



NOTICE OF SUCCESSOR ISSUER

May 26, 2017

To: The Bank of New York Mellon, as Trustee and
The Depository Trust Company ("**DTC**"), as Depositary, for immediate
forwarding to DTC's participants in respect of the Specified Securities

Reference is made to certain securities issued by Citigroup Inc. (the "**Original Issuer**") as more fully described in Exhibit A hereto (the "**Specified Securities**").

Reference is made to that certain Indenture dated as of November 13, 2013 between the Original Issuer and The Bank of New York Mellon, as trustee (the "**Trustee**"), as supplemented by the First Supplemental Indenture dated as of February 1, 2016 and the Second Supplemental Indenture dated as of December 29, 2016 (the "**Indenture**"). Pursuant to Sections 15.01(a)(iv) and 16.14 of the Indenture and the terms of the Specified Securities, the undersigned, being duly authorized representatives of the Original Issuer and Citigroup Global Markets Holdings Inc. (the "**Successor Issuer**"), hereby notify you that effective as of June 26, 2017 (i) the Successor Issuer shall expressly assume the obligations of the Original Issuer with respect to the Specified Securities in accordance with, and to the extent and with the effect set forth in, Section 16.14 of the Indenture, (ii) the Original Issuer shall be relieved from its obligations and covenants with respect to the Specified Securities in accordance with, and to the extent and with the effect set forth in, Section 16.14 of the Indenture and (iii) the Original Issuer shall fully and unconditionally guarantee all payments on the Specified Securities and all amounts owed to the Trustee under the Indenture.

For the avoidance of doubt, the Specified Securities have all been issued pursuant to the Indenture after February 1, 2016.

Background - Citi Resolution Plan

Under Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, Citigroup Inc. ("**Citigroup**") has developed a "single point of entry" resolution strategy and plan under the U.S. Bankruptcy Code (the, "**Resolution Plan**"). Under Citigroup's Resolution Plan, only Citigroup, the parent bank holding company, would enter into bankruptcy, while Citigroup's key operating subsidiaries, including Citigroup Global Markets Holdings Inc. ("**CGMH**"), would remain operational and outside of any resolution or insolvency proceedings. In addition, clean holding company

provisions promulgated by the Federal Reserve as part of the Total Loss Absorbing Capacity (“**TLAC**”) rule impose restrictions on liabilities of Citigroup intending to improve resolvability. Citigroup and CGMHI have determined to take the actions described in this notice as a consequence of the Resolution Plan and TLAC.

Very truly yours,

CITIGROUP GLOBAL MARKETS
HOLDINGS INC.

By: /s/ Victor Spadafora
Name: Victor Spadafora
Title: Assistant Treasurer

CITIGROUP INC.

By: /s/ Gregory Peter Kapp
Name: Gregory Peter Kapp
Title: Assistant Treasurer

Exhibit A

Specified Securities

CUSIP:	Title of the Securities:
17298C7H5	Buffer Securities Based on the Dow Jones Industrial Average™ Due March 2, 2021
17298CA65	Contingent Buffered Notes Based on the S&P 500® Index Due February 21, 2019
17298CA40	Barrier Securities Based on the EURO STOXX 50® Index Due February 26, 2021
17298CB56	Market-Linked Notes Based on a Basket of Three Underliers Due October 5, 2021
17298CB64	Market-Linked Notes Based on a Basket of Three Underliers Due April 5, 2021
17298CB23	Enhanced Barrier Digital Plus Securities Based on the S&P 500® Index Due April 1, 2021
17298CB31	Enhanced Barrier Digital Plus Securities Based on the EURO STOXX 50® Index Due April 1, 2021
17298CB72	Barrier Digital Plus Securities Based on the S&P 500® Index Due April 4, 2019
17298CB80	Enhanced Barrier Digital Securities Based on the Russell 2000® Index Due April 3, 2019
17298CB98	Buffer Securities Based on the Worst Performing of the Dow Jones Industrial Average™ and the Russell 2000® Index Due October 3, 2019
17298CC22	Annual Reset Coupon Securities Based on the Russell 2000® Index Due March 31, 2021
17298CB49	Buffer Securities Based on the Dow Jones Industrial Average™ Due April 1, 2021
17298CD21	Barrier Securities Based on Shares of the Technology Select Sector SPDR® Fund Due March 29, 2021
17298CD39	Gearred Buffer Securities Based on the S&P 100® Index Due April 4, 2019