

23 MAY 2018

**NOTICE OF CLASS ACTION
MEMORANDUM**

DATE: MAY 16, 2018

SECURITY DESCRIPTION: CITIGROUP INC /EUR/

ISIN: US1729671016

HEARING DATE: N/A

EXCLUSION DATE: N/A

PROOF OF CLAIM DEADLINE: JULY 01, 2018

Enclosed for your consideration is a Notice of Pendency of Class Action, Proposed Settlement of Class Action, and Proof of Claim involving the above-mentioned Security. Kindly note that if you wish to participate in the settlement please complete the enclosed Proof of Claim and forward it together with any supporting documentation if required, postmarked no later than JULY 01, 2018: to the following address:

CLAIMS ADMINISTRATOR:

SEC v. Citigroup Inc.

C/O Garden City Group

Post Office Box 10345

Dublin, OH 43017-5545

Website: www.CitigroupFairFund.com

Email: Qustion@CitigroupFairFund.com

Telephone: 866-879-4189

Contact your account representative if you require additional information relating to activity within your account during the class action period.

Kind Regards,

Corporate Actions/ Reorganization Department

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

CITIGROUP INC.,

Defendant.

Civil Action No. 10-cv-1277-ESH

CITIGROUP INC. FAIR FUND NOTICE TO CLASS ACTION DEFICIENT CLAIMANTS

TO: Persons who purchased or otherwise acquired Citigroup Inc. ("Citigroup" or "Defendant") common stock including Citigroup common stock acquired in Citigroup's Voluntary FA Capital Accumulation Program ("FA Cap"), ("Eligible Securities") between February 26, 2007 and April 18, 2008, inclusive (the "Relevant Period"), and were damaged thereby.¹

You are receiving this Notice because you submitted a Claim in connection with the related securities class action settlement, entitled *In re Citigroup Inc. Securities Litigation, No. 07 CIV. 9901 (S.D.N.Y.) (SHS)*, pending in the United States District Court for the Southern District of New York (the "Class Action"), such Claim was determined to be deficient in that action, and you failed to cure such deficiencies. Under the terms of the Distribution Plan for the Fair Fund (the "Plan"), you are deemed a Class Action Deficient Claimant only with respect to the transactions that were deficient in the Class Action (the "Deficient Transactions"). You do not need to submit another Proof of Claim Form to participate in the Fair Fund (as defined below) as to your Deficient Transactions, unless you wish to amend your claim. You must, however, provide the required information and/or documentation to cure the deficiencies identified in connection with your Class Action Claim in order to be eligible to receive a distribution from the Fair Fund for those Deficient Transactions.

I. Purpose of this Notice.

The purpose of this Notice is to inform you that you may be entitled to share in the proceeds of the Fair Fund, described herein. Copies of this Notice and the form approved for the filing of a claim in connection with the Fair Fund (the "Proof of Claim Form") are available on the Fair Fund's website at www.CitigroupFairFund.com and through the website of the United States Securities and Exchange Commission (the "SEC" or "Commission") at www.sec.gov. As explained in greater detail below, if you are a Class Action Deficient Claimant, and you do not have any additional purchases of Eligible Securities during the Relevant Period, you should not submit another Proof of Claim Form to participate in the Fair Fund. You must, however, provide the required information and/or documentation to cure the deficiencies identified in connection with your Class Action Claim in order to be eligible to receive a Distribution Payment from the Fair Fund for those Deficient Transactions.

NOTE TO INSTITUTIONAL FILERS. Claims with 100 or more transactions or on behalf of 20 or more different accounts must be submitted electronically and in the required format. To obtain the mandatory electronic filing requirements and file layout, you may visit the Fair Fund's website at www.CitigroupFairFund.com or you may email Garden City Group, LLC ("GCG" or the "Distribution Agent") at eClaim@choosegcg.com. Any submission not in accordance with the required electronic filing format may be rejected. Proof of authority to submit a Proof of Claim Form on behalf of any managed accounts must be submitted with any Proof of Claim Forms for such accounts. If you intend to file electronically, you can submit and track the history of your claims by using our secure website, GCG ICE™ (www.gcgice.com), which is available 24/7. GCG ICE™ allows institutional investors to upload electronic claims and documents, track the history and status of submissions, view claim rejections and how to fix them, update contact information, and receive important status alerts via email.

¹Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Plan, which is available on the website established for the Fair Fund at www.CitigroupFairFund.com.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ENTITLED TO A RECOVERY FROM THE FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR ABILITY TO SHARE IN THE FAIR FUND.

II. Background.

On July 29, 2010, the SEC filed a complaint ("Complaint") alleging that the Defendant violated Section 17(a)(2) of the Securities Act of 1933 ("Securities Act"), Section 13(a) of the Securities Exchange Act of 1934 ("Exchange Act"), and Exchange Act Rules 12b-20 and 13a-11. The Complaint alleges that from July 2007 through October 2007, Citigroup made a series of materially misleading statements concerning the extent of the company's exposure to sub-prime mortgage-related assets in earnings calls and public filings.²

The Defendant entered into consent agreements and on October 19, 2010 the Court entered a Final Judgment ordering the Defendant to pay disgorgement of \$1.00, and a civil penalty in the amount of \$75,000,000.³ Pursuant to the Final Judgment, on October 22, 2010, defendant Citigroup Inc. paid a total of \$75,000,001 to the Clerk of the Court (the "Fair Fund") under the case name designation "SEC v. Citigroup Inc., Case No. 10-cv-01277 ESH." The Fair Fund was deposited into an interest bearing account and it constitutes a Qualified Settlement Fund under Section 468(g) of the Internal Revenue Code, and related regulations, 26 C.F.R. §§ 1.468B-1 through 5.

By order dated December 17, 2010, the Court appointed Damasco & Associates LLP, now known as Miller Kaplan Arase LLP, as Tax Administrator to fulfill the tax obligations of the Fair Fund.

By order dated October 6, 2016, the Court appointed GCG as the Distribution Agent for the Fair Fund to assist in overseeing the administration and the distribution of the Fair Fund in coordination with Commission staff, pursuant to the terms of the Plan. Pursuant to the Final Judgment, the Fair Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002.

III. The Class Action.

The Fair Fund is separate and independent from the settlement funds previously established in the Class Action. However, the Fair Fund relates to allegations similar to those asserted in the Class Action during the Relevant Period, which is the same time period at issue in the Class Action. Therefore, because you submitted a Claim to participate in the Class Action, you do not need to submit another Proof of Claim Form for your Deficient Transactions in order to participate in the Fair Fund. You must, however, provide the required information and/or documentation to cure the deficiencies identified in connection with your Class Action claim in order to be eligible to receive a Distribution Payment from the Fair Fund for those Deficient Transactions.

If you had purchases of Eligible Securities during the Relevant Period, in addition to your Deficient Transactions, you must submit a Proof of Claim Form in order to recover for those additional purchases from the Fair Fund.

Please Note: The Distribution Agent does not have information regarding your potentially eligible transactions, other than those filed in connection with your Claim in the Class Action.

IV. Eligibility Criteria and Allocation of the Fair Fund.

Overview of the Plan: The corpus of the Fair Fund previously established by the Final Judgment, together with any interest earned thereon, constitutes the Fair Fund. The Fair Fund, less all taxes, approved costs, fees, and expenses plus any interest accrued will be distributed to purchasers of Eligible Securities during the Relevant Period who (a) already submitted a Claim that was approved in the Class Action; (b) submitted a Claim that was determined to be deficient in the Class Action who now cure such deficiencies and/or (c) submit Proof of Claim Forms to the Distribution Agent on or before the Claims Bar Date that are finally determined by the Distribution Agent to be eligible for a distribution ("Eligible Claimants"). The Distribution Agent is responsible for providing notice to persons with records in the Class Action, and for determining the amount of each Eligible Claimant's compensable allocation amount calculated pursuant to the

²Complaint, SEC v. Citigroup Inc., 10-cv-1277 (D.D.C. 2010). On the same day the Commission filed this action against Citigroup, it instituted administrative proceedings against Citigroup's former Chief Financial Officer, Gary Crittenden, and Citigroup's former head of Investor Relations, Arthur Tildesley, for their roles in causing Citigroup to make certain of the misleading statements alleged in the Complaint. In their offers of settlement related to those proceedings, Messrs. Crittenden and Tildesley consented to the entry of a cease-and-desist order finding that each of them caused violations by Citigroup of Section 13(a) of the Exchange Act and Exchange Act Rules 12b-20 and 13a-11. In addition, Mr. Crittenden paid \$100,000 and Mr. Tildesley paid \$80,000 to the United States Department of Treasury.

³Final Judgment as to Defendant Citigroup Inc. (D.D.C. 2010).

methodology of the Plan of Allocation as set forth in Exhibit A of the Distribution Plan For Citigroup Inc. Fair Fund ("Recognized Claim").

Eligibility Criteria and the Method of Allocation: To qualify for a Distribution Payment from the Fair Fund, Class Action Deficient Claimants must satisfy the methodology used to calculate a Recognized Claim as set forth in Exhibit A to the Distribution Plan For Citigroup Inc. Fair Fund (the "Plan of Allocation"). The Plan of Allocation is available on the Fair Fund website.

You are excluded from participation in the Fair Fund if you are:

- A defendant named in the Complaint or in the Class Action;
- A member of the immediate families of the individual defendants named in the Complaint or in the Class Action;
- A director or officer of Citigroup during the Relevant Period;
- Any firm, trust, partnership, corporation, present or former officer, director or other individual or entity in which any of the defendants named in the Complaint or in the Class Action have a controlling interest or which is related to or affiliated with any of the defendants named in the Complaint or in the Class Action;
- The legal representative, heir, successor-in-interest or assign of any such excluded persons or entities; and
- Citigroup's directors' and officers' liability insurance carriers and any affiliates or subsidiaries thereof.

Should the total Recognized Claims of all Eligible Claimants exceed the Net Available Fair Fund, the Distribution Agent will distribute funds to the Eligible Claimants based upon a pro rata distribution formula. The Distribution Agent shall determine each Eligible Claimant's Pro Rata Share of the Fair Fund based upon each Eligible Claimant's Recognized Claim divided by the total of Recognized Claims of all Eligible Claimants, multiplied by the total amount in the Net Available Fair Fund ("Pro Rata Share").

No Eligible Claimant shall receive a distribution unless his, her or its Distribution Payment is equal to or greater than \$25.00 ("Distribution De Minimis Amount"). Claims that would result in a payment of less than \$25.00 will not be paid.

V. Proof of Claim Forms and Required Documentation.

IF YOU ARE A CLASS ACTION DEFICIENT CLAIMANT AND YOU DO NOT WISH TO AMEND THE CLAIM YOU FILED IN THE CLASS ACTION, DO NOT SUBMIT ANOTHER PROOF OF CLAIM FORM.

IF YOU HAD PURCHASES OF ELIGIBLE SECURITIES DURING THE RELEVANT PERIOD, IN ADDITION TO YOUR DEFICIENT TRANSACTIONS, YOU MUST SUBMIT A PROOF OF CLAIM FORM IN ORDER TO RECOVER FOR THOSE ADDITIONAL PURCHASES FROM THE FAIR FUND. PROOF OF CLAIM FORMS ARE AVAILABLE ON THE FAIR FUND WEBSITE WWW.CITIGROUPFAIRFUND.COM. YOU MAY ALSO REQUEST COPIES OF PROOF OF CLAIM FORMS BY CALLING THE FAIR FUND'S TOLL-FREE HOTLINE AT (866) 879-4189 OR BY EMAIL AT QUESTIONS@CITIGROUPFAIRFUND.COM.

PROOF OF CLAIM FORMS MUST BE SUBMITTED TO THE ADDRESS BELOW AND POSTMARKED OR, IF NOT MAILED, RECEIVED BY JULY 1, 2018 (the "Claims Bar Date").

YOU MUST SUBMIT THE REQUIRED INFORMATION AND/OR DOCUMENTATION TO CURE THE EXISTING DEFICIENCIES IN YOUR CLASS ACTION CLAIM, AND, IF BASED ON THE PRECEDING PARAGRAPHS, YOU CHOOSE TO SUBMIT A PROOF OF CLAIM FORM WITH ADDITIONAL TRANSACTIONS, IT MUST BE SUBMITTED TO THE ADDRESS BELOW AND POSTMARKED OR, IF NOT MAILED, RECEIVED BY JULY 1, 2018.

**SEC v. Citigroup Inc.
c/o GCG
P.O. Box 10345
Dublin, OH 43017-5545**

IF YOU FAIL TO TIMELY SUBMIT THE REQUIRED INFORMATION OR DOCUMENTATION OR SUBMIT A COMPLETED PROOF OF CLAIM FORM AND APPROPRIATE SUPPORTING DOCUMENTATION FOR EACH NEW TRANSACTION LISTED IN THE PROOF OF CLAIM FORM, YOU MAY BE BARRED FROM RECEIVING A PAYMENT FROM THE FAIR FUND.

If you submit a Proof of Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Deficiency Notice advising you of the reason(s) why the claim is deficient and of the opportunity to cure such deficiencies.

VI. Claims Determination.

The Distribution Agent shall mail a notice advising each claimant that submitted a Proof of Claim Form of the determination concerning such claim. If a claim is denied in whole or in part, the Distribution Agent will state the reason for such denial.

All determinations of the Distribution Agent that are made in accordance with the Plan shall be final and not subject to appeal.

VII. Other Claims.

Upon receipt and acceptance of a distribution from the Fair Fund, you shall be deemed to have released any claims you may have against the Distribution Agent and its agents. By participating in the distribution of the Fair Fund, you will not be releasing any rights or claims you may have against any other party, including, but not limited to, Citigroup and Citigroup's past and present directors, officers, advisors and agents.

VIII. Special Notice to Securities Brokers and Other Nominee Purchasers.

If you purchased Eligible Securities during the Relevant Period as nominee for a beneficial owner and have additional names and addresses that were not previously submitted in the Class Action, then within ten (10) calendar days after you receive a Notice, you must either: (a) send a copy of the Notice by first-class mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Distribution Agent at the address above.

IX. Additional Information.

Additional information regarding the Fair Fund may be found at www.CitigroupFairFund.com. Proof of Claim Forms may be downloaded from the website. You may obtain additional information or request copies of Proof of Claim Forms by calling the Fair Fund's toll-free hotline at (866) 879-4189 or by emailing Questions@CitigroupFairFund.com.

**PLEASE CHECK THE WEBSITE WWW.CITIGROUPFAIRFUND.COM
FREQUENTLY FOR UPDATES**

Must Be
Postmarked
No Later Than
July 1, 2018

SEC v. Citigroup Inc.
c/o GCG
P.O. Box 10345
Dublin, OH 43017-5545
(866) 879-4189
www.CitigroupFairFund.com
Questions@CitigroupFairFund.com

C12



Claim Number:

Control Number:

PROOF OF CLAIM FORM

TO BE ELIGIBLE TO SHARE IN THE PROCEEDS OF THE CITIGROUP FAIR FUND, YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM TO THE DISTRIBUTION AGENT BY FIRST CLASS MAIL, TO THE ADDRESS SET FORTH AT THE TOP OF THIS PAGE, SO THAT IT IS **POSTMARKED BY JULY 1, 2018**.

IF YOU FAIL TO SUBMIT A TIMELY, PROPERLY ADDRESSED AND COMPLETED PROOF OF CLAIM FORM, YOUR CLAIM MAY BE REJECTED AND YOU MAY BE PRECLUDED FROM RECEIVING ANY PROCEEDS FROM THE FAIR FUND.

SUBMIT YOUR PROOF OF CLAIM FORM ONLY TO THE DISTRIBUTION AGENT AT THE ADDRESS SET FORTH ABOVE.

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QUESTIONS? PLEASE CALL 866-879-4189 OR VISIT WWW.CITIGROUPFAIRFUND.COM

Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 1 2 3 4 5 6 7 0

| Claimant or Representative Contact Information: | |
|---|---|
| <p>The Distribution Agent will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you MUST notify the Distribution Agent in writing at the address above.</p> | |
| <p>Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):</p> | |
| <p>Street Address:</p> | |
| <p>City:</p> | |
| <p>State:</p> | <p>Zip Code:</p> |
| <p>Country (if Other than U.S.):</p> | |
| <p>Account Number:</p> | <p>Last 4 digits of Claimant SSN/TIN:</p> |
| <p>Name of the Person you would like the Distribution Agent to Contact Regarding This Claim (if different from the Claimant Name(s) listed above):</p> | |
| <p>Daytime Telephone Number:</p> | <p>Evening Telephone Number:</p> |
| <p>Email Address (Email address is not required, but if you provide it you authorize the Distribution Agent to use it in providing you with information relevant to this claim.)</p> | |

NOTICE REGARDING ELECTRONIC FILES: Certain Investors with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the Citigroup Fair Fund website at www.CitigroupFairFund.com or you may e-mail the Distribution Agent at eclaim@choosescg.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Distribution Agent issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive an email within 10 days of your submission, you should contact the electronic filing department at eclaim@choosescg.com to inquire about your file and confirm it was received and acceptable.

To view GCG's Privacy Notice, please visit <http://www.choosegcg.com/privacy>

¹The last four digits of the taxpayer identification number (TIN), consisting of a valid Social Security Number (SSN) for individuals or Employer Identification Number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.

PART II - SCHEDULE OF TRANSACTIONS IN CITIGROUP COMMON STOCK AND SALES OF PUT OPTIONS

A. **BEGINNING HOLDINGS:** Number of shares of Citigroup common stock held at the beginning of trading on February 26, 2007. If none, write "zero" or "0".

| Company | Shares |
|-----------|--------|
| Microsoft | 100 |
| Google | 80 |
| Facebook | 60 |
| Amazon | 40 |
| Apple | 30 |
| Twitter | 20 |

B. PURCHASES/ACQUISITIONS: Purchases or acquisitions of Citigroup common stock during the period **February 26, 2007 to July 17, 2008**, inclusive². (Must be documented)

Identify if shares acquired pursuant to:
 (1) sale of put options; (2) corporate merger or acquisition; (3) employee shares or
 (4) cover of short position
 (Mark "1" through "4", or leave blank if not applicable)

[illegible]

Only purchases or acquisitions made during the Relevant Period (February 26, 2007 through and including April 18, 2008) will be used to calculate your Recognized Loss. With respect to shares of common stock issued pursuant to the Citigroup 1999 Stock Incentive Plan, as amended and restated effective April 19, 2005, including, but not limited to, through Citigroup's Core Capital Accumulation Program, Supplemental Capital Accumulation Program, and Voluntary FA Capital Accumulation Program, the acquisition date is the date on which the grant was awarded, and the price is the share price at which the grant was awarded on the award date during the Relevant Period. Shares relating to the Voluntary FA Capital Accumulation granted on July 1, 2007, January 2, 2008 and/or July 1, 2008 must be entered on page 5 of this Proof of Claim Form.

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX ☐ IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED


PART II - SCHEDULE OF TRANSACTIONS IN CITIGROUP COMMON STOCK AND SALES OF PUT OPTIONS
C. SALES: Sales of Citigroup common stock during the period **February 26, 2007 to July 17, 2008**, inclusive. (Must be documented)

| Trade Date (Month/Day /Year) | Number of Shares Sold | Sale Price Per Share | Net Sale Price (less commissions and fees) | Shares Sold Short (Y/N) |
|---------------------------------|-----------------------|-------------------------|---|----------------------------|
| / / | | | | |
| / / | | | | |
| / / | | | | |
| / / | | | | |
| / / | | | | |

D. ENDING HOLDINGS: Number of shares of Citigroup common stock held at the close of trading on **July 17, 2008**.
If none, write "zero" or "0". (Must be documented)

| | | | | | | | |
|--------|--|--|--|--|--|--|--|
| | | | | | | | |
| Shares | | | | | | | |

E. SALES OF PUT OPTIONS: Sales of Citigroup put options sold between **February 26, 2007 to April 18, 2008**, inclusive³, and later assigned.
(Must be documented)

| Option Sale Date (Month / Day / Year) | Number of Options Sold | Sale Price Per Option | Net Sale Price (less commissions and fees) | Date of Assignment (Month / Day / Year) |
|--|---------------------------|--------------------------|---|--|
| / / | | | | / / |
| / / | | | | / / |
| / / | | | | / / |

³For Citigroup shares that were put to investors pursuant to put options sold by those investors, the purchase of the Citigroup shares shall be deemed to have occurred on the date that the put option was sold, rather than the date on which the stock was subsequently put to the investor pursuant to that option. The proceeds of any put option sales shall be offset against any losses from shares that were purchased as a result of the exercise of the put option.

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX ☐ IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED

PART III - SCHEDULE OF TRANSACTIONS IN CITIGROUP FA CAPS

| | |
|---|---|
| <p>A. BEGINNING HOLDINGS: Number of shares of Citigroup FA Caps held at the beginning of trading on February 26, 2007. If none, write "zero" or "0".</p> | <div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;"> <div style="width: 100%; height: 100%; background-color: white; border: 1px solid black;"></div> </div> |
|---|---|

B. GRANTS OF FA CAPS: Citigroup FA CAPS granted on **July 1, 2007, January 2, 2008, and/or July 1, 2008**, pursuant to Citigroup's Voluntary Capital Accumulation Program Awarded (the "FA Cap Plan"). (Must be documented)

[illegible]

| | |
|---|---|
| <p>C. ENDING HOLDINGS: Number of shares of Citigroup FA Caps held at the close of trading on July 17, 2008. If none, write "zero" or "0."</p> | <div style="border: 1px solid black; width: 100px; height: 30px; margin: 0 auto;"></div> <div style="text-align: center; margin-top: 5px;">Shares</div> |
|---|---|

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX ☐ IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED

Claimant's Full Name (as shown in your income tax return):

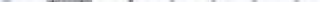
[illegible]

| | | | | | |
|-----------------------------|------------|---------------|-------------|-------|--------------|
| Type of entity (check one): | Individual | S-Corporation | Corporation | Other | Exempt Payee |
|-----------------------------|------------|---------------|-------------|-------|--------------|

Limited Liability Company ☐ If you selected Limited Liability Company, please select one of the following three Tax Classifications: **Corporation** ☐ **S-Corporation** ☐ **Partnership** ☐



Enter Social Security Number (SSN)
(Individuals Only)



**Enter Tax Identification Number (TIN)
or Employer Identification Number (EIN)
(Other than Individuals)**

Under penalties of perjury, I certify that: 1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and 2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and 3. I am a U.S. citizen or other U.S. person.

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature

Date _____

11

The undersigned represents and certifies UNDER PENALTY OF PERJURY that:

1. I am (we are) not:
 - a) Defendants named in the Complaint or in the Class Action.
 - b) Members of the immediate families of the individual defendants named in the Complaint or in the Class Action.
 - c) Any firm, trust, partnership, corporation, present or former officer, director or other individual or entity in which any of the defendants named in the Complaint or in the Class Action have a controlling interest or which is related to or affiliated with any of the defendants named in the Complaint or in the Class Action.
 - d) The legal representatives, heirs, successors-in-interest or assigns of any such excluded persons or entities.
 - e) Persons whose only acquisition of Eligible Securities during the Relevant Period was via gift or inheritance if the person from which the Eligible Securities were received did not themselves acquire the Eligible Securities during the Relevant Period.
2. If signing this Proof of Claim Form on behalf of a corporation, partnership or other business entity, I have the legal authority to act on its behalf and execute this Proof of Claim Form;
3. I agree to submit to the jurisdiction of the Securities and Exchange Commission for all purposes relating to this claim;
4. I understand that the Distribution Agent may require additional information from me in order to validate or pay my claim, and I agree to provide any information requested by the Distribution Agent for those purposes. If necessary, I authorize the

**PART V - CERTIFICATION AND SIGNATURE (CONTINUED)**

Distribution Agent to obtain and review any and all trading records relevant to my transactions in Citigroup common stock from any brokerage firm or other entity that has possession of such records, and further consent to the release of such records by such brokerage firm or other entity to the Distribution Agent;

5. I agree that under no circumstances shall the Distribution Agent or its agents incur any liability to me or to any other person if it makes a distribution in accordance with the list of all Eligible Claimants and their Recognized Claims as approved by the SEC and that I am enjoined from taking any action in contravention of this provision;

6. I agree that upon receipt and acceptance by me of a distribution from the Citigroup Fair Fund, I shall be deemed to have released all claims that I may have against the Distribution Agent and its agents and shall be deemed enjoined from prosecuting or asserting any such claims; and

7. If I am a custodian, trustee, or professional investing on behalf of and representing more than one potentially eligible claimant in a pooled investment fund or entity, I also attest that any distribution received will be allocated for the benefit of current or former pooled investors and not for the benefit of management.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim Form by the undersigned is true and correct and that the documents submitted herewith are true and genuine.

Executed this _____ day of _____ in _____
(Month) (Year) (City, State, Country)

Signature of Claimant (if this claim is being made on behalf of Joint Claimants, then each must sign.)

Signature of Claimant

Date

Print your name here

Signature of Joint Claimant, if any

Date

Print your name here

If the Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of person signing on behalf of Claimant

Date

Print your name here

Capacity of person signing on behalf of Claimant, if other than an individual, e.g., executor, president, custodian, etc.

**REMINDER CHECKLIST**

1. Please sign the Certification and Signature section of the Proof of Claim Form.
2. Please complete the Substitute W-9 Form.
3. If this Proof of Claim Form is being made on behalf of Joint Investors, then both must sign.
4. Remember to attach supporting documentation.
5. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
6. Keep a copy of your Proof of Claim Form and all documentation submitted for your records.
7. If you move, please send your new address to the Distribution Agent at the address below.
8. Do not use highlighter on the Proof of Claim Form or supporting documentation.

THIS PROOF OF CLAIM FORM MUST BE POSTMARKED (OR IF NOT SENT BY U.S. MAIL, RECEIVED) NO LATER THAN JULY 1, 2018 AND MUST BE MAILED TO:

**SEC v. Citigroup Inc.
c/o GCG
P.O. Box 10345
Dublin, OH 43017-5545**