

Final Terms dated 9 April 2008

Citigroup Inc.

Issue of GBP 250,000,000 7.625 per cent. Fixed Rate Notes due 2018
to be consolidated and form a single series with the
GBP 500,000,000 7.625 per cent. Fixed Rate Notes due 2018 issued on 3 April 2008
under the
U.S.\$110,000,000,000
Programme for the issuance of
Euro Medium-Term Notes, Series B

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that 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 in that Relevant Member State of the Notes may only do so 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. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 2 October 2007 and the supplements to the Base Prospectus dated 9 November 2007 and 27 February 2008 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, the supplements to the Base Prospectus and the Final Terms are available for viewing during normal business hours at the registered offices of the Issuer and the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained (free of charge) from the registered offices of the Issuer and the specified offices of the Paying Agents.

The Issuer (a) has complied with its obligations under the listing rules of the Luxembourg Stock Exchange in relation to the admission to and continuing listing of any previous issues made by it under the Programme and listed on the same exchange; (b) confirms that it will have complied with its obligations under the listing rules of the Luxembourg Stock Exchange in relation to the admission to listing of the Notes by the time when the Notes are so admitted; and (c) has not, since the last publication of information in compliance with the listing rules of the Luxembourg Stock Exchange about Notes issued under the Programme, the date of any previous issues made by it under the Programme and listed on the Luxembourg Stock Exchange or any Notes issued under the Programme, having made all reasonable enquiries, become aware of any change in

circumstances which could reasonably be regarded as significantly and adversely affecting its ability to meet its obligations as issuer in respect of the Notes as they fall due.

1. Issuer: Citigroup Inc.
2. (i) Series Number: 59
(ii) Tranche Number: 2
to be consolidated and form a single series with Series 59 Tranche 1 GBP 500,000,000 7.625 per cent. Notes due 2018 issued on 3 April 2008 (the "**Original Notes**")
3. Specified Currency or Currencies: Sterling ("GBP")
4. Aggregate Nominal Amount:
(i) Series: GBP 750,000,000
(ii) Tranche: GBP 250,000,000
5. Issue Price: 101.442 per cent. of the Aggregate Nominal Amount of the Tranche of Notes plus accrued interest from 3 April 2008
6. (i) Specified Denominations: GBP 50,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 99,000. No notes in definitive form will be issued with a denomination above GBP 99,000.
(ii) Calculation Amount: GBP 1,000
7. (i) Issue Date: 11 April 2008
(ii) Interest Commencement Date (if different from the Issue Date): 3 April 2008
8. Maturity Date: 3 April 2018
9. Interest Basis: The Notes will bear interest annually in arrear at a fixed rate of interest as described below from and including, 3 April 2008 to, but excluding, the Maturity Date.
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not Applicable

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| 12. | Put/Call Options: | Not Applicable |
| 13. | Status of the Notes: | Senior |
| 14. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions: | Applicable |
| | (i) Rate of Interest: | 7.625 per cent. per annum payable annually in arrear |
| | (ii) Interest Payment Date(s): | 3 April in each year from, and including, 3 April 2009 to, and including, 3 April 2018, as adjusted in accordance with the Modified Following Business Day Convention. No adjustment will be made to the Fixed Coupon Amount. |
| | (iii) Fixed Coupon Amount: | GBP 76.25 per Calculation Amount |
| | (iv) Day Count Fraction: | Actual/Actual (ICMA) |
| | (v) Broken Amount(s): | Not Applicable |
| | (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |
| 16. | Floating Rate Note Provisions: | Not Applicable |
| 17. | Zero Coupon Note Provisions: | Not Applicable |
| 18. | Index-Linked Interest Note Provisions: | Not Applicable |
| 19. | Dual Currency Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 20. | Call Option: | Not Applicable |
| 21. | Put Option: | Not Applicable |
| 22. | Final Redemption Amount of each Note: | GBP 1,000 per Calculation Amount |
| 23. | Early Redemption Amount of each Note: | |
| | Early Redemption Amount(s) per Calculation Amount payable on | Not Applicable |

redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

24. **Exchangeable Note Provisions:** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. **Form of Notes:** Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
26. **New Global Note Form** No
27. **Additional Financial Centre(s) or other special provisions relating to Payment Dates:** Not Applicable
28. **Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** No
29. **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
30. **Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:** Not Applicable
31. **Redenomination, renominatisation and reconventioning provisions:** The provisions in Condition 22 (*Redenomination*) apply.
32. **Consolidation provisions:** The provisions in Condition 18 (*Further Issues*) apply
33. **Other final terms:** Not Applicable

DISTRIBUTION

34. (i) If syndicated, names and underwriting commitments of Managers: *Lead Manager*
Citigroup Global Markets Limited
(GBP 207,500,000)
- Senior Co-Managers*
- Barclays Bank PLC
(GBP 6,875,000)
- BNP Paribas
(GBP 6,875,000)
- Credit Suisse Securities (Europe) Limited
(GBP 6,875,000)
- Deutsche Bank AG, London Branch
(GBP 6,875,000)
- Co-Managers*
- Banc of America Securities Limited
(GBP 3,750,000)
- Goldman Sachs International
(GBP 3,750,000)
- The Royal Bank of Scotland plc
(GBP 3,750,000)
- UBS Limited
(GBP 3,750,000)
- (ii) Date of Subscription Agreement: 9 April 2008
- (iii) Stabilising Manager (if any): Citigroup Global Markets Limited
35. If non-syndicated, name and address of Dealer: Not Applicable
36. Total commission and concession: 0.35 per cent. of the Aggregate Nominal Amount

37. TEFRA: The D Rules are applicable
38. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the Programme for the issuance of U.S.\$110,000,000,000 Euro Medium-Term Notes, Series B of Citigroup Inc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

CITIGROUP INC.

By:

Duly authorised

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing: Luxembourg
- (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 from 11 April 2008.
- The Original Notes have already been listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.

2. RATINGS

- Ratings: The Issuer has received the following long-term, unsecured, senior debt ratings
- S & P: AA-
Moody's: Aa3
Fitch: AA

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimate net proceeds: GBP 253,147,808.22 (inclusive of 8 days' accrued interest from and including 3 April 2008 to but excluding 11 April 2008)
- (iii) Estimate total expenses: GBP 20,000

5. YIELD

- Indication of yield: 7.282%
- As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- ISIN Code: XS0355738799
- Common Code: 035573879

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, Société Anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

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