

Citigroup Inc.
Japanese Yen Bonds—19th Series (2005)

The securities described herein have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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| 1. | Issuer: | Citigroup Inc. |
| 2. | Specified Currency: | Japanese Yen |
| 3. | Nominal Amount of Series: | 10,000,000,000 Yen |
| 4. | Specified Denominations: | 100,000,000 Yen |
| 5. | Issue Date: | September 16, 2005 |
| 6. | Maturity Date: | September 14, 2035 |
| 7. | Interest Basis: | Fixed rate of interest from, and including, the Issue Date to, but excluding, the Maturity Date. |
| 8. | Redemption/Payment Basis: | Redemption at par |
| 9. | Status of the Notes: | Senior |
| 10. | Listing: | None |

PROVISIONS RELATING TO INTEREST

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| 11. | Fixed Rate Note Provisions: | Applicable |
| | Rate of Interest: | 2.65% per annum, payable semi-annually in arrears |
| | (i) Interest Payment Dates: | March 16 and September 16 in each year. |
| | (ii) Day Count Fraction: | 30/360 (equal semi-annual payments); Actual/365 in the event of any period of less than a full semi-annual period |

PROVISIONS RELATING TO REDEMPTION

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| 12. | Call Option: | Not Applicable |
| 13. | Final Redemption Amount: | Par |
| 14. | Early Redemption Amount: | Par, payable on redemption for taxation reasons or on event of default |

DISTRIBUTION

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| 15. | TEFRA: | D Rules applicable |
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