



Attachment to Press Release

## **Terms of the Convertible Preferred Securities**

<b>Offering</b>	▶ Total: USD 12.5B
<b>Dividends</b>	▶ 7.00%, non-cumulative, payable quarterly, subject to adjustment in certain limited circumstances
<b>Maturity</b>	▶ Perpetual
<b>Call Protection</b>	▶ Non-callable prior to year 7, subject to a capital replacement covenant prior to year 12
<b>Forced Conversion</b>	▶ After year 5, Citigroup may force conversion if its stock price exceeds 130% of the conversion price
<b>Conversion Premium</b>	▶ 20%, subject to adjustment in certain limited circumstances
<b>Conversion Rights</b>	▶ Investor may convert the preferred stock at any time prior to a redemption date at the prevailing conversion price
<b>Transfer Restrictions &amp; Standstills</b>	<ul style="list-style-type: none"> <li>▶ 6 month transfer restrictions, thereafter transfer subject to certain manner of sale restrictions</li> <li>▶ Six month lock up on sale or hedging transaction</li> </ul>
<b>Standstills</b>	▶ Customary standstill provisions, including restrictions on acting in concert and seeking to influence management and ownership caps for each investor based on bank regulatory and foreign ownership restrictions and other provisions
<b>Conversion Premium Reset</b>	▶ There will be certain conversion premium adjustments if Citigroup issues, within one year, certain securities in excess of USD 5B for which the reference price and/or conversion price is lower