

Supervisory Capital Assessment Program Results – Update on Exchange Offer

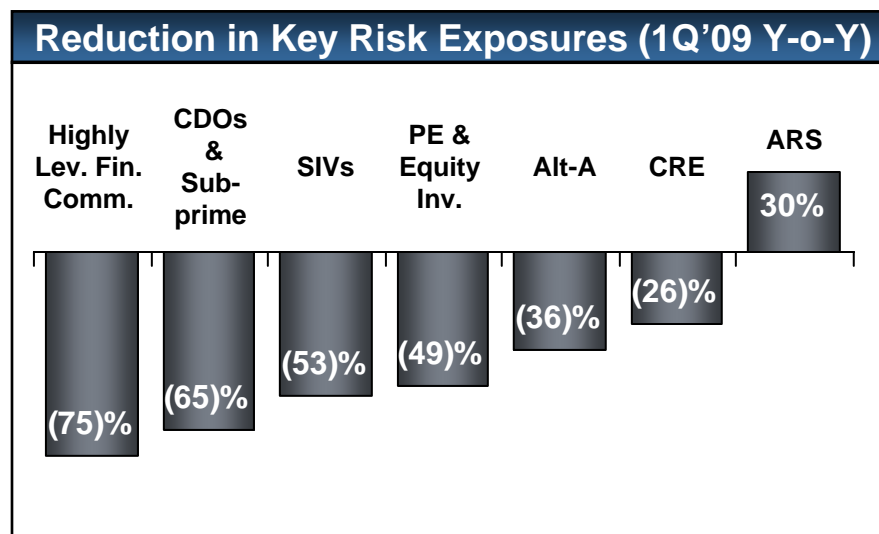
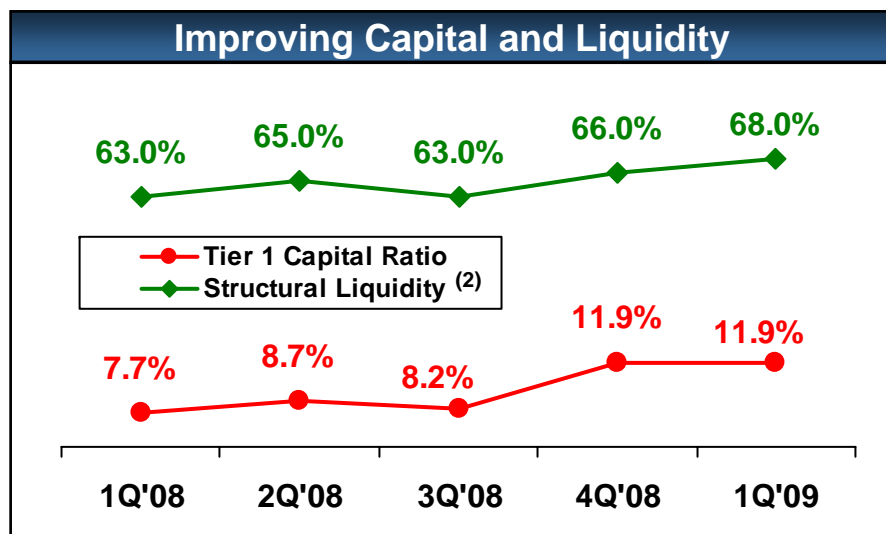
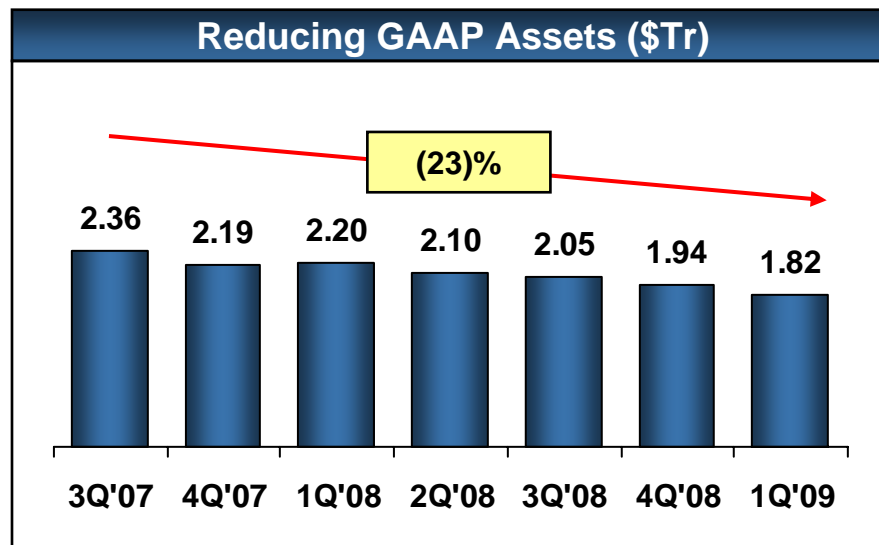
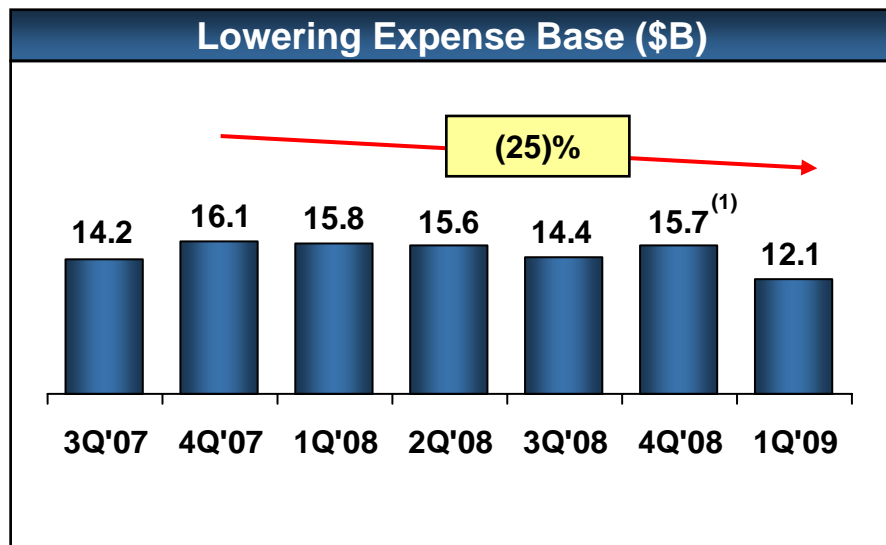
May 7, 2009



Summary

- ▶ **Regulators conducted a very rigorous process**
- ▶ **Citi will expand previously announced exchange offers by \$5.5 billion**
- ▶ **No additional U.S. Government capital contributions or conversions beyond previously announced exchange offers**
- ▶ **Previously announced exchange offers will launch shortly**
- ▶ **Citi's unique global client franchise and earnings power is strong**
- ▶ **Continue to successfully execute strategy**

Substantial Progress Despite Headwinds



(1) Excludes impact from the \$9.6 billion goodwill impairment change.
 (2) Structural Liquidity equals deposits, long-term debt and equity, as a % of total assets.

Citi – SCAP Results

At December 31, 2008	(\$B)	As % of RWA
Tier 1 Capital	118.8	11.9%
Tier 1 Common	22.9	2.3
Risk-Weighted Assets	996.2	
Memo: UST Preferred Equity ⁽¹⁾	45.0	
Estimated for 2009 and 2010 for the More Adverse Scenario	(\$B)	As % of Loans
Total Estimated Losses (Before purchase accounting adjustments)	104.7	
First Lien Mortgages	15.3	8.0%
Second/Junior Lien Mortgages	12.2	19.5
Commercial and Industrial Loans	8.9	5.8
Commercial Real Estate Loans	2.7	7.4
Credit Card Loans	19.9	23.0
Securities (AFS and HTM)	2.9	N/A
Trading & Counterparty	22.4	N/A
Other	20.4	N/A
Memo: Purchase Accounting Adjustments	N/A	
Resources Other Than Capital to Absorb Losses in More Adverse Scenario ⁽²⁾	49.0	
Indicated Capital Buffer	(\$B)	
Indicated Additional Tier 1 Common/Contingent Common Buffer ⁽³⁾	92.6	
Less: Capital Actions and Effects of Q1 2009 Results ⁽⁴⁾	(29.1)	
Other Capital Actions	(58.0)	
Indicated Additional Net Tier 1 Common/Contingent Common Buffer	5.5	

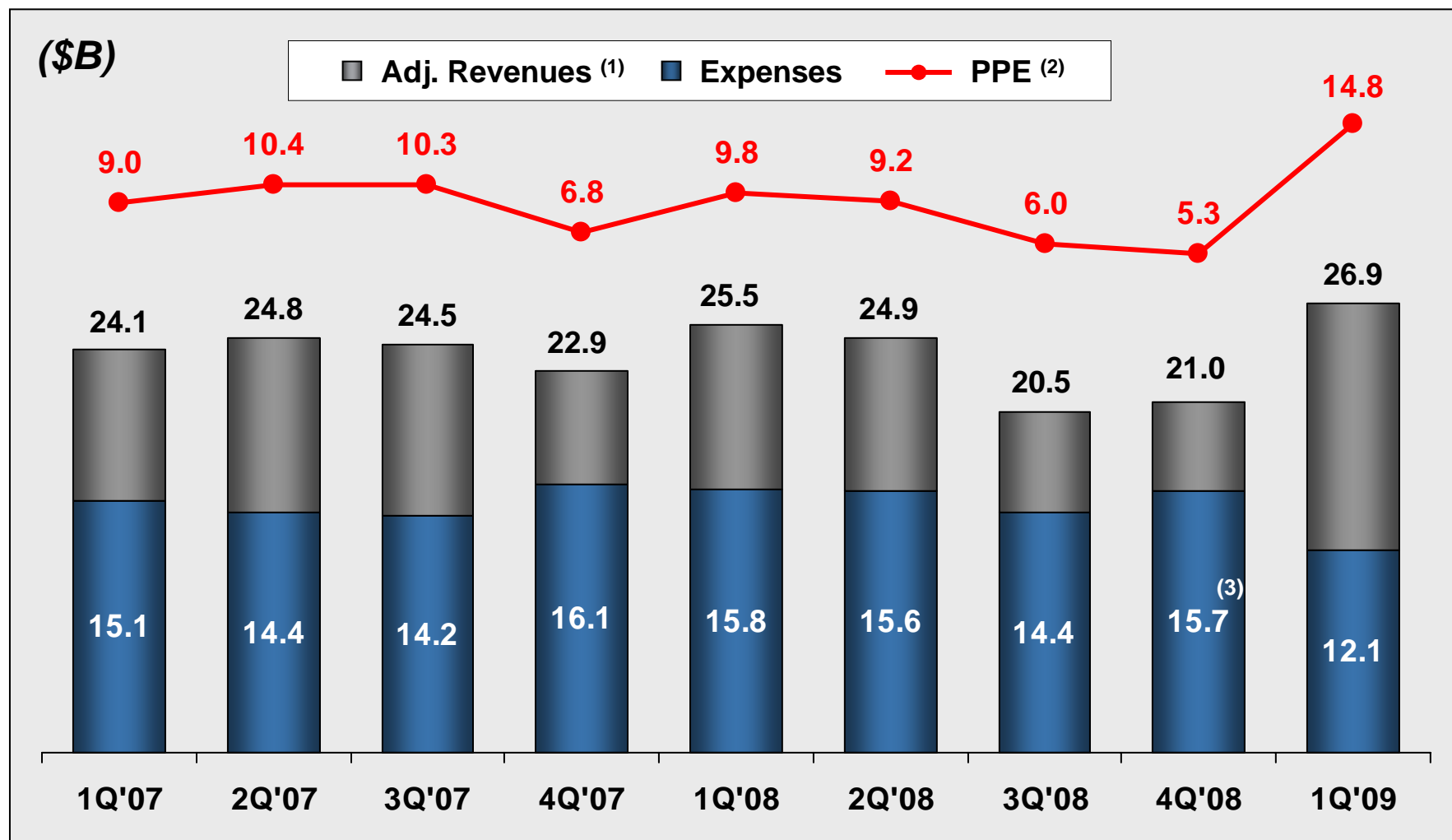
(1) Includes UST Preferred Equity issued through December 31, 2008

(2) Resources to absorb losses include pre-provision net revenue less the change in the allowance for loans and leases over the two year scenario

(3) There may be an indicated additional Tier 1 buffer, but this buffer would be satisfied by the indicated additional Tier 1 Common buffer unless otherwise specified for a particular BHC

(4) Capital Actions include completed or contracted transactions since 4Q'08

Pre-provision Earnings



(1) Revenues excluding net S&B marks. For a list of net S&B revenue marks please refer to pages 3 and 26 of the 1Q'09 earnings presentation.

(2) PPE equals adjusted revenues less expenses.

(3) Excluding the impact from the \$9.6 billion goodwill impairment charge.

Exchange Offers – Key Facts

- ▶ **Exchange offer for up to \$33B of public preferred and trust preferred securities, or an incremental \$5.5B**
 - Maximum participation would result in the issuance of ~1.6B of incremental common shares

- ▶ **No further changes to original exchange**

- ▶ **The incremental exchange will benefit Tier 1 Common by ~\$6.0B ⁽¹⁾**

- ▶ **1Q'09 proforma Tier 1 Common / RWA ratio is 8.4% ⁽¹⁾**
 - Does not include disclosed future actions

(1) Assuming full participation.

Note: Tier 1 common equals Tier 1 Capital less qualified perpetual preferred stock, less qualifying trust preferred securities and less qualifying minority interest.

Conclusions

- ▶ **Previous actions prepared us well for SCAP**
 - Raised capital, announced exchange offers, divested risky and non-core assets, reduced expenses and headcount

- ▶ **Continue to execute on our strategy**
 - Lowering expenses, risk exposures and non-core assets

- ▶ **Unique franchise**

Certain statements in this document are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act. These statements are based on management’s current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from those included in these statements due to a variety of factors. More information about these factors is contained in Citigroup’s filings with the Securities and Exchange Commission.

Appendix

Share Exchange – Illustrative Example

	1Q09	Original-High	Expansion
<u>Face Amount Exchanged</u>			
Privately Placed Preferred Stock		\$12.5	
Publicly Issued Preferred Stock		14.9	
Enhanced Trust Preferred and Trust Preferred		0.1	5.5 ⁽¹⁾
U.S. Government Preferred Stock (TARP I)		25.0	
Benefit on Remaining USG Preferred to TruPS Exchange ⁽²⁾		6.8	
Total		\$59.3	\$64.8
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Beginning / Incremental Tier 1 Common (\$B)	\$22.1	\$58.1	\$64.1 ⁽³⁾
Tier 1 Common / RWA (%) ⁽⁴⁾	2.2%	7.8%	8.4%
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<u>Ownership ⁽⁵⁾</u>			
U.S. Government	0%	~ 36%	~ 34%
Private and Public Preferred	0%	~ 38%	~ 35%
Current Common Stockholders	100%	~ 26%	~ 24%
Enhanced Trust Preferred and Trust Preferred	0%	~ 0%	~ 7%
Shares Outstanding (B)	5.5	~ 21	~ 23

(1) Carrying value of ~\$6.0B for face value of \$5.5B due to basis adjustments as a result of applying fair value hedge accounting.

(2) Fair value of USG trust preferred determined based on yields for comparable publicly-traded securities, or currently estimated at ~60% of face.

(3) Net capital benefit includes \$1.2B reduction from difference between face and carrying value of \$25B TARP I and benefit of \$0.5B from difference between face and carrying value of \$5.5B E-TruPS.

(4) Tier 1 Common / TA in 1Q09 and high scenario are 1.2% and 4.8% respectively.

(5) Example excludes U.S. Government warrants with 210 million underlying shares at \$17.85 announced under the TARP agreement on October 31, 2008 and warrants with 255 million underlying shares \$10.61 announced under the TARP and asset guarantee agreements on November 24, 2008.