

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC.  
SECURITIES LITIGATION

File No. 07 Civ. 9901 (SHS)

**AMENDMENT TO STIPULATION AND AGREEMENT OF SETTLEMENT**

Plaintiffs, by and through their undersigned attorneys, Lead Class Counsel, Kirby McInerney LLP, and Defendants, by and through their undersigned attorneys, Paul, Weiss, Rifkind, Wharton & Garrison LLP hereby agree to the following amendment to the parties' Stipulation and Agreement of Settlement dated August 28, 2012 (the "Stipulation"):

Paragraph 1(gg) of the Stipulation is hereby amended to read as follows:

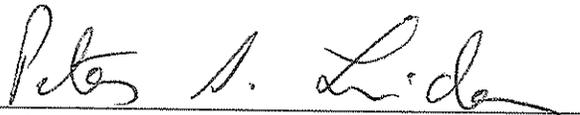
"Settlement Class" means all persons who purchased or otherwise acquired common stock issued by Citigroup during the period between February 26, 2007 and April 18, 2008, inclusive, or their successor in interest, and who were damaged thereby, excluding (i) the defendants named in the Complaint, (ii) members of the immediate families of the individual defendants named in the Complaint, (iii) any firm, trust, partnership, corporation, present or former officer, director or other individual or entity in which any of the Citigroup Defendants has a controlling interest or which is related to or affiliated with any of the Citigroup Defendants, and (iv) the legal representatives, heirs, successors-in-interest or assigns of any such excluded persons or entities. The Settlement Class includes persons or entities who acquired shares of Citigroup common stock during the Class Period by any method, including but not limited to in the secondary market, in exchange for shares of acquired companies pursuant to a registration statement, or through the exercise of options including options acquired pursuant to employee stock plans, and persons or entities who acquired shares of Citigroup common stock after the Class Period pursuant to the sale of a put option during the Class Period. Regardless of the identity of the person or entity that beneficially owned Citigroup common stock in a fiduciary capacity or otherwise held Citigroup common stock on behalf of third party clients or any employee benefit plans, such third party clients and employee benefit plans shall not be excluded from the Settlement Class, irrespective of the identity of the entity or person in whose name the Citigroup common stock were beneficially owned, except that any beneficiaries of such third party clients, or beneficiaries of such

benefit plans who are natural persons and, who are otherwise excluded above will not share in any settlement recovery. Notwithstanding any other provision of this Agreement, the Citibuilder 401(k) Plan for Puerto Rico and the Citigroup 401(k) Plan shall qualify as members of the Settlement Class. In addition, a Person who owns Citigroup common stock shall not be excluded from the Settlement Class solely because that common stock is held (i) in a registered or unregistered investment company (including a unit investment trust) in which any defendant in the Action has a controlling interest, or serves as investment manager, investment adviser or depositor; or (ii) (a) in a life insurance company separate account, or (b) in a segment or subaccount of a life insurance company's general account to the extent associated with insurance contracts under which the insurer's obligation is determined by the investment return and/or market value of the assets held in such segment or subaccount. A defendant shall be deemed to have a "controlling interest" in an entity if such defendant has a beneficial ownership interest, directly or indirectly, in more than 50% of the total outstanding voting power of any class or classes of capital stock that entitle the holders thereof to vote in the election of members of the Board of Directors of such entity. "Beneficial ownership" shall have the meaning ascribed to such term under Rule 13d-3 of the Securities Exchange Act of 1934, as amended, or any successor statute or statutes thereto. Notwithstanding the foregoing, the Settlement Class shall not include Persons whose only acquisition of Citigroup common stock during the Class Period was via gift or inheritance if the Person from which the common stock was received did not themselves acquire the common stock during the Class Period.

In all other respects, the Stipulation remains in full force and effect.

Dated: October 18, 2012

**KIRBY McINERNEY LLP**

By: 

Ira M. Press (ipress@kmlp.com)

Peter S. Linden (plinden@kmlp.com)

Daniel Hume (dhume@kmlp.com)

Andrew M. McNeela (amcneela@kmlp.com)

825 Third Avenue, 16th Floor  
New York, New York 10022  
Telephone: (212) 371-6600

*Lead Counsel for Plaintiffs and the Class*

**ENTWISTLE & CAPPUCCI LLP**

By: Andrew Entwistle /BTM  
Andrew J. Entwistle  
280 Park Avenue  
26th Floor West  
New York, NY 10017  
Tel.: 212-894-7200  
Fax: 212-894-7272

*Counsel for Pension Fund Representative and  
Proposed Class Representative Public Employees'  
Retirement Association of Colorado and Pension  
Fund Representative Tennessee Consolidated  
Retirement System*

**ALLEN BROTHERS, P.L.L.C.**

By: James Allen /BTM  
James Allen, Sr.  
400 Monroe, Suite 220  
Detroit, MI 48226  
Tel.: (313) 962-7777  
Fax: (313) 962-0581

**KENNETH GOLD**

By: Kenneth Gold /BTM  
439 Griffith Street  
Saugatuck, MI 49453  
Tel: (248) 310-9870

**GLANCY BINKOW & GOLDBERG LLP**

By: Lionel Glancy /BTM  
Lionel Glancy  
1925 Century Park East, Suite 2100  
Los Angeles, CA 90067  
Tel.: (310) 201-9150  
Fax: (310) 201-9160

**MOTLEY RICE LLC**

By: William Narwold / *BM*  
William Narwold  
28 Bridgeside Blvd.  
Mt. Pleasant, SC 29464  
Tel: 843.216.9000  
Fax: 843.216.9450

**LAW OFFICE OF ALAN L. KOVACS**

By: Alan Kovacs / *BM*  
Alan L. Kovacs  
2001 Beacon St., Suite 106  
Boston, MA 02135  
Tel.: (617) 964-1177  
Fax.: (617) 332-1223

**LAW OFFICE OF KENNETH A. ELAN**

By: Kenneth Elan / *BM*  
Kenneth A. Elan  
217 Broadway, Suite 606  
New York, NY 10007  
Tel.: (212) 619-0261  
Fax.: (212) 385-2707

*Additional Settlement Class Counsel*

Dated: October 18, 2012

**PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON, LLP**

By: Richard A. Rosen  
Brad S. Karp (bkarp@paulweiss.com)  
Richard A. Rosen (rosen@paulweiss.com)  
Susanna M. Buergel (sbuergel@paulweiss.com)

1285 Avenue of the Americas  
New York, New York 10022-6064  
Telephone: (212) 373-3000

*Attorneys for the Citigroup Defendants*