CitiFirst
OPPORTUNITY

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



Auto-Callable Note

Investment Details

Product	Auto-Call Note linked to 2 Indices
Underlying Indices	S&P 500 Index (Bloomberg: SPX Index) FTSE 100 Index (Bloomberg: UKX Index)
Start Date	28th January 2011
Maturity Date	8 February 2015
Investment Term	5 Years
Minimum Investment	GBP 50,000 and increments of 1,000 thereafter
Coupon	Snowballing conditional coupon of 8.50% p.a.
Return at Maturity	100% of initial principal[1] if neither index closes at or below 50% of their initial level on any business day 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 08.12.2010 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	XS0569082000

Investment Description

- The Citi Auto-Callable Note is a product for investors seeking growth 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 two indices, where in flat to rising equity markets, investors may receive a conditional snowballing coupon of 8.50% p.a. Underlying Indices are observed annually and the snowballing coupon is paid just after the first Auto-Call Observation Date on which both 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 neither of the Underlying Indices has closed at a level which is equal to or less than 50% (American Observation, daily close) of their initial levels on each business day. 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**:
- Growth
- Potential snowballing coupons of up to 8.50% p.a.
- Exposure to equity markets via S&P 500 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

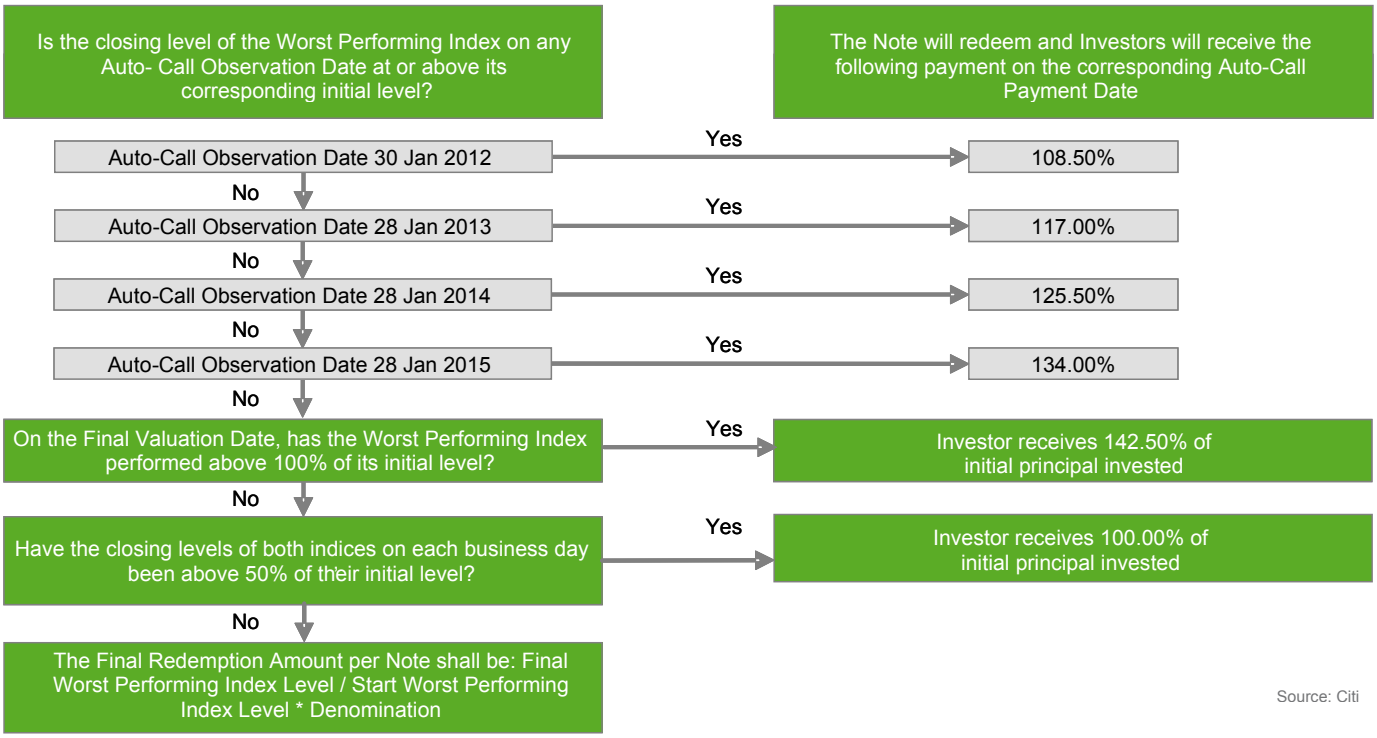
[1] Any conditional principal protection is subject to the Issuer and Guarantor not defaulting on their obligations and applies only at the maturity date. This investment or variations of such may not be a suitable investment for all types of investors. For more information, please contact your Citi 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 08.12.2010 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

citi

Investment Diagram



Source: Citi

Citi and CitiFirst

Citi, the leading global financial services company, has approximately 200 million customer accounts and does business in more than 140 countries. Through its two operating units, Citicorp and Citi Holdings, Citi provides consumers, corporations, governments and institutions with a broad range of financial products and services, including consumer banking and credit, corporate and investment banking, securities brokerage, and wealth management. Additional information may be found at www.citigroup.com or www.citi.com.

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.

Disclaimer

This communication has been issued by Citigroup Global Markets Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority (FSA). This communication is being provided for information and discussion purposes only and does not constitute a recommendation or an offer to sell or a solicitation to deal in any financial product or enter into any transaction. Information contained herein may relate to matters that are not regulated by the FSA or subject to the protections of the United Kingdom's Financial Services and Markets Act 2000 and/or the United Kingdom's Financial Services Compensation Scheme. This communication is provided on the understanding that (i) we are not acting as your agent, (ii) you are not relying on us for advice or recommendations of any kind, meaning (iii) we are not managing your account nor do we have any powers over your accounts and (iv) you have sufficient knowledge and experience to be able to understand the products or transactions referred to in this communication and will seek independent advice where you consider this is necessary in order to ensure that you have identified and understood fully any risks associated with such products or transactions as well as any legal, tax, accounting or other material considerations. Where you are acting as an adviser or agent, you should evaluate this communication in light of the circumstances applicable to your principal and the scope of your authority. No liability whatsoever is accepted for any loss arising (whether direct or consequential) from any use of the information contained in this communication. Although all information has been obtained from, and is based upon sources believed to be reliable, it may be incomplete or condensed and its accuracy cannot be guaranteed. Commissions and other costs relating to any dealing in the financial products referred to in this communication may not have been taken into consideration. Any scenario analysis is for illustrative purposes only and does not present all possible outcomes or describe all factors that may affect the value of your investment. Past performance is not indicative of future performance. The financial products referred to in this communication may be subject to the risk of loss meaning that you may lose some or all of your investment particularly where the effect of market movements are accentuated by leverage. We may from time to time have long or short principal positions and/or actively trade, by making markets to our clients, in financial products identical to or economically related to the financial products or transactions referred to in this communication. We may also undertake hedging transactions related to the initiation or termination of a financial product or transaction, that may adversely affect the market price, rate, index or other market factor(s) underlying the financial product or transaction and consequently its value. Any decision to purchase financial products referred to in this communication should be based upon the information contained in any associated offering document. The information contained herein is therefore qualified in its entirety by such offering document. In the case of an offering document with a section headed "Investment Considerations" or equivalent, please refer to that section for a discussion of certain factors to be considered in connection with an investment in the securities described therein. Any securities which are the subject of this communication have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act") or any United States Securities law, and may not be offered or sold within the United States or to, or for the account or benefit of, any US person, except pursuant to an exemption from, or in a financial product or transaction not subject to, the registration requirements of the Securities Act. Notwithstanding any other provision, it is hereby agreed that the U.S. tax treatment and the U.S. tax structure of the transaction and all materials of any kind (including opinions or other tax analyses) that are provided relating to such U.S. tax treatment and U.S. tax structure, may be disclosed to any and all persons, without limitation of any kind other than any information for which nondisclosure is reasonably necessary in order to comply with applicable laws. References in this communication to "we" shall mean Citigroup Global Markets Limited and/or any of its affiliates and references to "us" and "our" shall be construed accordingly. Past performances include performances calculated from trading accounts and back-testing simulations. Any back-testing information provided herein is illustrative only and derived from proprietary models based on certain historic data and assumptions and estimates. Such back-testing information should not be considered indicative of the actual results that might be obtained from an investment or participation in a financial instrument referencing the products described herein.

© 2010 Citigroup Global Markets Limited. Citi and Arc Design are trade marks and service marks of Citigroup Inc. or its affiliates and are used and registered throughout the world.