

COUNCIL OF INSTITUTIONAL INVESTORS

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May 14, 2009

Mr. Richard D. Parsons
Chair
c/o Corporate Secretary
Citigroup Inc.
399 Park Avenue
New York, NY 10043

Dear Mr. Parsons:

I am writing on behalf of the Council of Institutional Investors, an association of public, corporate and union pension funds with more than \$3 trillion in pension assets. The Council requests that Citigroup's board clarify the vote totals for the company's April 21, 2009, director elections by promptly disclosing the results excluding uninstructed broker votes.

We also request that the enhanced disclosure provide details of the broker votes cast for or against each candidate and that the board exclude uninstructed broker votes when determining whether each nominee satisfied Citigroup's bylaw requirements for majority voting for director elections. The company's Form 10-Q for the first quarter of 2009 suggests that uninstructed broker votes may have tipped the outcome for one or more directors.

As you may be aware, the New York Stock Exchange has petitioned the Securities and Exchange Commission to eliminate discretionary broker voting for the election of directors and the SEC has posted the proposed rule change for public comment. The Council has long supported this change. Allowing brokers to cast votes for uninstructed shares skews voting results and is akin to stuffing the ballot box. The Council believes that the proper vote should be one that excludes such discretionary broker votes, and we urge you and fellow Citigroup board members to act accordingly.

Please contact me if you would like to discuss this further.

Sincerely,



Ann Yerger
Executive Director

cc:

Ms. Shelley Dropkin, General Counsel, Corporate Governance

Citigroup Board

Mr. C. Michael Armstrong

Mr. Alain J.P. Belda

Mr. John M. Deutch

Mr. Jerry A. Grundhofer

Mr. Andrew N. Liveris

Ms. Anne Mulcahy

Mr. Michael E. O'Neill

Mr. Vikram Pandit

Mr. Lawrence R. Ricciardi

Ms. Judith Rodin

Mr. Robert L. Ryan

Mr. Anthony M. Santomero

Mr. William S. Thompson, Jr.