

Selected Terms of the Upper DECS Equity Units

THE SELECTED TERMS SHOULD BE READ IN CONJUNCTION WITH THE DESCRIPTION OF SECURITIES TO BE FILED ON FORM 8-K WITH THE SECURITIES AND EXCHANGE COMMISSION

Investment Amount:	\$7,500,000,000
Security:	Upper DECS Equity Units, which are mandatorily convertible securities consisting of a contract to purchase stock at different purchase dates, and an undivided beneficial interest in trust preferred securities.
Issuer:	Citi or the "Company"
Investor:	Abu Dhabi Investment Authority ("ADIA") or the "Investor"
Payment Rate:	11.00% in aggregate per annum, payable quarterly The payment rate consists of a payment on each series of the trust preferred securities and a contract payment on the purchase contracts. Trust preferred payments and purchase contract payments are both deferrable under certain circumstances.
Purchase Contract Settlement:	The aggregate number of common shares to be issued is: <ul style="list-style-type: none"> • Citi stock price above \$37.24/share: 201,390,000 shares • Citi stock price between \$37.24 and \$31.83/share: Between 201,390,000 and 235,627,500 shares • Citi stock price at or below \$31.83/share: 235,627,500 shares
Purchase Contract Settlement Dates:	<ul style="list-style-type: none"> • 1st settlement: March 15, 2010 • 2nd settlement: September 15, 2010 • 3rd settlement: March 15, 2011 • 4th settlement: September 15, 2011 Each settlement date is subject to an extension of up to one year.
Remarketing of the Trust Preferred Securities on Behalf of Investors; Subsequent Redemption	Prior to the settlement of the purchase contracts, there will be remarketings of the trust preferred securities to new investors on market terms. Upon remarketing, the trust preferred securities will be redeemable between 2041 and 2042, subject to earlier redemption.
Purchase Contract Reset Adjustment	If Citi issues in excess of \$5 billion of equity or equity-linked securities at a sale price below \$31.83 per share, or additional Upper DECS Equity Units with a payment rate higher than 11% or a conversion premium below the conversion premium of this security, during the one year period following the issuance of the securities, the maximum conversion price may be reduced, but not to less than \$31.83.
Transfer Restrictions	The investor may not transfer, sell or hedge the Upper DECS Equity Units or its exposure to the underlying shares for at least 2-years following the settlement date. After 2-years following the settlement date, until 3-years after the final stock conversion date, the investor is subject to certain manner of sale restrictions.
Standstill Agreement	Customary standstill provisions, including a prohibition on direct or indirect acquisitions of beneficial ownership of more than 4.9% of the voting shares (on an as-converted basis).
Investor Lock-up on Company Securities	The investor is not permitted to transact in any securities of Citi for one year from the issue date of the Upper DECS Equity Units, subject to certain exceptions.
Registration Rights	Customary registration rights agreement
Listing	None