



CITIGROUP FUNDING INC.
(incorporated in the State of Delaware)
U.S.\$30,000,000 Global Medium Term Note and Certificate Programme
unconditionally and irrevocably guaranteed by
CITIGROUP INC.
(incorporated in the State of Delaware)

This base prospectus supplement (the **Supplement**) constitutes a Supplement for the purposes of Article 13 of the Luxembourg Law on Prospectuses for Securities (the **Prospectus Law**) implementing Directive 2003/71/EC, as amended. This Supplement is supplemental to and forms part of and must be read in conjunction with the Base Prospectus dated 12 May 2011 (the **Base Prospectus**) as supplemented by a Base Prospectus Supplement dated 9 August 2011 (**Supplement No.1**) and a Base Prospectus Supplement No.2 dated 27 September 2011 (**Supplement No.2** and, together with Supplement No.1 and the Base Prospectus, the **Prospectus**) prepared by Citigroup Funding Inc. (the **Issuer**) with respect to the U.S.\$30,000,000,000 Global Medium Term Note and Certificate Programme unconditionally and irrevocably guaranteed by Citigroup Inc. (the **Guarantor**). Terms defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement incorporates by reference recent financial statements of the Guarantor, updates disclosure relating to rating agencies to reflect recent events, details amendments to the "Terms and Conditions of the Notes" (and other consequential amendments) to amend the provisions relating to certain Underlyings and updates certain disclosure relating to the Issuer and the Guarantor.

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the **CSSF**), as competent authority for the purposes of the Prospectus Law, to approve this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Publication of the Quarterly Report of Citigroup Inc.

On 4 November 2011, Citigroup Inc. (the Guarantor and parent company of the Issuer) filed its Quarterly Report on Form 10-Q (the **Q3 Form 10-Q**) for the three and nine months ended 30 September 2011 with the Securities and Exchange Commission of the United States which contains the unaudited interim financial information of the Issuer for the three and nine months ended 30 September 2011. A copy of the Q3 Form 10-Q has been filed with the CSSF and has been published on the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the Q3 Form 10-Q is incorporated by reference in, and forms part of, the Base Prospectus.

The following information appears on the pages of the Q3 Form 10-Q as set out below:

1. The unaudited interim financial information of the Issuer in respect of the three and nine months ended 30 September 2011, as set out in the Q3 Form 10-Q, namely:

	Page
A. Condensed Consolidating Statements of Income	204 - 207

B.	Condensed Consolidating Balance Sheet	208 - 209
C.	Condensed Consolidating Statement of Cash Flows	210 - 211

2. The unaudited interim financial information of the Guarantor in respect of the three and nine months ended 30 September 2011, as set out in the Q3 Form 10-Q, namely:

	Page	
A.	Consolidated Statement of Income	93
B.	Consolidated Balance Sheet	95 to 96
C.	Consolidated Statement of Changes in Stockholders' Equity	97
D.	Consolidated Statement of Cash Flows	98
E.	Notes and Accounting Policies	99 to 211

3. Other information relating to the Guarantor, as set out in the Form Q3 10-Q:

	Page	
A.	Description of the principal activities of the Guarantor	3 to 10, 35 to 89
B.	Description of the principal markets in which the Guarantor competes	11 to 34
C.	Credit Ratings of the Issuer and the Guarantor	44
D.	Principal investments of the Guarantor	112 to 122
E.	Description of litigation involving the Guarantor	201 to 202

Any information not listed in the cross-reference table above but included in the Q3 Form 10-Q is given for information purposes only.

Significant and Material Change

Paragraph 5 of the section entitled "General Information" on page 401 of the Base Prospectus, as supplemented, shall be deemed deleted and replaced with the following paragraph:

"Other than matters disclosed herein (including in documents incorporated by reference), there has been no significant change in the financial or trading position of the Issuer since 30 September 2011, the date of the Guarantor's most recently published unaudited interim financial statements (which include unaudited interim financial information of the Issuer) and for the Guarantor since 30 September 2011, the date of its most recently published unaudited interim financial statements, and there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2010, the date of the Guarantor's most recently published audited financial statements (which include audited financial information of the Issuer) and for the Guarantor since 31 December 2010, the date of its most recently published audited financial statements."

Credit Ratings - Rating Agencies of the Issuer and the Guarantor

Further to the registration of certain rating agencies under Regulation (EC) No. 1069/2009 (as amended) (the **CRA Regulation**) effective 31 October 2011, the final three paragraphs of the section entitled "Credit Ratings" in Supplement No.2 shall be deemed to be deleted and the following substituted therefor:

"Standard & Poor's Financial Services LLC (**S&P**) is not established in the European Union and is not registered in accordance with Regulation (EU) No. 1060/2009 (as amended) (the **CRA Regulation**). S&P is therefore not included in the list of credit rating agencies published by the European Securities Market Authority (**ESMA**) on its website in accordance with the CRA Regulation, however, it has confirmed that any ratings issued by it which are endorsed in the European Union will be clearly identified as such.

Moody's Investors Service, Inc. (**Moody's**) is not established in the European Union and has not applied for registration under the CRA Regulation. However, in the application for registration by Moody's Investors Service for the registration of its EU-based entities under the CRA Regulation, it sought authorisation to endorse the credit ratings of its non-EU entities through Moody's Investors Service Ltd. or Moody's Deutschland GmbH, which are established in the European Union and are registered under the CRA Regulation (and, as such, are included in the list of credit rating agencies published by ESMA on its website in accordance with the CRA Regulation). While notification of the corresponding final endorsement decision has not yet been provided by the relevant competent authority, ESMA has indicated that ratings issued in third countries may continue to be used in the European Union by relevant market participants for a transitional period ending on 31 January 2012 (which may be extended to 30 April 2012).

Fitch, Inc. (**Fitch**) is not established in the European Union and has not applied for registration under the CRA Regulation. However, in the application for registration under the CRA Regulation of the Fitch Ratings group of companies within the EU, Fitch Ratings Limited, which is established in the European Union and is registered under the CRA Regulation (and, as such, is included in the list of credit rating agencies published ESMA on its website in accordance with the CRA Regulation), disclosed the intention to endorse credit ratings of Fitch. While notification of the corresponding final endorsement decision has not yet been provided by the relevant competent authority, ESMA has indicated that ratings issued in third countries may continue to be used in the European Union by relevant market participants for a transitional period ending on 31 January 2012 (which may be extended to 30 April 2012)."

Amendments to the Base Prospectus

The Base Prospectus shall be amended as set out in the Annex attached hereto.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of Supplement No.2.

Copies of this Supplement will be available (i) without charge from the specified office of any Paying Agent or the specified office of KBL European Private Bankers S.A. as the listing agent in Luxembourg at 43, Boulevard Royal, L-2955 Luxembourg; and (ii) on the website of the Luxembourg Stock Exchange at www.bourse.lu.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any statement in the Prospectus or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

In accordance with Article 13, paragraph 2 of the Prospectus Law, investors who have already agreed to purchase or subscribe for Securities before this Supplement was published have the right, exercisable before the end of the period of not less than two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. The relevant period in relation to a particular issue of Securities shall be notified to investors in such Securities which, in relation to publicly offered Securities to be listed on the Luxembourg Stock Exchange, will be by way of a notice published on the website of the Luxembourg Stock Exchange at www.bourse.lu.

18 November 2011

ANNEX

AMENDMENTS TO THE BASE PROSPECTUS

Summary of the Programme

The Summary of the Programme set out on pages 1 to 9 of the Base Prospectus shall be amended as follows:

The following shall be inserted into the section "Note only provisions – Disrupted Days, Market Disruption Events and Adjustments" after the words "(or vice versa)" in the 23rd line thereof:

"and/or, in the case of mutual fund interests, adjustments to 'monetise' the mutual fund interest affected by the relevant Adjustment Event and adjust amounts payable under the Notes to account for such monetisation".

Risk Factors – Risks relating to Notes

The section "Risk Factors – Risks relating to Notes" set out on pages 26 to 54 of the Base Prospectus shall be amended as follows:

1. Certain considerations associated with Notes relating to commodity indices

The first paragraph of the section "Certain considerations associated with Notes relating to commodity indices – Disrupted Days, Adjustment Events and Early Redemption in relation to Notes linked to commodity indices" shall be amended by the insertion of the words "or postponement of the valuation of a component of a commodity index" after the words "postponement of a Valuation Date" in the second line thereof.

2. Certain considerations associated with Notes relating to mutual fund interests

The section "Certain considerations associated with Notes relating to mutual fund interests – Disrupted Days, Adjustment Events and Early Redemption in relation to Notes linked to mutual fund interests" shall be amended by the insertion of the following after the words "any such increased costs)." in the 13th line of the second paragraph thereof:

"Any such adjustment may also include a monetisation whereby the Calculation Agent shall determine the value of the Mutual Fund Interest affected by the relevant Adjustment Event on a date selected by the Calculation Agent and shall make such adjustments to the terms of the Notes so that the Notes reference such value (and interest thereon) rather than such Mutual Fund Interest."

Terms and Conditions of the Notes – Commodity Indices

The section "Terms and Conditions of the Notes – Underlying Schedule 3 – Commodity Index Conditions" set out on pages 144 to 147 of the Base Prospectus shall be amended as follows:

1. Condition 1 of the Commodity Index Conditions (Definitions) shall be amended as follows:

- (a) the definition of "Exchange" shall be amended by the insertion of the following before the full-stop thereof:

"and, in respect of a Component of a Commodity Index, the exchange, quotation system, over-the-counter market or principal trading market on which such Component is (as determined by the Calculation Agent) principally traded";

- (b) the definition of "Scheduled Closing Time" shall be deleted and the following substituted therefor:

"Scheduled Closing Time means (i) in respect of a Scheduled Trading Day and an Exchange or a Related Exchange, the scheduled weekday closing time on such Exchange or Related Exchange on such Scheduled Trading Day, without regard to after-hours trading or any other trading outside the hours of the regular trading session on such Exchange and (ii) in respect of a Component Trading Day, a Component and the Exchange for such Component, the scheduled weekday closing time on such Exchange on such Component Trading Day, without regard to after-hours trading or any other trading outside the hours of the regular trading session on such Exchange";

- (c) the definition of "Scheduled Trading Day" shall be amended by the insertion of the following before the full-stop thereof:

"and, where Commodity Component Valuation is specified as applicable in the applicable Final Terms, any day on which the Exchange for each Component of such Commodity Index is scheduled to be open for trading for its regular trading session, notwithstanding any such Exchange closing prior to the Scheduled Closing Time for the relevant Component"; and

- (d) the following definition shall be inserted in alphabetical order therein:

"Component Trading Day means, in respect of a Component, a day on which the Exchange for such Component is scheduled to be open for trading for its regular trading session, notwithstanding such Exchange closing prior to the Scheduled Closing Time for such Component."

2. The definition of "Valuation Time" set out in Condition 2(a) of the Commodity Index Conditions (Valuation) shall be deleted and the following substituted therefor:

"Valuation Time means, in respect of a Commodity Index, an Underlying Closing Level and a Scheduled Trading Day, (i) for the purposes of determining whether a Disrupted Day has occurred: (I) in respect of any relevant Component, the time at which such Component is valued for the purposes of determining the relevant level of such Commodity Index, and (II) in respect of any options contracts or future contracts on the Commodity Index, the close of trading on the relevant Related Exchange; and (ii) in all other circumstances, either (A) where the level of such Commodity Index is only published once a day, the time at which the level of such Commodity Index for such day is calculated and published by the relevant Index Sponsor or (B) otherwise, the time at which the official closing level of the Commodity Index is calculated and published by the relevant Index Sponsor."

3. The definition of "Disrupted Day" set out in Condition 3 of the Commodity Index Conditions (Disruption to Valuation) shall be amended as follows:

- (a) by the insertion of the words "(i) where Commodity Component Valuation is not specified as applicable in the applicable Final Terms" after the word "means" in the first line thereof; and

- (b) by the insertion of the following before the full-stop thereof:

"(ii) where Commodity Component Valuation is specified as applicable in the applicable Final Terms:

- (A) in respect of a Commodity Index, any Scheduled Trading Day on which any of the events set out below occurs:
 - (x) the relevant Index Sponsor fails to publish the level of such Commodity Index;
 - (y) such day is a Disrupted Day in respect of a Component of such Commodity Index as specified in sub-paragraphs (B)(x), (y) or (z) below.
- (B) in respect of a Component, any Component Trading Day on which any of the events set out below occurs:
 - (x) the failure of a relevant Exchange to announce or publish the settlement price for such Component (or other relevant price, or prices from which such price is calculated);
 - (y) the suspension of or limitation on trading in such Component on the relevant Exchange which the Calculation Agent determines is material; and
 - (z) the closing or settlement price for such Component is a "limit price" which means that such closing or settlement price for such Component for the relevant day has increased or decreased from the previous day's closing or settlement price by the maximum amount permitted under applicable exchange rules."

4. Condition 6(c) of the Commodity Index Conditions (*Additional Provisions – Determination of the Underlying Closing Level of a Commodity Index on a Disrupted Day*) shall be amended as follows:

- (a) by the insertion of the words "(i) Where Commodity Component Valuation is not specified as applicable in the applicable Final Terms, " at the beginning thereof; and
- (b) by the insertion of the following as sub-paragraph (ii) thereof:

"(ii) Where Commodity Component Valuation is specified as applicable in the applicable Final Terms, if a Specified Valuation Date for a Commodity Index is a Disrupted Day for such Commodity Index, then, in order to determine the Underlying Closing Level of the relevant Commodity Index for such Valuation Date, the Calculation Agent shall determine the relevant Underlying Closing Level for such Valuation Date using the then-current method for calculating the level of such Commodity Index based on:

- (x) with respect to each Component which is not affected by the occurrence of a Disrupted Day, the closing or settlement price of each such Component on such Specified Valuation Date; and
- (y) with respect to each Component which is affected by the occurrence of a Disrupted Day, the closing or settlement price of each such Component on the earlier of: (1) the first succeeding day immediately following such Specified Valuation Date which is a Component Trading Day for the relevant Component and which is not a Disrupted Day for such Component; and (2) the Scheduled Trading Day which is the Valuation Roll number of Scheduled Trading Days for the relevant Commodity Index immediately following such Specified Valuation Date.

If, by operation of the above provision, the date for valuation of the relevant Component would fall on a day which is a Disrupted Day for such Component, the Calculation Agent shall determine the closing or settlement price of the relevant Component for the relevant Valuation Date using its good faith estimate of the closing or settlement price of such Component for such day.

If, by operation of the above provision, the date for valuation of the relevant Component would otherwise fall on a day falling after the second Scheduled Trading Day for the relevant Commodity Index prior to the date on which a relevant payment is scheduled to be made under the Notes (the **Commodity Index Cut-off Date**), such date of valuation shall be deemed to be the Commodity Index Cut-off Date (notwithstanding that such date either (A) is not a Component Trading Day for such Component; or (B) is a Disrupted Day for such Component; or (C) is a Disrupted Day for the relevant Commodity Index), and the Calculation Agent shall determine the closing or settlement price of the relevant Component for the relevant Valuation Date using its good faith estimate of the closing or settlement price of such Component for such day.

Condition 19(d) and Condition 19(e) of the General Conditions shall not apply to a Specified Valuation Date relating to a Commodity Index except that, if a Disrupted Day occurs in respect of an Underlying other than a Commodity Index and "Move in Block" is specified in the applicable Final Terms, the provisions of Condition 19(d)(ii) of the General Conditions shall apply thereto PROVIDED THAT if by operation of such provision the relevant Valuation Date would thereby fall after the relevant Commodity Index Cut-off Date, the provisions set out in the preceding paragraph shall apply.

In all other cases, the provisions of Condition 19(d) and Condition 19(e) of the General Conditions shall only apply in relation to Underlying(s) which are not Commodity Indices (if any)."

Terms and Conditions of the Notes – Mutual Funds

The section "Terms and Conditions of the Notes – Underlying Schedule 8 – Mutual Fund Conditions" set out on pages 179 to 186 of the Base Prospectus shall be amended as follows:

1. Condition 1 of the Mutual Fund Conditions (Definitions) shall be amended as follows:
 - (a) by the amendment of the definition of "Additional Disruption Event" by the insertion of the words "Asset Trigger Event, Delisting" after the words "Non Currency Redemption" in the third line thereof; and
 - (b) by the insertion of the following definitions in alphabetical order therein:

"Asset Trigger Event means, in respect of a Mutual Fund, the aggregate net asset value of the Mutual Fund Interests held by the Issuer and/or any of its Affiliates is more than 10 per cent. of the aggregate net asset value of such Mutual Fund, as determined by the Calculation Agent, at any time.

Delisting means, in respect of a Mutual Fund Interest, that the relevant Exchange announces that, pursuant to the rules of such Exchange, such Mutual Fund Interest ceases (or will cease) to be listed, traded or publicly quoted on such Exchange for any reason (other than a Merger Event) and is not (or will not be) immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as the Exchange or another

exchange or quotation system (that is deemed acceptable by the Calculation Agent) located in another country (that is deemed acceptable by the Calculation Agent)."

2. Condition 5 of the Mutual Fund Conditions (Additional Early Redemption Events) shall be deleted and the following substituted therefor:

"The following Additional Early Redemption Event shall apply in respect of a Mutual Fund: the Calculation Agent determines that no Monetisation can reasonably be effected under Condition 6(d) of the Mutual Fund Conditions."

3. Condition 6 of the Mutual Fund Conditions (Additional Provisions) shall be amended by the insertion of the following as sub-paragraph (d) thereof:

"(d) *Adjustments following an Adjustment Event*

Any adjustment made by the Calculation Agent in response to an Adjustment Event pursuant to Condition 19(g) of the General Conditions may include substitution of the relevant Underlying in whole or in part as specified therein and, in the event that, in the determination of the Calculation Agent, any such substitution of the relevant Underlying cannot reasonably be made, may also include Monetisation in respect of the relevant Underlying and the Calculation Agent may make such other adjustments to the terms of the Notes as it deems appropriate in relation to such Monetisation.

For the purposes of the above, **Monetisation** means:

- (i) on a date selected by the Calculation Agent (the **Affected Mutual Fund Valuation Date**), the Calculation Agent shall value the amount of the Mutual Fund Interest affected by the Adjustment Event (the **Affected Mutual Fund Interests**) relating to a Calculation Amount (such value, less any costs and expenses of unwinding any related Hedge Positions, the **Affected Mutual Fund Value**); and
- (ii) the Calculation Agent shall adjust the formulae or method of determining any amounts payable in respect of the Notes to reflect the Affected Mutual Fund Value in lieu of the Relevant Price of the Affected Mutual Fund Interest, and shall adjust the Redemption Amount to include an amount in respect of interest (compounded on a daily basis) on the Affected Mutual Fund Value, as determined by the Calculation Agent, accrued at an overnight rate relating to the Specified Currency selected by the Calculation Agent during the period from (and including) the Affected Mutual Fund Valuation Date to (but excluding) the Maturity Date."

Pro Forma Final Terms for issues of Notes

The Pro Forma Final Terms for issues of Notes set out on pages 297 to 323 of the Base Prospectus shall be amended as follows:

1. The section "Provisions relating to Underlying Linked Notes" shall be amended by the insertion of the following as sub-paragraph (C) under the heading "Commodity Index/Indices":

"(C) Commodity Component [Applicable/Not Applicable]
Valuation:

2. Item 16(iii) in the section "Provisions relating to Underlying Linked Notes" shall be amended as follows:

(a) by the insertion of the words "[Asset Trigger Event] [Delisting – *if applicable also specify the relevant Exchange*]" at the end of sub-paragraph (A) (*Additional Disruption Event(s)*) under the heading "Mutual Fund Interest";

(b) by the insertion of the following as sub-paragraph (C) under the heading "Mutual Fund Interest":

"(C) Trade Date: []"; and

3. All references to "Boulevard Royale" shall be deemed to be deleted and replaced with "Boulevard Royal".

Description of the Issuer

The section entitled "Description of the Issuer" set out on pages 261 to 263 of the Base Prospectus shall be deemed to be deleted and the text set out at Schedule 1 substituted therefor.

Description of the Guarantor

The section entitled "Description of the Guarantor" set out on pages 264 to 271 of the Base Prospectus shall be deemed to be deleted and the text set out at Schedule 2 substituted therefor.

SCHEDULE 1

"DESCRIPTION OF THE ISSUER

CITIGROUP FUNDING INC.

Incorporation

Citigroup Funding Inc. is a wholly-owned subsidiary of Citigroup Inc. It was incorporated as a Stock Company on 13 January 2005, and is organised under the laws of the State of Delaware with file number 3912224. Its principal executive offices are located at 399 Park Avenue, New York, NY 10043, and its telephone number is (212) 559-1000. Its business activities consist primarily of providing funds to the Guarantor and its subsidiaries for general corporate purposes.

Business Activity

The Issuer has filed registration statements with the SEC, has issued securities from those registration statements, has issued securities guaranteed by the U.S. Federal Deposit Insurance Corporation (the **FDIC**), and has issued commercial paper. The Issuer's purpose is to "engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware", as stated in Article THIRD of the Issuer's Certificate of Incorporation. Other than the foregoing activities and the issuance of securities under the Issuer's U.S.\$15,000,000,000 Global Structured Note and Certificate Programme and the establishment of certain programmes for the issuance of securities in the domestic market in Italy and Switzerland pursuant to which the Issuer may, following the update of such programmes, offer and issue securities, the Issuer has not engaged, since its incorporation, in any material activities other than those relating to the proposed issue of the Securities and the authorisation of documents and agreements referred to in this document to which it is, or will be, a party. The Issuer is directly owned by Citigroup Inc., and its debt is fully guaranteed by Citigroup Inc.

Directors and Officers

The directors of the Issuer are:

<i>Name</i>	<i>Position (at Citigroup Funding Inc. or otherwise)</i>
James Garnett	Vice President, Citibank, N.A.
Jeffrey R. Walsh	Controller and Chief Accounting Officer, Citigroup Inc.
Saul M. Rosen	Chief Tax Officer, Citigroup Inc.
Eric Aboaf	Chairman and President; Treasurer, Citigroup Inc.

Other officers of the Issuer are:

<i>Name</i>	<i>Position (at Citigroup Funding Inc. or otherwise)</i>
Srini Vasani	Executive Vice President and Chief Financial Officer
Jacqueline P. Linden	Executive Vice President and Senior Risk Officer
Michael Verdeschi	Executive Vice President
Ardavan Nozari	Executive Vice President
Charles E. Wainhouse	Executive Vice President and Treasurer
Julie Bell Lindsay	Secretary
Michael Conway	Vice President and Controller

<i>Name</i>	<i>Position (at Citigroup Funding Inc. or otherwise)</i>
Faisal Essa	Vice President and Assistant Treasurer
Keith J. Anzel	Assistant Secretary (Tax)
Michael J. Tarpley	Assistant Secretary
Douglas C. Turnbull	Assistant Secretary

The business address of each director of the Issuer in his capacity as such is 399 Park Avenue, New York, NY 10043, United States of America. The Issuer is not aware of any potential conflicts of interest between the duties to the Issuer of the officers listed herein and their private interests or other duties.

Corporate Governance

To the best of its knowledge and belief, the Issuer complies with the laws and regulations of Delaware regarding corporate governance.

Capitalisation

The authorised share capital of the Issuer is U.S.\$10 consisting of 1,000 shares of U.S.\$0.01 par value each, all of which have been issued and are fully paid up. The Issuer is a direct wholly-owned subsidiary of Citigroup Inc.

As of 31 December 2010 the Issuer had total assets of U.S.\$99,133,417,000 comprising principally inter-company advances.

SELECTED FINANCIAL INFORMATION RELATING TO THE ISSUER

The following table sets out in summary form selected financial information for the Issuer. The summary form was derived from the audited consolidated financial information of the Issuer for the year ended 31 December 2010, which was published on 29 April 2011 and from the Guarantor's Q3 Form 10-Q.

	At or for the nine months ended 30 September 2011 (unaudited)	At or for the nine months ended 30 September 2010 (unaudited)	At or for the year ended 31 December 2010 (audited)	At or for the year ended 31 December 2009 (audited)
	<i>(thousands of U.S. dollars)</i>	<i>(thousands of U.S. dollars)</i>	<i>(thousands of U.S. dollars)</i>	<i>(thousands of U.S. dollars)</i>
Income Statement Data:				
Total revenues, net of interest expense	931,000	887,000	362,190	53,762
Net Income.....	599,000	572,000	215,699	27,009
Balance Sheet Data:				
Total assets.....	67,123,000		99,133,417	133,040,421
Long-term debt.....	48,700,000		52,334,561 ⁽¹⁾	56,486,626 ⁽¹⁾
Total stockholder's equity.....	1,818,000		1,237,607	3,521,910

⁽¹⁾ including U.S.\$15,674,117 and U.S.\$14,033,672 at 31 December 2010 and 31 December 2009, respectively, at fair value.

Auditors

The auditors of the Issuer are KPMG LLP of 345 Park Avenue, New York, NY 10154, United States of America. KPMG LLP is a member of the American Institute of Certified Public Accountants and is regulated by the U.S. Public Company Accounting Oversight Board.

KPMG LLP audited the consolidated financial statements of the Issuer for the years ended 31 December 2010 and 2009.

Material Contracts

The Issuer has no contracts that are material to its ability to fulfil its obligations under the Securities. Description of the Guarantor

SCHEDULE 2

"DESCRIPTION OF THE GUARANTOR

CITIGROUP INC.

Citigroup Inc. (**Citi**, the **Company** or the **Guarantor**) is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. Citi has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. Citi is a bank holding company within the meaning of the U.S. Bank Holding Company Act of 1956 registered with, and subject to examination by, the Board of Governors of the Federal Reserve System (the **Federal Reserve**). Some of Citi's subsidiaries are subject to supervision and examination by their respective federal and state authorities. At 30 September 2011, Citi had approximately 267,000 full-time employees worldwide.

Citi's purpose is to "engage in any lawful act or activity for which a corporation may be organised under the General Corporation Law of Delaware", as stated in Article THIRD of Citi's Restated Certificate of Incorporation. Citi operates, for management reporting purposes, via two primary business segments: Citicorp, which consists of Regional Consumer Banking (in North America, Europe, the Middle East and Africa, Asia, and Latin America) and the Institutional Clients Group (Securities and Banking, including the Private Bank, and Transaction Services); and Citi Holdings, which consists of Brokerage and Asset Management, Local Consumer Lending, and a Special Asset Pool. There is also a third segment, Corporate/Other.

The Guarantor is a holding company and services its obligations primarily by earnings from its operating subsidiaries. However, Citi may augment its capital through issuances of common stock, convertible preferred stock, preferred stock and equity issued through awards under employee benefit plans. Citi has also augmented its regulatory capital through the issuance of subordinated debt underlying trust preferred securities, although the treatment of such instruments as regulatory capital will be phased out under Basel III and the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The Guarantor's subsidiaries that operate in the banking and securities businesses can only pay dividends if they are in compliance with the applicable regulatory requirements imposed on them by federal and state bank regulatory authorities and securities regulators in the United States. The Guarantor's ability to pay regular quarterly cash dividends of more than \$0.01 per share, or to redeem or repurchase equity securities or trust preferred securities is currently restricted (which restriction may be waived) due to its agreements with certain U.S. government entities, generally for so long as the U.S. government continues to hold any of the Guarantor's trust preferred securities acquired in connection with the exchange offers consummated in 2009. The Guarantor's subsidiaries may be party to credit agreements that also may restrict their ability to pay dividends. The Guarantor currently believes that none of these regulatory or contractual restrictions on the ability of its subsidiaries to pay dividends will affect the Guarantor's ability to service its own debt. The Guarantor must also maintain the required capital levels of a bank holding company before it may pay dividends on its stock.

Under the regulations of the Federal Reserve, a bank holding company is expected to act as a source of financial strength for its subsidiary banks. As a result of this regulatory policy, the Federal Reserve might require the Guarantor to commit resources to its subsidiary banks when doing so is not otherwise in the interests of the Guarantor or its shareholders or creditors.

The principal offices for the Guarantor are located at 399 Park Avenue, New York, NY 10043, and its telephone number is (212) 559-1000. The Guarantor was established as a corporation incorporated in Delaware on 8 March 1988 with perpetual duration pursuant to the Delaware General Corporation Law with file number 2154254. Citi's authorised capital stock consists of 6 billion shares of common stock and 30 million shares of preferred stock. As at 30 September 2011, there were approximately 2.9 billion fully paid

common stock shares outstanding. A common stock share carries one vote, and no pre-emptive or other subscription rights or conversion rights. A preferred stock share carries no general voting rights.

No shareholder, or associated group of shareholders acting together, owns enough shares of Citigroup Inc.'s common stock to directly or indirectly exercise control over Citi.

DIRECTORS AND EXECUTIVE OFFICERS OF CITIGROUP INC.

The members of the board of directors of Citi are:

Board of Directors	Title	Main duties outside the Guarantor
Alain J.P. Belda		Managing Director, Warburg Pincus
Timothy C. Collins		Chairman of the Investment Committee, Ripplewood Holdings L.L.C.
Robert L. Joss, Ph.D.		Professor of Finance Emeritus and Former Dean, Stanford University Graduate School of Business.
Michael E. O'Neill		Former Chairman and CEO, Bank of Hawaii Corporation.
Vikram Pandit	CEO	–
Richard D. Parsons	Chairman	Senior Advisor, Providence Equity Partners Inc.
Lawrence Ricciardi		Senior Advisor, IBM Corporation, Jones Day and Lazard Ltd.
Judith Rodin		President, Rockefeller Foundation.
Robert L. Ryan		Chief Financial Officer, Retired, Medtronic Inc.
Anthony M. Santomero		Former President, Federal Reserve Bank of Philadelphia.
Diana L. Taylor		Managing Director, Wolfensohn Fund Management, L.P.
William S. Thompson, Jr.		CEO, Retired, Pacific Investment Management Company (PIMCO).
Ernesto Zedillo		Director, Centre for the Study of Globalization and Professor in the Field of International Economics and Politics, Yale University

The executive officers of Citi are: Shirish Apte, Stephen Bird, Don Callahan, Michael Corbat, John C. Gerspach, John Havens, Michael S. Helfer, Brian Leach, Gene McQuade, Manuel Medina-Mora, William J. Mills, Alberto J. Verme, Jeffrey R. Walsh and Vikram Pandit.

The business address of each director and executive officer of Citi in such capacities is 399 Park Avenue, New York, New York 10043.

The Guarantor is not aware of any conflicts of interest between the private interests of its senior management and the interests of the Guarantor that would be material in the context of any issuance of Notes.

The Guarantor is in compliance with the laws and regulations of the United States relating to corporate governance.

Committees of the Board of Directors

The standing committees of Citi's board of directors are:

The audit committee, which assists the board in fulfilling its oversight responsibility relating to (i) the integrity of Citi's consolidated financial statements and financial reporting process and Citi's systems of internal accounting and financial controls, (ii) the performance of the internal audit function – Audit and Risk Review, (iii) the annual independent integrated audit of Citi's consolidated financial statements and effectiveness of Citi's internal control over financial reporting, the engagement of the independent registered public accounting firm and the evaluation of the Independent Auditors' qualifications, independence and performance, (iv) policy standards and guidelines for risk assessment and risk management, (v) the compliance by Citi with legal and regulatory requirements, including Citi's disclosure controls and procedures, and (vi) the fulfillment of the other responsibilities set out in its charter, as adopted by the board.

The Citi Holdings oversight committee, which is responsible for overseeing the management of the company's Citi Holdings business segment, which consists of Brokerage and Asset Management, Local Consumer Lending and the Special Asset Pool. The committee oversees management's strategy for the timely and economically efficient disposition or optimization of Citi Holdings' assets and businesses, and monitors management's execution of that strategy through appropriate milestones and metrics. Periodically, the committee will review and discuss with management the company's risk exposures with respect to Citi Holdings' assets and the steps management has taken to monitor and control such exposures.

The nomination, governance and public affairs committee, which is responsible for (i) identifying individuals qualified to become board members and recommending to the board the director nominees for the next annual meeting of stockholders, (ii) leading the board in its annual review of the board's performance, (iii) recommending to the board directors for each committee for appointment by the board, (iv) reviewing Citi's policies and programs that relate to public issues of significance to Citi and to the public at large and (v) reviewing Citi's relationships with external constituencies and issues that impact Citi's reputation, and advising management as to its approach to each.

The personnel and compensation committee, which is responsible for determining the compensation for the CEO, and approving the compensation structure for executive officers, other members of senior management and certain highly compensated employees in accordance with guidelines established by the committee from time to time. The committee annually reviews and discusses the Compensation Discussion and Analysis with management.

The committee regularly reviews Citi's management resources, succession planning and development activities, as well as the performance of senior management. The committee is also charged with monitoring Citi's performance toward meeting its goals on employee diversity.

The risk management and finance committee, which has the primary responsibility for (1) oversight of Citigroup's risk management framework, including the significant policies, procedures and practices used in managing credit, market, operational and certain other risks and (2) oversight of Citigroup's policies and practices relating to Treasury matters, including capital, liquidity and financing, as well as to merger, acquisition, and divestiture activity (M&A). The committee reports to the board regarding Citigroup's risk profile, as well as its enterprise risk management framework, including the significant policies, procedures, and practices employed to manage risks in Citigroup's businesses, as well as the overall adequacy of the Risk Management function. The committee's role is one of oversight, recognizing that management is responsible for executing Citigroup's risk management, Treasury and M&A policies.

SELECTED FINANCIAL INFORMATION RELATING TO THE GUARANTOR

The following tables set out in summary form selected financial information for the Guarantor and its consolidated subsidiaries. Such information is derived from the consolidated financial statements of the Guarantor contained in the Guarantor's 2010 Form 10-K as filed with the SEC on 25 February 2011.

	At or for the year ended 31 December		
	2010 (audited)	2009 (audited)	2008 (audited)
	<i>(in millions of U.S. dollars)</i>		
Income Statement Data:			
Total revenues, net of interest expense	86,601	80,285	51,599
Income (loss) from continuing operations.....	10,951	(1,066)	(32,029)
Net Income (loss).....	10,602	(1,606)	(27,684)
Balance Sheet Data:			
Total assets	1,913,902	1,856,646	
Total deposits.....	844,968	835,903	
Long-term debt ⁽¹⁾	381,183	364,019	
Total stockholders' equity	163,468	152,700	

⁽¹⁾ Including U.S.\$25,997 and U.S.\$25,942 at 31 December 2010 and 2009, respectively, at fair value.

The following table sets out in summary form selected financial information for the Guarantor and its consolidated subsidiaries. Such information is derived from the consolidated financial statements of the Guarantor contained in the Guarantor's Q3 Form 10-Q as filed with the SEC on 4 November 2011.

	At or for the nine months ended 30 September	
	2011 (unaudited)	2010 (unaudited)
	<i>(in millions of U.S. dollars)</i>	
Income Statement Data:		
Total revenues, net of interest expense	61,179	68,230
Income from continuing operations.....	10,105	9,578
Net Income	10,111	9,293
Balance Sheet Data:		
Total assets	1,935,992	
Total deposits.....	851,281	
Long-term debt ⁽¹⁾	333,824	
Total stockholders' equity	177,372	

⁽¹⁾ Including U.S.\$25,190 at 30 September 2011 at fair value.

Auditors

The auditors of the Guarantor are KPMG LLP of 345 Park Avenue, New York, NY 10154, United States of America. KPMG LLP is a member of the American Institute of Certified Public Accountants and is regulated by the U.S. Public Company Accounting Oversight Board.

KPMG LLP audited the consolidated balance sheets of the Guarantor as of 31 December 2010 and 2009 and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the

years in the three-year period ended 31 December 2010. KPMG LLP expressed an unqualified opinion on such financial statements in its report dated 25 February 2011.

Material Contracts

The Guarantor has no contracts that are material to its ability to fulfil its obligations under the Securities."