

CITIGROUP INC.
NOMINATION, GOVERNANCE AND PUBLIC AFFAIRS
COMMITTEE CHARTER

As of January 25, 2017

Mission

The Nomination, Governance and Public Affairs Committee (the “Committee”) of Citigroup Inc. (“Citi” or the “Company”) is responsible for (i) identifying individuals qualified to become Board members and recommending to the Board the director nominees for the next annual meeting of stockholders, (ii) leading the Board in its annual review of the Board’s performance, (iii) recommending to the Board directors for each committee for appointment by the Board, (iv) reviewing the Company’s policies and programs that relate to public issues of significance to the Company and the public at large and (v) reviewing the Company’s relationships with external constituencies and issues that impact the Company’s reputation, and advising management as to its approach to each.

Membership

The members of the Committee shall (a) meet the independence requirements of the New York Stock Exchange corporate governance rules and all other applicable laws, rules and regulations governing director independence, as determined by the Board; (b) qualify as “non-employee directors” as defined under Section 16 of the Securities Exchange Act; and (c) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code. A majority of the members of the Committee shall constitute a quorum. Members of the Committee and the Committee Chair shall be appointed by and may be removed by the Board on the recommendation of the Committee.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Oversight of Governance Policies

- Review and assess the adequacy of the Company’s policies and practices on corporate governance including the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- Review transactions between directors, and/or their family members, and the Company for compliance with applicable policies and receive reports from the Transaction Review Committee on any transaction it reviews.

Oversight of Corporate Governance

- Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
- Develop appropriate criteria and make recommendations to the Board regarding the independence of directors and nominees.
- Nominate annually one of the members of the Board to serve as Chairman of the Board.
- Recommend to the Board the number, identity and responsibilities of Board committees and the Chair and members of each committee. This shall include advising the Board on committee appointments and removal from committees or from the Board, rotation of committee members and Chairs and committee structure and operations.
- Review the adequacy of the charters adopted by each committee of the Board, and recommend changes as necessary.
- Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards.
- Recommend to the Board the slate of nominees for election to the Board at the Company's annual meeting of stockholders.
- As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
- Consider nominations for Board membership recommended by security holders.
- In consultation with the Board and the CEO, either the Committee as a whole or a subcommittee thereof shall, as part of its executive succession planning process, evaluate and nominate potential successors to the CEO. The Committee will also provide an annual report to the Board on CEO succession.

- Periodically review and recommend to the Board the compensation structure for non-employee directors for Board and committee service.
- Periodically assess the effectiveness of the Board in meeting its responsibilities, representing the long-term interests of stockholders.
- Report annually to the Board with an assessment of the Board's performance.
- Periodically review, and make recommendations to the Board regarding amendments to, the Company's Major Expenditure Program – Limits of Authority.

Oversight of Public Affairs Issues

- Review Citi's relationships with major external constituencies, how those constituencies view the Company and the issues raised by them, as it deems appropriate.
- Receive reports from and advise management on the public policy and reputation issues facing Citi.
- Review and advise management on Citi's relationships with governments and government policies that impact Citi.
- Oversee and receive reports from management on, and review for consistency with applicable policies, political contributions made by the Company and charitable contributions made by the Company and the Citi Foundation.
- Oversee and receive reports from management on the Company's memberships in trade associations that engage in lobbying activities or make independent expenditures.
- Oversee and receive reports from management on the Company's lobbying strategy and expenditures.
- Review and make recommendations to the Board on management's proposed responses to shareholder proposals and consider other shareholder activism issues.
- Review and advise management on Citi's policies and practices regarding supplier diversity.

- Receive reports from and advise management on the Company's sustainability policies and programs, including the environment, climate change and human rights.
- Review and advise management on Citi's global business practices, particularly as they relate to the reputation of the Company, including the opportunities and challenges of operating in many diverse cultures around the world. The Company's internal Business Practices Committee shall provide reports to the Committee or to the Board at least annually.

Other Responsibilities

- Monitor the orientation and continuing education programs for directors.
- Conduct an annual review of the Committee's performance and report the results to the Board, periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- Regularly report to the Board on the Committee's activities.
- Obtain advice and assistance, as needed, from internal or external legal counsel, accounting firms, search firms or other advisors, with the sole authority to retain, terminate and negotiate the terms and conditions of the assignment.
- Delegate responsibility to subcommittees of the Committee as it deems necessary or appropriate.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.