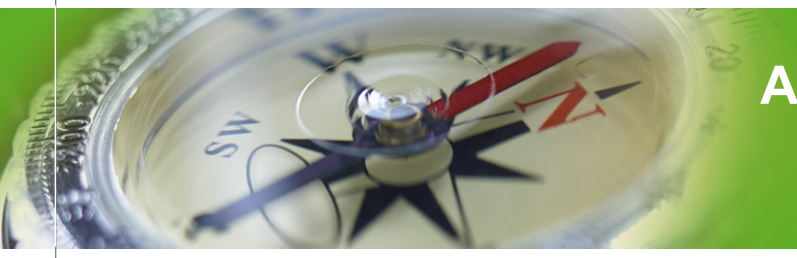
CitiFirst
OPPORTUNITY

For Institutional Investors and Professional Advisors Only – Not for Onward Distribution



Auto-Callable Note

Investment Details

Product	Auto-Call Note linked to 3 Indices
Underlying Indices	Hang Seng China Enterprises Index (Bloomberg: HSCEI Index) iShares MSCI Brazil Index (Bloomberg: EWZ UP Index) FTSE 100 Index (Bloomberg: UKX Index)
Start Date	28th January 2011
Investment Term	5 Years
Minimum Investment	GBP 50,000 and increments of 1,000 thereafter
Coupon	Snowballing conditional coupon of 16.50% p.a.
Return at Maturity	100% of initial principal[1] if none of the indices closes at or below 50% of their initial level on final valuation date or if the Note has Auto-Called. Otherwise the principal returned to investors is reduced by a percentage equal to the fall in the final level of the worst performing index from its initial level
Issuer	Citigroup Funding Inc., New York
Guarantor	Citigroup Inc., New York
Ratings	The Issuer's senior debt as of 02.12.2010 is rated A3 / Negative Outlook / P-1 (Moody's), A / Negative Outlook / A-1 (S&P), and A+ / Rating Watch Negative / F1+ (Fitch), based on the guarantee by Citigroup Inc. The Rating and Outlook are subject to change during the term of the notes.
ISIN	XS0566851977

Investment Description

- The Citi Auto-Callable Note is a product for investors seeking income who have a positive view on the Underlying Indices and are looking for potentially attractive returns in a low deposit rate environment.
- The Note is an Auto-Call structure linked to three indices, where in flat to rising equity markets, investors may receive a conditional snowballing coupon of 16.50% p.a. Underlying Indices are observed annually and the snowballing coupon is paid just after the first Auto-Call Observation Date on which all Underlying Indices are at or above their initial levels.
- Even if the Underlying Indices do not perform, the Notes continue to benefit from principal protection[1] at maturity provided that none of the Underlying Indices drops by more than 50% (European Observation) from their initial levels, on the final valuation date. If this is not the case, principal is at risk.
- The Citi Auto-Callable Note provides the potential for pre-defined returns and the opportunity to receive initial principal invested back prior to the product maturity.

Investor seeks:
- Income
- Potential snowballing coupons of up to 16.50% p.a.
- Exposure to equity markets via Hang Seng Index, iShares MSCI Brazil Index and FTSE 100 Index

Investor can accept:
- 5 year investment term
- Conditional principal protection[1]
- Potential for losses of principal invested if note is sold prior to maturity
- Credit risk of the Issuer and Guarantor

Dealing Details
Please fax orders to +44203 320 2496

Historical Index Performance



Source: Citi, Bloomberg

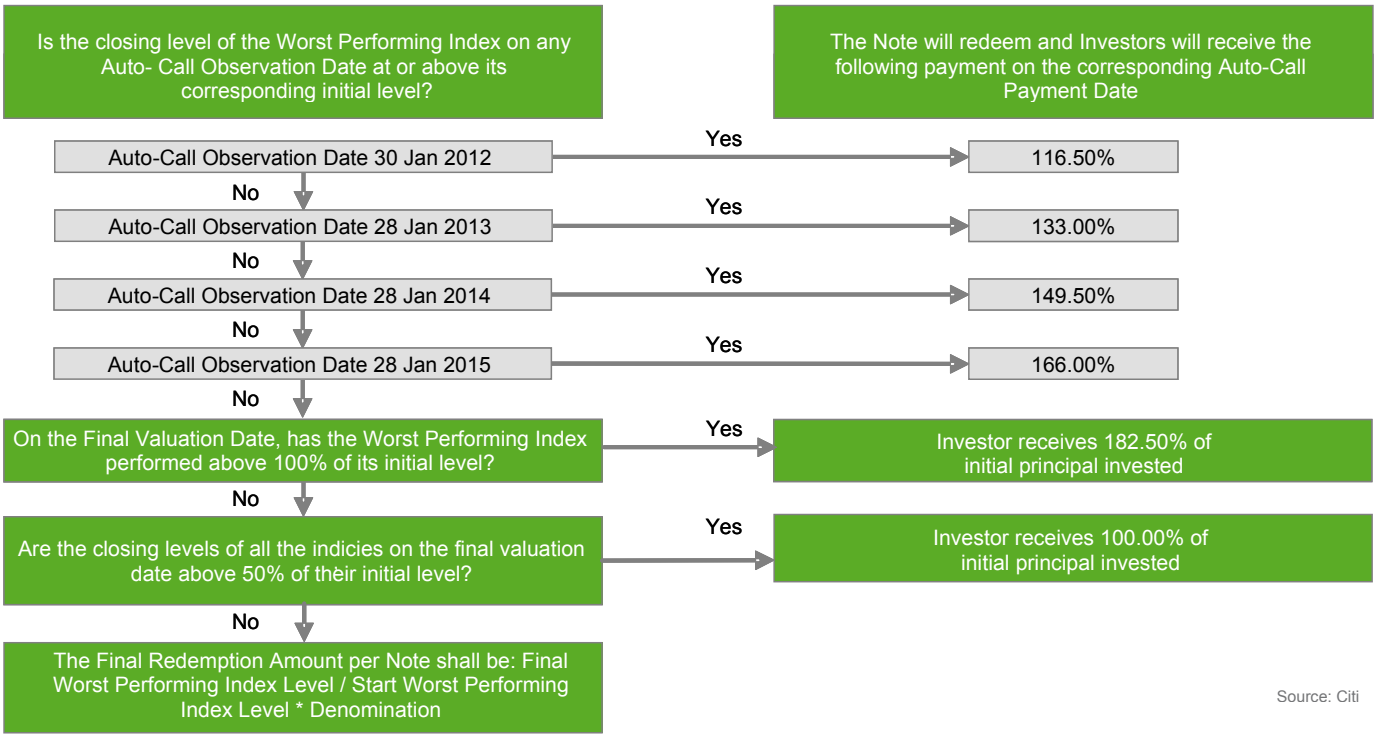
[1] Any conditional principal protection is subject to the Issuer and Guarantor not defaulting on their obligations and applies only at the maturity date. This investment or variations of such may not be a suitable investment for all types of investors. For more information, please contact your Citi salesperson for an indicative termsheet, which offers an explanation of some of the specific risks associated with investing in this product. Past performance is not indicative of future performance..

Citigroup Global Markets Limited will endeavour to make a daily secondary market in these Notes, but does not guarantee that a secondary market will exist. Investors may receive less than their principal amount if they choose to sell/liquidate their position in the Note prior to the stated maturity date.

There are certain risks associated with an investment in the notes, full details of these risk factors can be found in the base prospectus. The base prospectus is available on request.. The Issuer's senior debt as of 02.12.2010 is rated A3 / Negative Outlook / P-1 (Moody's), A / Negative Outlook / A-1 (S&P), and A+ / Rating Watch Negative / F1+ (Fitch), based on the guarantee by Citigroup Inc. The Rating and Outlook are subject to change during the term of the Note. The status of the Note: Senior, unsecured. This debt is not guaranteed under the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program

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Investment Diagram



Source: Citi

Citi and CitiFirst

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CitiFirst is a full-service model for Citi's offering of structured investment solutions. Our investments can be designed to suit all levels of risk appetite across the full range of asset classes, utilising various issuance solutions and product wrappers, to satisfy any investment objective.

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