

**CITIGROUP INC. UNDERLYING LINKED NOTES BASE PROSPECTUS SUPPLEMENT (No.1)  
dated 6 August 2013 and CGMFL UNDERLYING LINKED NOTES BASE PROSPECTUS  
SUPPLEMENT (No.1) dated 6 August 2013**



**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 B169 199)**

**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 **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 Underlying Linked Notes Base Prospectus dated 26 June 2013 prepared by Citigroup Inc. (**Citigroup Inc.**) (the **Citigroup Inc. Underlying Linked Notes Base Prospectus**) and the Underlying Linked Notes Base Prospectus dated 26 June 2013 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 Underlying Linked Notes Base Prospectus** and, together with the Citigroup Inc. Underlying Linked Notes Base Prospectus, the **Base Prospectus**) with respect to the Citi U.S.\$30,000,000,000 Global Medium Term 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. Underlying Linked Notes Base Prospectus Supplement and the CGMFL Underlying Linked Notes Base Prospectus Supplement as a Base Listing Particulars Supplement (the **Citigroup Inc. Base Listing Particulars Supplement** and the **CGMFL Base Listing Particulars Supplement**, 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 "Base Prospectus Supplement", "Citigroup Inc. Base Prospectus Supplement" and "CGMFL Base Prospectus Supplement" shall be construed to be to "Base Listing Particulars Supplement", "Citigroup Inc. Listing Particulars Supplement" and "CGMFL Listing Particulars Supplement", 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 Underlying Linked Notes 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 Underlying Linked Notes 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. Underlying Linked Notes 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. Underlying Linked Notes 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. Underlying Linked Notes Base Prospectus**

*Publication of the Q2 Form 10-Q of Citigroup Inc. on 2 August 2013*

On 2 August 2013, Citigroup Inc. (an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q2 Form 10-Q**) for the three and six months ended 30 June 2013 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q2 Form 10-Q has been filed with the Commission de Surveillance du Secteur Financier (the **CSSF**) and has been published on the website of the Luxembourg Stock Exchange ([https://www.bourse.lu/Bourse/application?\\_flowId=DownloadOAMGEDFlow&v=z/++Edz7f+o4lgGTsQ+Xl27T7pX5t7DDL1dfaVb9IHnN5I7w2vZGRtycvafFmH4ejfRQGn5Hwm8YJBi44xK8ppqoUg8yuIlmarbaHuxwHIU=&so\\_timeout=0](https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=z/++Edz7f+o4lgGTsQ+Xl27T7pX5t7DDL1dfaVb9IHnN5I7w2vZGRtycvafFmH4ejfRQGn5Hwm8YJBi44xK8ppqoUg8yuIlmarbaHuxwHIU=&so_timeout=0)). By virtue of this Supplement, the Citigroup Inc. Q2 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Q2 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and six months ended 30 June 2013, as set out in the Citigroup Inc. Q2 Form 10-Q:

	<b>Page(s)</b>
(a) Consolidated Statement of Income	109-110
(b) Consolidated Balance Sheet	111-112
(c) Consolidated Statements of Changes in Stockholders' Equity	113
(d) Consolidated Statement of Cash Flows	114
(e) Notes and Accounting Policies	115-240

2. Other information relating to Citigroup Inc., as set out in the Q2 Form 10-Q:

	<b>Page(s)</b>
(a) Description of the principal activities of Citigroup Inc.	3, 11-34
(b) Description of the principal markets in which Citigroup Inc. competes	4

(c)	Description of the principal investments of Citigroup Inc.	134-144
(d)	Description of trends and events affecting Citigroup Inc.	5-7
(e)	Description of litigation involving Citigroup Inc.	238-241
(f)	Risk Management	54-100

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q2 Form 10-Q is additional information given for information purposes only.

#### *Description of Citigroup Inc.*

The section entitled "Description of Citigroup Inc." set out on pages D-2 to D-6 (inclusive) of the Citigroup Inc. Underlying Linked Notes Base Prospectus shall be deleted and replaced by the information set out in Annex 1 attached hereto.

#### *Terms and Conditions of the Notes*

The following amendments shall be made to the Terms and Conditions of the Notes:

The incorrect numbering of "Condition 2(j)" in Condition 6(a) of the Underlying Schedule 13 (Rate Conditions) shall be corrected and replaced by "Condition 2(k)".

The incorrect numbering of Condition "1.2 Redemption Amount or Entitlement deliverable on the Maturity Date" in the Valuation and Settlement Schedule shall be corrected and replaced by "1.6 Redemption Amount or Entitlement deliverable on the Maturity Date".

#### *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. Underlying Linked Notes Base Prospectus or since the publication of the Citigroup Inc. Underlying Linked Notes Base Prospectus.

Copies of the Base Prospectus, this Supplement and all documents incorporated by reference in the Citigroup Inc. Underlying Linked Notes 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 of the CBI.

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. Underlying Linked Notes Base Prospectus by this Supplement and (b) any statement in the Citigroup Inc. Underlying Linked Notes Base Prospectus or incorporated by reference into the Citigroup Inc. Underlying Linked Notes Base Prospectus, the statements in (a) above will prevail.

#### *Withdrawal rights*

Filing of the Citigroup Inc. Q2 Form 10-Q occurred prior to the admission to trading on the regulated market of the Irish Stock Exchange of certain non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Underlying Linked Notes Base Prospectus and, consequently, in accordance with regulation 52 of the Irish Prospectus Regulations, investors who had already agreed to

purchase or subscribe for such Notes before this Supplement was published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. The final date of such right of withdrawal is 8 August 2013. Notwithstanding that the Issue Date of the relevant Notes is 8 August 2013, no Notes shall be distributed to investors until 9 August 2013, being after the expiry date of the period during which investors can exercise such withdrawal right.

### **Information relating to the CGMFL Underlying Linked Notes Base Prospectus**

#### *Publication of the Q2 Form 10-Q of Citigroup Inc. on 2 August 2013*

On 2 August 2013, Citigroup Inc. (as Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the **Citigroup Inc. Q2 Form 10-Q**) for the three and six months ended 30 June 2013 with the Securities and Exchange Commission of the United States (the **SEC**). A copy of the Citigroup Inc. Q2 Form 10-Q has been filed with the Commission de Surveillance du Secteur Financier (the **CSSF**) and has been published on the website of the Luxembourg Stock Exchange ([https://www.bourse.lu/Bourse/application?\\_flowId=DownloadOAMGEDFlow&v=z/++Edz7f+o41gGTsQ+X127T7pX5t7DDL1dfaVb9IHnN5I7w2vZGRtycvafFmH4ejfRQGn5Hwm8YJBi44xK8ppqoUg8yuIlmarbaHuxwHIU=&so\\_timeout=0](https://www.bourse.lu/Bourse/application?_flowId=DownloadOAMGEDFlow&v=z/++Edz7f+o41gGTsQ+X127T7pX5t7DDL1dfaVb9IHnN5I7w2vZGRtycvafFmH4ejfRQGn5Hwm8YJBi44xK8ppqoUg8yuIlmarbaHuxwHIU=&so_timeout=0)). By virtue of this Supplement, the Citigroup Inc. Q2 Form 10-Q incorporated by reference in, and forms part of, the CGMFL Underlying Linked Notes Base Prospectus.

The following information appears on the page(s) of the Citigroup Inc. Q2 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and six months ended 30 June 2013, as set out in the Citigroup Inc. Q2 Form 10-Q:

	<b>Page(s)</b>
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2. Other information relating to Citigroup Inc., as set out in the Q2 Form 10-Q:

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(e)	Description of litigation involving Citigroup Inc.	238-241
(f)	Risk Management	54-100

Any information not listed in the cross-reference list above but included in the Citigroup Inc. Q2 Form 10-Q is additional information 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 Underlying Linked Notes Base Prospectus or since the publication of the CGMFL Underlying Linked Notes Base Prospectus.

Copies of the CGMFL Underlying Linked Notes Base Prospectus, this Supplement and all documents incorporated by reference in the CGMFL Underlying Linked Notes Base Prospectus will be available (i) without charge from the registered office of CGMFL, being the address set out at the end of the CGMFL Underlying Linked Notes Base Prospectus, and from the specified office of any Paying Agent or the specified office of Arthur Cox Listing Services Limited as the Irish listing agent in Ireland at Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland; and (ii) on the website of the Irish Stock Exchange at [www.ise.ie](http://www.ise.ie).

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

6 August 2013

## ANNEX 1

### DESCRIPTION OF CITIGROUP INC.

Citigroup Inc. (**Citi**, the **Company**, or **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. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. Citigroup Inc. is a bank holding company within the meaning of the U.S. Bank Holding Company Act of 1956 registered with, and subject to examination by, the Board of Governors of the Federal Reserve System (the **Federal Reserve**). Some of Citi's subsidiaries are subject to supervision and examination by their respective federal and state authorities. At 30 June 2013, Citigroup Inc. had approximately 253,000 full-time employees worldwide.

Citigroup Inc.'s objects and purpose is to "engage in any lawful act or activity for which a corporation may be organised under the General Corporation Law of Delaware", as stated in Article THIRD of Citi's Restated Certificate of Incorporation. Citigroup Inc. operates, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citi's Global Consumer Banking businesses (which consists of Regional Consumer Banking in North America, Europe, the Middle East and Africa, Asia, and Latin America) and the Institutional Clients Group (Securities and Banking, including the Private Bank, and Transaction Services); and Citi Holdings, which consists of Brokerage and Asset Management, Local Consumer Lending, and a Special Asset Pool. There is also a third segment, Corporate/Other.

Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries. Citigroup Inc. may augment its capital through issuances of common stock, perpetual preferred stock and equity issued through awards under employee benefit plans, among other issuances. Citigroup Inc. has also augmented its regulatory capital through the issuance of debt underlying trust preferred securities, although the treatment of such instruments as regulatory capital will be phased out under Basel III and the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Citigroup Inc.'s subsidiaries that operate in the banking and securities businesses can only pay dividends if they are in compliance with the applicable regulatory requirements imposed on them by federal and state bank regulatory authorities and securities regulators in the United States. Citigroup Inc.'s ability to pay regular quarterly cash dividends of more than \$0.01 per share, or to redeem or repurchase equity securities or trust preferred securities is currently restricted (which restriction may be waived) due to its agreements with certain U.S. government entities, generally for so long as the U.S. government continues to hold any of Citigroup Inc.'s trust preferred securities acquired in connection with the exchange offers consummated in 2009. Citigroup Inc.'s subsidiaries may be party to credit agreements that also may restrict their ability to pay dividends. Citigroup Inc. currently believes that none of these regulatory or contractual restrictions on the ability of its subsidiaries to pay dividends will affect Citigroup Inc.'s ability to service its own debt. Citigroup Inc. must also maintain the required capital levels of a bank holding company before it may pay dividends on its stock.

Under the regulations of the Federal Reserve, a bank holding company is expected to act as a source of financial strength for its subsidiary banks. As a result of this regulatory policy, the Federal Reserve might require Citigroup Inc. to commit resources to its subsidiary banks when doing so is not otherwise in the interests of Citigroup Inc. or its shareholders or creditors.

The principal offices for Citigroup Inc. are located at 399 Park Avenue, New York, NY 10043, and its telephone number is + 1 212 559-1000. Citigroup Inc. was established as a corporation incorporated in Delaware on 8 March 1988, registered at the Delaware Division of Corporations with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. Citi's authorised capital stock consists of 6 billion shares of common stock and 30 million shares of preferred stock. As at 30 June 2013, there were approximately 3.0 billion fully paid common stock shares outstanding and approximately 171,720 preferred shares outstanding. A common stock share carries one vote, and no pre-emptive or other subscription rights or conversion rights. A preferred stock share carries no general voting rights.

No shareholder, or associated group of shareholders acting together, owns enough shares of Citigroup Inc.'s common stock to directly or indirectly exercise control over Citi.

## **DIRECTORS AND EXECUTIVE OFFICERS OF CITIGROUP INC.**

The members of the board of directors of Citigroup Inc. are:

<b>Board of Directors</b>	<b>Title</b>	<b>Main duties outside Citigroup Inc.</b>
Robert L. Joss		Philip H. Knight Professor and Dean Emeritus, Stanford University Graduate School of Business.
Michael E. O'Neill	Chairman	–
Michael L. Corbat	CEO	–
Judith Rodin		President, Rockefeller Foundation.
Robert L. Ryan		Chief Financial Officer, Retired, Medtronic Inc.
Anthony M. Santomero		Former President, Federal Reserve Bank of Philadelphia.
Diana L. Taylor		Managing Director, Wolfensohn Fund Management, L.P.
William S. Thompson, Jr.		CEO, Retired, Pacific Investment Management Company (PIMCO).
Ernesto Zedillo Ponce de Leon		Director, Center for the Study of Globalization and Professor in the Field of International Economics and Politics, Yale University
Franz B. Humer		Chairman, Roche Holding Ltd.
Joan E. Spero		Senior Research Scholar, Columbia University School of International and Public Affairs
Gary M. Reiner		Operating Partner, General Atlantic LLC
James S. Turley		Former Chairman and CEO, Ernst & Young

The executive officers of Citigroup Inc. are: Francisco Aristeguieta, Stephen Bird, Don Callahan, Michael L. Corbat, James C. Cowles, James A. Forese, John C. Gerspach, Brian Leach, Paul McKinnon, Eugene M. McQuade, Manuel Medina-Mora, William J. Mills, Jeffrey R. Walsh and Rohan Weerasinghe.

The business address of each director and executive officer of Citigroup Inc. in such capacities is 399 Park Avenue, New York, New York 10043.

There are no potential conflicts of interest existing between any duties owed to Citigroup Inc. by its senior management listed above and their private interests and/or other duties.

Citigroup Inc. is in compliance with the laws and regulations of the United States relating to corporate governance.

## Committees of the Board of Directors

The standing committees of Citi's board of directors are:

*The audit committee consisting of Anthony M Santomero (Chair), Michael E. O'Neill, Robert L. Ryan, Joan Spero and James S. Turley, which assists the board in general fulfilling its oversight responsibility relating to (i) the integrity of Citi's consolidated financial statements and financial reporting process and Citi's systems of internal accounting and financial controls, (ii) the performance of the internal audit function, (iii) the annual independent integrated audit of Citi's consolidated financial statements and effectiveness of Citi's internal control over financial reporting, the engagement of the independent registered public accounting firm (**Independent Auditors**) and the evaluation of the Independent Auditors' qualifications, independence and performance, (iv) policy standards and guidelines for risk assessment and risk management, (v) the compliance by Citi with legal and regulatory requirements, including Citi's disclosure controls and procedures, and (vi) the fulfilment of the other responsibilities set out in its charter, as adopted by the board.*

*The nomination, governance and public affairs committee consisting of Diana L. Taylor (Chair), Judith Rodin, William S. Thompson, Jr. and Ernesto Zedillo Ponce de Leon, which is responsible for (i) identifying individuals qualified to become board members and recommending to the board the director nominees for the next annual meeting of stockholders, (ii) leading the board in its annual review of the board's performance, (iii) recommending to the board directors for each committee for appointment by the board (iv) reviewing Citi's policies and programmes that relate to public issues of significance to Citi and to the public at large and (v) reviewing Citi's relationships with external constituencies and issues that impact Citi's reputation, and advising management as to its approach to each.*

*The personnel and compensation committee consisting of Michael E. O'Neill (Chair), Judith Rodin, Diana L. Taylor and William S. Thompson, Jr., which is responsible for determining the compensation for the CEO, and approving the compensation structure for executive officers, other members of senior management and certain highly compensated employees in accordance with guidelines established by the committee from time to time. The committee annually reviews and discusses the Compensation Discussion and Analysis with management.*

The committee meets periodically with Citi's senior risk officers to discuss the risk attributes of Citi's incentive compensation programmes so that such programmes do not encourage excessive risk taking. In consultation with the CEO, the committee regularly reviews Citi's talent development process to ensure it is effectively managed and to identify opportunities, performance gaps and next steps as part of Citi's executive succession planning and development process. The committee is also charged with annually reviewing Citi's performance toward meeting its goals on employee diversity.

*The risk management and finance committee consisting of William S. Thompson, Jr. (Chair), Franz B. Humer, Robert L. Joss, Anthony M. Santomero and Ernesto Zedillo Ponce de Leon, which has the primary responsibility for (1) oversight of Citigroup's risk management framework, including the significant policies, procedures and practices used in managing credit, market, operational and certain other risks and (2) oversight of Citigroup's policies and practices relating to Treasury matters, including capital, liquidity and financing, as well as to merger, acquisition, and divestiture activity (M&A). The committee reports to the board regarding Citigroup's risk profile, as well as its risk management framework, including the significant policies, procedures, and practices employed to manage risks in Citigroup's businesses, as well as the overall adequacy of the Risk Management function. The committee's role is one of oversight, recognizing that management is responsible for executing Citigroup Inc.'s risk management, Treasury and M&A policies.*



## SELECTED FINANCIAL INFORMATION RELATING TO CITIGROUP INC.

The following table sets out in summary form selected financial information for Citigroup Inc. and its consolidated subsidiaries. Such information is derived from the consolidated financial statements of Citigroup Inc. contained in the Citigroup Inc. 2012 Form 10-K as filed with the SEC on 1 March 2013.

	<b>At or for the year ended 31 December</b>		
	<b>2012</b> <b>(audited)</b>	<b>2011</b> <b>(audited)</b>	<b>2010</b> <b>(audited)</b>
	<i>(in millions of U.S. dollars)</i>		
<b>Income Statement Data:</b>			
Total revenues, net of interest expense.....	70,173	78,353	86,601
Income from continuing operations.....	7,909	11,103	10,951
Net Income .....	7,541	11,067	10,602
<b>Balance Sheet Data:</b>			
Total assets .....	1,864,660	1,873,878	1,913,902
Total deposits.....	930,560	865,936	844,968
Long-term debt <sup>(1)</sup> .....	239,463	323,505	381,183
Total stockholders' equity.....	189,049	177,806	163,468

(1) Including U.S.\$29,764 and U.S.\$24,172 at 31 December 2012 and 2011, respectively, at fair value.

The following table sets out in summary form selected financial information for Citigroup Inc. and its consolidated subsidiaries. Such information is derived from the consolidated financial statements of Citigroup Inc. contained in the Citigroup Inc. Q2 Form 10-Q as filed with the SEC on 2 August 2013.

	<b>At or for the six months ended 30 June</b>	
	<b>2013</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>
	<i>(in millions of U.S. dollars)</i>	
<b>Income Statement Data:</b>		
Total revenues, net of interest expense.....	40,706	37,508
Income from continuing operations.....	8,119	6,024
Net Income .....	7,990	5,877
	<b>As at or for the three months ended 30 June</b>	
	<b>2013</b> <b>(unaudited)</b>	<b>2012</b> <b>(unaudited)</b>
	<i>(in millions of U.S. dollars)</i>	
<b>Income Statement Data:</b>		
Total revenues, net of interest expense.....	20,479	18,387
Income from continuing operations.....	4,188	2,979
Net Income .....	4,182	2,946

**As at 30 June**

	<b>2013</b>	<b>2012</b>
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	<u>(unaudited)</u>	<u>(unaudited)</u>
<b>Balance Sheet Data:</b>		
Total assets .....	1,883,988	1,916,451
Total deposits.....	938,427	914,308
Long-term debt .....	220,959	288,334
Total stockholders' equity.....	195,926	183,911

### **Auditors**

The auditors of Citigroup Inc. are KPMG LLP of 345 Park Avenue, New York, NY 10154, United States of America. KPMG LLP is a member of the American Institute of Certified Public Accountants and is regulated by the U.S. Public Company Accounting Oversight Board.

KPMG LLP audited the consolidated balance sheets of Citigroup Inc. as of 31 December 2012 and 2011 and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended 31 December 2012. KPMG LLP expressed an unqualified opinion on such financial statements in its report dated 1 March 2013.

### **Material Contracts**

Citigroup Inc. has no contracts that are material to its ability to fulfil its obligations under any Notes issued by it.

### **Use Of Proceeds**

The net proceeds of the issue of Notes by Citigroup Inc. will be used for general corporate purposes, which may include capital contributions to its subsidiaries and/or the reduction or refinancings of borrowings of Citigroup Inc. or its subsidiaries. Citigroup Inc. expects to incur additional indebtedness in the future.

### **Corporate authorities**

Citigroup Inc. has obtained all necessary consents, approvals and authorisations in the United States in connection with the establishment of the Programme and the issue and performance of the Notes. The establishment of the Programme and the issue of the Notes by Citigroup Inc. under the Programme was authorised by certificates of the Funding Committee of Citigroup Inc. dated 21 June 2012 pursuant to resolutions of the board of directors of Citigroup Inc. dated 18 January 2012 and 21 March 2012.

### **Legal proceedings**

Save as disclosed in the Citigroup Inc. Base Prospectus (including the documents incorporated by reference therein), neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Base Prospectus, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

### **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 2013 (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 2012 (the date of Citigroup Inc.'s most recently published audited financial statements).