



**For Immediate Release
Citigroup Inc. (NYSE: C)
September 3, 2009**

**Citi Announces Shareholder Approval of Increase in Authorized Common Shares,
Paving Way to Complete Share Exchange**

New York – Citi today announced that its common stockholders approved the three resolutions submitted to common stockholders in its Common Proxy Statement dated June 18, 2009. In summary, the resolutions increase the number of authorized shares of Citi's common stock to 60 billion; eliminate the right of the holders of common stock to vote on any amendment to the restated certificate of incorporation that relates solely to the terms of any series of preferred stock; and authorize (but do not require) the Board of Directors to effect a reverse stock split, at one of seven ratios, at any time prior to June 30, 2010.

As a result of the stockholder approval to increase the number of authorized shares of common stock, the warrants to purchase shares of Citi common stock issued on July 23, 2009 to the U.S. government and certain private holders have become null and void. The increase in the authorized shares of common stock also allows Citi to convert the U.S. government and certain private holders' interim securities to common stock, completing the previously announced share exchange. This mandatory conversion will be effective at the close of business on September 10, 2009, and upon issuance of the common shares, Citi will have approximately 22,880,304,796 shares of common stock outstanding. Upon completion, the U.S. government will own 7,692,307,692 shares, or 33.6% of outstanding shares.

###

Citi, the leading global financial services company, has approximately 200 million customer accounts and does business in more than 140 countries. Through Citicorp and Citi Holdings, Citi provides consumers, corporations, governments and institutions with a broad range of financial products and services, including consumer banking and credit, corporate and investment banking, securities brokerage, and wealth management. Additional information may be found at www.citigroup.com or www.citi.com.

Media:

| | |
|----------------|----------------|
| Stephen Cohen | (212) 793-0181 |
| Alex Samuelson | (212) 559-2791 |
| Shannon Bell | (212) 793-6206 |

Investors:

| | |
|--------------|----------------|
| John Andrews | (212) 559-2718 |
|--------------|----------------|

Fixed Income Investors:

| | |
|---------------------|----------------|
| Ilene Fiszal Bieler | (212) 559-5091 |
|---------------------|----------------|