

Final Terms dated 28 April 2010

Citigroup Funding Inc.

Issue of up to EUR80,000,000 Capped and Floored Floating Rate Notes due June 2015
Guaranteed by Citigroup Inc.

Under the U.S.\$30,000,000,000 Euro Medium Term Note and Certificate Programme

INVESTORS SHOULD NOTE THAT THE ISSUER MAY PUBLISH SUPPLEMENT(S) TO THE BASE PROSPECTUS PRIOR TO THE ISSUE DATE (AS DEFINED BELOW). IN THE EVENT THAT A SUPPLEMENT RELEVANT TO THE NOTES IS PUBLISHED, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR THE NOTES BEFORE THE DATE OF PUBLICATION OF ANY SUCH SUPPLEMENT WILL 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 SUCH SUPPLEMENT IS PUBLISHED, TO WITHDRAW THEIR ACCEPTANCES, WHICH MAY RESULT IN A DELAY OF THE ISSUE DATE. A NOTICE NOTIFYING INVESTORS OF THE PUBLICATION OF ANY SUCH SUPPLEMENT AND THE RIGHTS OF INVESTORS IN RELATION THERETO WILL BE PUBLISHED AS SPECIFIED IN PARAGRAPH 7 OF PART B BELOW

The Base Prospectus referred to below (as completed by this Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (b) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (a) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (b) in the Public Offer Jurisdiction mentioned in Paragraph 7 of Part B below, provided such person is one of the persons mentioned in Paragraph 7 of Part B below and that such offer is made during the offer period specified for such purpose therein.

None of the Issuer, the Guarantor and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in any other circumstances.

The Notes and the Deed of Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or any state securities law, and may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. For a description of certain restrictions on offers and sales of Notes, see "*Plan of Distribution for Notes*" in the Base Prospectus.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" in the Base Prospectus and the Supplements which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**).

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus, as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus, as so supplemented.

The Base Prospectus and the Supplements are available for viewing at the office of the paying agent in London and on the web-site of the Luxembourg Stock Exchange (www.bourse.lu), and will also be published as specified in Paragraph 7 of Part B below. In addition, this Final Terms will be published as specified in Paragraph 7 of Part B below.

For the purposes hereof, **Base Prospectus** means the Base Prospectus in relation to the Programme dated 19 August 2009, as supplemented by a Base Prospectus Supplement (No.1) dated 2 October 2009 (**Supplement No.1**), a Base Prospectus Supplement (No.2) dated 11 November 2009 (**Supplement No.2**) and a Base Prospectus Supplement (No.3) dated 3 March 2010 (**Supplement No.3**) and, together with Supplement No.1 and Supplement No.2, the **Supplements**).

1. (i) Issuer: Citigroup Funding Inc.
- (ii) Guarantor: Citigroup Inc.
2. (i) Series Number: EMTN1307
- (ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (**EUR**)
4. Aggregate Principal Amount:
 - (i) Series: Up to EUR80,000,000. It is anticipated that a notice specifying the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published as specified in Paragraph 7 of Part B below on or around 22 June 2010. The final Aggregate Principal Amount of Notes will depend on the outcome of the Italian Offer
 - (ii) Tranche: Up to EUR80,000,000. It is anticipated that a notice specifying the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published as specified in Paragraph 7 of Part B below on or around 22 June 2010
5. Issue Price: 100 per cent. of the Aggregate Principal Amount

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| 6. | (i) Specified Denominations: | EUR1,000 |
| | (ii) Calculation Amount: | EUR1,000 |
| 7. | (i) Issue Date: | 24 June 2010 |
| | (ii) Interest Commencement Date: | The Issue Date |
| 8. | Maturity Date: | The Interest Payment Date falling on or nearest to 24 June 2015 |
| 9. | Types of Notes: | (i) Floating Rate Notes (ii) The Notes are Cash Settled Notes |
| 10. | Interest Basis: | Floating Rate Interest (subject to a Minimum Interest Rate and a Maximum Interest Rate) as further specified in item 18 below |
| 11. | Redemption/Payment Basis: | Redemption at par |
| 12. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 13. | Put/Call Options: | Not Applicable |
| 14. | (i) Status of the Notes: | Senior |
| | (ii) Status of the Deed of Guarantee: | Senior |
| 15. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO UNDERLYING LINKED NOTES

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| 16. | Underlying Linked Notes Provisions: | Not Applicable |
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PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | Fixed Rate Note Provisions | Not Applicable |
| 18. | Floating Rate Note Provisions | Applicable |
| | (i) Specified Interest Payment Dates: | 24 June and 24 December in each year from (and including) 24 December 2010 to (and including) 24 June 2015, subject to adjustment in accordance with |

the Business Day Convention specified below

- (ii) Interest Period End Date(s): 24 June and 24 December in each year from (and including) 24 December 2010 to (and including) 24 June 2015, not adjusted
- (iii) Business Day Convention: Modified Following Business Day Convention
- (iv) Manner in which the Interest Rate(s) is/are to be determined: Screen Rate Determination
- (v) Party responsible for calculating the Interest Rate(s) and/or Interest Amount(s) (if not the Calculation Agent): The Calculation Agent (as defined below)
- (vi) Screen Rate Determination: Applicable
 - Reference Rate: 6 month EURIBOR
 - Interest Determination Date(s): The second day on which the TARGET System is open prior to the start of each Interest Period
 - Page: Reuters Screen: EURIBOR01
- (vii) ISDA Determination: Not Applicable
- (viii) Margin(s): + 0.80 per cent. per annum
- (ix) Minimum Interest Rate: 2.00 per cent. per annum
- (x) Maximum Interest Rate: 3.75 per cent. per annum
- (xi) Day Count Fraction: 30/360
- (xii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the General Conditions: Not Applicable

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| 19. | Zero Coupon Note Provisions | Not Applicable |
| 20. | Dual Currency Interest Provisions | Not Applicable |
| 21. | Underlying Linked Notes Interest Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 22. | Issuer Call | Not Applicable |
| 23. | Investor Put | Not Applicable |
| 24. | Redemption Amount of each Note | EUR1,000 per Calculation Amount |
| 25. | Underlying Linked Notes Redemption Amount | Not Applicable |
| 26. | Mandatory Early Redemption Provisions | Not Applicable |
| 27. | Early Redemption Amount | |
| | (i) Early Redemption Amount(s) payable on redemption for taxation reasons or illegality (Condition 5(b) of the General Conditions) or on Event of Default (Condition 9 of the General Conditions) and/or the method of calculating the same: | EUR1,000 per Calculation Amount |
| | (ii) Early Redemption Amount includes amount in respect of accrued interest: | No: together with the Early Redemption Amount accrued interest shall also be paid |
| 28. | Provisions applicable to Physical Delivery | Not Applicable |
| 29. | Variation of Settlement | |
| | (i) Issuer's option to vary | Not Applicable |

settlement

- (ii) Holder's option to vary settlement: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. **Form of Notes:** Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note on or after the Exchange Date which is exchangeable for Definitive Notes on a day falling not less than 60 days after that on which the notice requiring exchange is given by the holder or the Fiscal Agent and on which banks are open for business in London (being the city in which the specified office of the Fiscal Agent is located) and in Brussels and Luxembourg
31. New Global Note: Yes
32. Business Centres: London, New York City and TARGET Business Days
33. Business Day Jurisdiction(s) or other special provisions relating to payment dates: London, New York City and TARGET Business Days
34. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
35. Coupons to become void upon the due date for redemption of the Notes: Yes
36. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

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| 37. | Details relating to Instalment Notes: amount of each Instalment Amount (including any maximum or minimum Instalment Amount), date on which each payment is to be made: | Not Applicable |
| 38. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 39. | Consolidation provisions: | The provisions in Condition 12 of the General Conditions apply |
| 40. | Other final terms: | Not Applicable |
| 41. | Name and address of Calculation Agent: | Citibank, N.A. London branch at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom |
| 42. | Determinations: | Any matter falling to be determined, considered, elected, selected or otherwise decided upon by the Issuer, the Calculation Agent or any other person shall be determined, considered, elected, selected or otherwise decided upon by such person in good faith and in a commercially reasonable manner |

DISTRIBUTION

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| 43. | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable |
| | (ii) Date of Subscription Agreement: | Not Applicable |
| | (iii) Stabilising Manager(s) (if any): | Not Applicable |
| 44. | If non-syndicated, name and address of Dealer: | <p>Citigroup Global Markets Limited at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom</p> <p>The Dealer will act as lead manager as defined under article 93-bis of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended (the Financial Services Act) but will not act as a distributor and will not place any Notes to the public in the Republic of Italy (Italy)</p> |

45. Total commission and concession: From (and including) 1.50 per cent. to (and including) 2.10 per cent. of the Aggregate Principal Amount which comprises the initial distribution fee payable by the Dealer to the Distributors, as defined in Paragraph 7 of Part B below. Investors can obtain more information about this fee by contacting the Distributors at the addresses set out in Paragraph 7 of Part B below or the Dealer at the address set out in item 44 above

It is anticipated that a notice specifying the exact amount of such fee will be published as specified in Paragraph 7 of Part B below on or around 22 June 2010

46. U.S. Selling Restrictions: Reg. S; TEFRA D

47. Non-exempt Offer(s): Details of the non-exempt Italian Offer are set out in Paragraph 7 of Part B below

Offers (if any) in any EEA country other than the Public Offer Jurisdiction will only be made by any entity pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus

48. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

This Final Terms comprises the final terms required for the issue and public offer in the Public Offer Jurisdiction and admission to trading on the multilateral trading facility EuroTLX, managed by EuroTLX SIM S.p.A. of the Notes described herein pursuant to the U.S.\$30,000,000,000 Euro Medium Term Note and Certificate Programme of Citigroup Funding Inc.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Final Terms. Information set out in Part B hereto relating to the description of the ratings has been extracted from the web-site of the relevant rating agency. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:
Duly authorised

Signed on behalf of the Guarantor:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing None
- (ii) Admission to trading: Application will be made for the Notes to be admitted to trading on the multilateral trading facility EuroTLX (managed by EuroTLX SIM S.p.A.). No assurance can be given that any such application will be successful

2. RATINGS

Ratings: The Issuer's long-term/short-term senior debt is rated:

- (i) S&P: A/A-1 (Negative Outlook)
- (ii) Moody's: A3/P-1 (Stable Outlook)
- (iii) Fitch: A+/F1+ (Stable Outlook)

based on the guarantee by Citigroup Inc.

The ratings and outlooks are subject to change during the term of the Notes

Standard & Poor's Ratings Services, a division of The McGraw–Hill Companies, Inc. (S&P)

An obligation rated 'A' by S&P is somewhat susceptible to the adverse effect of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. Ratings may be modified by the addition of a plus (+) or minus (-) sign to show the relative standing within the rating category

A short-term obligation rated 'A-1' by S&P is rated in the highest category by S&P. The obligor's capacity to meet its financial commitment on the obligation is strong

An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two

years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action. 'Negative' means that a rating may be lowered

Moody's Investors Service (Moody's)

Obligations rated 'A' by Moody's are considered upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category

Issuers (or supporting institutions) rated Prime-1 (P-1) by Moody's have a superior ability to repay short-term debt obligations

A Moody's rating outlook is an opinion regarding the likely direction of a rating over the medium term. Where assigned, rating outlooks fall into the following four categories: Positive (POS), Negative (NEG), Stable (STA), and Developing (DEV - contingent upon an event)

Fitch Ratings Ltd. (Fitch)

Obligations rated 'A+' by Fitch denote expectations of low credit risk. This rating indicates that the capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to changes in circumstances or in economic conditions than is the case for higher ratings. The modifier '+' appended to the rating denotes relative status within this rating category

Obligations rated 'F1+' denote the highest credit quality and indicate the strongest capacity for timely payment of financial commitments; the '+' denotes an exceptionally strong credit feature

Rating outlook: An outlook indicates the direction a rating is likely to move over a one to two-year period. Outlooks may be positive, stable or negative. A positive or negative rating outlook does not imply a rating change is inevitable. Similarly, ratings for which outlooks are 'stable' could be upgraded or downgraded before an outlook moves to positive or negative if circumstances warrant such an action. Occasionally, Fitch may be unable to identify the fundamental trend. In these cases, the rating outlook may be described as evolving

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. Each rating should be evaluated independently of any other rating

The Issuer's credit ratings are an assessment of the Issuer's ability to meet its obligations under the Notes, including making payments under the Notes. Consequently, actual or anticipated changes in the Issuer's credit ratings may affect the trading value of the Notes. However, because the Notes' yield is dependent on certain factors in addition to the Issuer's ability to pay its obligations on the Notes, an improvement in the Issuer's credit ratings will not reduce the other investment risks related to the Notes

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to or by the Dealer and/or the Distributors (as set out in item 45 of Part A above) and save as discussed in "Plan of Distribution for Notes", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Italian Offer

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (ii) Estimated net proceeds: The estimated net proceeds will depend on the final size of the Italian Offer. It is anticipated that a notice specifying the estimated net proceeds will

be published as specified in Paragraph 7 of Part B below on or around 22 June 2010

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Dealer and the Distributors

(iii) Estimated total expenses of the Issuer: Approximately EUR15,000 (legal and administrative fees)

5. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters page EURIBOR01

6. OPERATIONAL INFORMATION

ISIN Code: XS0502232480

Common Code: 050223248

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s) and details relating to the relevant depository, if applicable: The Notes will also be cleared indirectly through Monte Titoli S.p.A. through its bridge account

Delivery: Delivery against payment

See further the section entitled "Details of the method and time limits for paying up and delivering the Notes" set out in Paragraph 7 of Part B below

Names and addresses of initial Paying Agent(s): Citibank, N.A. at London office, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom

KBL European Private Bankers S.A. at 43, Boulevard Royale, L-2955 Luxembourg

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Name and address of Registrar: Not Applicable

Name and addresses of Transfer Agents: Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

7. TERMS AND CONDITIONS OF THE OFFER

Terms and Conditions of the Italian Offer

Non-exempt offer:

An offer (the **Italian Offer**) of the Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in Italy (the **Public Offer Jurisdiction**) during the period from (and including) 3 May 2010 to (and including) 21 June 2010 (the **Italian Offer Period**) during the hours in which banks are generally open for business in Italy

The Notes may be offered only in accordance with applicable laws and regulations and, in particular, pursuant to Articles 9 and 11 of the CONSOB Regulation 14 May 1999, n. 11971, as amended (the **Regulation**), Articles 14, 17 and 18 of the Prospectus Directive and in accordance with this

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If the Distributors receive subscription requests for Notes with an Aggregate Principal Amount of EUR80,000,000, the Distributors, in agreement with the Issuer, may close the Italian Offer Period before 21 June 2010

The Distributors, in agreement with the Issuer, may also decline applications and/or accept subscription requests which would exceed the up to Aggregate Principal Amount of EUR80,000,000, as further described below

IN THE EVENT THAT THE ITALIAN OFFER PERIOD IS SHORTENED AS DESCRIBED ABOVE, A NOTICE INFORMING INVESTORS OF SUCH SHORTENED PERIOD SHALL BE PUBLISHED AS SPECIFIED IN BELOW UNDER "PUBLICATION OF DOCUMENTS"

The Commission De Surveillance Du Secteur Financier has provided CONSOB (the Italian Securities Exchange Commission) with a certificate of approval attesting that the Base Prospectus and the Supplements have been drawn up in accordance with the Prospectus Directive. The Base Prospectus and the Supplements have been passported into Italy pursuant to Article 11 of the Regulation

Italian Offer Price:

The offer price in respect of each Calculation Amount is EUR1,000 (the **Italian Offer Price**) up to EUR21 of which is represented by commission payable by the Dealer and on-paid to the Distributors

Conditions to which the Italian Offer is subject:

Offers of the Notes in Italy are conditional on their issue

The Issuer reserves the right, in its absolute discretion, to cancel the Italian Offer and the issue of the Notes at any time prior to the Issue Date

The Issuer shall publish a notice as specified in below under "Publication of Documents" in the

event that the Offer is cancelled and the Notes are not issued in Italy pursuant to the above

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises its right to cancel the Italian Offer, such potential investor shall not be entitled to receive any Notes

Description of the application process: Investors may apply to subscribe for Notes during the Italian Offer Period.

The Italian Offer Period may be discontinued at any time and for any reason. In such case, the Issuer shall give notice as soon as practicable to the public before the end of the Offer Period by means of a notice published as specified below under "Publication of Documents" Applications for the Notes can be made in Italy during the Italian Offer Period through the Distributors. The applications can be made in accordance with the Distributors' usual procedures. Prospective investors in Italy will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer related to the subscription for the Notes

A prospective investor in Italy should contact the relevant Distributor prior to the end of the Italian Offer Period. A prospective investor in Italy will subscribe for Notes in accordance with the arrangements agreed with the relevant Distributor relating to the subscription of securities generally

There is no pre-identified allotment criteria. The Distributors will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Notes requested through the Distributors during the Italian Offer Period will be assigned up to the maximum amount of the Italian Offer

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

The Distributors, in agreement with the Issuer reserve the right to accept any subscription requests for Notes which would exceed the 'up to' aggregate principal amount of the Notes of

EUR80,000,000 and the Issuer may increase the 'up to' aggregate principal amount of the Notes

A notice shall be published as specified below under "Publication of Documents" in the event that the "up to" aggregate principal amount of the Notes of EUR80,000,000 is exceeded and the 'up to' aggregate principal amount of the Notes is increased

Details of the minimum and/or maximum amount of application:

The minimum amount of any subscription is the Calculation Amount

Details of the method and time limits for paying up and delivering the Notes:

Notes will be available on a delivery versus payment basis

The Notes offered to investors in Italy will be issued on the Issue Date against payment by the Distributors, via the Dealer, to the Issuer of the gross subscription moneys. Each such investor will be notified by the relevant Distributor of the settlement arrangements in respect of the Notes at the time of such investor's application

The Issuer estimates that the Notes will be delivered to the purchaser's respective book-entry securities accounts on or around the Issue Date

Manner in and date on which results of the Italian Offer are to be made public:

By means of a notice published as specified below under "Publication of Documents" on or prior to the Issue Date

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not Applicable

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:

Offers may be made through the Distributors to any person in Italy in compliance with all relevant selling restrictions, as described in the Base Prospectus

Qualified Investors (*investitori qualificati*, as defined in Article 100 of the Financial Services Act) may be assigned only those Notes remaining after the allocation of all the Notes requested by the public in Italy during the Italian Offer Period

Any investor not located in Italy should contact its financial adviser, bank or financial intermediary for more information and may only purchase Notes from its financial adviser, bank or financial intermediary which are remaining after the allocation of all the Notes subscribed by the public in Italy during the Italian Offer Period

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Applicants will be notified directly by the relevant Distributor of the success of their application

Dealing in the Notes may commence on the Issue Date

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Responsibility for any tax implications of investing in these Notes rests entirely with the subscriber or purchaser

The Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser

For details of the Italian Offer Price, which includes the commissions payable by the Dealer and on-paid to the Distributors, see the section above entitled "Italian Offer Price"

For details of withholding taxes applicable to subscribers in Italy see the section entitled "Italian Taxation" under "Taxation of Notes" in the Base Prospectus

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

The Notes will be publicly offered in Italy through the following distributors:

Banca Popolare di Vicenza at:
Via BTG Framarin 18
36100 Vicenza
Italy

and

Cassa di Risparmio di Prato S.p.A. at:
Via degli Alberti, 2
Prato
Italy

(each, a **Distributor** and together, the

Distributors)

The Notes will be placed into Italy without any underwriting commitment by the Distributors and no undertakings have been made by third parties to guarantee the subscription of the Notes.

The Issuer reserves the right to appoint other distributors during the Italian Offer Period. Any such appointment will be communicated to investors by means of a notice published as specified below under "Publication of Documents"

Publication of documents:

The Base Prospectus, the Supplements and this Final Terms shall be published, and any notices to be published as specified herein shall be prepared by or on behalf of the Issuer and published, as follows:

1. by the Issuer on the web-site of the Issuer (www.citifirst.com);
2. by the Distributors on their respective web-sites (www.popolarevicenza.it and www.cariprato.it);
3. by the Issuer in printed form and made available, free of charge, to the public at the Issuer's office, attn: Treasury department, at: 601 Lexington Ave, 6th Floor, New York, NY. 10022, United States;
4. by the Distributors in printed form and made available, free of charge, to the public at their respective addresses specified above; and
5. by the Paying Agents in printed form and made available, free of charge, to the public at their respective addresses in London and Luxembourg

8. OTHER INFORMATION

Secondary Market: Subject to all prevailing laws and to the extent practicable, Citigroup Global Markets Limited will use its reasonable endeavours to provide a secondary market for the Notes under normal market conditions, but does not guarantee that any such

secondary market will exist

United States Tax Considerations: The Issuer will treat the Notes as debt for U.S. federal income tax purposes