Supplement dated 30 April 2013

according to

§ 16 (1) German Securities Prospectus Act
(“Wertpapierprospektgesetz”)

to the Base Prospectuses

of

Citigroup Global Markets Deutschland AG,

Frankfurt am Main

RIGHT OF WITHDRAWAL AFTER PUBLICATION OF A SUPPLEMENT

Investors who have executed a declaration of intent with regard to the purchase or subscription of the securities before the publication of the supplement, may withdraw such declaration of intent within a period of two working days after the publication of the supplement, provided that the new factor or material mistake relating to the information included in the Base Prospectuses as mentioned in this Supplement arose before the final closing of the public offer and the delivery of the Certificates (§ 16 paragraph 3, sentence 1 German Securities Prospectus Act, “Wertpapierprospektgesetz (WpPG)”).

In Germany such right to withdraw does apply to any significant new factor or any material mistake relating to the information included in the prospectus which is capable of affecting the assessment of the securities and which arises or is noted after the approval of the prospectus and before the final closing of the offer to the public or the introduction or inclusion in trading (§ 16 paragraph 1, sentence 1 German Securities Prospectus Act, “Wertpapierprospektgesetz”).

According to Article 16 (1) of Directive 2003/71/EC as amended by Directive 2010/73/EU of the European Parliament and the Council a respective right to withdraw does apply in the member countries of the European Union. With regard to offerings or exchange listings in EU-member countries other than Germany the details of the translation of the right to withdraw into national law will be referred to in the relevant Final Terms.

Any withdrawal from the purchase or subscription of the securities in the context of a supplement of the prospectus must be notified to:

Citigroup Global Markets Deutschland AG
Attn.: Legal Department
Wave Building
Reuterweg 16
D- 60323 Frankfurt/Main

BP No.	Name of the Base Prospectus (BP)	Date of the BP	Supplement No.	Item 1	Item 2
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**2 October 2007**	**12**	Page B 20	Page B 22
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**14 October 2008**	**10**	Page B 18	Page B 19
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**13 July 2009**	**9**	Page B 12	Page B 13
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**13 July 2010**	**7**	Page B 12	Page B 13
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices or Prices of Certificates representing Shares, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**05 July 2011**	**4**	Page B 12	Page B 13
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices or Prices of Certificates representing Shares, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**09 May 2012**	**2**	Page B 12	Page B 13
6	Bonus/ Capped Bonus/Multi Bonus/ Discount/ Discount Plus/ Discount Plus Pro/ Bonus Quanto/ Capped Bonus Quanto/ Multi Bonus Quanto/ Discount Quanto/ Discount Plus Quanto/ Discount Plus Pro Quanto/ Reverse Bonus/ Reverse Bonus Quanto/ TwinWin/ TwinWin Quanto/ Express/ Express Quanto/ Easy Express/ Easy Express Quanto/ Worst Of Express/ Worst Of Express Quanto/ Outperformance/ Outperformance Quanto/ Open End/Open End Quanto/ Income Plus/ Income Plus Quanto/ Open End Factor Certificates referenced to Indices /Shares or Certificates representing Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts or a basket consisting of Indices/ Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts	**09 May 2012**	**2**	Page 9	Page 10

This Supplement of Citigroup Global Markets Deutschland AG, Frankfurt am Main, is about individual Supplements in accordance with § 6 of the German Securities Prospectus Act (*Wertpapierprospekt-gesetz)* to the Base Prospectuses listed in the table on page 2.

This Supplement to the Base Prospectuses listed in the table on page 2 primarily updates the information in the Base Prospectuses with the audited financial statement for the fiscal year 2012 as published by the Issuer.

The new factor precipitating this supplement is the publication of the Issuer´s annual financial statement 2012 which was conducted on **26 April 2013**.

The information contained in the Base Prospectuses (in the version including the last Supplement) shall be updated as follows:

1. The text under section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2) in the column **Item 1** shall be amended as follows:

"The statutory auditor of the Issuer and Citigroup Global Markets Management AG, as the Issuer's managing general partner until the registration of the merger on 23 June 2010 was and respectively is

KPMG AG
Wirtschaftsprüfungsgesellschaft,
THE SQAIRE
Am Flughafen

D-60549 Frankfurt am Main.

The annual financial statements and management reports for fiscal year 1 December 2009 through 30 November 2010 as well as for fiscal year 1 December 2010 through 30 November 2011 as contained in the Issuer’s Registration Document dated 03 May 2012 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion. The Issuer’s Registration Document is incorporated in this Base Prospectus by reference.

The annual financial statements for fiscal years 2011 and 2012 were prepared in accordance with the provisions of the German Banking Act (Kreditwesengesetz), the Stock Corporation Act (Aktiengesetz) and the Commercial Code (Handelsgesetzbuch), and with the provisions of the Regulation on Financial Institution Accounting.

The Balance Sheet and the Income Statement for the fiscal year 2012 and the fiscal year 2011 are printed on the following pages."

2. The section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2) in the column **Item 2** shall be amended by inserting the annual financial statement of the issuer as of November 30, 2012 as follows:

Annual Balance Sheet as of November 30, 2012
Citigroup Global Markets Deutschland AG, Frankfurt am Main

Assets	EUR	EUR	EUR	11/30/2011 TEUR
1. Cash reserve				
a) Petty cash		4.348,68		8
b) Credit balances held at central banks		2.763.578,79		6.725
of which: at the German *Bundesbank* (German Central Bank) EUR 2.763.578,79 (11/30/2011 TEUR 6.725)				
c) Credit balances held at post giro offices		-,--	2.767.927,47	6.733
2. Receivables from banks				
a) due upon demand		504.131.710,00		2.071.643
b) other receivables		3.017.296.163,15	3.521.427.873,15	572.430
3. Receivables from clients			293.956.265,30	411.370
of which: secured by mortgages or other real property				
security interests EUR -,-- (11/30/2011 TEUR -)				
municipal loans EUR -,-- (11/30/2011 TEUR -)				
4. Debt securities and other fixed-income securities				
a) Money market paper				
aa) issued by government institutions	-,--			-
ab) issued by others	-,--	-,--		-
b) Bonds and debt securities				
ba) issued by government institutions	-,--			535.841
of which: eligible as collateral with the German *Bundesbank* EUR -,-- (11/30/2011 TEUR 535.841)				
bb) issued by others	-,--	-,--		-
of which: eligible as collateral with the German *Bundesbank* EUR -,-- (11/30/2011 TEUR -)				
c) Bank's own debt securities		-,--	-,--	-
Face value EUR -,-- (11/30/2011 TEUR -)				
5. Equities and other variable-yield securities			102,26	-
5a Trading portfolio			5.700.370.792,17	5.054.720
6. Equity investments			367.842,30	679
of which: in banks EUR 217.842,30 (11/30/2011 TEUR 218)				
in financial services institutions EUR -,-- (11/30/2011 TEUR -)				
7. Intangible assets				
a) Internally generated industrial property rights and similar rights and assets		-,--		-
b) Paid-for concessions, industrial property rights and similar rights and assets as well as licenses to such rights and assets		15.951,42		325
c) Goodwill		-,--		-
d) Prepayments		-,--	15.951,42	-
8. Tangible assets			2.646.168,99	2.761
9. Other assets			14.436.170,20	32.876
10. Prepaid and deferred items			675.853,79	699
11. Aktiver Unterschiedsbetrag aus der Vermögensverrechnung			6.303.249,00	-
Total assets			9.542.968.196,05	8.690.077

			Liabilities and Equity Capital	
	EUR	EUR	EUR	11/30/2011 TEUR
1. Liabilities owed to banks				
a) payable on demand		1.007.532.046,76		1.503.818
b) having an agreed term or notice period		38.479.847,90	1.046.011.894,66	20.313
2. Liabilities owed to clients				
a) Savings deposits				
aa) having an agreed notice period of three months	-,--			-
ab) having an agreed notice period of more than three months	-,--	-,--		-
b) Other liabilities				
ba) payable on demand	1.157.178.508,11			1.037.813
bb) having an agreed term or notice period	870.513.679,57	2.027.692.187,68	2.027.692.187,68	262.645
3. Securitized liabilities				
a) Debt securities issued		-,--		-
b) Other securitized liabilities		78.029.544,65		75.517
of which:				
money market paper EUR -,-- (11/30/2011 TEUR -)				
own acceptance and promissory notes outstanding EUR -,-- (11/30/2011 TEUR -)				
c) Miscellaneous securitized liabilities	-,--	-,--	78.029.544,65	-
3a Trading portfolio			5.674.095.474,59	5.031.668
4. Other liabilities			62.548.158,01	104.585
5. Deferred items			206.767,16	261
6. Accrued liabilities				
a) Pension and similar obligations		2.360.238,00		5.289
b) Tax accruals		-,--		-
c) Other incurred liabilities		52.667.956,38	55.028.194,38	53.587
7. Funds for general bank risks as defined in § 340e (4) of the German Commercial Code			9.386.489,84	6.613
8. Equity capital				
a) Subscribed capital				
aa) registered share capital	210.569.889,00			210.570
ab) silent partner capital	122.710.051,49	333.279.940,49		122.710
b) Capital reserve	195.745.810,73	195.745.810,73		193.746
c) Earnings reserve				
ca) legal reserves	33.027.197,15			33.027
cb) reserves for treasury shares	-,--			-
cc) reserves required by articles of association	-,--			-
cd) other earnings reserves	27.916.536,71	60.943.733,86		27.916
d) Unappropriated earnings/loss (balance sheet profit/loss)			589.969.485,08	587.969
Total liabilities and equity capital			9.542.968.196,05	8.690.077

	EUR	EUR	11/30/2011 TEUR
1. Contingent liabilities			
a) Contingent liabilities from credited but uncleared bills of exchange	-,--		-
b) Contingent liabilities from guarantees and warranty commitments	593.915.080,00		495.232
c) Contingent liabilities from security provided on behalf of third parties	-,--	593.915.080,00	-
2. Other obligations			
a) Commitments under fictitious repurchase (repo) agreements	-,--		-
b) Placement and underwriting commitments	-,--		-
c) Irrevocable lines of credit previously granted	1.024.936.270,32	1.024.936.270,32	977.359

Income Statement
for the Period of December 1, 2011 through November 30, 2012
Citigroup Global Markets Deutschland AG, Frankfurt am Main

	EUR	EUR	EUR	12/1/2010-11/30/2011 TEUR
1. Interest income from				
a) Loans and money market transactions	29.908.834,04			52.381
b) Fixed-income securities and debt registered claims	425.614,80	30.334.448,84		22.109
2. Interest expenses		18.857.048,41	11.477.400,43	45.512
3. Current income from				
a) Shares and other variable-yield securities		20.468,70		-
b) Equity investments		3.740,00		44
c) Interests in affiliated enterprises		-,--	24.208,70	-
4. Commission income		162.259.933,33		150.782
5. Commission expenses		10.664.796,08	151.595.137,25	288
6. Net income from financial trading operations included therein are deposits into a special account per § 340g HGB EUR 2.773.925,82			24.965.332,41	59.513
7. Other operating income			26.439.313,79	14.220
8. General administrative expenses				
a) Personnel expenses				
aa) wages and salaries	73.311.755,27			56.308
ab) social securities contributions, pension and welfare expenses	13.317.543,74	86.629.299,01		8.471
of which: for pensions EUR 9.064.407,17 (12/1/2010.-11/30/2011 TEUR 4,273)				
b) Other administrative expenses		74.063.402,37	160.692.701,38	72.047
9. Depreciation, amortization and write-down of tangible and intangible assets			1.123.295,39	2.002
10. Other operating expenses			106.506,65	10.225
11. Write-downs of, provisions for, receivables and certain securities and additions to loans reserves		-,--		12.407
12. Income from reversal of write-downs of receivables and certain securities, and income from reversal of loan reserves		622.090,27	622.090,27	101
13. Write-downs on equity investments, interests in affiliated enterprises and long-term securities			311.069,36	-
14. Results from ordinary operations			52.889.910,07	91.890
15. Extraordinary income			-,--	36.199
16. Extraordinary expenses			-,--	29.955
17. Extraordinary result			-,--	6.244
18. Taxes on income and earnings		481.957,90		333
19. Other taxes, to the extent not included under item 10		-,--	481.957,90	-
20. Income from loss transfers			-,--	-
21. Profits transferred pursuant to a profit pooling, profit transfer or partial profit transfer agreement			53.371.867,97	98.467
22. Annual net income			-,--	-
23. Profit carried forward/loss carried forward from prior year			-,--	-
			-,--	-
24. Transfers from capital reserves			-,--	-
			-,--	-
25. Transfers from earnings reserves				
a) From legal reserve		-,--		-
b) From reserve for treasury shares		-,--		-
c) From reserves required by the Bank's articles of association		-,--		-
d) From earnings reserves		-,--	-,--	-
			-,--	-
26. Transfers from capital with participation rights			-,--	-
			-,--	-
27. Transfers to earnings reserves				
a) To legal reserve		-,--		-
b) To reserve for treasury shares		-,--		-
c) To reserves required by the Bank's articles of association		-,--		-
d) To other earnings reserves		-,--	-,--	-
			-,--	-
28. Replenishment of capital with profit participation rights			-,--	-
29. Unappropriated earnings (balance sheet profit)			-,--	-

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Frankfurt am Main, 30 April 2013

Citigroup Global Markets Deutschland AG,
Frankfurt am Main

signed by Steffen Thomas	signed by Tobias Späth