

**BASE PROSPECTUS SUPPLEMENT (No. 2)**



**CITIGROUP INC.**

*(incorporated in the State of Delaware)*

**as Issuer**

**U.S.\$55,000,000,000**

**Programme for the issuance of Euro Medium-Term Notes, Series B**

This base prospectus supplement (the "**Supplement**") is supplemental to and forms part of and must be read in conjunction with the base prospectus dated 12 October 2006 and the base prospectus supplement (No.1) dated 14 November 2006 (together, the "**Base Prospectus**") prepared by Citigroup Inc. (the "**Issuer**") with respect to the U.S.\$55,000,000,000 Programme for the issuance of Euro Medium-Term Notes, Series B. Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), as competent authority for the purposes of the Luxembourg Law on Prospectuses for Securities (the "**Prospectus Law**") implementing Directive 2003/71/EC, to approve this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared pursuant to Article 13.1 of the Prospectus Law. The following information has been filed with the CSSF and is incorporated by reference into this Supplement:

The annual report for the year ended 31 December 2006 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 of the Issuer filed with the U.S. Securities and Exchange Commission on Form 10-K (the "**Annual Report**").

The following information appears on the pages of the Annual Report as set out below:

1. audited historical consolidated financial information of the Issuer for the year ended 31 December 2006, namely:

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| (a) statement of income                          | Set out on page 104 of the Annual Report. |
| (b) balance sheet                                | Set out on page 105 of the Annual Report. |
| (c) statement of changes in stockholders' equity | Set out on page 106 of the Annual Report. |
| (d) statement of cash flows                      | Set out on page 107 of the Annual Report. |

- (e) notes Set out on pages 109 to 165 of the Annual Report.
- 2. other information relating to the Issuer:
  - (a) description of the principal activities of the Issuer Set out on pages 2 to 6 of the Annual Report.
  - (b) description of the principal markets in which the Issuer competes Set out on pages 20 to 57 of the Annual Report.
- 3. auditor's report
  - (a) auditor's report covering years ending 31 December 2006 and 2005 Set out on page 102 of the Annual Report.
- 4. balance sheet of Citibank, N.A. Set out on page 108 of the Annual Report.

Information set forth in the Annual Report that is not specifically referred to in the cross-reference list above is included for informational purposes only.

Save as disclosed in this Supplement (including any document incorporated by reference herein), there has been no significant change in the financial or trading position and no material adverse change in the prospects and condition of the Issuer and its Subsidiaries when considered as a whole since 31 December 2006 that is material in the context of the Programme or the issue of Notes thereunder.

Copies of this Supplement and the information incorporated by reference will be available (i) without charge from the specified office of any paying agent or the specified office of the listing agent in Luxembourg for the Notes; and (ii) on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

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

6 March 2007