

**CITIGROUP INC.
ETHICS, CONDUCT AND CULTURE
COMMITTEE CHARTER**

As of February 10, 2022

MISSION

The Ethics, Conduct and Culture Committee (the “Committee”) of Citigroup Inc. (“Citi”) is a standing committee of the Board of Directors (“Board”). The purpose of the Committee is to oversee Management’s sustained focus on efforts to foster a culture of ethics, appropriate conduct, and accountability within the organization. The Committee’s role is one of oversight, recognizing that Management is responsible for continuously reinforcing and championing Citi’s sound ethics, responsible conduct and principled culture throughout Citi’s employee population.

MEMBERSHIP

The Committee shall be comprised of at least three members of the Board. Each member of the Committee shall be a non-Management member of the Board. A majority of the members of the Committee shall constitute a quorum. The members of the Committee and the Committee Chair shall be appointed by, and may be removed by, the Board on the recommendation of the Nomination, Governance and Public Affairs Committee. Committee membership shall be rotated periodically. The Committee Chair shall also be rotated periodically.

AUTHORITY

In furtherance of its duties, the Committee shall have direct access to, and receive regular reports from, Management. Citi shall also provide the Committee with any information that the Committee requests relating to its responsibilities. The Committee shall have the power to conduct or authorize investigations into any matter within its scope of responsibilities, and to engage independent professional advisors as it considers appropriate. The Committee may form and delegate authority to subcommittees, comprised of one or more members of the Committee, as necessary or appropriate. Each subcommittee shall have the full power and authority of the Committee. The Committee is empowered to approve the policies and programs, including any amendments, falling under its purview, except for policies and programs that the Board has reserved its authority to review and approve.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Meetings and Access

- Meet as often as it determines, but not less frequently than quarterly.
- Regularly report to the Board on the Committee’s activities.
- Annually review and report to the Board on its own performance.

- Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Oversight of Management's Efforts to Foster a Culture of Ethics, Appropriate Conduct, and Accountability

- Oversee, receive reports from, and advise management on the development, definition, and communication of Citi's principles relating to ethics and responsible conduct, and its expectations of employee behavior, including their expression in Citi's tone from the top, mission and value proposition, and leadership principles.
- Oversee, receive reports from, and advise management on efforts to foster and support Citi's desired culture and promote ethical decision-making in the organization via training or other initiatives, including management's efforts to achieve its target culture state, and to encourage employees to escalate issues and share feedback without fear of retaliation.
- Oversee, receive reports from, and advise management on hiring practices, including efforts to promote diversity and inclusion in the workplace in Citi's hiring, retention, and staff development practices.
- Oversee, receive reports from, and advise management on Citi's response to behavioral issues and its communications with employees on these topics, including methods to establish credibility, enforcement, and consistent treatment of employees through disciplinary mechanisms for misconduct.
- Oversee, receive reports from, and advise management on its assessment of progress towards Citi's target culture state, including management's analysis of data and other insights, including from the Voice of the Employee survey results.
- Review and assess at least annually whether Citi's Code of Conduct instills appropriate ethical behavior in Citi's culture, business practices and employees, and recommend any proposed changes or waivers to the Board for approval.
- Review and assess at least annually whether Citi's Code of Ethics for Financial Professionals instills appropriate ethical behavior in Citi's employees, and approve any changes.
- Oversee, receive reports from, and advise management on conduct risk management, including the management, minimization, and mitigation of Citi's conduct risks, ownership of conduct risk by the first line of defense, and clarity of conduct risk oversight roles and responsibilities across the second line functions.
- Oversee certain concerns reported to the Citi Ethics Office involving Citi executive leadership or Directors, as appropriate.
- Oversee, receive reports from, and advise management on the processes for the reporting and resolution of ethics issues raised by employees.