



Citigroup Inc.  
399 Park Avenue  
New York, NY 10043  
September 2, 2009

Dear Citi Stockholder:

Please find enclosed the "Notice of Action by Written Consent of Stockholders," dated September 2, 2009. This document confirms that the three resolutions proposed to you in the June 18, 2009 Common Proxy Statement have been adopted and approved by our common stockholders. To summarize, these amendments to our restated certificate of incorporation:

- increased the number of authorized shares of common stock from 15 billion to 60 billion;
- eliminated the voting rights of the holders of common stock on any amendment(s) to the restated certificate that relates solely to the terms of any series of preferred stock so long as such series of preferred stock is entitled to vote on the amendment(s); and
- authorized (but do not require) the Board of Directors to effect a reverse stock split, at any time prior to June 30, 2010, at one of seven reverse split ratios as determined by the Board of Directors.

Thank you for actively participating in this vote and your continued support of Citi.

We have made a lot of progress in a short amount of time. Our exchange offers represent a significant milestone for Citi, reinforcing our position as one of the best-capitalized banks in the world.

We have also reorganized the company to best make use of our strengths. Citicorp focuses on providing best-in-class products and services to grow the franchise profitably, reduce volatility, and take advantage of our competitive advantages in more than 100 countries. We are making excellent progress divesting and exiting businesses from Citi Holdings.

We have significantly reduced our expenses and risk. Our balance sheet has been reduced by 25%. Our cost structure is also down by one quarter. We have also reduced our risky asset categories significantly. Our direct sub-prime exposure is down 65% year-over-year and highly leveraged finance commitments are down 75% year-over-year.

We still have a lot of work to do, but we are continuing to build on the progress made in the past 18 months by focusing on our strategic priorities. We remain focused on managing costs and maintaining positive operating leverage and generating long-term profitability and growth from Citicorp, which comprises our core franchise, to benefit you, our shareholders.

Regards,

A handwritten signature in black ink, appearing to read "Vikram S. Pandit". The signature is stylized and cursive.

Vikram S. Pandit  
CEO, Citi



**NOTICE OF ACTION BY WRITTEN CONSENT  
OF  
STOCKHOLDERS  
OF  
CITIGROUP INC.**

NOTICE IS HEREBY GIVEN that the holders of a majority of the shares of Common Stock of Citigroup Inc., a Delaware corporation (the "Company"), entitled to vote or consent with respect thereto, acting through their true and lawful agent and proxy by written consent in lieu of a meeting pursuant to Section 228 of the Delaware General Corporation Law, approved and adopted the following resolutions on September 2, 2009:

**RESOLVED**, that the Authorized Share Increase as set forth in Annex A attached hereto is hereby approved and adopted as an amendment to the Restated Certificate of Incorporation of the Company; and be it

**FURTHER RESOLVED**, that the Preferred Stock Change as set forth in Annex B attached hereto is hereby approved and adopted as an amendment to the Restated Certificate of Incorporation of the Company; and be it

**FURTHER RESOLVED**, that the board of directors is hereby authorized (but not required) to (i) effect a reverse stock split of the Common Stock at any time prior to June 30, 2010 at one of seven reverse split ratios, 1-for-2, 1-for-5, 1-for-10, 1-for-15, 1-for-20, 1-for-25 or 1-for-30, as determined by the board of directors in its sole discretion, (ii) if and when the reverse stock split is effected, reduce the number of authorized shares of the Common Stock by the reverse split ratio determined by the board of directors and (iii) to effect the reverse stock split by filing a Certificate of Amendment to the Restated Certificate of Incorporation of the Company (as it may be amended from time to time), with the Secretary of State of the State of Delaware, in the form attached hereto as Annex C reflecting the reverse stock split ratio determined by the board of directors and the number of shares of capital and common stock that the Company is authorized to issue after giving effect to the reverse stock split, which amendment is hereby approved and adopted as an amendment to the Restated Certificate of Incorporation of the Company; and be it

**FURTHER RESOLVED**, that at any time prior to the effectiveness of the filing of the amendments set forth in Annex C with the Secretary of State of the State of Delaware, notwithstanding authorization of the proposed amendments by the stockholders of the Company, the board of directors may abandon any or all variations of such proposed amendments without further stockholder action.

Citigroup Inc.

By:

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Name: Michael S. Helfer  
Title: General Counsel  
and Corporate Secretary

DATE: September 2, 2009

**CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CITIGROUP INC.**

The undersigned officer of Citigroup Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is Citigroup Inc.

SECOND: Section (A) of Article FOURTH of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Sixty Billion Thirty Million (60,030,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is Sixty Billion (60,000,000,000) shares of Common Stock having a par value of one cent (\$.01) per share. The total number of shares of Preferred Stock which the Corporation shall have the authority to issue is Thirty Million (30,000,000) shares having a par value of one dollar (\$1.00) per share.

THIRD: The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: The foregoing amendment shall be effective upon filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer, this 3<sup>rd</sup> day of September, 2009.

**CITIGROUP INC.**

By: \_\_\_\_\_

Name:

Title:

**CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CITIGROUP INC.**

The undersigned officer of Citigroup Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is Citigroup Inc.

SECOND: Section (E) of Article FOURTH of the Restated Certificate of Incorporation of the Corporation shall be hereby amended read in its entirety as follows:

E. Subject to the provisions of any applicable law or except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of directors and for all other purposes; each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate relating to shares of Preferred Stock contemplated or authorized by Section B or Section J of this Article FOURTH) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Restated Certificate of Incorporation (including any certificate relating to shares of Preferred Stock contemplated or authorized by Section B or Section J of this Article FOURTH).

THIRD: The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: The foregoing amendment shall be effective upon filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer, this 3<sup>rd</sup> day of September, 2009.

**CITIGROUP INC.**

By: \_\_\_\_\_

Name:

Title:

**FORM OF CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CITIGROUP INC.**

The undersigned officer of Citigroup Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is Citigroup Inc.

SECOND: Upon the filing and effectiveness (the "Effective Time") pursuant to the General Corporation Law of the State of Delaware (the "DGCL") of this certificate of amendment to the restated certificate of incorporation of the Corporation, each [two][five][ten][fifteen][twenty][twenty-five][thirty] shares of the Corporation's common stock, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time shall be combined into one (1) validly issued, fully paid and non-assessable share of common stock, par value [\$0.01] per share, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No certificates representing fractional shares of common stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of common stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests upon the submission of a transmittal letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder's Old Certificates (as defined below), in an amount equal to the proceeds attributable to the sale of such fractional shares following the aggregation and sale by the Corporation's transfer agent of all fractional shares otherwise issuable. Each certificate that immediately prior to the Effective Time represented shares of common stock ("Old Certificates"), shall thereafter represent that number of shares of common stock into which the shares of common stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

THIRD: At the Effective Time, Section (A) of Article FOURTH of the Restated Certificate of Incorporation of the Corporation shall be hereby amended to read in its entirety as follows:

FOURTH: A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is [        ] ([        ]). The total number of shares of common stock which the Corporation shall have authority to issue is [        ] ([        ]) shares of common stock having a par value of one cent (\$.01) per share. The total number of shares of preferred stock which the Corporation shall have the authority to issue is Thirty Million (30,000,000) shares having a par value of one dollar (\$1.00) per share.

FOURTH: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

FIFTH: The foregoing amendment shall be effective upon filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer, this [        ] day of [        ], 2009.

**CITIGROUP INC.**

By: \_\_\_\_\_