



Our Shared Responsibilities

WE HAVE A RESPONSIBILITY TO OUR CLIENTS

We must put our clients first, provide superior advice, products and services, and always act with the highest level of integrity.

WE HAVE A RESPONSIBILITY TO EACH OTHER

We must provide outstanding people the best opportunity to realize their potential. We must treat our teammates with respect, champion our remarkable diversity, share the responsibility for our successes, and accept accountability for our failures.

WE HAVE A RESPONSIBILITY TO OUR FRANCHISE

We must put Citigroup's long-term interests ahead of each unit's short-term gains and provide superior results for our shareholders. We must respect the local culture and take an active role in the communities where we work and live. We must honor those who came before us and extend our legacy for those who will come after us.

Citigroup at a Glance

Citigroup has unique strengths that set it apart from the competition.

SUMMARY OF RESULTS

	2005	2004
Revenue	\$83.6 billion	\$79.6 billion
Income from Continuing Operations	\$19.8 billion	\$16.1 billion
Net Income	\$24.6 billion*	\$17.0 billion
Assets	\$1.5 trillion	\$1.5 trillion
Return on Common Equity	22.3%	17.0%
Stockholders' Equity ¹	\$118.8 billion	\$115.5 billion

¹ includes Trust Preferred Securities

Diluted Earnings Per Share	2005	2004
Income from Continuing Operations	\$3.82	\$3.07
Net Income	\$4.75	\$3.26
Tier 1 Capital Ratio	8.79%	8.74%

Business Segment Net Income	2005	2004
Global Consumer Group	\$10.9 billion	\$12.0 billion
Corporate and Investment Banking	\$6.9 billion	\$2.0 billion
Global Wealth Management	\$1.2 billion	\$1.2 billion
Citigroup Alternative Investments	\$1.4 billion	\$0.8 billion

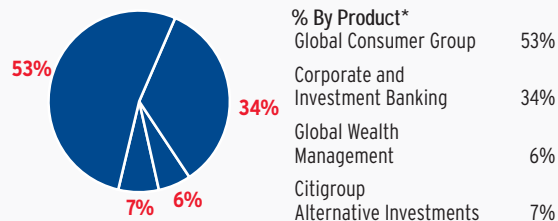
* includes the \$2.1 billion gain on the Sale of the Life Insurance and Annuities business and the \$2.1 billion gain on the Sale of the Asset Management business

CAPITAL STRENGTH | Citigroup's equity strength of \$118.8 billion¹ is a key to our ratings.

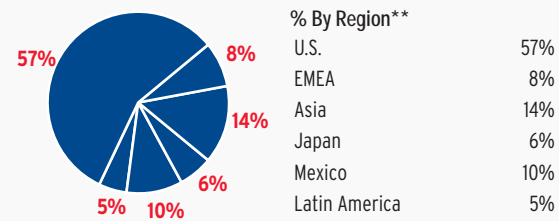
	Moody's	S&P	Fitch
Citigroup	Aa1	AA-	AA+
Citibank	Aa1	AA	AA+
Citigroup Funding Inc.	Aa1	AA-	AA+

¹ includes Trust Preferred Securities

DIVERSIFICATION OF INCOME | A highly diversified base of earnings that provides stability during difficult market conditions.



*excludes Corporate/Other and discontinued operations



**excludes Citigroup Alternative Investments, Corporate/Other, and discontinued operations

BROADEST DISTRIBUTION | The largest distribution capacity of any financial services firm in the world; we serve 200 million customer accounts and do business in more than 100 countries through multiple channels:





Dear Shareholders,

2005 was one of Citigroup's most important years. It was a year in which we concentrated on how we do business and how we conduct ourselves as employees of a great global institution. As a result, I firmly believe that we are entering a renewed period of growth that will further fulfill the promise on which our company was founded.

We were once again the most profitable financial services company in the world in 2005 and we returned the most capital to our shareholders of any financial services company, while continuing to invest in our businesses.

Income from continuing operations was \$19.8 billion; our equity base increased to \$118.8 billion; and our balance sheet topped \$1.49 trillion. In 2006, we announced an 11 percent increase to our quarterly dividend, our 21st consecutive year of common dividend increases.

I am proud of our achievements in 2005. In the aftermath of our problems in Japan and Europe in 2004, we took a long, hard look at ourselves and developed our Five Point Plan that focused on employee training, talent development, performance reviews, improved communications, and stronger controls. We committed ourselves to our three Shared Responsibilities—to our clients, each

other, and our franchise. We met with our regulators throughout the year and updated them on our actions to strengthen Citigroup's culture. By year-end, we were confident our results were favorably received and we will continue to work together on areas of mutual interest and concern. And we promoted a new generation of leaders, encouraging the innovative thinking and fresh ideas that have been hallmarks of our company.

2005 REVIEW

In 2005 we took a number of steps to prepare for the future and lay a foundation for growth:

- We allocated capital to highest-return and growth opportunities and shifted our business mix toward distribution. This was reflected, for example, in the sale of our Life Insurance and Annuities business as well as the sale of our Asset Management business for Legg Mason's Wealth Management business.

■ We focused on deepening client relationships. For example, we reorganized our U.S. consumer businesses to serve the full spectrum of our clients' needs across all product lines—rather than just a single product at a time—and to respond more quickly and effectively to the opportunities presented in different markets globally.

■ We expanded our distribution around the world by adding 313 retail bank branches, 346 consumer finance branches, and 125 Smith Barney branches. We also added 170 automated loan machines in Japan.

■ We established the National Corporate Bank and the National Investment Bank to serve a broader range of clients in the United States.

■ We responded to our clients' needs for more electronic trading capabilities by leveraging the technology from our Knight Trading and Lava acquisitions.

■ We continued to focus on building product breadth and advisory-led capabilities in our Global Wealth Management business.

■ We resolved several legal and regulatory matters favorably.

■ We launched the Citigroup Microfinance Group—which works with leading microfinance institutions, microfinance networks, and investors as commercial partners and clients—to expand access to financial products and services to individuals who are currently not reached or who are underserved by formal financial institutions.

Having said this, we recognize that 2005 also brought its share of disappointments and challenges:

■ Financially, we didn't perform as well as we had expected, and fell short of our goal for positive operating leverage.

■ Our U.S. Cards and Fixed Income franchises faced challenging business environments. The implementation of the Bankruptcy Reform Act, competitive pricing conditions, rising interest rates, and the conforming of our accounting policy for reward points combined to cause a decline in U.S. Cards net income. Our full-year Fixed Income Markets revenue growth was affected negatively by difficult capital market conditions in the second quarter.

■ Net Interest Revenue declined, albeit at a decreasing pace over the course of the year, as interest rates increased and global yield curves flattened.

These disappointments and challenges served only to strengthen our resolve to achieve good performance in 2006 and well beyond. We firmly believe that the building blocks for continued growth are now in place.

WHAT MAKES CITIGROUP UNIQUE

We have five key competitive advantages that allow us to recognize and pursue market opportunities more readily than any other financial services company.

First, we have the most global presence: the best international footprint of any U.S. financial services company and the best U.S. presence of any international financial services company. We are in 100 countries, many for more than 100 years. Our deep local roots give us greater insight into what clients want and where the opportunities for growth reside.

Second, we have unmatched distribution: we serve more people every day than any other financial services company. We do this through our thousands of bank, consumer finance, and Smith Barney branches, along with our ATMs, automated loan machines, trading desks, online services, and more.

Our global presence and reach are made more powerful by our third competitive advantage: the most valuable brand in the industry. The strength, stability, and integrity of our brand not only attract and retain the most talented employees globally, but also help us build an enviable roster of global clients.

Fourth, we have unmatched scale and efficiency, which are reflected in our strong margins and highest capital generation, and have enabled us to grow over the years while weathering different economic environments.

Fifth, we have the broadest product offering in the industry—from student loans to retirement planning, and from venture capital to initial public offerings.

With these unique competitive advantages, we have every reason to look to Citigroup's future with optimism. Indeed, with continued GDP growth around the world, market reforms in developing countries, and the rise in global trade, we are witnessing the emergence of a new middle class. We estimate that approximately 750 million potential new consumer customers, largely outside the United States, will emerge over the next five years—an unprecedented opportunity for the financial services industry, and especially for Citigroup.

While we have a full menu of products and services to offer, the real power of Citigroup comes when we integrate them and work as one company on behalf of our clients. I have every confidence that we are doing what's necessary to achieve that goal.

OUR STRATEGIC PRIORITIES

For 2006 and beyond, we have five strategic priorities:

- **Expanding Distribution**—To penetrate new markets and deepen our presence in existing markets around the world, we are accelerating the pace of retail and consumer finance branch openings; expanding our capital markets businesses, including our brokerage businesses and our electronic trading capabilities; and increasing the number of private bankers in the United States.

- **Transferring Expertise**—To manage Citigroup as one company, we are integrating our products and services better. This enables us to improve how we serve our clients by providing insightful and comprehensive solutions. At the same time, transferring expertise can create enormous value for the company: witness the partnership between our Banamex and U.S. Cards businesses. By combining our client targeting and pricing experience from the United States with Banamex's product and marketing expertise, Banamex's credit card business generated increases of 50 percent in both revenues and net income in 2005.

- **Investing in People and Technology**—One of our goals is to have more common systems and standards across Citigroup so clients can transact with us more easily, no matter what business is serving them or where they're conducting business. We also want to attract and develop the best talent, so we

continue to emphasize the long-term training and development of our employees, in keeping with our Five Point Plan. We continue to be the second most favored company among MBAs (*Fortune* U.S. survey), offering unparalleled opportunities for rewarding careers.

- **Allocating Capital to Maximize Returns**—We will continue to evaluate our use of capital rigorously in order to move it to higher-return and growth opportunities. For example, late in 2005 we sold a substantial portion of our stake in Nikko Cordial, a Japanese financial company, and increased our investment in Nikko Citigroup Ltd., our securities business joint venture.

- **Embracing Our Shared Responsibilities**—In 2006 and beyond, we will further build on our three Shared Responsibilities as the essential foundation for the growth of our franchise.

We believe we must not only satisfy but even exceed our clients' expectations. The Citigroup team is working to find integrated client solutions and to bridge our businesses so all of the company is working in unison. To help ensure we reach this goal, we are continuing our efforts to make Citigroup a fast-acting, nimble organization and to shed bureaucracy.

CORPORATE SOCIAL RESPONSIBILITY

This was a year of unprecedented natural disasters—the aftermath of the tsunami in late 2004, the earthquake in south Asia, and the hurricanes in the United States. In response, Citigroup, the Citigroup Foundation, and our employees committed more than \$30 million for disaster relief and for rebuilding communities in the affected areas—a commitment of which we can all be proud.

We're also pleased that 30 of our employees were chosen to take part in a disaster relief program sponsored by the American Red Cross—the first of its kind. These volunteers worked for two weeks at Citigroup's expense to help victims of Hurricane Katrina. I'm proud of them all and of the many thousands of our employees who volunteer their time.

I am also very proud of the hard work of Sandy and our employees on behalf of the victims of the earthquake that struck south Asia last October. Along with four other private sector business leaders, Sandy was asked by U.S. President George W. Bush to lead a campaign to encourage private donations for relief and reconstruction. In part through their efforts, the private sector has raised more than \$100 million in cash and in-kind services.

Finally, we were once again named to the Dow Jones Sustainability World Index and the FTSE4Good Index, which recognize companies that lead in setting standards for sustainable growth and that demonstrate superior environmental, social, and economic performance.

OUR PEOPLE

We are a demanding organization whose employees exceed even our own high expectations. In 2005, we asked even more from them—to stay focused on their business responsibilities while also reshaping our culture through our Five Point Plan. It required an enormous commitment of time and energy, but our employees succeeded in building a strong foundation for our future growth, and moving us closer to our goal of being the most respected global financial services company.

SANDY

Let me say a few words about my mentor, my great friend, and a man whose vision revolutionized the financial services industry, Sandy Weill, who will retire as Chairman of Citigroup in April of this year.

For the past 20 years, I have had the privilege and good fortune to work alongside Sandy, one of the 20th century's towering business leaders.

Sandy's vision was straightforward—to give as many people as possible the opportunity to participate in the economic mainstream and, at the same time, to give shareholders the most value for their trust. Sandy achieved what he set out to do with one bold stroke after another, building Travelers, a company that would one day merge with another great firm, Citicorp, to create the world's most successful financial institution, Citigroup.

Others have tried to emulate what Sandy built, but none have come close. Sandy's achievement will have its own chapter in the history books.

So now we bid farewell to our Chairman and former CEO. We will miss his uncanny sense of timing, his indomitable will to succeed, his candor, his integrity, and his concern for his colleagues and the global community. Fortunately, Sandy will continue to assist us and for that we are all grateful.

WHAT WE EXPECT

Looking ahead, we will measure ourselves by the progress we make against our strategic initiatives, including the long-term financial goals I outlined at our Citigroup Investor/Analyst Day on December 16, 2005.

- Strong returns on equity, 18-20 percent;
- Mid-to-high single-digit organic revenue growth, understanding that this can be affected by volatility in the capital markets; and
- We expect to achieve organic income growth that exceeds organic revenue growth through expense discipline and effective credit management.

The impact of any acquisitions and share buybacks will be incremental to these goals.

In 2005, we refocused the company on its core businesses, put together a clear set of strategic initiatives, strengthened our culture, and laid the foundation for future growth.

In 2006, we will execute on our growth plans.



Chuck Prince



Dear Shareholders,

“When I think back on my career, I was fortunate to have had opportunities to make a difference. I’m proud that so many employees of companies I’ve led went on to enjoy successful careers while they provided for their families and served their communities.”

SANDY WEILL

On April 18, 2006, I will step aside as Chairman of Citigroup.

These are not easy words to write. Citigroup and its legacy companies have been such an important part of my life these past 46 years that it’s difficult to imagine any other reality. Citigroup has been and always will be family.

But the time is right. I take great comfort when I see the direction in which Chuck and his team are taking our company. I walk away fully confident that our best days are just ahead and that Citigroup’s new leadership has embarked on a course that will take the company to new and greater heights.

The creation of Citigroup was the capstone of my career. When people ask me what was the best aspect of working in financial services, my answer is always the same—that the companies I ran helped create a better standard of living for millions of people around the world. We did this with integrity, by providing access to financial resources so people could realize their dreams, so businesses and institutions could grow, and so communities could become stronger.

And no company has done it as well. Citigroup is in 100 countries, many for more than a century, with more products and greater reach than all our competitors—a tribute to the thousands upon thousands of employees who have made us the global industry leader. We have the strongest balance sheet and earnings capability of any of our competitors.

I’ve been privileged to lead these talented men and women. Together we’ve witnessed some of the industry’s most dramatic changes, but through them all, the one constant has been our employees’ hard work and dedication to our clients and shareholders, both of whom have been the foundation for our success.

I’ve also been blessed to work with a Board of Directors that I consider to be not only the finest in the world, but one that has set the financial industry’s standards for governance and, in so doing, has positioned Citigroup for a long and successful future.

Let me also say a word about my good friend and fellow Board member Arthur Zankel, who died last year. Arthur was a great human being, a leader in every sense of that word, and a generous man who believed in helping people through education. We miss you, Arthur—but you are still with us in so many ways.

It has been a magnificent journey and, just as important, it has been fun. Over the years, I’ve been known as a dealmaker and I’ve made many in my career of which I am very proud. But personally, the deal of my lifetime came in June 1955, when Joan Mosher became Joan Weill. Joan has been my closest friend and confidante and has been there for me during the best and worst of times, and I know that without her I would not be where I am today.

Retiring from Citigroup does not mean I leave the stage. As many know, I am a passionate believer in education and will continue to work on behalf of those institutions that give young people the opportunity to develop their minds and prepare them to contribute to society. And in addition to my consulting work for Citigroup, I will continue my philanthropic activities, including leadership of the Committee to Encourage Corporate Philanthropy, Carnegie Hall, Weill Cornell Medical College, and the National Academy Foundation.

When I think back on my career, I was fortunate to have had opportunities to make a difference. I’m proud that so many employees of companies I’ve led went on to enjoy successful careers while they provided for their families and served their communities. I’ve met so many wonderful people and made lifelong friendships. Citigroup will always be an integral part of my family, and Chuck has my full support and confidence as he leads the company into a very exciting future.

My friends, remember always to strive for excellence and, as you come close to accomplishing your goals, push them out a little further and see what happens. You’ll be amazed at what you really can do. My very best wishes to you all.



Dear Shareholders,

“There are no guarantees in life, but as one of my colleagues said, there may be no financial institution in the world that has a better hand to play, and Citigroup has the leadership, the strategy, and the people to play it very well.”

ROBERT RUBIN

I believe that we are in a period of change in the global economy of historic proportions, driven by powerful technological development and its rapid and pervasive adoption across geographies, global integration as to trade and capital markets, and an almost universal movement towards market-based economics around the globe. The consequence is great opportunities for the global economy, but there are also commensurately great challenges.

Whether this potential is realized, or instead we experience serious difficulty, will be greatly affected by how well or how badly the political systems of the major regions of the global economy address these challenges. This juncture of opportunities and challenges, and the many factors that underlie both, poses exceptional complexity and uncertainty for the decision-making of business, investors, and policymakers.

And there are no clear answers—only possible scenarios and judgments about the probabilities. Moreover, this complexity is heightened because timing on possible scenarios is unpredictable.

One likely consequence of all this change is a continued shifting of relative regional economic importance toward China, India, and many of the other emerging-market nations of Asia. These countries clearly have their own great challenges, including, very importantly, reduction of government involvement in economic decision-making, but their political systems have made great progress in meeting those challenges, and that should augur well for the future.

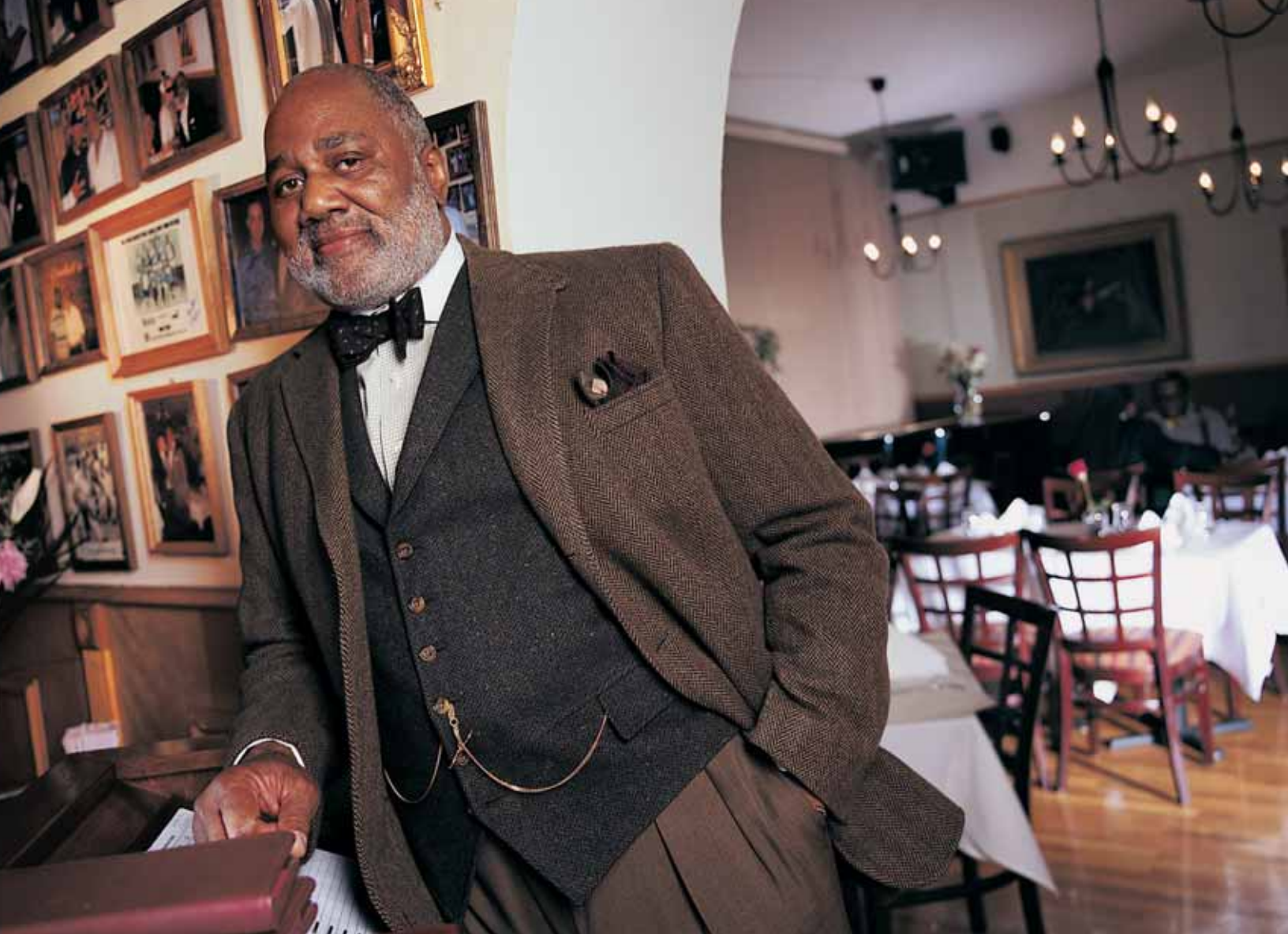
The developed nations of the globe, and the other emerging-market nations, face their own challenges. These challenges include reducing structural rigidities and trade barriers, effectively accomplishing broad-based sharing in economic growth rather than the too-frequent relatively narrow participation that undermines support for market-based economics and trade liberalization, protecting the environment as an economic imperative, and addressing financial imbalances and an aging workforce.

Because this is the world’s largest financial institution, and a truly international institution in 100 countries, the people of Citigroup wrestle with all of this daily. For example: what are the implications of enormous flows of petrodollars generated by today’s oil prices; what effects might global trade imbalances and U.S. intermediate and longer-term fiscal imbalances have over the longer run for interest rates and foreign exchange rates around the world; where is growth likely to be greatest in the global economy and where is it likely to be slowest; and much more.

Our retiring chairman, Sandy Weill, combined Citicorp and Travelers, both companies with long and distinguished histories, to form an institution of very special capacities and strengths. These strengths include an enormous balance sheet, a vast global presence, a wide array of products that can be brought together to meet the multiple needs of clients, and, most importantly, a highly talented professional work force that can draw on all of these capacities to develop solutions for clients.

Our CEO, Chuck Prince, has laid out a strategy to engage energetically both in the developed regions of the world that despite their relative maturity still offer great opportunities for Citigroup—Europe, Japan, and the United States—and to continue building on our long involvement in a broad array of promising emerging-market countries. Citigroup’s strengths can bring great value added to its clients, to its talented people in realizing their potential, and to its owners.

There are no guarantees in life, but as one of my colleagues said, there may be no financial institution in the world that has a better hand to play, and Citigroup has the leadership, the strategy, and the people to play it very well.



C = Broadest Distribution

“I do a lot of traveling in the U.S. and abroad and one of the best things I like about Citi is that **I can do my banking almost anywhere**, no matter what I need to do and when I need to do it. They’re in so many places. And I also think the staff is terrific.”

LONDEL DAVIS, U.S. CITIBANK CLIENT FOR 30 YEARS

Despite some challenges in 2005, the Global Consumer Group remains a leader in the financial services industry. With its unmatched size and geographic reach, innovative products and services, and the industry's most valuable brand, our consumer business is poised for growth in North America and around the world.

Among some of the issues that our business faced last year were bankruptcy spikes from the new U.S. law, and the impact of Hurricane Katrina, both of which affected our bottom line. Nonetheless, we produced net income of \$10.9 billion on revenues of \$48.2 billion.

Whether helping a CitiGold® client make investments in Moscow, a small business obtain a loan in Hong Kong, a first-time borrower use CitiFinancial for a scooter loan in India, or new immigrants open their first checking accounts in New York, our businesses offer more to the world's consumers than any other financial institution.

Among other innovations in 2005, we introduced the PayPass debit product in the United States, the first Cards rewards program in Egypt, mobile phone banking in Australia, and CitiFinancial transaction windows in post offices throughout Romania.

FOCUS ON OUR CLIENTS

2005 was a year of transition, as we made major structural and managerial changes. We reorganized our businesses along client lines to capitalize on the different opportunities that the retail consumer markets offer.

Our U.S. Consumer business is organized as follows: U.S. Retail Distribution, composed of our branch-based consumer businesses and Primerica Financial Services; U.S. Consumer Lending, which includes our mortgage, auto, and student loan businesses; U.S. Cards; and U.S. Commercial Business. This new structure allows us to better integrate products and services to meet the needs of our clients and deepen our relationships with them.

PRODUCT BREADTH

In our Cards business, U.S. Cards offers innovative products and services that make us the world's leading cards issuer.

Among our many initiatives in 2005, we launched the SimplicitySM Card in the United States in response to our clients' aversion to late fees and their desire for swift, live, one-on-one service; a Platinum Card in Singapore that offers card holders extensive insurance options; and the Citi Ultima Card in Russia, aimed at meeting the needs of the growing number of affluent people in that country.

We also extended the reach of existing products. We expanded our CitiGold offerings for affluent individuals by launching the product in Spain, opening a CitiGold Center in Hong Kong, and introducing CitiGold Member Rewards in Indonesia. In the United States, CitiGold is adding clients at the fastest rate in many years.

Also in 2005, U.S. Cards announced that for the first time it will issue Citi products on the American Express Network. The Citi American Express Cards will be accepted at millions of locations and at more than 1,700 American Express Travel Services locations.

Our consumer business is focused not only on the affluent, but across a broad economic spectrum. In 2005, CitiFinancial introduced a real estate-secured loan product in several markets, including Hong Kong and Poland, where such loans historically have not been available. The loan gives borrowers who have been shut out of the housing market the opportunity to own a home.

EXPANDING OUR REACH

Likewise, the growing branch networks of CitiFinancial and Citibank are helping millions of consumers reach their financial goals and fulfill their dreams.

Consider South America: in Brazil in 2005, our retail bank grew to 60 branches and 230,000 clients. In Colombia, we increased the number of branches and ATMs by 50 percent. And in Peru, we added nine branches and launched several key products, including personal loans, retail accounts, and online capabilities.

In the United States, we also completed the acquisition of First American Bank in Texas, adding 106 branches in one of our key U.S. markets.

We expect to expand our Citibank and CitiFinancial presence significantly in 2006, adding hundreds of branches globally. We are working to grow our retail bank branch network substantially in Brazil, Turkey, and Russia, among other countries. We also plan to expand our consumer finance branch presence in Mexico, Poland, India, Spain, Korea, and elsewhere.

A FOUNDATION FOR GROWTH

One of the most valuable legacies of our almost 200 years of banking is the foundation we've built for growth for the next 200: a worldwide network of 7,919 retail branches and consumer finance offices (includes automated loan machines in Japan) serving millions of clients in 50 countries.

One of our priorities for 2006 and beyond is to leverage this unique platform to attract new clients and deepen our relationships with existing clients. We have the reach, products, and services to succeed at both. What's more, we have the insight to find innovative ways to serve clients and to deliver these services well—witness such unique offerings as Citi Identity Theft Solutions, the ThankYou Network, and Citibank® Global Transfers.

SHARING EXPERTISE GLOBALLY

Citigroup is one of the world's most experienced financial services companies, and our global footprint allows us to share knowledge across borders. Through our unrivaled risk and decision management expertise, we have the ability to make loans to and open accounts for consumers in any market. Few companies have the advantages of Citigroup when entering developing markets such as India, Poland, or Brazil and extending credit, opening checking accounts, or issuing cards.



"I enjoy excellent service from my personal CitiGold Executive, who helped me create a well-balanced, high-return portfolio of three currencies placed in term deposits, market-linked deposits, and mutual funds. I use CitiPhone and Citibank Online as well as CitiGold's free access to airport lounges on my frequent travels. Overall, CitiGold is the best proposition in the Russian market right now."

TAMARA SHOKAREVA, CITIGOLD CLIENT, RUSSIA

In China, we completed a joint venture with Shanghai Pudong Development Bank last year to launch a new credit card. By exporting our U.S. Cards technology to China, we were able to issue the first dual-currency card there.

MAKING COMMUNITIES BETTER

Making communities better is one of our core goals and responsibilities. In 2005—the second year of our 10-year, \$200 million Financial Education commitment—our efforts in Financial Education and community investment once again made an impact.

From our Financial Education Summit in Malaysia to the "My Finances" Economic Education Program in Poland, we devoted our time and resources to improving financial literacy globally.

In addition, Citibank Community Development closed nearly \$2.5 billion in loans last year, helping to create more than 10,000 new affordable housing units for low- to moderate-income families.

Citigroup's consumer business is a world-class franchise built to deliver earnings in any economic environment. If we continue to focus on our clients, bring our vast experience to new markets, and offer innovative solutions for our clients' needs, we will continue to grow now and in the long term.



C = Most Valuable Brand

“We trust Citigroup to **do the right thing** for us, whether to win a deal, commit its balance sheet and assets, or alert us when they think we’re not doing the right thing. When we go into battle to win a deal, we’re happy to have Citigroup on our side.”

STEPHEN SCHWARZMAN, CHAIRMAN & CEO, THE BLACKSTONE GROUP, U.S.

The most distinguishing attributes of Corporate and Investment Banking are the depth and duration of our client relationships and our ability to use our embedded local presence in 100 countries to deliver innovative solutions for our clients globally.

In 2005, we provided clients with strategic advice, new ideas, and the kinds of solutions and unique capabilities that once again demonstrated that we can accomplish difficult transactions anywhere in the world.

For the year, we earned \$6.9 billion in net income on revenues of nearly \$24 billion.

FRANCHISE STRENGTH

In 2005, we achieved strong momentum in Capital Markets and Banking. For the first time, we earned the #1 ranking as the leading Global Underwriter of Equity and Equity-Linked Securities, underscoring our commitment to leveraging our advisory expertise and global equity distribution capabilities. And we ended the year as the #2 advisor on completed M&A transactions globally.

Our Global Transaction Services team finished the year as one of Citigroup's fastest-growing businesses. We were named Best Bank for Cash Management by *Euromoney* for the seventh consecutive year and launched several products, including TreasuryVisionSM and Asset Manager Solutions for Separately Managed Accounts—which *The Banker* recognized as its "Back Office Solution of the Year."

Having executed deals for more clients in more countries and in more currencies than any of our competitors, our Fixed Income business maintained its position as the leading underwriter of bonds globally. Our Equities team had an outstanding year, with improved market shares and client rankings in virtually all business segments.

Indeed, our Emerging Markets Sales and Trading business, with trading floors on the ground in some 70 emerging markets countries, had another strong year, with 23 percent volume growth in Client Foreign Exchange and Derivatives.

We were the #1 Global Underwriter of Debt and Equity for the 17th consecutive quarter, and our clients continued to rely on our willingness and ability to commit capital and provide liquidity. In addition, we significantly expanded our U.S. electronic trading capabilities and, by leveraging the technology from our Knight Trading and Lava acquisitions, we nearly tripled the number of clients who trade through our electronic platform.

We are also proud of our inclusion at or near the top of practically every ranking of financial services firms. In fact, because of the advice and service we provided, we ranked #1 in 14 of 25 League Table categories—more than any other firm. Regardless of product, and whether measured against local or global competitors, we are consistently

named an industry leader. It's a powerful indication of our expertise, the value we deliver, and the quality of our people—and it's a claim no other financial services firm can make.

TRANSFERRING EXPERTISE

Key to meeting client demands is our providing integrated solutions by leveraging teams from across the firm and around the world. We demonstrated this strength in our role as advisor, financier, and investor on Deutsche Annington Immobilien GmbH's \$12.8 billion acquisition of Viterro AG. This was the largest-ever real estate transaction and private equity investment in Germany, a deal that brought together teams from Fixed Income, Investment Banking, and Citigroup Alternative Investments.

"Citigroup's ability to work with us at all levels of the capital structure, and with a transaction of this scale, enabled us to complete this transformational deal against fierce competition," said Guy Hands, CEO of Terra Firma Capital Partners.

When PepsiCo required a banking system with global visibility to optimize its investments, the company teamed with Citigroup to develop TreasuryVisionSM, a powerful Web-based tool that provides views of real-time balances, cash positions, investments, and borrowings worldwide.



“We expect a lot from Citigroup because of its global presence. We rely upon the expertise and advice Citigroup provides to us, and I would like to see this relationship, which stretches back 100 years, last another 100.”

WOLFGANG H. REICHENBERGER
EXECUTIVE VICE PRESIDENT, FINANCE
NESTLÉ S.A., SWITZERLAND

“TreasuryVisionSM is groundbreaking,” said Lionel L. Nowell III, PepsiCo’s SVP and Treasurer. “It allows us to initiate new services, not just choose from what’s available, and that gives us a real competitive advantage.”

In August, China National Petroleum Company (CNPC) announced the largest-ever cross-border M&A transaction by a Chinese company with its acquisition of PetroKazakhstan. The company faced a complex set of challenges from rising oil prices, strong competition, and recent unsuccessful attempts by other Chinese companies to acquire abroad. Working with teams from M&A, Energy, and Fixed Income, and with coverage bankers from Hong Kong, China, London, New York, and Canada, CNPC achieved its goal and completed the \$4.18 billion transaction in just four months.

GLOBAL REACH

When it required a bookrunner with leadership positions and local talent in markets across Latin America, Ternium, a global steel production and manufacturing company, selected Citigroup to finance its tender offer for 99.3 percent of the shares of Hylsamex S.A. de C.V. The \$1.38 billion deal was the largest corporate debt financing ever structured in Argentina, and allowed for financing at the holding company level, diversifying the facility risk across three countries, providing investors with sound investment opportunities.

“Citigroup’s global reach made it the ideal partner in this transaction,” said Daniel Novegil, Ternium’s Chief Executive Officer.

Following major storms, the roads leading to Port Fourchon, Louisiana, a major oil and gas port supplying up to 18 percent of U.S. demand, are often impassable. Hurricanes Katrina and Rita caused massive damage to the port and connecting roads, creating a profound impact on the U.S. economy as energy prices soared. Citigroup's industry-leading U.S. Municipals team worked with local governments and agencies, energy companies, rating agencies, municipal bond insurers, and investors to finance the port's \$240 million project to replace and repair key infrastructure.

"Partnering with Citigroup gave us a comfort level that wasn't present with any other firm," said Port Director Ted Falgout.

During 2005, we created a partnership with the World Food Program (WFP), the United Nations disaster relief arm, to leverage our global footprint, local relationships, and ability to respond quickly in emergencies to help the WFP on an ongoing basis. This partnership builds on the assistance we provided the WFP during 2004's tsunami, when we helped it establish a base of operations in Bangkok.

EXPANDING DISTRIBUTION

In the United States, we established the National Corporate Bank and the National Investment Bank to serve a broader range of corporate clients. We acquired Unisen to build our fund services and transfer agency business, and we were awarded the Separately Managed Account industry's largest outsourcing assignment to date from Lazard

Asset Management. Our commitment to quality management was evident in Malaysia, where our Trade Services business enabled Citigroup to become the first financial institution to win the prestigious Prime Minister's Quality Award.

To better serve our clients, we made strategic investments of minority ownership stakes in the Philadelphia and Boston Stock Exchanges. We enhanced our equity market technology capabilities, purchasing an electronic communications network to increase execution flexibility, provide alternative liquidity pools, and contribute to overall market efficiency. And with the evolution of fixed income products, we repositioned Structured Corporate Finance and integrated our Loans and Leveraged Finance teams.

Our new commodities trading hub in Houston, Texas—working with teams in London, New York, and Singapore—offers creative solutions to clients trading natural gas, crude oil, metals, and power. And in India, we enjoyed significant growth in our equities business.

OUR PEOPLE

Throughout 2005, we continued to focus on people, hiring a number of very experienced bankers and thought leaders and providing additional career development for our existing teams. We are immensely proud of our people and their commitment to developing the best ideas, delivering the highest-quality work, and always acting in our clients' best interests.



C = Unmatched Scale & Efficiency

“As an entrepreneur, I have a passion for growing high-tech start-ups and taking new technologies to market. Those are risks I like to take. But when it comes to managing my money, I’m much more risk-averse, so I feel comforted knowing that my portfolio is being managed by some of **the best talent in the industry** at Smith Barney and in an institution the size and scale of Citigroup.”

STEVEN MOORE, SMITH BARNEY CLIENT, U.S.

Global Wealth Management

Individuals...Institutions...Corporations...Governments...Foundations

Global Wealth Management proved that by combining the unique strengths, scale, and expertise of our businesses, we can provide the intellectual leadership our clients demand as we address their wealth management and investment research needs.

In the year since the formation of Global Wealth Management—comprising Citigroup Smith Barney, The Citigroup Private Bank, and Citigroup Investment Research—the value of bringing these businesses together has become even more evident.

The combination of Smith Barney and The Private Bank created one of the largest wealth management businesses in the world, with more than 14,000 financial advisors and private bankers and \$1.4 trillion in client assets. Citigroup Investment Research is one of the leading research firms on Wall Street, with more than 300 research analysts providing objective and innovative research for institutional and individual clients globally.

In 2005, we earned \$1.2 billion on revenues of \$8.7 billion.

Neither size nor research capability alone defines Global Wealth Management. It's the combination of the two that sets us apart; together, they are uniquely equipped to provide the insight, advice, and solutions our clients need to achieve their financial goals.

CLIENT ADVOCACY

At the core of the Global Wealth Management strategy is client advocacy. Our goal is not simply to sell investment products to our clients; rather, our goal is to help clients navigate the complex and ever-changing array of options and successfully manage their financial lives.

The 2005 sale of the Asset Management business to Legg Mason in exchange for Legg Mason's Wealth Management business is a dramatic illustration of our commitment to this principle. This deal was a watershed event in the wealth management industry: by selling our in-house asset management business, we eliminated potential or perceived conflicts and reaffirmed our commitment to bringing the best wealth management solutions to clients.

Building on our commitment to client advocacy, we introduced Smith Barney Advisor in 2005. The program helps clients manage their accounts against asset-allocation guidelines developed in consultation with their Smith Barney Financial Advisor. In this model, the financial advisor's sole task is to provide the client with sound investment advice and, importantly, clients are charged a fee based on the size of the account, not transaction volumes.

Our clients have responded overwhelmingly. In just seven months, client assets in Smith Barney Advisor grew to more than \$3.5 billion. We continued to see strong investor preference for other fee-based services, with fee-based revenues hitting an historic high in 2005, accounting for nearly 50 percent of total revenues.

The Citigroup Private Bank (CPB) is also focused on client advocacy—providing intellectual and financial capital to some of the world's most influential entrepreneurs and families. To help these clients accomplish their financial and business goals, the CPB created teams of financial specialists—led by private bankers who work with other experts from across Citigroup—to focus on the unique requirements of various wealth sectors, such as law firms, real estate developers, financial sponsors, and entrepreneurs.

For example, the CPB has developed a specialized approach to serve clients whose wealth is associated with real estate holdings. These clients benefit from our expertise in real estate financing, cutting-edge asset allocation techniques, and risk management strategies geared specifically for real estate-rich portfolios. A similar specialty for attorneys and their unique needs has existed at the CPB for more than 30 years.

While the CPB's approach to client service is differentiated among various sources of wealth, high-net-worth clients across Global Wealth Management may benefit from a suite of innovative and exclusive services and opportunities. These include the Tailored Group, which provides highly customized and optimized portfolio-management services; Global Hedge Strategies, a joint venture with Pacific Alternative Asset Management Company that offers customized portfolios of hedge funds; and our robust global custody platform, which leverages Citigroup's worldwide footprint and provides integrated custody and reporting services in 30 countries and 20 different currencies.

INTELLECTUAL LEADERSHIP

In 2005, Global Wealth Management also continued to build on its intellectual capital base. By leveraging scale and resources across Citigroup and across our sector, we have been able to invest more in the businesses and improve our performance for clients and shareholders.

One example of this is the continued buildup of our global investment research capability. Already one of the most robust in the industry, this business now has more than 300 analysts and strategists covering some 2,800 stocks globally that collectively represent about 90 percent of the market capitalization of the major global indices.

The year also brought about a name change—Smith Barney Global Equity Research changed to Citigroup Investment Research (CIR). The change leverages the reputation and strong global brand name of Citigroup and reflects the team's growing portfolio of business—similar to the addition of Corporate Bond Research, which came from its prior home at our Corporate and Investment Banking business.

We established a sector-wide investments function in 2005, which develops a consolidated outlook on the economy, the markets, and asset allocation and then works with our professionals in the field to translate that view into effective client solutions. This outlook is driven by thought leaders within Citigroup and around Wall Street, and is a fundamental element of our client advocacy service model.



“Holistic private banking with an investment banking touch is what I look for in a wealth management provider. One’s personal wealth is inextricably linked to his business interests. Citigroup understands this well.”

RAYMOND SOONG, CHAIRMAN, LITE-ON GROUP, ASIA

We introduced Whole Net Worth, our asset-allocation framework that incorporates all asset classes—including alternative assets such as hedge funds, private equity, and real estate—to many clients in the United States in 2005. The model was enhanced over the course of the year to make it more useful to clients around the world.

We’ve also made a significant investment in fostering intellectual leadership among our people by expanding our professional development and accreditation programs in all our businesses.

EXPANDING OUR REACH, DEEPENING OUR RELATIONSHIPS

In addition to further developing these initiatives, we will step up our focus on non-U.S. markets in 2006. In particular, we will expand Citigroup Wealth Advisors (Smith Barney’s operations outside the United States), and develop the Citigroup Private Bank’s onshore presence in three key countries: India, Brazil, and the United Kingdom.

As we build on this expanded global coverage, we will continue bringing Citigroup’s unmatched capabilities, insight, and access to bear on behalf of our clients. By pairing our open-architecture, advocacy-driven client relationship model with the world-class intellectual capital residing in CIR—and elsewhere within Global Wealth Management—we believe we’re in a unique position to forge deep and lasting relationships with clients of all wealth levels and become the wealth management firm of choice worldwide.



C = Product Breadth

“Every client interaction is **based in education**. Our clients need to understand both the benefits and risks that an investment in alternatives may contribute to their portfolios prior to making a decision. To assist them, we are able to offer the product array, the quantitative insights of our asset allocation research team, and the qualitative insights of our investment center professionals.”

MAUREEN O'TOOLE, CITIGROUP ALTERNATIVE INVESTMENTS, MANAGING DIRECTOR,
HEAD OF HIGH-NET-WORTH SALES, AMERICAS

Today, Citigroup Alternative Investments (CAI) manages a wide range of products across five alternative asset classes: private equity, hedge funds, real estate, structured products, and managed futures.

As one of the world's largest alternative asset managers, Citigroup Alternative Investments (CAI) has \$37.6 billion of capital under management and more than \$100 billion on a levered basis. CAI manages the company's proprietary capital as well as capital from third-party institutional and high-net-worth clients. In 2005, we had strong performance, earning a record \$1.4 billion in net income, an increase of 87 percent over 2004, on revenues of \$3.4 billion.

CAI is one of the broadest, most highly integrated alternative investment platforms in the financial services industry. We manage a wide range of products across five asset classes: private equity, hedge funds, real estate, structured products, and managed futures. Comprising 12 investment centers, our goal is to enable our investment teams to draw on their entrepreneurial skills to capitalize on opportunities, while benefiting from the power of Citigroup's unparalleled intellectual, operational, and financial resources.

STRATEGY AND OBJECTIVES

Our goal is to be the world's premier alternative investment platform and we have a unique business model designed to accomplish that objective. Six characteristics define that business model:

Proprietary investment capital co-invested with clients CAI manages \$12.2 billion of the company's proprietary investments. This aligns Citigroup's interests with those of investors. We think first and foremost like a principal,

focused on finding the most attractive investment opportunities, and then we develop products so clients around the world can invest with us. For example, in 2005 our real estate group acquired an interest in Deutsche Annington Immobilien Gruppe, the largest real estate company in Germany. Clients then invested alongside us in this landmark deal.

In 2005, our investment products attracted \$6.2 billion of new third-party capital, more than half from outside the United States.

History of innovative products

Identifying themes before others is a critical component to earning outstanding returns. Citigroup has a long history of leadership and innovation in alternative investing. In the 1960s, we were early participants in private equity. A decade later, we pioneered one of the first managed futures programs. In the late 1980s, we were among the first to introduce structured credit products, while in the early 1990s, we launched our first hedge fund platform.

Integrated, diversified platform The breadth of our alternative investment platform allows us to pursue timely investment themes while maintaining our objectivity. Unlike more narrowly defined alternative investment platforms, our breadth helps us remain objective. We can compare the relative attractiveness of different asset classes and better determine the most attractive opportunities at any given point in time.

Strong global distribution Our third-party investors include institutions and high-net-worth individuals. Our 50-person sales and marketing team located throughout the world assist clients as diverse as pension funds, endowments, insurance companies, banks, and individuals with planning to help them understand the role of CAI products in their portfolios. What's more, we work in close partnership with our businesses in Global Wealth Management, Corporate and Investment Banking, and Global Consumer to harness the power of Citigroup's distribution.

World-class service and controls

Building a world-class investment business requires a commitment to strong legal, tax, information technology, and accounting capabilities that allow the investment teams to do what they do best—focus on investing. In addition to Citigroup's own risk management, compliance, and audit functions, our investment centers are monitored by numerous regulatory agencies.

Focus on investment performance

The judgment of investment professionals is, ultimately, most important to investment performance. Access to capital, distribution strength, and information allow CAI to attract and retain top-caliber talent. In 2005 alone, we recruited more than 150 talented investment professionals to our team.



C = Most Global Presence

“Given the long history of Citigroup and Banamex in Mexico, the partnership with Saber Cuenta is a natural alliance that is helping strengthen sustainable economic development in communities across Mexico. By providing low-income youth and adults with financial education, job skills, entrepreneurial training, and access to financial products and services, we are **empowering people to create a brighter future** for themselves, their families, and their communities.”

ARTURO ZAPATA, CHAIRMAN, JA/IMPULSA, MEXICO

With Citigroup's extensive global presence comes the responsibility to make a difference where we live and work.

Citigroup's total philanthropic giving from our Foundation and our businesses combined reached more than \$126 million in 2005.

During the year, Citigroup's businesses also provided financing and made other investments totaling nearly \$35 billion to support low- and moderate-income (LMI) families and communities in the United States. To help ensure that money is available to LMI families that wish to purchase a home, Citigroup has committed \$200 billion for affordable mortgage lending in the United States through 2010. By the end of 2005, we lent nearly \$110 billion of the total.

In 2005, Citigroup was again reaffirmed as a component of the Dow Jones Sustainability World Index, which recognizes companies in the top 10 percent of environmental, social, and economic performance. We also were reaffirmed on the FTSE4Good Index for having met specific criteria relating to environmental sustainability, corporate citizenship, shareholder returns, and support of human rights.

FINANCIAL EDUCATION

Building on the commitment we made in 2004 to invest \$200 million over 10 years in support of financial education, in 2005 Citigroup awarded close to \$30 million in grants and sponsorships around the world. Some of the programs included "The Adventures of Agent Penny and Will Power," a new campaign that reached nearly 50,000 children in Asia. In addition, our businesses funded such initiatives as Saber Cuenta: Knowledge Counts, a national collaborative project in Mexico among Banamex, local government, and non-



ALEX COUNTS, PRESIDENT & CEO, GRAMEEN FOUNDATION USA

"Through the Citigroup Foundation's support of some \$2.6 million since our inception in 1997, Grameen Foundation USA has provided hundreds of thousands of impoverished families with access to microfinance and innovative technologies that accelerate their ability to move out of poverty."

governmental agencies that benefits broad segments of the Mexican population through employment programs, entrepreneurship training, and financial education.

SUSTAINABLE DEVELOPMENT

As one of the founding members of the Equator Principles, Citigroup strengthened its efforts to implement the Principles uniformly by revising our risk policies and enhancing our Environmental and Social Risk Management training. The Equator Principles are voluntary guidelines based on World Bank and International Finance Corporation policies to evaluate environmental and social risks related to financing development projects.

Also in 2005, Citigroup's Sustainable Development Investment Private Equity Program invested in Balrampur Chini Mills, Ltd., to expand its manufacturing of ethanol as a fuel additive. Citigroup also committed to reducing its greenhouse gas emissions 10 percent globally by 2011.

PHILANTHROPY & VOLUNTEERISM

As a leading private sector supporter of microfinance, the Citigroup Foundation has provided nearly \$27 million in funding to microfinance institutions (MFIs) and MFI networks globally over the past five years.

In 2005, we continued to support our employees' community volunteer efforts, with many of them coming to help communities hit by natural disasters—in Pakistan, south Asia, the United States, and Latin America. We committed more than \$30 million to disaster relief and to rebuilding affected areas.

Our Chairman, Sandy Weill, was among five U.S. private sector leaders asked to lead a massive effort to raise resources to help those affected by the earthquake that struck south Asia. Citigroup, the Citigroup Foundation, and our employees pledged up to \$7 million toward relief efforts and provided volunteer support.

Recognition

In 2005, Citigroup was again recognized by independent organizations, the media, and investors as the best in the industry. The following is a sample of this recognition:

ALTERNATIVE INVESTMENT NEWS

Institutional Manager of the Year

ASIAMONEY

Best Private Bank, Asia-Pacific

THE ASSET

Bank of the Year

Best Bond House

Best Loan House

THE BANKER

Best FX House, the Americas

Americas Securitization House

THE BANKER TECHNOLOGY AWARDS

Winner, Back-Office Technology:
Citigroup Asset Manager

Solutions for Separately Managed
Accounts

BOND BUYER

Deal of the Year—San Jose
Redevelopment Agency Bond

EUROMONEY

Best Bank, Latin America

Best Debt House, Australia

Best Bank, Mexico

Best Private Bank, Latin America

Best Private Bank, The Philippines

Best Private Bank, Taiwan

Best Private Bank, Thailand

Best Private Bank, Middle East

Best Private Bank, Bahrain

World's Best Cash Management Bank
(7th consecutive year)

EUROMONEY ISLAMIC FINANCE AWARDS

Best International Bank—Sukuk House

EUROMONEY AWARDS FOR EXCELLENCE

Best Debt House, CEEMEA

Best Investor Services, CEEMEA

Best at Risk and Cash Management,
CEEMEA

Best Debt House, Middle East

FINANCE ASIA

Bank of the Year

Best Loan House

Best Cash Management Bank

Best Secondary Deal

Best IPO

Best Foreign Commercial Bank,
Australia

GLOBAL CUSTODIAN HEDGE FUND ADMINISTRATION SURVEY

Best in Class for Mutual Funds and
Hedge Funds

GLOBAL FINANCE

Best Internet Bank

Best Corporate & Investment Internet
Bank

Best Investment Bank, Middle East/
Africa

Best Bank for North American Equity
Derivatives

Best Emerging Market Bank,
Latin America

Best M&A Advisor in Russia

Best Global Debt Bank

IFR

Best Emerging Market Loan House,
EMEA

Best Loan House, Latin America

Best Loan, Latin America

Best Asia Pacific Loan House

Loan House of the Year, China

Loan House of the Year, Hong Kong

Equity House of the Year, India

Bond House of the Year, Singapore

Equity House of the Year, South Korea

Best AP Domestic Bond, Wells Fargo &
Company's A\$2 billion fixed/float rate

IFR ASIA

Best Loan House

INSTO

Deal of the Year, BHP Billiton's US\$7.3
billion acquisition of WMC Resources

INVESTMENT DEALERS' DIGEST: DEALS OF THE YEAR

Overall Deal/Private Equity Deal:
Sungard LBO

FIG Deal of the Year: Citigroup Swap
with Legg Mason

Healthcare Deal: Emory University

LATIN FINANCE

Best Syndicated Loan

Best Cross-Border M&A

Best Syndicated Loan—Techint
\$1.38B loan

Best Project Finance—Mexico City
International Airport

STARMINE BROKER RANKINGS

Best Stock Picking (Citigroup
Investment Research), France,
The Netherlands

Most Award-Winning Broker in U.S.—
Citigroup Investment Research

THOMSON DEAL WATCH

Best Equity Deal, Japan (Bank of
Yokohama)

Best Equity-Linked Bond, Domestic
Deal, Japan (Sankyo Tateyama
Holdings)

Best Asset-Backed Securities Deal,
Japan (Chuo Mitsui Trust & Banking)

TRADE AND FORFEITING REVIEW

Best Provider of Plain Vanilla Trade
Finance

TRADE FINANCE

Best Trade Bank, Asia

Best Structured Trade Bank, Asia

TREASURY AND RISK MANAGEMENT

Best International Cash Management
Bank

WORTH

Top 100 Wealth Advisors (Citigroup
Global Wealth Management had
five wealth advisors on the list)



Six Citigroup Country Officers (CCOs) who attended the Annual CCO Forum held recently in New York, hosted by Stephen Long, President of Citigroup's International Operations (third from right). (l to r): Gladys Coupet (Haiti), Emeka Emuwa (Nigeria), Yung-Ku Ha [Korea (South)], Susan Harnett (Germany), Stephen Long, Mohammed Al-Shroogi (Bahrain), and Slawomir Sikora (Poland).

Citigroup's legacy dates back nearly 200 years and today we do business in more than 100 countries. The market for financial services is growing rapidly, much of it outside the United States. The opportunities for growth are significant and our Citigroup Country Officers play a critical role in our growth strategy, representing Citigroup to the public and regulators in their countries and functioning as the leaders in building and protecting the Citigroup franchise around the world.

CITIGROUP COUNTRY OFFICERS

Algeria Kamel B. Driss	Cameroon Asif Zaidi	Egypt Michel Accad	India Sanjay Nayyar	Macau <i>See Hong Kong</i>	Portugal Paulo Gray	Thailand Gary Newman
Argentina Juan Bruchou	Canada Kenneth E. Quinn	El Salvador Gjis Bert Veltman	Indonesia Peter B. Eliot	Malaysia Piyush Gupta	Puerto Rico Alvaro Jaramillo	Trinidad/Tobago Dennis Evans
Aruba <i>See Venezuela</i>	Cayman Islands <i>See Bahamas</i>	Finland Kari Laukkanen	Ireland Aidan M. Brady	Mexico Manuel Medina-Mora	Romania Shahmir Khaliq	Tunisia David Garner
Australia Les Matheson	Channel Islands (Jersey) Clive S. Jones	France Jean-Claude Gruffat	Israel Gus Felix	Morocco Nuhad K. Saliba	Russia Mark T. Robinson	Turkey Steve Bideshi
Austria Helmut Gottlieb	Chile Joao Miranda	Gabon Funmi Ade-Ajayi	Italy Giuliano Malacarne	Netherlands Chris Devries	Senegal Charles Kie	Uganda Shirish Bhide
Bahamas Margaret A. Butler	China Richard D. Stanley	Germany Susan S. Harnett	Ivory Coast (Côte D'Ivoire) <i>to be named</i>	New Zealand Mark A. Fitzgerald	Singapore Catherine Weir	Ukraine Nadir Shaikh
Bahrain Mohammed E. Al-Shroogi	Colombia Franco Moccia	Ghana Joseph Carasso	Jamaica Peter Moses	Nigeria Emeka Emuwa	Slovakia Igor Tham	UAE Sajjad Razvi
Bangladesh Mamun Rashid	Congo Michel Losembe	Greece Christos Sorotos	Japan Douglas L. Peterson	Norway Pål Rokke	South Africa Zdenek Turek	United Kingdom Michael J. Kirkwood
Barbados <i>See Trinidad</i>	Costa Rica Jorge Mora	Guam Ajay Kashyap	Jordan Ziyad A. Akrouk	Pakistan Zubyr Soomro	Spain Sergio de Horna	Uruguay Daniel Varese
Belgium José de Peñaranda de Franchimont	Czech Republic Javed Kureishi	Guatemala Juan A. Miro	Kazakhstan Daniel J. Connelly	Panama Francisco Conto	Sri Lanka Kapila Jayawardena	Venezuela Francisco Aristeguieta
Bolivia Federico Elewaut	Denmark Mark Luscombe	Haiti Gladys M. Coupet	Kenya Ade Ayeyemi	Paraguay Ignacio Morello	Sweden Jan Belfrage	Vietnam Charly Madan
Brazil Gustavo Marin	Dominican Republic Máximo R. Vidal	Honduras José Luis Cortés	Korea (South) Yung-Ku Ha	Peru Constantino Gotsis	Switzerland Per Etholm	Virgin Islands <i>See Puerto Rico</i>
Brunei Glen R. Rase	Ecuador Bernado J. Chacin	Hong Kong T.C. Chan	Lebanon Walter Siouffi	Philippines Sanjiv Vohra	Taiwan Morris Li	Zambia Rajaram Venkatraman
Bulgaria Amin Manekia		Hungary <i>to be named</i>	Luxembourg Marc Pecquet	Poland Slawomir S. Sikora	Tanzania Mayank Malik	

Note: Countries and territories where Citigroup does business but have no designated Citigroup Country Officer are not reflected in the above list.

Leadership

BOARD OF DIRECTORS

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Chairman, Board of Trustees
Johns Hopkins Medicine, Health
Systems & Hospital

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George David
Chairman & CEO, United
Technologies Corporation

Kenneth T. Derr
Chairman, Retired, Chevron
Corporation

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Institute Professor, Massachusetts
Institute of Technology

Roberto Hernández Ramírez
Chairman, Banco Nacional de
Mexico

Ann Dibble Jordan
Consultant

Klaus Kleinfeld
President & CEO, Siemens AG

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President, CEO, and Chairman-Elect
The Dow Chemical Company

Dudley C. Mecum
Managing Director, Capricorn
Holdings, LLC

Anne Mulcahy
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Corporation

Richard D. Parsons
Chairman & CEO, Time Warner Inc.

Charles Prince □
CEO, Citigroup Inc.

Judith Rodin
President, Rockefeller Foundation

Robert E. Rubin □
Director & Chairman Executive
Committee; Member, Office of the
Chairman, Citigroup Inc.

Franklin A. Thomas
Consultant, The Study Group

Sanford I. Weill
Chairman, Citigroup Inc.

HONORARY DIRECTOR
The Honorable Gerald R. Ford
Former President of the United States

MANAGEMENT COMMITTEE

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CEO, Global Transaction Services
Corporate & Investment Banking

Raul Anaya *
Head, Global Consumer Group
Latin America

Shirish Apte
CEO, Central Eastern Europe,
Middle East & Africa, Corporate
& Investment Banking

Cindy Armine
Chief Compliance Officer
Global Wealth Management

William A. Arnold
CFO, Citigroup Alternative
Investments

Vikram A. Atal *
Chairman & CEO, Citi Cards
Global Consumer Group

Suneel Bakhshi †
Head, Emerging Markets Corporate
Bank, Corporate and Investment
Banking

Ajay Banga *+□
Chairman & CEO, Global
Consumer Group-International

Randolph H. Barker †
Co-Head, Global Fixed Income
Corporate and Investment Banking

Dean Barr
Head of Liquid Investments
Citigroup Alternative Investments

Vicky Bindra *
EVP, International Customer
Franchise & CitiBusiness
Global Consumer Group

Stephen Bird *
CEO, Consumer Finance
and Credit Cards, Japan
Global Consumer Group

Sir Win Bischoff □
Chairman, Citigroup Europe

David C. Bushnell +□
Senior Risk Officer
Citigroup Inc.

Nicholas E. Calio □
SVP, Global Government Affairs
Citigroup Inc.

Michael A. Carpenter □
Chairman & CEO
Citigroup Alternative Investments

Geoffrey O. Coley †
Co-Head, Global Fixed Income
Corporate and Investment Banking

Michael L. Corbat †
Head, Global Relationship Bank
Corporate and Investment Banking

Julio A. de Quesada
Head, Corporate and Investment
Banking, Mexico

John L. Donnelly †
Head, Human Resources &
Corporate Affairs, Corporate and
Investment Banking

Robert Druskin †□
President & CEO, Corporate and
Investment Banking

James Duffy *
Senior Human Resources Officer
Global Consumer Group

Michael R. Dunn *□
CFO & COO
Global Consumer Group

Augusto Escalante Juanes *
Corporate Director, Payment
Instruments & Marketing, Banamex,
Global Consumer Group

James A. Forese †
Head, Global Equities, Corporate
and Investment Banking

Steven J. Freiberg *+□
Chairman & CEO, Global
Consumer Group-North America

Richard Garside *
COO, North America
Operations & Technology
Global Consumer Group

John Gerspach
Controller, Chief Accounting
Officer, Citigroup Inc.

Edith Ginsberg
Senior Human Resources Officer
Corporate Center

Edward F. Greene †
General Counsel
Corporate and Investment Banking

Paul C. Guidone •
Chief Investment Officer
Global Wealth Management

Yung-Ku Ha
CEO, Citibank Korea Inc.

Marianne Laing Hay •
CEO Europe
Global Wealth Management

Michael S. Helfer □
General Counsel
Corporate Secretary
Citigroup Inc.

Bonnie Howard □
Chief Auditor
Citigroup Inc.

Leah C. Johnson
Director, Public Affairs
Citigroup Inc.

Charles D. Johnston •□
President & CEO
Global Private Client Group
Global Wealth Management

Mark Joiner •
CFO, Head, Strategy and M&A
Global Wealth Management

Lewis B. Kaden □
Vice Chairman, Chief Administrative
Officer, Citigroup Inc.

William Kennedy •
Managing Director
Director, Citigroup
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Kevin M. Kessinger +□
Chief Operations & Technology
Officer, Citigroup Inc.

Michael Klein †□
CEO, Global Banking, Corporate
and Investment Banking;
Vice Chairman, Citibank
International plc

Peter Knitzer *
Head, Customer Franchise
Management, NA
Global Consumer Group

Damian M. Kozlowski •□
CEO, The Citigroup Private Bank
Global Wealth Management

Sallie L. Krawcheck +□
CFO, Citigroup Inc.

Maria Louise (Marisa) Lago †
Chief Compliance Officer
Corporate and Investment Banking

Robin Leopold •
Senior Human Resources Officer
Global Wealth Management

Carl E. Levinson *
President & CEO
Consumer Lending Group
Global Consumer Group

Stephen H. Long +□
President, International Operations
Citigroup Inc.

David Lowman *
President & CEO
CitiFinancial International
Global Consumer Group

Alan MacDonald +†
COO, Global Banking, Corporate
and Investment Banking;
Vice-Chairman, Citibank N.A.

Thomas G. Maheras †□
CEO, Global Capital Markets
Corporate and Investment Banking

Gustavo Marin †
CEO, Citigroup Brazil

Maura Markus *
President, Citibank North America
Global Consumer Group

Faith L. Massingale *
Head, International Cards
Global Consumer Group

Raymond J. McGuire †
Co-Head, Global Investment
Banking, Corporate and
Investment Banking

Manuel Medina-Mora □
Chairman & CEO, Latin America
& Mexico; CEO, Banamex

William J. Mills †□
CEO, Europe, Middle East, and
Africa, Corporate and Investment
Banking

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¹James D. Wolfensohn will become Chairman of the International Advisory Board on April 18, 2006, replacing Sanford I. Weill, who will remain on the board.

Financial Highlights

CITIGROUP NET INCOME—PRODUCT VIEW

In millions of dollars

	2005	2004 ¹	% CHANGE
	SEGMENT INCOME		
GLOBAL CONSUMER			
U.S. Cards	\$2,754	\$3,562	(23)%
U.S. Retail Distribution	1,752	2,019	(13)
U.S. Consumer Lending	1,938	1,664	16
U.S. Commercial Business	729	765	(5)
Total U.S. Consumer²	\$7,173	\$8,010	(10)%
International Cards	\$1,373	\$1,137	21%
International Consumer Finance	642	586	10
International Retail Banking	2,083	2,157	(3)
Total International Consumer	\$4,098	\$3,880	6%
Other ³	\$(374)	\$97	NM
Total Global Consumer	\$10,897	\$11,987	(9)%
CORPORATE AND INVESTMENT BANKING			
Capital Markets and Banking	\$5,327	\$5,395	(1)%
Transaction Services	1,135	1,045	9
Other ^{4,5}	433	(4,398)	NM
Total Corporate and Investment Banking	\$6,895	\$2,042	NM
GLOBAL WEALTH MANAGEMENT			
Smith Barney	\$871	\$891	(2)%
Private Bank ⁶	373	318	17
Total Global Wealth Management	\$1,244	\$1,209	3%
CITIGROUP ALTERNATIVE INVESTMENTS	\$1,437	\$768	87%
CORPORATE OTHER	\$(667)	\$48	NM
INCOME FROM CONTINUING OPERATIONS	\$19,806	\$16,054	23%
INCOME FROM DISCONTINUED OPERATIONS⁷	\$4,832	992	NM
CUMULATIVE EFFECT OF ACCOUNTING CHANGE⁸	\$(49)	-	-
TOTAL NET INCOME	\$24,589	\$17,046	44%

¹ Reclassified to conform to the current period's presentation.

² U.S. disclosure includes Canada and Puerto Rico.

³ 2004 includes a \$378 million after-tax gain related to the sale of The Samba Financial Group (Samba).

⁴ 2004 includes a \$378 million after-tax gain related to the sale of Samba and a \$4.95 billion after-tax charge related to the WorldCom settlement and increase in Litigation Reserves.

⁵ 2005 includes a \$375 million after-tax release of WorldCom Settlement and Litigation Reserve.

⁶ 2004 includes a \$244 million after-tax charge related to closing the company's Private Bank operations in Japan.

⁷ Includes \$2.1 billion gain on the sale of the Travelers Life and Annuities business and \$2.1 billion gain on the sale of the Asset Management business.

⁸ Accounting change in 2005 of (\$49) million reflects the adoption of FIN 47.

NM—Not Meaningful

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