

Final Terms dated 8 April 2010

Citigroup Funding Inc.

Issue of up to EUR10,000,000 Locker Notes due May 2013 linked to the EURO STOXX 50® (Price) Index
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 RELATING 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. THE ISSUER SHALL PUBLISH A NOTICE ON THE WEB-SITE OF THE LUXEMBOURG STOCK EXCHANGE (AT WWW.BOURSE.LU) NOTIFYING INVESTORS OF THE PUBLICATION OF ANY SUCH SUPPLEMENT AND THE RIGHTS OF INVESTORS IN RELATION THERETO.

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 those Public Offer Jurisdiction(s) mentioned in paragraph 8 of Part B below, provided such person is one of the persons mentioned in paragraph 8 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 and any Entitlements 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 sections entitled "*Terms and Conditions of the Notes*" and the Underlying Schedule applicable to the Underlying 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). In addition, this Final Terms is available on the web-site of the Luxembourg Stock Exchange (www.bourse.lu).

For the purposes hereof, **Base Prospectus** means the Base Prospectus relating 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: EMTN1309
- (ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (**EUR**)
4. Aggregate Principal Amount:
 - (i) Series: Up to EUR10,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 11 May 2010
 - (ii) Tranche: Up to EUR10,000,000. It is anticipated that the final Aggregate Principal Amount of the Notes to be issued on the Issue Date will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 11 May 2010
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: EUR1,000
- (ii) Calculation Amount: EUR1,000
7. (i) Issue Date: 14 May 2010
- (ii) Interest Commencement Date: Not Applicable
8. Maturity Date: 14 May 2013, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Types of Notes: (i) Underlying Linked Notes

- (ii) The Notes relate to the Underlying specified in item 16(i) below
- (iii) The Notes are Cash Settled Notes
- 10. Interest Basis: Underlying Linked Interest – the Notes bear interest as specified in item 21 below
- 11. Redemption/Payment Basis Underlying Linked Redemption
- 12. Change of Interest or Not Applicable
Redemption/Payment Basis:
- 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

- 16. **Underlying Linked Notes Provisions:** Applicable – the provisions in Condition 20 of the General Conditions apply
 - (i) Underlying:
 - (A) Description of Underlying(s): EURO STOXX 50[®] (Price) Index
 - (B) Classification: Share Index
 - (C) Electronic Page: Bloomberg Page: SX5E <Index>
 - (ii) Particulars in respect of each Underlying:
 - Share Index/Indices:
 - (A) Type of Index: Multiple Exchange Index
 - (B) Related Exchange(s): All Exchanges
 - (iii) Elections in respect of each type of Underlying:
 - Share Index/Indices:
 - (A) Additional Disruption Event(s): Hedging Disruption
Increased Cost of Hedging
 - (B) Trade Date: 5 May 2010

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Note Provisions	Not Applicable
18.	Floating Rate Note Provisions	Not Applicable
19.	Zero Coupon Note Provisions	Not Applicable
20.	Dual Currency Interest Provisions	Not Applicable
21.	Underlying Linked Notes Interest Provisions	Applicable
(i)	Interest Amount/Interest Rate:	See the Schedule attached hereto
(ii)	Interest Period(s):	Not Applicable
(iii)	Interest Payment Date(s):	Each date specified under the heading "Interest Payment Date" in the table set out in the Schedule attached hereto, in each case, subject to adjustment in accordance with the Modified Following Business Day Convention
(iv)	Interest Period End Date(s):	Not Applicable
(v)	Day Count Fraction:	Not Applicable
(vi)	Specified Valuation Date(s):	In respect of an Interest Payment Date, the date specified for such Interest Payment Date under the heading "Specified Valuation Date" in the table set out in the Schedule attached hereto. Each such date shall be subject to adjustment as provided in Condition 20 of the General Conditions (each such Valuation Date, as so adjusted, an Interest Valuation Date)
(vii)	Valuation Disruption (Scheduled Trading Days):	Condition 20(c)(i) of the General Conditions applies
(viii)	Valuation Disruption (Disrupted Days):	Condition 20(d)(i) of the General Conditions applies
(ix)	Valuation Roll:	Three

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call	Not Applicable
23.	Investor Put	Not Applicable
24.	Redemption Amount of each Calculation Amount	See item 25 below
25.	Underlying Linked Notes Redemption Provisions	Applicable

- (i) Redemption Amount for Underlying Linked Notes: See the Schedule attached hereto
 - (ii) Specified Valuation Date(s): 7 May 2013. Such date shall be subject to adjustment as provided in Condition 20 of the General Conditions (such Valuation Date, as so adjusted, the **Final Valuation Date**)
 - (iii) Valuation Disruption (Scheduled Trading Days): Condition 20(c)(i) of the General Conditions applies
 - (iv) Valuation Disruption (Disrupted Days): Condition 20(d)(i) of the General Conditions applies
 - (v) Valuation Roll: Three
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: The Early Redemption Amount will be determined as set out in Condition 5(d)(iii)(A) of the General Conditions
 - (ii) Early Redemption Amount includes amount in respect of accrued interest: Yes: no additional amount in respect of accrued interest to be paid
28. **Provisions applicable to Physical Delivery** Not Applicable
29. **Variation of Settlement**
- (i) Issuer's option to vary settlement Not Applicable
 - (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 and TARGET Business Days |
| 33. | Business Day Jurisdiction(s) or other special provisions relating to payment dates: | London 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 |
| 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, renominalisation and reconventioning provisions: | Not Applicable |
| 39. | Consolidation provisions: | The provisions of Condition 12 of the General Conditions apply |
| 40. | Other final terms: | See the Schedule attached hereto |
| 41. | Name and address of Calculation Agent: | Citigroup Global Markets Limited 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 a commercially reasonable manner

DISTRIBUTION

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: Citigroup Global Markets Limited at Citigroup Centre at Canada Square, Canary Wharf, London E14 5LB, United Kingdom
45. Total commission and concession: Up to 2 per cent. of the Aggregate Principal Amount which comprises the initial distribution fee payable to the Distributor(s), as defined in paragraph 8 of Part B below. Investors can obtain more information about this fee by contacting the relevant Distributor(s) at the address(es) set out in paragraph 8 of Part B below or the Dealer at the address set out in item 44 above
46. U.S. Selling Restrictions: Reg. S; TEFRA D
47. Non-exempt Offer: Details of the non-exempt Offer(s) are set out in paragraph 8 of Part B below
- Offers (if any) in any EEA country other than the Public Offer Jurisdiction(s) will only be made 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(s) and admission to the official list and to trading on the Regulated Market of the Luxembourg Stock Exchange 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 Underlying has been extracted from the web-site of the Index Sponsor and 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 Official List of the Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect on the Issue Date

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 as discussed in "Plan of Distribution for Notes" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer(s)

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

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the Offer(s): | See "Use of Proceeds" in the Base Prospectus |
| (ii) | Estimated net proceeds: | <p>The estimated net proceeds will depend on the final size of the Offer(s). It is anticipated that the estimated net proceeds will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 11 May 2010</p> <p>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 any Distributor(s)</p> |
| (iii) | Estimated total expenses: | Approximately EUR15,000 (listing fees and legal expenses) |

5. PERFORMANCE OF THE UNDERLYING(S), EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING(S)

Payments in respect of the Notes are linked to the performance of the Underlying

Subject as provided below, no interest will be paid in respect of the Notes unless the official closing level of the Underlying on any specified interest valuation date is equal to or greater than 80 per cent. of the official closing level of the Underlying on 7 May 2010 (as adjusted as provided herein) (the **Underlying Strike Level**), in which case the interest amount in respect of each Calculation Amount will be EUR60

In the event that the official closing level of the Underlying on any specified interest valuation date is equal to or greater than 100 per cent. of the Underlying Strike Level a **Lock-in Event** will occur and the interest amount payable in respect of each Calculation Amount on each interest payment date after the occurrence of such Lock-in Event will be EUR60 regardless of the level of the Underlying on the relevant specified interest valuation date

On maturity, if a Lock-in Event has occurred, the redemption amount will be par. If no Lock-in Event has occurred, the redemption amount payable in respect of each Calculation Amount may be less than par in the event that the official closing level of the Underlying on the specified final valuation date is less than 60 per cent. of the Underlying Strike Level, all as further described herein

Information relating to the Underlying including information regarding the past and further performance of the Underlying and its volatility may be obtained from Bloomberg page: SX5E<Index> and from the website of the Index Sponsor (www.stoxx.com)

The web-site of the Index Sponsor is provided for convenience only. No information in such web-site shall be deemed to be incorporated in, or form part of, this Final Terms and neither the Issuer, the Guarantor nor the Dealer takes responsibility for the information contained in such web-site

6. UNDERLYING DISCLAIMER

STOXX Limited (**STOXX**) and its licensors (the **Licensors**) have no relationship to the Issuer or the Dealer, other than the licensing of the EURO STOXX 50[®] (Price) Index (the **SX5E Index**) and the related trademarks for use in connection with the Notes

STOXX and its Licensors do not:

- **Sponsor, endorse, sell or promote the Notes.**
- **Recommend that any person invest in the Notes or any other securities.**
- **Have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.**
- **Have any responsibility or liability for the administration, management or marketing of the Notes.**

Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the SX5E Index or have any obligation to do so

STOXX and its Licensors will not have any liability in connection with the Notes.

Specifically,

- **STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:**
 - **The results to be obtained by the Notes, the owners of the Notes or any other person in connection with the use of the SX5E Index and the data included in the SX5E Index;**
 - **The accuracy or completeness of the SX5E Index and its data;**
 - **The merchantability and the fitness for a particular purpose or use of the SX5E Index and its data;**
- **STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the SX5E Index or its data;**
- **Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.**

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties

7. OPERATIONAL INFORMATION

ISIN Code: XS0499292851

Common Code: 049929285

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 depositary, if applicable: Not Applicable

Delivery: Delivery against payment

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

8. TERMS AND CONDITIONS OF THE OFFER(S)

8.1 Terms and Conditions of the French Offer

Non-exempt Offer:

An offer (the **French Offer**) of the Notes may be made by parties authorised by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in the French Republic (**France**) during the period from (and including) 12 April 2010 (after this Final Terms has been published on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)) to (and including) 5 May 2010 (the **French Offer Period**) during the hours in which banks are generally open for business in France

If the Issuer receives subscriptions for Notes with an Aggregate Principal Amount of EUR10,000,000, the Issuer may close the French Offer Period before 5 May 2010

The Issuer may also decline applications and/or accept subscriptions which would exceed the Aggregate Principal Amount of EUR10,000,000, as further described below

In the event that the French Offer Period is shortened as described above, the Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)

The CSSF has provided the *Autorité des Marchés Financiers (AMF)* (the competent authority in France) with certificates of approval dated 28 September 2009, 2 October 2009, 12 November 2009 and 4 March 2010, respectively, attesting that the Base Prospectus and the Supplements have been drawn up in accordance with the Prospectus Directive

French Offer Price:

The offer price in respect of each Calculation Amount offered by the French Distributor(s) to investors in France is EUR1,000

Conditions to which the French Offer is subject:

The Issuer reserves the right, in its absolute discretion, to cancel the French Offer and the issue of the Notes at any time prior to the Issue Date. In such an event all application monies relating to applications for Notes under the French Offer will be returned (without interest) to applicants at the applicant's risk by no later than 30 days after the date on which the French Offer of the Notes is cancelled. Application monies will be returned by cheque mailed to the applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate

The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in the event that the French Offer is cancelled and the Notes are not issued pursuant to the above

Description of the application process:

Applications for the purchase of Notes can be made in France during the French Offer Period through the relevant French Distributor. The applications can be made in accordance with the relevant French Distributor's usual procedures

Pursuant to anti-money laundering laws and regulations in force in the United Kingdom, the Issuer, Citigroup Global Markets Limited or any of their authorised agents may require evidence in connection with any application for Notes, including further identification of the applicant(s), before any Notes are issued

Each prospective investor in France should ascertain from the relevant French Distributor when such French Distributor will require receipt of cleared funds from it in respect of its application for the purchase of any Notes and the manner in which payment should be made to such French Distributor

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	It may be necessary to scale back applications under the French Offer
	The Issuer therefore reserves the right, in its absolute discretion, to decline in whole or in part an application for Notes under the French Offer. Accordingly, an applicant for Notes may, in such circumstances, not be issued the number of (or any) Notes for which it has applied
	Excess application monies will be returned (without interest) by cheque mailed to the relevant applicant's address as indicated on the application form, or by wire transfer to the bank account as detailed on the application form or by any other method as the Issuer deems to be appropriate
	The Issuer also reserves the right to accept any subscriptions for Notes which would exceed the 'up to' aggregate principal amount of the Notes of EUR10,000,000
	The Issuer shall publish a notice on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) in the event that the 'up to' aggregate principal amount of the Notes of EUR10,000,000 is exceeded
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 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 Offer are to be made public:	By means of a notice published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu)
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 by the French Distributor(s) to any person in France

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Applicants in France will be notified directly by the relevant French 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: Apart from the French Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser

For details of withholding taxes applicable to subscribers in France, see the Annex attached hereto

Name(s) and address(es), to the extent known to the Issuer, of the placers in France: The Notes will be publicly offered in France through the following distributor:

Citigroup Global Markets Limited
Succursale France
1-5 Rue Paul Cézanne
75008 Paris
FRANCE

The Issuer reserves the right to appoint other distributors in France during the French Offer Period (Citigroup Global Markets Limited and any such distributor, together the **French Distributors**). In the event that any such additional distributors are appointed, the Issuer shall publish a notice on the website of the Luxembourg Stock Exchange (www.bourse.lu)

8.2 Defined Terms

Offer(s): The French Offer

Distributor(s): The French Distributors

Offer Period(s): The French Offer Period

Public Offer Jurisdiction(s): France

9. 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 a secondary market will exist

United States Tax Considerations: The Issuer intends to treat the Notes as income-bearing derivative financial instruments for U.S. federal income tax purposes, and by purchasing a Note each Noteholder shall be deemed to agree to such treatment. Prospective purchasers of the Notes should consult with their own tax advisors regarding U.S. federal income tax consequences of an investment in the Notes as well as the application of state, local and foreign tax laws

SCHEDULE

1. INTEREST AMOUNT

For the purposes of item 21 of Part A above, the Interest Amount in respect of each Calculation Amount and an Interest Payment Date shall be an amount in EUR determined by the Calculation Agent in accordance with the following:

- (i) if a Lock-in Event has occurred on or prior to the Interest Valuation Date relating to such Interest Payment Date, the Interest Amount for such Interest Payment Date shall be EUR60; or
- (ii) if no Lock-in Event has occurred on or prior to the Interest Valuation Date relating to such Interest Payment Date and, on the Interest Valuation Date relating to such Interest Payment Date, the Underlying Closing Level is equal to or greater than the Coupon Level, the Interest Amount for such Interest Payment Date shall be EUR60; or
- (iii) if no Lock-in Event has occurred and, on the Interest Valuation Date relating to such Interest Payment Date, the Underlying Closing Level is less than the Coupon Level, the Interest Amount for such Interest Payment Date shall be zero.

2. REDEMPTION AMOUNT

For the purposes of items 24 and 25 of Part A above, the Redemption Amount in respect of each Calculation Amount shall be an amount in EUR determined by the Calculation Agent by reference to the following:

- (i) if a Lock-in Event has occurred on or prior to the Final Valuation Date, the Redemption Amount shall be EUR1,000; or
- (ii) if no Lock-in Event has occurred on or prior to the Final Valuation Date and, on the Final Valuation Date, the Underlying Closing Level is equal to or greater than the Protection Level, the Redemption Amount shall be EUR1,000; or
- (iii) if no Lock-in Event has occurred on or prior to the Final Valuation Date and, on the Final Valuation Date, the Underlying Closing Level is less than the Protection Level, the Redemption Amount shall be an amount determined by the Calculation Agent by reference to the following formula:

$$\text{EUR1,000} \times \frac{\text{Underlying Closing Level on the Final Valuation Date}}{\text{Underlying Strike Level}}$$

3. DEFINITIONS

Coupon Level means an amount equal to 80 per cent. of the Underlying Strike Level. It is anticipated that the Coupon Level will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 11 May 2010.

Lock-in Event means, in respect of an Interest Valuation Date or the Final Valuation Date, the Underlying Closing Level on such Interest Valuation Date or the Final Valuation Date, as the case may be, is equal to or greater than the Underlying Strike Level.

Protection Level means an amount equal to 60 per cent. of the Underlying Strike Level. It is anticipated that the Protection Level will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 11 May 2010.

Strike Date means 7 May 2010. Such date shall be deemed to be a Valuation Date for the purposes hereof and shall be adjusted in accordance with Condition 20 of the General Conditions, where: Valuation Disruption (Scheduled Trading Days), Valuation Disruption (Disrupted Days) and Valuation Roll shall be as set out in item 25 of Part A above.

Underlying Strike Level means the Underlying Closing Level on the Strike Date. It is anticipated that the Underlying Strike Level will be published by the Issuer on the web-site of the Luxembourg Stock Exchange (www.bourse.lu) on or around 11 May 2010.

For the purposes of item 21 of Part A above:

TABLE

Specified Valuation Date	Interest Payment Date
9 May 2011	16 May 2011
7 May 2012	14 May 2012
7 May 2013	14 May 2013