

GMI EXECUTIVE PAY SCORECARDSM

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

12 Mar 2012



Citigroup Inc.

C NYSE

Banks

Market Capitalization USD: **\$74,812.30 mm**

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Vikram S. Pandit

Age: 55

CEO Since: 2007

	2009	2010	2011
Base Salary	\$125,001	\$1	\$1,671,370
Discretionary Bonus	\$0	\$0	\$5,331,452
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$3,750	\$0	\$14,700
TOTAL ANNUAL COMPENSATION	\$128,751	\$1	\$7,017,522
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$7,839,581
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$128,751	\$1	\$14,857,103
Median of Other Named Executive Officers Total Compensation	\$8,894,047	\$8,094,479	\$10,736,708
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$1,132,504	\$1,346,903	\$700,500
TOTAL REALIZED EQUITY COMPENSATION	\$1,132,504	\$1,346,903	\$700,500

Proxy Date: 8 Mar 2012

Annual Meeting Date: 17 Apr 2012

Equity Reserves: 7.02%

Stock Option Run Rate: 0.45%

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Citigroup Inc.

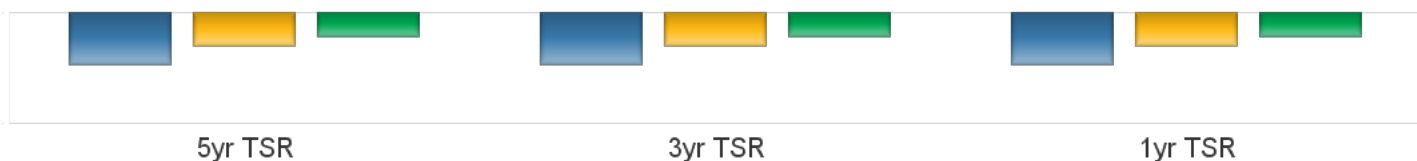
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ C



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
C	Citigroup Inc.	\$128,751	\$1	\$14,857,103	\$74,812,297,494
WFC	Wells Fargo & Company	\$21,340,547	\$18,973,722		\$127,165,464,000
JPM	JPMorgan Chase & Co.	\$1,322,094	\$20,816,289		\$117,439,386,331
BAC	Bank of America Corporation	\$4,209,666	\$1,940,069		\$62,021,887,493
USB	U.S. Bancorp	\$8,211,846	\$18,771,205	\$13,619,458	\$45,218,582,880
PNC	PNC Financial Services Group, Inc. (The)	\$18,027,856	\$16,600,793		\$25,359,553,356

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

American Express, Bank of America, Capital One, Credit Suisse, Deutsche Bank, Goldman Sachs, JPMorgan Chase, Morgan Stanley, U.S. Bancorp and Wells Fargo.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Alain J. P. Belda	Chairman	68	Male	15	Outside Related
Diana L. Tavior	Member	57	Female	3	Outside
Michael E. O'Neill	Member	65	Male	3	Outside
William S. Thompson	Member	66	Male	3	Outside

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