agent at Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland; and (ii) on the website of the Central Bank at www.centralbank.ie.

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 incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Withdrawal rights

As there are no non-exempt offers of Notes to the public being made pursuant to the Programme, no rights of withdrawal arise pursuant to Article 52 of the Prospectus (Directive 2003/71/EC) Regulations 2005 (S.I. No. 324 of 2005) (as amended) following publication of this Supplement.

28 November 2012