

Supplement No. 2

pursuant to Section 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*)

dated 16 February 2017

to the

Registration Document

dated 6 April 2016

of

**Citigroup Global Markets Deutschland AG,
Frankfurt am Main**

(the "Issuer")

This supplement is drawn up in connection with the termination of the extra-ordinary audit on withholding taxes for the years 2007 and 2008 on 10 February 2017.

The information contained in the Registration Document shall be supplemented as described in the following:

In section "5. Business history, development and registered office of the Issuer" on page 12 et seq. of the Registration Document the information in subsection "5.2 Development of the Issuer" shall be deleted and replaced by the following subsections:

"Significant events that may have a material impact on the assessment of the Issuer's solvency cannot be determined at the moment.

It should be noted that Citigroup is continuously verifying the appropriateness of its organizational structure."

The Supplement and the Registration Document are available free of charge at the offices of Citigroup Global Markets Deutschland AG, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main and furthermore are available on the website of the issuer at www.citifirst.com by clicking on the link "Legal Documents" under the rider "Products".

Pursuant to Section 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities before this Supplement has been published shall have the right, exercisable within a time period of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities.

Addressee of a withdrawal is Citigroup Global Markets Deutschland AG, Attn. Legal Department, Frankfurter Welle, Reuterweg 16, 60323 Frankfurt am Main. The withdrawal does not have to contain reasons and has to be in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

SIGNATURES

Frankfurt am Main, 16 February 2017

**Citigroup Global Markets Deutschland AG,
Frankfurt am Main**

by Dirk Heß
Director

by Steffen Thomas
Vice President