

Your guide to 2012 health and welfare benefits

Get started today!

Annual enrollment is your opportunity to make decisions about your health and welfare coverage for next year. You can get started today by:

- Reading this enrollment guide to learn about the benefits changes for 2012.
- Considering the options available to you. Be sure to take advantage of tools to help you decide what coverage is right for you and your family.
- Participating in Healthy Choices Rewards. Take steps toward better health and save money on your payroll contributions for medical, dental, and vision coverage.
- Visiting the Steps to Annual Enrollment site at **www.benefitsbookonline.com/enrollment/pr/index.html**.
- Enrolling by the November 4 deadline.

When you can enroll

Your enrollment period is from October 24 to November 4. Your enrollment deadline is 8 p.m. ET November 4 if you enroll through a Citi Benefits Center representative, or midnight ET November 4 if you enroll online. Your new coverage begins on January 1, 2012.

Visit Your Benefits Resources™

Starting October 17, visit Your Benefits Resources™ (YBR™) to learn more about your benefits plan options and their costs. To reach YBR™, visit the Total Comp @ Citi website at **www.totalcomponline.com**, available from the Citi intranet and the Internet, and click on "Health & welfare benefits."

You can also visit the Citi Benefits Handbook website at **www.benefitsbookonline.com**, available from the Citi intranet and the Internet, for more information. No password is needed. Click on the handbook links for Puerto Rico.

What's new for 2012

Citi continues to offer comprehensive benefits that give you choice and flexibility. As part of our effort to preserve your benefits for 2012, we're making the following changes effective January 1:

- You can earn greater Healthy Choices Rewards for 2012. If you participate in the Health Assessment, you and your spouse/domestic partner* who's enrolled in Citi coverage can each earn a \$100 Reward. You and your spouse/domestic partner can also earn a \$100 Reward for attesting that you are, or are trying to become, tobacco-free. See page 2 to learn more.
- Most employees will experience a slight increase in contributions for 2012, although you can help offset that increase by earning Healthy Choices Rewards.
- An updated definition of total compensation will be used for 2012 benefits purposes. See page 3 to learn more.

*"Spouse/domestic partner" includes spouse (same or opposite sex), domestic partner, and civil union partner.

Greater Healthy Choices Rewards

This year, you'll be able to earn even more Healthy Choices Rewards. Employees and spouses/domestic partners covered under the Triple S medical plan offered by Citi can complete the Triple S Health Assessment for an additional \$100 Reward per adult participant (maximum of \$200 for employee and spouse/domestic partner combined). The Health Assessment, which you'll complete on the Triple S website at www.ssspr.com, is a secure, online health questionnaire that can help you learn more about your health.

During your enrollment period, you'll also have the opportunity to attest that you're tobacco-free or that you promise to try to become tobacco-free. You can also attest on behalf of your spouse/domestic partner who's covered under the Triple S medical plan for 2012. You may earn a \$100 Reward toward the cost of benefits; spouses/domestic partners may earn an additional Reward of \$100.

Employees and spouses/domestic partners who are covered and identified as eligible may also participate in the health management program offered by Triple S. If you're eligible to participate, Triple S will contact you directly. If you or your spouse/domestic partner is invited to participate and you each complete five telephone sessions with a nurse, you each may earn an additional \$150 Reward. The Reward will be applied after all sessions are completed.

Healthy Choices Rewards at a glance

Reward	Who can participate	How to earn the Reward	Amount of Reward	When you'll receive
Health Assessment	Citi benefits-eligible employees enrolled in Triple S medical coverage through Citi; spouses/domestic partners can participate if they're also enrolled in Triple S medical coverage through Citi.	Complete the Health Assessment on the Triple S website at www.ssspr.com between October 3 and November 4, 2011.	\$100 each for you and your covered spouse/domestic partner	Starting January 1, 2012, your Reward will be equally divided among the pay periods in 2012.
Tobacco Free	Citi benefits-eligible employees enrolled in a Citi health plan; Citi spouses/domestic partners can participate if they're enrolled in Triple S medical coverage through Citi.	Complete the Tobacco Free Reward Attestation for yourself and, if applicable, your spouse/domestic partner who's enrolled in Triple S medical coverage through Citi on the Your Benefits Resources™ (YBR™) website during annual enrollment; your deadline is November 4, 2011. For instructions to visit YBR™, see "Additional Resources" on page 7.	\$100 each for you and your covered spouse/domestic partner	
Health Management	Participants and spouses/domestic partners must be enrolled in Triple S Medical coverage through Citi and selected by the program.	Complete five telephone sessions with a health coach between January 1 and December 31, 2012, (scheduling an appointment doesn't count as a "session").	\$150 each for health management program participants	Starting the quarter after you complete your fifth health session, your Reward will be equally divided among the remaining pay periods in 2012.

Complete the Health Assessment

Learn about your health status and save money! Complete the questionnaire between October 3 and November 4 to earn your Healthy Choices Reward. Visit the Triple S website at www.ssspr.com.

Do you want to stop smoking?

Beginning January 1, 2012, you can enroll in the smoking cessation program, Living Without Smoke, offered free of charge to you through Triple S.

This program offers education about the effects of smoking on health and the benefits of modifying or eliminating this addiction. The program is geared to Triple S participants who suffer chronic conditions, as well as smokers in general.

More information, including how to enroll, will be available in early 2012.

2012 definition of total compensation

The definition of total compensation for benefits purposes has been updated.

Total compensation is used to determine:

- Medical contributions;
- Long-Term Disability (LTD) benefits and, where applicable, LTD contributions;
- Basic Life/Accidental Death and Dismemberment (AD&D) insurance benefits;
- Optional Group Universal Life (GUL)/Supplemental AD&D insurance and costs;
- Short-Term Disability benefits for Account Executives in the Institutional Clients Group; and
- Business Travel Accident/Medical insurance benefits.

If you're enrolling during the annual enrollment period for coverage effective January 1, 2012:

Your Total Compensation for purposes of benefits enrollment is made up of the following:

1. Annual base pay as of June 30, 2011;
2. Commissions paid from January 1-December 31 in the year prior to enrollment to capture an entire year of commissions paid; commissions paid from January 1, 2010-December 31, 2010, will be used for the 2012 annual enrollment calculations;
3. Cash bonuses (other than the cash portion of any annual discretionary incentive/retention award package) paid in the period January 1-December 31 in the year prior to enrollment; cash bonuses paid in the period January 1, 2010-December 31, 2010, excluding the cash portion of the annual discretionary incentive/retention award package dated January 2010, will be used for the 2012 annual enrollment calculations;
4. Annual discretionary incentive/retention award package dated in the year of enrollment; includes the following, if applicable: Cash Bonus, Incentive Stock Payment Program (ISPP) Award, CAP Award; annual discretionary incentive/retention award packages dated January 2011 will be used for the 2012 annual enrollment calculations;
5. Guaranteed Bonus effective in the current year (2011);
6. Short-Term Disability benefits paid from January 1-December 31, 2010, for employees paid on commissions only;
7. Salary Stock paid on any of the following four dates: September 30, 2010, October 29, 2010, November 30, 2010, or December 30, 2010; and
8. Long-Term Restricted Stock (LTRS) awarded on January 18, 2011.

For new hires in the Institutional Clients Group:

Any guaranteed bonus will be considered in the calculation of your total compensation for benefits purposes.

If you're enrolling in benefits as a new hire or newly eligible employee

Your total compensation for the purpose of benefits at the time you're hired is your annual base pay as of your date of hire. If you're to be paid commissions only, your total compensation is calculated differently and is based either on a default amount or an amount established as appropriate for your position. Ask your Human Resources representative for details.

For future years, your total compensation will be based on a formula that includes your actual base pay plus commissions, performance-based bonuses, and any annual incentive bonus.

Have you seen your doctor for a wellness check-up?

In the **Triple S medical plan**, you can receive preventive exams once every 12 months covered at 100% without first having to meet your deductible.

You can also receive a comprehensive preventive exam performed in the Santurce Medical Mall in San Juan or in the Servicio de Salud Industrial de Ponce. For more information on preventive exams see your Health Plan Comparison Chart or contact Triple S.

You can use the results of your visit to update or complete your Health Assessment, accessible through the Triple S website at **www.ssspr.com**, between **October 3 and November 4** and earn a \$100 Reward. Eligible spouses/domestic partners earn a separate \$100 Reward.

✓	Things to do
<input type="checkbox"/>	Visit the Steps to Enrollment website at www.benefitsbookonline.com/enrollment/pr/.
<input type="checkbox"/>	Verify that your providers participate in the Triple S network. Before enrolling or re-enrolling, visit the Triple S website at www.ssspr.com . For the Aetna Vision Plan, go to www.AetnaVisionOE.com/avp1 for the list of vision plan providers. If you're currently enrolled in the vision plan, you can also check providers at www.AetnaVision.com .
<input type="checkbox"/>	View Triple S health plan information on Your Benefits Resources™ (YBR™) starting October 17, a week before your enrollment begins. Visit the Total Comp @ Citi website at www.totalcomponline.com , available from the Citi intranet and the Internet, and click on "Health & welfare benefits."
<input type="checkbox"/>	Complete the Health Assessment on the Triple S website at www.ssspr.com .
<input type="checkbox"/>	Complete the Tobacco Free Reward Attestation on YBR™ . Visit the Total Comp @ Citi website at www.totalcomponline.com available from the Citi intranet and the Internet, and click on "Health & welfare benefits."
<input type="checkbox"/>	Consider whom you'll cover in 2012 . If your spouse/domestic partner has benefits coverage or access to coverage, compare which plan offers the most value. Sometimes it makes sense for one of you to cover your children and the other to enroll in "you only" coverage, rather than one of you enrolling in coverage for the entire family.

How to enroll for 2012

You can enroll for 2012 benefits online or by phone from **October 24 to November 4**. The enrollment deadline is 8 p.m. ET November 4 if you enroll through a Citi Benefits Center representative or midnight ET November 4 if you enroll online. Don't miss your opportunity to make changes to your health and welfare benefits for 2012.

- Online

Visit the Total Comp @ Citi website at **www.totalcomponline.com**, available from the Citi intranet and the Internet, and click on "Health & welfare benefits."

- By phone

You may also enroll by speaking with a Citi Benefits Center representative. Call ConnectOne at **1-800-881-3938**. From the ConnectOne main menu, choose the "health and welfare benefits" option. Citi Benefits Center representatives are available from 8 a.m. to 8 p.m. ET Monday through Friday, excluding holidays. They can answer your questions and take your 2012 enrollment elections. The Citi Benefits Center has translators available who speak Spanish and English. You can request a translator to participate in your call as needed.

For TDD (telecommunications device for the deaf) users: Call the Telecommunications Relay Service at **1-866-280-2050** and then call ConnectOne as instructed above.

What happens if you don't actively enroll

If you don't actively enroll, you'll receive the default coverage shown on Your Benefits Resources™ (YBR™) when your enrollment period ends. You won't be able to change most of your benefits coverage until annual enrollment for 2013, unless you have a qualified change in status. You'll also miss the opportunity to earn Healthy Choices Rewards.

If your total compensation for benefits purposes increases to \$50,001 or above effective January 1, 2012, you'll automatically be enrolled in Long-Term Disability (LTD) coverage for 2012, so your LTD coverage continues uninterrupted. The cost of LTD coverage will be deducted from your pay beginning January 1, 2012, unless you decline coverage during annual enrollment.

If your total compensation, for benefits purposes, increases to \$200,000 or above effective January 1, 2012, you'll be ineligible for company-paid Basic Life/AD&D coverage. However, if you haven't previously elected the maximum coverage under Group Universal Life (GUL), during annual enrollment you'll have the opportunity to enroll in GUL insurance equal to one times your total compensation (not to exceed \$500,000) without providing proof of good health.

After you enroll

An enrollment confirmation statement will be mailed to your home in early December. If you have any questions about your confirmation statement, call the Citi Benefits Center and speak to a representative. Call the Citi Benefits Center via ConnectOne at **1-800-881-3938** from 8 a.m. to 8 p.m. ET Monday through Friday. From the ConnectOne main menu, select the "health and welfare benefits" option. The Citi Benefits Center has translators available who speak Spanish and English. You can request a translator to participate in your call, as needed.

Reminder: Is your home address up to date on Citi records?

Important information — such as enrollment confirmations and health plan ID cards — will be mailed to your home address on Citi records. Visit Citi For You (intranet only) and click the “Manage Personal Information” option on the “Personal Info” tab near the top of your screen, then click “Home address.”

Enrolling your eligible dependents in Citi coverage

If your eligible dependents are enrolled in Citi coverage for 2011, you’ll find a list of your dependents on Your Benefits Resources™ (YBR™). Review this list carefully.

Be sure your dependent is listed as a covered dependent under each individual plan. When enrolling by phone, you must ask a Citi Benefits Center representative to “cover” each dependent.

Gather information about your dependents.

You must provide the following information about any dependents you’re enrolling for the first time (newly added) before you can enroll them in Citi coverage and have their claims paid:

- Name;
- Date of birth;
- Social Security number (except for a newborn);
- Relationship to you; and
- Disabled status (if applicable).

If you haven’t already entered this information online or by telephone, you can do so when you enroll. You’ll also need to submit documentation, such as a birth certificate, marriage license, and/or tax return to ensure your newly added dependent’s coverage isn’t canceled. You’ll receive an email the week of November 7 as well as a packet by mail with further instructions and deadlines.

At any time, Citi reserves the right to request proof of your dependent’s age and relationship to you. Providing false information about dependents can result in disciplinary action up to and including termination of employment.

Enrolling in Group Universal Life or Long-Term Care insurance

Enrolling in Group Universal Life (GUL) or Long-Term Care (LTC) insurance isn’t part of annual enrollment. If you’d like to have this coverage, contact the following at any time:

- **GUL:** Contact MetLife. Visit Total Comp @ Citi at www.totalcomponline.com, available from the Citi intranet and the Internet, and click on the “Dental/Disability/Group Universal Life (GUL),” or call MetLife at **1-800-523-2894**.
- **LTC:** Contact the John Hancock Life Insurance Co. Visit John Hancock at <http://groupLTC.jhancock.com>. The user name is “groupLTC” and the password is “mybenefit,” or call John Hancock at **1-800-222-6814**.

Adding a newborn to your Citi coverage

You can add a newborn to your coverage within 31 days of the child’s birth. If you don’t have the newborn’s Social Security number at the time you enroll him/her in Citi coverage, don’t wait for

the Social Security number to enroll your newborn. You can add the Social Security number once you receive it.

Additional resources

Resource	When to use this resource	Contact information
Steps to Annual Enrollment website	<ul style="list-style-type: none"> Review instructions to enroll in 2012 health and welfare benefits 	www.benefitsbookonline.com/enrollment/pr/index.html , available from the Citi intranet and the Internet; no password is needed
Benefits Handbook website	<ul style="list-style-type: none"> Obtain contact information for other online resources Review the Benefits Handbook for Citi's Puerto Rico health and welfare plans 	www.benefitsbookonline.com , available from the Citi intranet and the Internet; no password is needed. Click on the links for Puerto Rico
Your Benefits Resources™ (YBR™) website	<ul style="list-style-type: none"> Beginning October 17, view the list of medical, dental, and vision care plans that are available to you for 2012 and their costs Use online tools to help you determine the plans that are right for you Enroll online from October 24 to November 4 	Visit the Total Comp @ Citi website at www.totalcomponline.com available from the Citi intranet and the Internet, and click on "Health & welfare benefits"
Citi Benefits Center	<ul style="list-style-type: none"> Learn who's eligible for Citi benefits, and more Enroll by telephone from October 24 to November 4 	<p>Call ConnectOne at 1-800-881-3938. From the ConnectOne main menu, choose the "health and welfare benefits" option. Representatives are available from 8 a.m. to 8 p.m. ET Monday through Friday</p> <p>The Citi Benefits Center has translators available who speak Spanish and English. You can request a translator to participate in your call as needed.</p> <p>For TDD (telecommunications device for the deaf) users: Call the Telecommunications Relay Service at 1-866-280-2050 and then call ConnectOne as instructed above</p>
Triple S Medical and Dental Plans	<ul style="list-style-type: none"> Find health care providers who participate in the Triple S network 	Triple S website at www.ssspr.com
Health Assessment	<ul style="list-style-type: none"> Complete this questionnaire to learn about your health status and save money on your payroll contributions for medical, dental, and vision coverage 	Triple S website at www.ssspr.com
Tobacco Free Reward Attestation	<ul style="list-style-type: none"> Attest that you're tobacco-free and save money on your payroll contributions for medical, dental, and vision coverage 	Visit the Total Comp @ Citi website at www.totalcomponline.com available from the Citi intranet and the Internet, and click on "Health & welfare benefits"

For purposes of this guide, "Citi" refers to Citigroup Inc. and its subsidiaries and their affiliates. This guide briefly summarizes certain key features of Citi benefits for eligible employees and their dependents and is

treated as a Summary of Material Modifications under the Employee Retirement Income Security Act of 1974, as amended (ERISA), but it doesn't provide detailed information. This guide doesn't change, expand, or otherwise interpret the terms of the plans or programs described here. If there's any conflict between this guide, or any written or oral communication by a person representing the plans or programs, and the plan or program documents (including any related insurance contracts), the terms of the plan or program documents (including any related insurance contracts) as interpreted in the sole discretion of the plan or program administrator will apply in determining your rights and benefits under the plans or programs.

This guide is neither a contract of employment nor a guarantee of continued employment for any definite period of time. Citi may change or discontinue at any time, and for any reason in its sole discretion, any or all of the benefits coverage described in this guide.