

## 2010 Annual Meeting Voting Results

Citigroup's Annual Meeting of Stockholders was held on April 20, 2010. At the meeting:

- (1) 15 persons were elected to serve as directors of Citigroup;
- (2) the selection of KPMG LLP to serve as the independent registered public accounting firm of Citigroup for 2010 was ratified;
- (3) a proposal to approve amendments to the Citigroup 2009 Stock Incentive Plan (to increase authorized shares) was approved;
- (4) a proposal to approve the TARP repayment shares (and related amendments to the Citigroup 2009 Stock Incentive Plan) was approved;
- (5) a proposal to approve Citigroup's 2009 Executive Compensation was approved;
- (6) a proposal to ratify the Tax Benefits Preservation Plan was approved;
- (7) a proposal to approve the reverse stock split extension was approved;
- (8) a stockholder proposal requesting that Citigroup affirm its political non-partisanship was defeated;
- (9) a stockholder proposal requesting that Citigroup provide a semi-annual report disclosing political contributions was defeated;
- (10) a stockholder proposal requesting a report concerning over-the-counter derivatives trades was defeated;
- (11) a stockholder proposal requesting that stockholders holding 10% or more of Citigroup's common stock have the right to call special shareholder meetings was defeated;
- (12) a stockholder proposal requesting that executive officers retain 75% of the shares acquired through compensation plans for two years following termination of employment was defeated; and
- (13) a stockholder proposal requesting reimbursement of expenses incurred by a stockholder in a contested election of directors was defeated.

Set forth below, with respect to each such matter, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes.

	FOR	AGAINST	ABSTAINED	BROKER NON-VOTES
(1) Election of Directors:				
NOMINEE				
Alain J.P. Belda	17,113,919,759	995,750,227	43,435,296	4,089,313,660
Timothy C. Collins	17,943,946,874	162,492,494	46,663,796	4,089,315,777
Jerry A. Grundhofer	17,978,858,675	129,586,582	44,660,018	4,089,313,666
Robert L. Joss	17,533,167,662	574,412,592	45,525,108	4,089,313,579
Andrew N. Liveris	17,407,100,051	699,729,613	46,275,610	4,089,313,667
Michael E. O'Neill	17,975,884,146	132,746,926	44,477,111	4,089,310,759
Vikram S. Pandit	17,960,784,958	155,548,601	36,778,097	4,089,307,285
Richard D. Parsons	16,806,451,466	1,305,016,011	41,635,225	4,089,316,240
Lawrence R. Ricciardi	17,971,994,452	135,620,249	45,495,327	4,089,308,913
Judith Rodin	17,431,837,970	677,395,570	43,876,485	4,089,308,916
Robert L. Ryan	17,866,391,561	241,035,305	45,683,157	4,089,308,918
Anthony M. Santomero	17,975,676,530	133,459,408	43,974,420	4,089,308,583
Diana L. Taylor	17,983,999,025	123,839,334	45,271,580	4,089,309,002
William S. Thompson, Jr.	17,914,124,333	196,214,489	42,771,210	4,089,308,909
Ernesto Zedillo	17,979,864,589	130,332,011	42,913,357	4,089,308,984
(2) Ratification of Independent Registered Public Accounting Firm.	21,747,347,944	399,872,276	95,198,721	0
(3) Proposal to approve amendments to the Citigroup 2009 Stock Incentive Plan.	14,885,566,901	3,197,493,257	70,034,015	4,089,324,767
(4) Proposal to approve TARP Repayment Shares.	17,647,169,929	477,122,225	28,804,783	4,089,322,005

(5) Proposal to approve Citi's 2009 Executive Compensation.	19,852,973,244	2,131,126,383	258,317,291	2,023
(6) Proposal to ratify the Tax Benefits Preservation Plan	16,881,949,120	1,157,061,416	114,085,988	4,089,322,417
(7) Proposal to approve the Reverse Stock Split Extension.	21,648,289,848	511,595,050	82,533,735	308
(8) Stockholder Proposal requesting that Citi affirm its political non-partisanship.	930,756,081	13,807,191,443	3,415,144,237	4,089,327,180
(9) Stockholder Proposal requesting a report on political contributions.	4,410,441,957	10,163,658,335	3,578,988,564	4,089,330,085
(10) Stockholder Proposal requesting a report on over-the-counter derivatives trades.	5,386,332,821	12,547,562,024	219,184,891	4,089,339,204
(11) Stockholder Proposal requesting that stockholders holding 10% or more of Citi's common stock have the right to call special shareholder meetings.	7,506,191,639	10,538,911,809	107,976,958	4,089,338,535
(12) Stockholder Proposal requesting that executive officers retain 75% of the shares acquired through compensation plans for two years following termination of employment.	4,584,008,557	13,351,747,613	217,322,072	4,089,340,699
(13) Stockholder Proposal requesting reimbursement of expenses incurred by a stockholder in a contested election of directors.	5,608,435,951	11,939,171,637	605,470,220	4,089,341,133