CITIGROUP GLOBAL MARKETS LIMITED

(Registered Number: 01763297)

ANNUAL REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2023

CITIGROUP GLOBAL MARKETS LIMITED

STRATEGIC REPORT

for the year ended 31 December 2023

The Directors present their strategic report on Citigroup Global Markets Limited (CGML or the Company) on a standalone basis for the year ended 31 December 2023.

1. Introduction

CGML is a wholly owned, indirect subsidiary of Citigroup Inc (Citi), limited by shares. It is Citi's international broker dealer, and one of Citi's four major global booking hubs serving clients from its headquarters in London or its international subsidiaries and branches. It is a market maker in equity, fixed income and commodity products across cash, over-the-counter (OTC) derivatives and exchange-traded markets, as well as a provider of investment banking, capital markets and advisory services. CGML operates globally, generating the majority of its business from the United Kingdom, with the remainder mainly coming from North Asia and North America clusters.

CGML is authorised by the Prudential Regulation Authority (PRA) and regulated by the PRA and Financial Conduct Authority (FCA). CGML is also a Commodity Futures Trading Commission (CFTC) registered swap dealer, and United States Securities Exchange Commission (SEC) registered security-based swap dealer, and is considered a Risk-Taking Operating Material Legal Entity in Citi's Global Resolution Plan. As at 31 December 2023, it had four branch offices and three subsidiaries, listed below. The Italy branch of CGML is currently in liquidation. On 1 July 2023, the Company executed on its strategy to sell its Monaco subsidiary, Citi Global Wealth Management S.A.M. to a Citigroup affiliate. Changes after the reporting period are discussed in the Strategic and Directors' Reports and in Note 35 'Events after the reporting period'.

EU Branches	**Subsidiaries**
Italy (in liquidation)	Citigroup Global Markets Europe AG (Germany)
Non-EU Branches	Citigroup Global Markets Funding Luxembourg SCA (Luxembourg)
Israel	Citigroup Global Markets Funding Luxembourg GP S.a.R.L. (Luxembourg)
Switzerland	Citi Global Wealth Management S.A.M. (Sold 1 July 2023)
UAE	

CGML's businesses predominantly support the Markets and Investment Banking segments of Citi's operations and is almost entirely wholesale in nature, with a client base that encompasses corporates, financial institutions, institutional and other investors, as well as governments and public sector entities. CGML's principal business activities are summarised below:

Business	***Activities***
Equities	Comprises: • Equity Markets, undertakes market making in, and provides clients with exposure to, equities, convertible bonds, listed and OTC derivatives, structured products, securities financing, and electronic trading. • Multi Asset Group develops asset-based investment and hedging solutions for distributors and institutional investors, with a particular focus on insurance companies, asset managers (including hedge funds) and pension funds. • Prime Finance, provides globally co-ordinated prime brokerage services to clients, including securities lending, margin financing, reporting, clearing, custody and structured financing solutions. • Delta One, which provides access, financing, and investment solutions to a broad spectrum of clients (institutional, corporates and hedge funds) via synthetic products such as swaps, exchange-traded funds (ETFs) and access products. • Futures and OTC Clearing, which provides clients with access to global liquidity venues, global execution on all major futures exchanges, multi-asset clearing services on global central counterparties (CCPs) and delivery of collateral solutions.

1. Introduction (continued)

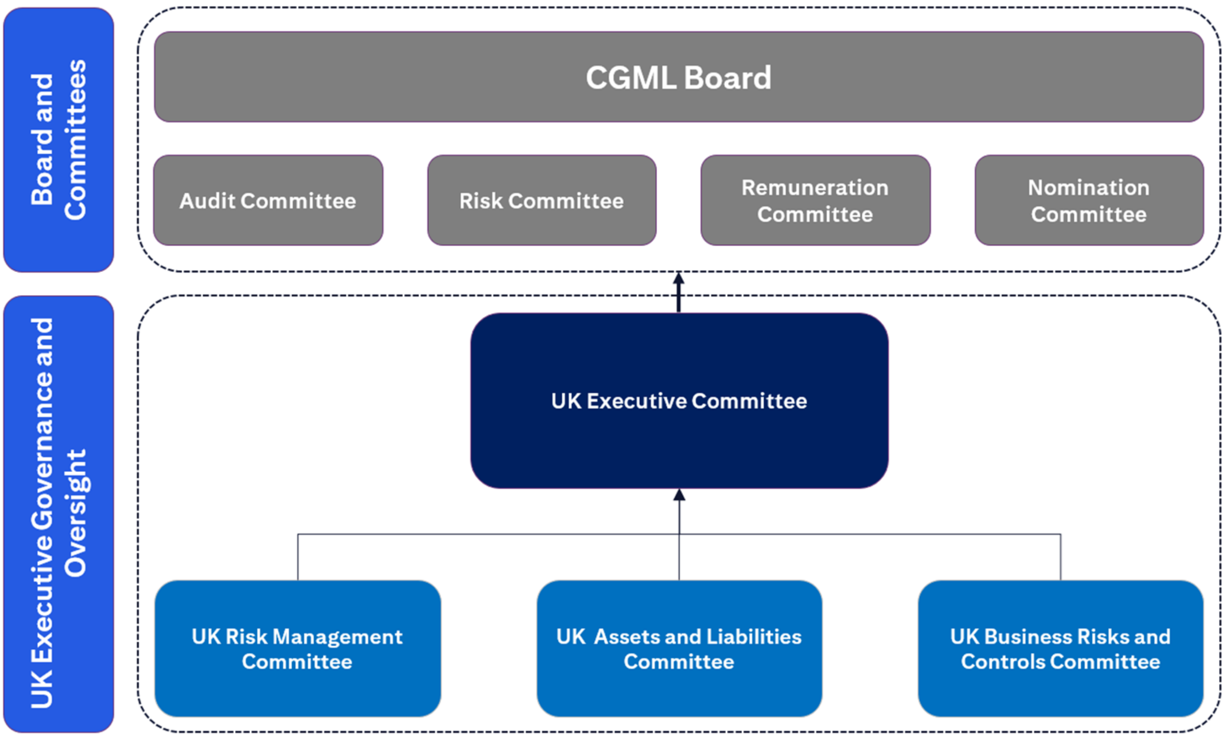
Business	*Activities*
Rates	Makes markets and facilitates client activity across interest rate products in traded markets, including sovereign and supranational bonds, inflation bonds, as well as interest rate, cross currency and inflation derivatives. The business conducts much of its client facing activity on CGML with some market risk transferred to other Citi affiliates.
Spread Products	Provides clients with access to investment grade, high yield and distressed bond markets, as well as credit derivatives and structured credit products.
Commodities	Acts as a principal in commodity markets worldwide, providing risk management services to clients, acting as a liquidity provider and providing investor solutions and working capital facilities for commodity inventories.
Investment Banking	Provides structuring and syndication of securities and financing transactions in the bond capital markets and delivers equity and equity-linked solutions in financing acquisitions, funding capital expenditures, managing liabilities, monetising assets, and hedging exposures. The business also provides advisory services to clients in relation to mergers and acquisitions, corporate broking and the raising and restructuring of capital.

A number of CGML's functional operations are carried out in locations outside London, including at Citi Solution Centres in Belfast, Budapest, and Warsaw as well as in locations outside the region. In addition, CGML makes use of a number of affiliated and third party outsourcing arrangements.

2. CGML Corporate Governance Report and Principal Risks

For the year ended 31 December 2023, under The Companies (Miscellaneous Reporting) Regulations 2018, the Company has applied the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council (FRC) in December 2018 and available on the FRC website).

The chart below highlights the main components of CGML's governance structure, within Citi's UK management and governance framework during 2023:



2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 1 – Purpose and Leadership

Purpose

CGML's purpose, in line with that of Citi, is to serve as a trusted partner to its clients by responsibly providing financial services that enable growth and economic progress. CGML's core activities are being a dealer, market maker and underwriter and providing advisory services. Whilst carrying out these activities, it ensures that actions are always in its clients' interests, create economic value and are systemically responsible.

Strategy

Citi's re-organisation, announced in September 2023, does not impact the group's strategic objectives presented at its Investor Day in the first quarter of 2022. The re-organisation ensures the drive of higher returns, lowered cost of equity, and increase of shareholder value and to position for future growth. As a global broker dealer, capital markets and investment advisor, CGML continues to focus on being the 'preferred partner' for its clients and to service their cross-border needs. CGML's strategic purpose was discussed and formalised during its annual Strategy Day, under the direction of the Board of Directors (the Board). The Strategy Day looks at the year ahead and drives the Board agenda. The key strategic priorities for CGML are as follows:

- *Deliver product strategy and client excellence.*

  CGML continues to maintain a strong client franchise and competitive position by capturing growth opportunities and wallet share gains, offering market-leading capabilities, developing innovative digital offerings and addressing evolving client needs.

- *Improve infrastructure, data, and operational resilience.*

  CGML will benefit from improved stability in core platforms and infrastructure, improved data quality and insights, enhanced client experience through agility, scalability and innovation, and operational resilience.

- *Make strong controls and governance the cornerstone of our success*.

  CGML will drive and embed continuous improvement in its control environment, strong and decisive governance, and high standards of conduct through its three lines of defence. CGML will maintain strong regulatory engagement and deliver on regulatory expectations.

- *Attract, retain and develop diverse talent and shape good culture.*

  CGML will be an employer of choice and a great place to work: a place which drives effective corporate culture and excellence, where colleagues feel valued, respected, and can grow and develop successful and rewarding long-term careers.

- *Sustained profitability and efficient utilisation of financial, capital and liquidity resources.*

  CGML continues to focus on sustainable returns and improved financial resource efficiency. CGML will maintain focus on effective forward-looking scenario planning, forecasting, and management of financial, capital and liquidity resources through appropriate anticipatory actions to support planned growth as well as managing periods of market volatility and stress.

The CGML Strategic and Financial Plan is documented and approved by the CGML Board following the Strategy Day and is used to clearly articulate the CGML strategic priorities.

2. CGML Corporate Governance Report and Principal Risks (continued)

Citi's consent order compliance

Citi has embarked on a multiyear transformation, with the target outcome to change its business and operating models such that they simultaneously strengthen risk and controls and improve Citi's value to customers, clients and shareholders. Citi continues to work constructively with the US regulators and provides information regarding its plans and progress. Locally, CGML provides regular updates on the transformation to the UK and other regulators.

Values and Culture

The Board and senior management are instrumental in shaping good culture and conduct for the Company. The Company's Leadership Principles (We take ownership, We deliver with pride, and We succeed together), represent the qualities, behaviours and expectations employees must exhibit to deliver on the mission of enabling growth and economic progress. The Company strives to create a culture that delivers client excellence, controls excellence and operational excellence.

Diversity and Inclusion are recognised as part of CGML's core values and the Company nurtures a culture in which employees hold themselves accountable for managing risk and where they continue to take pride in always doing the right thing. Doing the right thing includes taking ownership and showing empathy for colleagues, clients and communities, treating others with respect and civility, and continuing to invest in colleagues from all backgrounds, valuing and learning from different perspectives and breaking down barriers. CGML monitors and measures its 'cultural health' and conduct at governance and management meetings and uses a range of measures to help adjust and improve itself. CGML is also fully engaged with Citi's New Way - a transformation programme designed to drive a culture of excellence and accountability that strengthens risk management and the control environment.

Citi's Code of Conduct prohibits discrimination and harassment and highlights procedures for speaking up and reporting concerns about conduct or situations that may put the Company or its customers at risk. For further details please see the Strategy section on page 3.

Principle 2 – Board Composition

The details of each member of the Board during the year ended 31 December 2023 can be found in the Directors' Report on page 23.

To ensure that the balance of responsibilities, accountabilities and decision making across the Company are effectively maintained, CGML has appointed a separate Chair and Chief Executive.

As at 31 December 2023, the Board consisted of seven Executive Directors and six Independent Non-Executive Directors.

The Executive Directors are:

- James Bardrick - CGML Chief Executive Officer (CEO)
- Tiina Lee - UK Citi Country Officer (CCO) (with effect from 16 October 2023)
- Francisco Tobias Marin - EMEA Chief Financial Officer (CFO)
- Amit Raja - Head of Markets for UK, Europe, Middle East & Africa
- Zoe Wimborne - EMEA Chief Risk Officer (CRO)
- Deepak Jain - Global Head of Independent Compliance Risk Management (ICRM) Special Projects
- Evelin Ducsai - EMEA Head of Operations and Technology and Chief Information Officer (CIO) (with effect from 14 June 2023)

2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 2 – Board Composition (continued)

The Independent Non-Executive Directors are:

- Jonathan Moulds - Chair of CGML Board, Chair of CGML Nomination Committee
- William Fall - Chair of CGML Risk Committee
- Sally Clark - Chair of CGML Audit Committee
- Iain Plunkett - Lead NED - Operations, Technology & Transformation
- Peter Henry - Chair of Remuneration Committee (to 31 December 2023)
- Casper von Koskull – Chair of Remuneration Committee (with effect from 2 June 2023)

The composition of the CGML Board reflects the Company's size and is appropriate for the scale, complexity, regulatory oversight, and systemic importance of CGML within Citi. Tiina Lee, UK CCO, joined the Board as an Executive Director on 16 October 2023 and was approved as the SMF1 and CGML CEO on 9 January 2024. Casper von Koskull joined the Board on 2 June 2023 as an Independent Non-Executive Director and replaced Peter Henry as Chair of the Remuneration Committee in September 2023, who resigned as a Non-Executive Director of the Board effective 31 December 2023.

James Bardrick retired from Citi and resigned as a CGML Director on 12 January, 2024.

As part of Citigroup's reorganisation, Deepak Jain and Francisco Tobias have resigned as Directors effective 14 February and 25 March 2024 respectively. Graham Westgarth (CFO) has been appointed Director with effect from 26 March 2024. Zoe Wimborne will be resigning as CGML Director with effective date to be confirmed pending the approval of Manjira Sen-Gosain (CRO) in her stead.

Each new Board Director brings a wealth of experience in the financial services industry and subsidiary governance. The Non-Executive Directors bring experience in a wide range of fields including risk, finance, internal audit, operations and technology, in addition to perspectives and challenge from their roles within the industry and also outside the sectors in which CGML operates. All Directors have access to the advice and services of the UK Secretariat and may take professional advice at the Company's expense. The duties of the Board are executed partially through committees. The Non-Executive Directors attend and four act as chair to relevant committees so that they are able to challenge and influence a broad range of areas affecting CGML.

The Board comprises and is supported by Citi's UK Senior Managers (as defined under the Senior Manager and Certification Regime (SM&CR) from the PRA and the FCA) including the Chief Executive Officer and the relevant head of the Markets business together with the heads of Finance, O&T and Risk. Four of the five Non-Executive Directors, who are Board Committee chairs, are Senior Managers and they are subject to all aspects of the SM&CR, including regulatory pre-approval and conduct rules as well as their statutory duty of responsibility.

Balance and diversity

The percentage of female Directors has increased from 27% to 33% during 2023; however, the percentage of those from an ethnic minority background has decreased from 27% to 25%, due to the reorganisation in 2024 that percentage has increased to 30%. Citi is committed to making the Company an ever-more inclusive environment, thereby fostering a more diverse workforce which should increase diversity at the most senior levels. We will be demonstrating our commitment to this area with various initiatives and ensuring CGML is increasingly viewed as an employer of choice.

Effectiveness

The Board operates on a quarterly meeting cycle every year together with a day for Board Strategy, and more often as required. The Committees meet more frequently with six to eight meetings per year. In addition to the quarterly meetings, the Board receives technical training in the form of in-depth and targeted education sessions that cover a variety of topics.

2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 2 – Board Composition (continued)

The Board ensures it has the relevant knowledge and skills to fulfil its responsibilities and keep pace with growth and innovation. The CGML Nomination Committee generally undertakes an annual skills assessment exercise and uses the resulting gap analysis to inform its succession planning and continuing education programme for the year ahead.

The Board considers these exercises important in order to identify key areas for future opportunities and improvements. The Board of CGML is focused on being equipped to meet tomorrow's challenges, opportunities and emerging risks, the rapidly changing market, the evolution of competition, trends in its clients' business models and experience expectations, and the effect of new technologies.

Principle 3 – Director Responsibilities

Accountability

CGML adheres to and seeks to exceed the corporate governance standards expected from a regulated firm of its size and structure. It recognises that success is measured in large part by its ability to deliver a progressive and effective governance model that is both adaptive to the pace of change and robust enough to withstand the challenges it faces.

The governance model also reflects the need to demonstrate influence and oversight of areas where the Board relies on other parts of the Group to achieve the outcomes needed to deliver its own strategies. It requires the senior executives of CGML to operate an effective governance environment coupled with a strong culture of risk management and controls to support good decision-making.

The Board delegates authority for oversight of the day-to-day management of the Company to the UK Executive Committee which meets monthly. It is chaired by the UK CCO who is also the CGML CEO and membership includes UK Senior Managers.

Committees

With the exception of Casper von Koskull, who is also a member of the Board of Citigroup, Inc., the Non-Executive Directors are independent and have no material business or other relationships with the Company that might influence their independence or judgement. Certain governance responsibilities are delegated to other Board committees: Audit, Remuneration, Nomination and Risk. Each of these Board committees are chaired by Non-Executive Directors and have a separate charter, which include the authorities delegated to them by the Board. Committees meet at least quarterly and report to the Board on a quarterly basis.

Integrity of Information

The Board receives regular and timely information from CGML management on all key aspects of the business including its business financial performance, risk management, control environment, market and competitive conditions, Citi Global and UK developments and global and local governance and regulatory priorities. CGML's management are responsible for the integrity of this information and individuals are provided with the necessary training to keep up to date with regulatory changes. The Company's financial statements are subject to an external audit by KPMG LLP on an annual basis, and controls are periodically reviewed by CGML's internal audit function. Other key information is prepared by the relevant internal function.

Principle 4 – Opportunity and Risk

Opportunity

Strategic opportunities are identified in the CGML Strategic and Financial Plan process which is reviewed, discussed and challenged by the Board annually. During the course of the year, potential opportunities are discussed by management at the UK Executive Committee and the Board.

2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 4 – Opportunity and Risk *(continued)*

Risk

CGML's principal risk types arise from the nature of the services provided to its clients and include both financial and non-financial elements. The principal risk types identified by management and covered by CGML's Risk Management Framework are noted as follows:

- reputational risk;
- strategic risk;
- market risk;
- liquidity risk;
- credit risk (mainly in the form of counterparty credit risk);
- operational risk (including conduct risk); and
- compliance risk.

The Risk Committee ensures that the principal financial and non-financial risks and emerging risks are identified and managed appropriately and in a timely manner. The Committee continues to refine and enhance the Company's Risk Management Framework and risk registers and works to ensure consistency across operations.

Responsibilities

The Board and the Risk Committee are responsible for ensuring that senior management consider the external factors and dependencies on group-wide initiatives that may impact CGML's strategic opportunities. Risks are managed and mitigation plans designed and executed using CGML's detailed Risk Management Framework. The key external factors that the Board monitors are as follows:

- Geopolitical and economic factors that impact growth opportunities and financial returns. CGML took steps to minimise client and market disruption that might arise as a result of the conflicts in Ukraine and the Middle East, in addition to supply chain impacts and rise in inflation;
- Rapid technological development that presents opportunities to improve client service but also creates the potential for industry wide change and exposes CGML to high impact risk (Cyber, IT resilience, Data Management). Operations & Technology have a critical role to ensure CGML is able to manage a significant pace of change to protect against negative disruption and to be operationally resilient; and
- The global and local regulatory environment, which requires governance and a strong compliance function to have oversight and collaboration with the first line and is capable of managing multiple priorities across a range of regulatory initiatives, including the timely completion of remediation and targeted improvements, the finalisation of Basel III, Operational Resilience Third Party and inter affiliate outsourcing, Environmental, Social and Governance, and Climate Risks, amongst others.

Principle 5 – Remuneration

The Remuneration Committee aims to set remuneration at a level that will enable it to secure and retain executives who can deliver the Company's strategy.

The Remuneration Committee is responsible for making recommendations to the Board concerning the Company's remuneration strategy, recruitment framework and long-term incentive plans for senior executives. Pay is aligned with performance and taking into account fair pay and conditions across the Company's workforce.

2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 5 – Remuneration (continued)

The Company completed its seventh annual UK Gender Pay Gap Report based on 2023 remuneration. These reports have highlighted areas which the Company can improve on and the Company is continuing to take steps to reduce the gender pay gap. Citi have signed the UK's Women in Finance Charter, and committed to a target to achieve at least 30% female representation among its director and managing director level staff throughout EMEA by 2025. As of the date of the 2023 Report, it was at 29%, up from 19% in 2017. The 2023 Gender Pay Report will be published ahead of the UK Government's April 2024 deadline. This reflects continued progress in our gender pay gap figures as a result of women's increasing representation throughout the legal entity, particularly at senior levels and in the highest paying quartile.

In fulfilling its role, the Remuneration Committee has regard to the responsibilities set out under the PRA and FCA Remuneration Codes and takes into account, where applicable, relevant guidance and the long-term interests of shareholders, investors and other stakeholders in CGML.

Principle 6 – Stakeholders

As set out above in Principle 3, the Board is clear that progressive and effective governance is essential to deliver its purpose and to protect CGML and Citi's reputation and relationships with all its stakeholder community including clients, employees, shareholders, suppliers, regulators and the local communities in which it operates.

Details of our key stakeholders and our engagement with them are set out in our Section 172(1) Statement below and are incorporated into this statement.

As at 31 December 2023 CGML had 27 approved UK Senior Managers, of whom 4 were CGML Non-Executive Directors and 5 more CGML Executive Directors. CGML had 6 outgoing UK Senior Managers, subject to the final handover with the incoming UK Senior Manager.

Section 172(1) Statement

Section 172(1) of the Companies Act 2006 requires each Director of the Company to act in a way in which he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to a range of matters including:

- the likely consequences of any decision in the long-term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between the Company's members.

The Directors of the Company give careful consideration to the matters referred to in section 172(1) when discharging their legal duties. The Board believes in taking decisions for the long-term benefit of the Company and looks to safeguard the Company's reputation by upholding the highest standards of business conduct. Depending on the issue in question, the relevance of each stakeholder group and other relevant factors may vary. As such, the Board strives to understand the needs and priorities of each stakeholder group and the other factors relevant to the issue in question during its deliberations and as part of its decision-making.

Board members receive periodic refresher training on their legal duties and may seek advice about the implications of these duties at any time from our Company Secretary. New Directors are offered a comprehensive induction programme which includes information on their statutory duties.

To ensure the most efficient and effective approach, stakeholder engagement is led by Citi, in particular where matters are of group-wide significance or have an impact on Citi's reputation including our clients, shareholders, staff and global regulators.

2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 6 – Stakeholder *(continued)*

The CGML Board considers and discusses information from across the organisation to help it understand the impact on CGML's operations and the interests and views of its key stakeholders. The Board also reviews strategic and financial performance as well as operational and financial risks and regulator priorities. The Board receives this information in advance of each quarterly meeting, during monthly calls with the CGML Chief Executive Officer and by holding an annual Strategy Day. The CGML Board receives regular reports from the Citigroup Chair, the Group Board Non-Executive Director and from the Citigroup Chief Client Officer at its Board meetings.

Using all of the above actions, the Board has an overview of engagement with stakeholders which enables the Directors to comply with their legal duty under section 172 of the Companies Act 2006.

Key stakeholder engagement

Clients

The CGML Board receives regular reporting of business and financial performance and themes through the CEO, business heads and finance, allowing an understanding and oversight of the direction of client sentiment. Citi performs a Voice of the Client survey which provides in-depth understanding of our corporate clients' needs and expectations, alongside regular client performance and service benchmarking, leveraging external reporting and analysis where appropriate. The businesses within CGML operate a globally coordinated client-centric sales and relationship management organisation focussed on generating profitable and responsible growth and building market share with some of the most important organisations across the globe.

Employees

CGML is aligned to Citi's mission of enabling growth and economic progress, while adhering to the highest ethical standards. Our culture is embedded through decisions that pass three tests: they are in our clients' interests, create economic value, and are always systemically responsible.

CGML's Human Capital Strategy for CGML is designed to key aspects such as Succession Planning, Talent Management, Diversity, Equity, and Inclusion, and Organizational Culture, aligning with regulatory requirements in the UK. In September 2023, Citi announced the global simplification of the organizational model, to fully align our structure with our strategy.

In 2023 CGML embedded the performance management and executive compensation frameworks, policies, and procedures implemented in 2022 which utilises four assessment pillars to improve employee accountability (Leadership, Risk & Control, Client & Franchise Outcomes and Financial Performance).

CGML continues to to identify enhancements to attract, engage and retain talent, focusing on employee engagement and transparent communications. Colleagues are encouraged to share their suggestions and views to CGML through several channels, including an employee representative body, Ethics Office, and the Voice of the Employee Survey. The CGML Board receive regular updates and deep dives into culture, well-being, and resilience.

Suppliers

CGML works to maintain fair, resilient, well controlled and professional working relationships with its suppliers. CGML has a well-established framework for the engagement with and on-going relationship management and controls relating to risks of its key suppliers, ensuring shared values in the conduct of their business. The Modern Slavery Act 2015 ("the Act") obliges the CGML Board to make an annual statement on the reasonable steps taken to ensure that its own operations and supply chains are free of human trafficking and modern slavery. CGML has made annual statements of this nature since the Act came into force. The CGML Audit Committee reviews and challenges the due diligence which underpins the statement each year and seeks assurance from the second line of defence regarding the due diligence process. The Board is kept informed of any improvements made by Citigroup.

2. CGML Corporate Governance Report and Principal Risks (continued)

***Principle 6 – Stakeholder** (continued)*

The information relating to the Modern Slavery Act, as required by the Modern Slavery Act 2015, will be published at https://www.citibank.co.uk/personal/home.do.

Regulators

CGML maintains frequent and transparent engagement with regulators to ensure clarity over its strategy, plan, key risks, opportunities, and progress on ongoing initiatives. Regulatory engagement is maintained at the Board as well as the CGML and Group Management levels to ensure regulatory requirements and expectations are consistently understood and met. Primary regulatory engagement for CGML is with the PRA/Bank of England and FCA supervisory teams, in addition to engaging with the CFTC and SEC internationally. Further, CGML provides ongoing updates to the regulators on its clients, markets, employees, financials, liquidity, risk measures, technology capabilities and operational resilience.

Communities

Citi is in regular dialogue with charities and non-governmental organisations (NGOs), as part of its philanthropic commitment and mission to support the communities in which it operates. Citi works closely with community partners to understand the issues local communities are facing so that it can respond appropriately by providing funding, volunteers or other support as required. Specifically, Citi has a focus on supporting disadvantaged young people into education and employment, and food security. The CGML workforce dedicate time through the annual Global Community Day and the London Charity Partner programme. Our current charity partnership with Cancer Research UK in London has raised £200,000 in 2023. Some of the organisations supported by Citi and Citi employees are also supported financially by the Citi Foundation including Career Ready and the Felix Project. Engagement with local communities allows CGML to understand better the needs and requirements of society enabling it to innovate for the future and pursue its mission of enabling growth and progress.

Environment

The Board has been actively engaged regarding the implementation of the CGML response to the Prudential Regulation Authority's Supervisory Statement on Climate Change SS3/19 on managing the financial risks from climate change. CGML continues to make progress on embedding the entity's approaches to strengthening governance (via the CGML Risk Committee), incorporating climate change into risk management frameworks, conducting scenario analysis, and enhancing disclosures for climate change-related risks. More information can be found in the Climate Risk and Opportunities section, beginning on page 14.

Government and Policymakers

CGML and Citi take their responsibilities as a corporate citizen seriously, and pursues constructive engagement with regulators and policymakers to achieve better public policy solutions for issues such as reform of UK capital markets, competitiveness and climate change, which impact our clients, employees and the communities where we operate in. For example in September 2023, Citi co-sponsored a report with abrdn and the New Financial think tank called 'UK capital markets: A New Sense of Urgency' setting out recommendations to reform capital markets. Citi also has a senior executive as a member of the UK Investment Council, chaired by the Minister for Investment at the Department for Business and Trade, with the aim to enhance the environment for UK inward investment.

As part of Citi, CGML engages with policymakers both directly and as part of industry efforts, as a member of a number of financial services trade associations. As part of Citi, CGML complies with relevant transparency requirements, at both the European Union and various individual country level. Details of Citi's entry in the EU's Transparency Register can be found at: https://ec.europa.eu/transparencyregister/public/consultation/displaylobbyist.do?id=00353757573-57. Citi is also registered with the Scottish Parliament's Lobbying Register, details of which can be found here: https://www.lobbying.scot/SPS/InformationReturn/SearchInformationReturnDetail/45190 .

2. CGML Corporate Governance Report and Principal Risks (continued)

Principle 6 – Stakeholder *(continued)*

Citi provides a summary of certain trade and business associations that it is a member of, and how Citi has engaged with them on climate-related issues on page 30 of its 2023 Climate Report which is available here: https://www.citigroup.com/rcs/citigpa/storage/public/2023-Citi-Climate-Report.pdf.

Decision making in action

When making decisions, the Board considers inputs from Executive Management and support functions, and provides challenge and oversight. Examples include the approval of annual reports such as the Internal Capital Adequacy Assessment Process ("ICAAP") and the Internal Liquidity Adequacy Assessment Process ("ILAAP"), as well as the issuance of 1 billion shares to the company's parent, Citigroup Global Markets Holding Bahamas Limited, ("CGMHBL").

3. Financial Highlights

Key Financial Performance Metrics

	2023	**2022**
Operating Efficiency *(operating expense as a percentage of gross profit)*	94.2%	91.0%
Return on Assets *(Profit after taxation as a proportion of total assets)*	0.04%	0.06%
Return on Tangible Common Equity (TCE) *(Profit after taxation as a proportion of Tangible Common Equity)*	0.8%	1.2%
Return on Tier 1 Capital *(Profit after taxation as a proportion of Tier 1 capital)*	0.6%	1.0%

The decline in performance in 2023 was largely as a result of an increase in expenses, partially offset by improved revenues largely on account of higher interest rates. The increase in expenses were driven by one off expenses incurred in the year in addition to higher compensation and benefits owing to an increase in headcount. Return metrics are additionally impacted by the issuance of 1 billion shares at $1 each, increasing the denominator.

3.1 Income Statement Summary

	2023 $ Million	**2022 $ Million**
Commission income and fees	668	894
Net dealing income	3,169	3,253
Interest receivable	2,190	949
Interest payable	(2,202)	(1,472)
Gross profit	**3,825**	**3,624**
Operating expenses	(3,604)	(3,298)
Other income and expenses	(1)	17
Operating profit on ordinary activities before taxation	**220**	**343**
Tax on profits on ordinary activities	(30)	(65)
Profit after taxation for the financial year	**190**	**278**

3. Financial Highlights (continued)

Gross Profit

Gross profit increased by $201 million, a 6% increase on 2022. The increase is largely as a result of increasing interest rates in response to rising inflation. The Company benefits from a positive spread of interest on high quality liquid assets ("HQLA") compared to the cost of funding, in particular owing to funding provided through Tier 1 Capital.

Commission income and fees

Commission income and fees result from the Investment Banking business, from Equity Cash activity and from inter-company fees which are calculated on an arm's length basis. Commission income and fees decreased $(226) million as geo-political uncertainty and a higher interest rate environment has lead to a significant decline in the overall wallet.

Net Dealing Income

The foremost contributors to net dealing income were the Fixed Income and Equities businesses. Net dealing income declined by $(84) million mainly on account of a decline in market activity compared to prior year, in particular in the power and gas markets.

Interest Receivable and Payable

Interest receivable and payable mainly reflects income and expense from collateralised financing transactions measured at amortised cost. It also includes amounts paid relating to inter-company funding and subordinated debt. Interest receivable and payable continued to increase over the course of 2023 as a result of increasing interest rates in response to rising inflation.

Operating Expenses

Operating expenses were $3,604 million, an increase of $306 million compared to 2022, with the largest costs relating to compensation and benefits of $1,770 million (2022: $1,692 million). The increase in compensation and benefits was largely driven by increased headcount and as a result of the steps taken under the reorganisation. Additional increases in operating expenses included the recognition of one off litigation provisions and intercompany service charges, in particular in relation to the group's transformation efforts.

3.2 Balance Sheet

	31 December 2023	**Restated 31 December 2022**
	$ Million	**$ Million**
Total Assets	505,669	480,263
Total Liabilities	476,280	451,543
Shareholders' funds	29,389	28,720

CGML's assets consist primarily of collateralised financing transactions, derivatives and trading inventory. Collateralised financing transactions include reverse repos and stock borrows; derivatives encompass interest rate, credit, equity and commodity derivatives; whilst bonds and equities form the largest categories of trading inventory. The Company's liabilities predominantly comprise collateralised financing transactions, derivatives and securities sold not yet purchased. The increase in assets and liabilities in 2023 was mainly driven by an increase in activity in secured financing, particularly on the Fixed Income Finance desk.

Note that during the year, the Company implemented a change in accounting policy relating to its client cleared derivative margin. The prior year comparative has been adjusted to reflect this change retrospectively.

3. Financial Highlights (continued)

3.2 Balance Sheet (continued)

Shareholders' funds were $29,389 million (31 December 2022: $28,720 million) which represented an increase of $669 million. During the year, the Company issued 1 billion shares at $1 each to its immediate parent, Citigroup Global Markets Holdings Bahamas Limited. The share issuance was in order to support its investment in its European subsidiary, Citigroup Global Markets Europe AG. Remaining movements in CGML's Shareholders' funds are mainly generated by total comprehensive income for the year, less coupon payments for Additional Tier 1 (AT1) Notes.

More detailed information about the composition of CGML's balance sheet, including analyses of its derivative and inventory holdings, can be found in the Balance Sheet and the Notes to the Accounts, in particular Note 15 'Financial assets and liabilities accounting classification and fair values', Note 14: 'Financial assets at fair value through profit or loss', and Note 13 'Derivatives'.

3.3 Regulatory Capital

CGML's regulatory capital position is summarised below.

	2023	**2022**
	$ Million	**$ Million**
Capital resources		
Tier 1 capital	29,266	28,314
Tier 2 capital	2,493	2,600
Deductions	(4,507)	(3,566)
Total	**27,252**	**27,348**
Capital requirements (Pillar 1)		
Market risk	3,384	3,558
Credit risk	6,171	5,702
Operational risk	1,845	1,754
Large Exposures risk	903	424
Credit Valuation Adjustment (CVA) risk	365	456
Total	**12,668**	**11,894**
Excess capital over Pillar 1	**14,584**	**15,454**

Tier 1 capital encompasses tangible shareholders' funds. Tier 2 capital comprises long-term subordinated debt that is eligible for inclusion as capital. Deductions from capital include adjustments for the value of the defined benefit pension scheme, intangible assets and additional valuation adjustments.

Pillar 1 prescribes the minimum capital requirements for banks and investment firms under the Basel Capital Accord and the EU Capital Requirements Directive and Regulation. Following the UK's departure from the EU, the UK has on-shored certain parts of the Capital Requirements Regulation ("CRR II") and CRD V and has published rules to implement elements of CRR II in the UK which came into effect on 1 January 2022. In addition to Pillar 1 requirements, the PRA mandates a set of Pillar 2 regulatory capital standards which CGML is required to meet in its Individual Capital Guidance and certain additional capital buffers.

CGML remained in excess of its minimum regulatory capital requirements throughout the year, with management actively monitoring CGML's capital position on a daily basis.

3. Financial Highlights (continued)

3.4 External Environment

Following the continued rebound in the UK Gross Domestic Product ("GDP") throughout 2022, 2023 had a much weaker economic growth.of 0.1%. Lower inflation at the end of the year has brought the UK back in line with international peers. Twelve-month CPI inflation fell to 4.0% in December 2023 from 10.1% in January, indicating the continuos interest rate hikes done by the Bank of England ("BoE") throughout the year to combat inflation are being effective. Interest rates went from 3.5% at the start of the year reaching its peak at the current level of 5.25% after BoE's August meeting. After maintaining interest rates in the three last meetings of 2023, the BoE is expected to start the cutting cycle in a window between the second and third quarter of 2024.

4. 2024 Future Outlook

The Company will closely continue to identify, monitor and manage key emerging risks to its strategy or growth plan, while continuing to support Citi's reorganisation efforts announced in the third quarter.

The Company has a stable business model that has proven its performance and resilience through recent periods of stress and places it in a strong and sustainable position to benefit from opportunities for future growth. The Company plans to continue to grow its businesses offsetting the planned reduction in the European Government bonds portfolio over the coming years.

The external regulatory environment continues to evolve, notably for CGML this includes revisions to the Capital and Liquidity frameworks. The Company continues to assess the implications of Capital Requirements Regulation III ("CRR III") which will come into effect in 2025.

5. Climate Risk and Opportunities

This non-financial and sustainability information statement (“statement”) summarises CGML's approach to incorporating climate risk and opportunity identification, and management, into its overall business strategy and opportunities.

CGML is a subsidiary of Citigroup Inc (“Citi”) which produces a group-wide "Climate Report" based on the Taskforce on Climate-related Financial Disclosures ("TCFD") recommendations. This statement should be read in conjunction with Citi’s Climate Report, which is linked to on page 11, for the purposes of providing additional information on the implementation of the TCFD recommendations at the Citi level.

As a subsidiary of Citi, CGML’s approach to climate-related risks and opportunities is based on Citi’s group-wide approach. As a broker-dealer, CGML’s views its portfolio as having limited climate risk exposure, compared to a typical banking entity’s portfolio due to CGML’s credit exposures being relatively short-term and focused on strong credit counterparties. However, processes, and frameworks for measurement of climate risk in trading book portfolio, are still developing.

5.1. Governance

Group governance

At ultimate-parent company level, Citi’s board of directors (the “Citi Board”) provides oversight of Environmental, Social and Governance (“ESG”) priorities, including for climate, and four Board-level committees also have direct oversight responsibility for specific ESG-related activities, which are delegated based on each such committee’s responsibility and expertise as set forth in their charters. The Risk Management Committee reviews Citi’s risk appetite framework, including reputation risk appetite, and reviews key risk policies, including those focused on environmental, social and climate risk.

At Citi management level, Citi has established a global Climate Risk Working Group with members from various areas across the bank including the first and second lines of defense and support functions. A dedicated Climate Risk Management team, part of Enterprise Risk Management, provides expertise and works to design and implement policies and processes.

5. Climate Risk and Opportunities (continued)

5.1. Governance (continued)

Group governance (continued)

Citi has also established a senior-level Climate Risk Steering Group to assure connectivity and provide overall guidance and support to the Climate Risk Working Group.

Within Citi's businesses, product groups have also been adapting their organisational capabilities to support clients with their sustainable finance needs.

CGML governance

At CGML level;

- Climate-related risk has become increasingly embedded in CGML's board and committee discussions, including CGML's Risk and Audit Committees, as part of discussions relating to: risk management frameworks; scenario analysis; Internal Capital Adequacy Assessment Process risk assessment; new activity approval trends, and assurance activities.

- CGML is subject to the UK Senior Managers and Certification Regime, and responsibility for climate-related risk management has been allocated and split between the senior management function ("SMF") 4 (Chief Risk) and SMF 2 (Chief Finance):

    - The SMF 4 is responsible for identifying and managing the financial risks arising from climate change; and

    - The SMF 2 is responsible for monitoring the climate-rated financial exposures, where applicable, and for the production and integrity of climate-related disclosures, as reporting in the UK legal entity financial, where applicable.

- The CGML Board, and CGML senior management, receive regular updates on management's plans and progress towards developing and embedding climate risk capabilities into day-to-day risk management processes; and

- CGML also continues to build skills and expertise in climate risk - in this respect, a foundational online module on climate risk is available to all UK employees.

UK Executive Committee, UK Risk Management Committee and UK Climate Risk Working Group –

- The UK Executive Committee ("UK ExCo") is the principal governance forum providing ultimate oversight of all risks on CGML.

- The UK ExCo acts as the principal executive legal entity governance committee responsible for all activities and risk types for the UK legal entities. At the executive level in the UK, the Climate Risk Working Group ("CRWG") brings together representatives from various areas involved in climate-related work and combines first and second lines of defence oversight of all financial risks for UK legal entities. The CRWG leads on climate-related risk requirements for Citi's UK legal entities, including CGML, and reports to the UK Risk Management Committee ("UK RMC") and brings escalations to the UK ExCo.

- The CRWG is chaired by the UK Chief Administration Officer (first line of defence), and the UK Chief Risk Officer ("CRO") attends the UK CRWG and is also a voting member of the UK RMC.

5. Climate Risk and Opportunities (continued)

5.2. Strategy

Citi recognises the impact that climate risk drivers can have on several of our key risk categories. Such risks can manifest themselves differently across our risk categories in the short, medium, and long term and may be either physical or transition-related climate impacts. These risk are further explained in the 2023 Citi Climate Report on page 38-40. CGML is in the process of reviewing climate-related risks, taking into account the specificities of CGML's business model.

The low-carbon transition presents new challenges and unique opportunities which we are embracing across Citi.

Citi has identified an important area of opportunity for our business and our clients as the global economy shifts over time toward a low-emissions energy mix. The transition process is not expected to be linear and global success will depend on maintaining energy security, increasing resiliency and sustaining economic opportunity around the world. As clients seek to both develop and take advantage of these opportunities, Citi aims to be there to support their transition.

Group strategy

At ultimate-parent company level, Citi has a group-wide commitment to achieving net zero greenhouse gas ("GHG") emissions for operational emissions by 2030 and for our financing by 2050. Citi's initial steps toward its Net Zero goal have focused on its banking activities, setting interim targets for financed emissions from our lending portfolios in six key sectors. Citi also continues to make progress toward meeting its commitment to financing and facilitating $1 trillion in sustainable finance by 2030.

Citi supports clients in their low-carbon transition efforts through a number of teams including Industrials, Natural Resources, Sustainability and Corporate Transitions, Sustainable Debt Capital Markets and Loans, Global Markets ESG and Carbon Credit Trading.

CGML strategy

CGML's approach to climate-related opportunities and risks reflects the overall business strategy for CGML. In Investment Banking, Citi continues to work with our clients across a range of sectors, finding opportunities to engage in pursuing the development and growth of clean energy technologies.

In Markets, the majority of CGML's trading activities are not in scope for Citi's interim Net Zero targets. Citi is committed to supporting its clients with the challenges and opportunities, presented by the transition to low-carbon economy. CGML plays a critical role in providing market-making and execution services to enable our clients to achieve their objectives. Opportunities range from providing energy transition risk management and offering solutions for institutional investors that help to decarbonise their portfolios, to helping corporates hedge their exposures and reach net zero targets.

In 2020, Markets established a centralised Environment, Social and Governance ("ESG") team to support sales and trading teams in the identification, and execution, of opportunities across Markets products and asset classes. These opportunities have been embraced by teams across CGML Markets as part of their ongoing engagement with clients, given they are best placed to identify how ESG, sustainability and climate risks and opportunities manifest within their products and across asset classes, including CGML offerings.

The Markets ESG team also provides cross-sector expertise to help accelerate the integration of ESG into 'business-as usual' and to serve clients more effectively when it comes to their ESG and sustainability objectives. One of the team's aims is to speed up the innovation to support our clients' transition to a low carbon economy and drive the development of sustainable and ESG solutions and products. The Markets ESG team also aim to ensure that the Markets business has a full set of monetisable products and capabilities, as shaped by insight on client needs and addressable wallet.

CGML business strategy is sufficiently resilient to the climate risks explored, as part of the 2023 internal climate analysis.

5. Climate Risk and Opportunities (continued)

5.3. Risk Management

Group risk management

Citi continues to integrate climate-related matters into the overarching risk management framework and processes and collects and analyses relevant data to support this effort. Tools to identify, assess and manage climate risk and scenario analysis capabilities continue to be developed and enhanced.

Citi's approach to managing climate risk is detailed in the Climate Risk Management Framework ("CRMF"). The CRMF;

- is designed to promote a globally consistent approach to managing climate risk across Citi.
- details the governance, roles and responsibilities and principles to support the identification, measurement, monitoring, controlling and reporting of climate risks.
- will evolve over time to reflect new tools and processes as well as industry standards and best practices in climate risk management.

CGML risk management

CGML adopts Citi's CRMF and documents the legal entity related governance and roles and responsibilities in the CGML Risk Management Framework. CGML has also incorporated climate risk considerations within its board-approved risk appetite statements and continues to review CGML's risk appetite for further enhancements, including key risk indicators or metrics, as risk identification and assessment methodologies mature. Consistent with Citi, CGML views climate risk as a cross-cutting risk which can manifest in each of the risk categories within the Citi risk taxonomy.

Citi Risk Identification and Understanding Risk Exposure

Citi continues to enhance its focus on climate risk, including embedding these considerations into Citi's overarching risk management approach.

CGML continues work to integrate the tools and capabilities developed at the Citi level to identify, understand, and assess climate risk. This includes establishing a heatmap framework for Citi corporate portfolios to deepen the understanding of the sectors or areas of business that are most sensitive to climate risk

Citi Climate Risk Assessments

To help Citi understand the climate risk profiles of our individual corporate clients, a tool called the Climate Risk Assessment and Scorecard ("CRAS") has been developed. CRAS is being embedded as a part of the underwriting process with an initial focus on clients in the sectors deemed most vulnerable according to the Citi Internal heatmap. Whilst a global initiative, this covers several CGML clients across climate-vulnerable sectors.

The CRAS is designed to identify the most material climate risks clients face and better understand the client's plans in place for adaptation and mitigation of those risks, using both quantitative and qualitative inputs. The tool assesses clients' vulnerability to climate risk, the feasibility of their plans to transition to a low-carbon environment and the quality of their governance and disclosure. The CRAS relies on information disclosed by clients, either publicly or privately, as well as output from third-party tools, our own sector heatmaps and certain climate risk metrics.

5. Climate Risk and Opportunities (continued)

5.3. Risk Management (continued)

Scenario analysis and stress testing

Citi uses climate risk scenario analysis, including stress testing, to assess the potential impact of climate-related risk drivers on Citi's risk profile across a range of plausible climate-related pathways. The associated effects of climate change are expected to feed through the economy via two principal channels - transition and physical risks - which are both characterised by deep uncertainty and non-linearity:

- *Transition risks* arise from the process of adjusting toward a low-carbon economy and encompass policy and legal changes, technological changes, and shifting consumer/market sentiment and societal preferences, and

- *Physical risks* arise through "acute" weather-related events such as heatwaves, floods, wildfire and storms as well as "chronic" or long-term shifts in climate patterns, such as rising sea levels, precipitation change, increasing mean temperature and extreme weather variability.

Foundational data, scenario and modelling capabilities have been developed and continue to be enhanced at the Citi level.

CGML leverages Citi's group capabilities to conduct climate risk scenario analysis to understand the potential impact of climate-related risk drivers on its own risk profile and portfolio. In 2023, CGML conducted an internal climate risk stress test based on the Citi enterprise-wide internal climate stress test scenario, which is anchored on climate reference scenarios from the Network for Greening the Financial System. The scenario represents a disorderly climate transition, in which emissions must be reduced rapidly with a sharp carbon price increase.

Future capability enhancements will focus on enhancing climate risk identification to inform more tailored scenario narratives for CGML.

5.4. Metrics and Targets

Citi monitors and reports metrics related to its strategic goals such as its net zero commitment and $1 trillion sustainable finance goal at parent company level.

A breakdown of Citi's sustainable finance goal by business line can be found in Citi's ESG report. This is reported at the parent company level and is not reported at legal entity level. Citi's net zero 2030 interim targets relate to its corporate banking book. Since this is not CGML's core business, these metrics are not monitored at the CGML level.

The potential impact of climate-related risk on CGML exposures is measured and monitored using existing "business as usual" metrics and methodologies. CGML has not established specific climate risk Key Risk Indicators (KRIs), with limits and thresholds, however, CGML is monitoring its climate risk exposure as the climate-related risk reporting was initiated during 2023.

As the financial industry broadens and deepens its understanding of climate-related risks and opportunities, CGML will continue to develop its approach and processes to better identify, measure and manage climate-related financial risk. This will include further consideration of trading book exposures in 2024.

Metrics relating to CGML's operational emission can be found in the Streamlined Energy and Carbon Reporting ("SECR") section in the Directors' report on page 24.

5. Climate Risk and Opportunities (continued)

5.5. Forward-Looking Statements Disclaimer

The disclosures included in this statement are being provided in an effort to align with the section 414CA of the Companies Act 2006. Approaches to the disclosures included in this statement may differ in certain significant ways from those included in other required disclosures, including those mandated by U.S. Securities and Exchange Commission ("SEC") rules and regulations.

Certain statements herein are "forward-looking statements," including, but not limited to, those statements regarding operational and financed net-zero targets, sustainable and transition finance goals, and related goals, commitments, strategies and plans. In addition, forward-looking statements may be made in other publicly available documents, and management may make forward-looking statements orally to analysts, investors, representatives of the media and others. Generally, forward-looking statements are not based on historical facts, but instead represent our and management's current beliefs regarding future events. Such statements may be identified by words such as "believe", "expect", "anticipate", "intend", "aim", "estimate", "continue", "project", "may increase", "may fluctuate", "target", "illustrative", "plans" and similar expressions or future or conditional verbs such as "will", "should", "would", "may" or "could". However, any statement that is not a statement of historical fact, regardless of whether it uses any of the foregoing words, is a forward-looking statement.

Forward-looking statements are based on management's current expectations and are subject to risks, uncertainties, changes in circumstances and assumptions that are difficult to predict and are often beyond our control and inherently uncertain. These statements are not guarantees of future results, occurrences, performance or condition, and actual results may differ materially from those included in this statement. Moreover, many of the forward-looking statements included in this statement are based on assumptions, standards, metrics, measurements, methodologies, data and internal frameworks believed to be reasonable at the time of preparation but should not be considered guarantees. In particular, assumptions, standards, metrics, methodologies and frameworks for measurement, reporting and analysis of climate change continue to evolve, vary across jurisdictions and regulatory bodies and are the subject of proposed regulatory changes in multiple jurisdictions, which may have a material impact on our future measurement and reporting, as well as the results of the efforts set forth in this statement. Furthermore, our ability to measure many of these goals is dependent on data expected to be measured, tracked and provided by our clients and other stakeholders; as a result, our ability to measure progress and meet our targets is subject to the quality and availability of such data, as discussed in this report. Given the inherent uncertainty of the estimates, assumptions and timelines contained in this statement, we may not be able to anticipate whether or the degree to which we will be able to meet our plans, targets, goals or commitments in advance. Further, Citi and CGML have not, and do not intend to, independently verify third-party data. Actual results, performance or outcomes may differ materially from those expressed in or implied by any of these forward-looking statements due to a variety of factors, including, among others, global socio-demographic and economic trends, geopolitical challenges and uncertainties, financial results, energy prices, consumer and client behaviour, technological innovations, climate-related conditions and weather events, pandemics, legislative and regulatory changes, the outcome of current and future legal proceedings and regulatory investigations, public policies, engagement with clients, suppliers, investors, government officials and other stakeholders, our ability to gather and verify data regarding environmental impacts, our ability to successfully implement various initiatives throughout the Company under expected time frames, the compliance of various third parties with our policies and procedures and legal requirements and other unforeseen events or conditions. You should not place undue reliance on any forward-looking statement. Other factors that could cause actual results, performance or outcomes to differ materially from those described in forward-looking statements can be found in this statement, in Citi's filings with the SEC and other disclosures available on our corporate website at www.citigroup.com.

5. Climate Risk and Opportunities (continued)

5.5. Forward-Looking Statements Disclaimer (continued)

This statement may contain statements based on hypothetical scenarios and assumptions, which may not occur or differ significantly from actual events, and these statements should not necessarily be viewed as being representative of current or actual risk or forecasts of expected risk. This statement may consider disclosure recommendations and broader definitions of materiality used by certain voluntary external frameworks and reporting guidelines that differ from mandatory reporting, including under U.S. federal securities laws and regulations. Information within this statement may therefore be presented from a different perspective and in more detail than our other mandatory reporting. Thus, while certain matters discussed in this report may be significant, any significance should not be read as necessarily rising to the level of materiality used for the purposes of complying with the U.S. federal securities laws and regulations, even if we use the word "material" or "materiality" in this statement.

Any discussion of forward-looking statements in this statement is not an indication that the subject or information is material to Citi for U.S. federal securities laws and regulations reporting purposes. Any forward-looking statement speaks only as of the date originally made and is based on management's then-current expectations, and we do not undertake to update any forward-looking statement to reflect the impact of circumstances or events that arise after any forward-looking statement was made.

By order of the Board

T Lee
Director and Chief Executive Officer

25 April 2024

Incorporated in England and Wales
Registered office: Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB
Registered Number: 01763297

DIRECTORS' REPORT

for the year ended 31 December 2023

The Directors present their Report and the audited financial statements of CGML for the year ended 31 December 2023.

Going concern basis

The financial statements are prepared on a going concern basis taking into account CGML's existing capital and liquidity resources. The Directors acknowledge the risk that extreme circumstances might adversely impact CGML's ability to continue trading and are satisfied that CGML has the resources to continue in business for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions. As CGML is part of the Citigroup, the risks that apply to the parent also apply to all subsidiaries within the group including CGML. The risk factors impacting Citigroup Inc. are described in its 2023 annual report on form 10-K, which can be found at http://www.citigroup.com/citi/investor/sec.htm.

The Directors have reviewed the capital, liquidity and financial position of the Company including future capital, liquidity and financial plans covering a period of at least 12 months from the date of approval of these financial statements.

To assess any potential impact on the Company, the Directors reassessed the components of capital, liquidity and the financial position of the Company and have concluded that the going concern basis is still appropriate. The assessment was completed with reference to CGML's continued stress testing processes within its Internal Capital Adequacy Assessment Process (ICAAP) and Internal Liquidity Adequacy Assessment Process (ILAAP).

Based on the above assessment, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore, have prepared the financial statements on a going concern basis. In addition, Citigroup Inc. continues to provide confirmation that it will provide sufficient funding to the Company to ensure that it maintains a sound financial situation and is in a position to meet its debt obligations for the foreseeable future.

Further information relevant to this assessment is provided in the following sections of these financial statements:

- the principal activities, strategic direction and challenges and uncertainties are described in the Strategic Report on pages 1 to 20;
- a financial summary, including the income statement and statement of financial position, is provided in the financial results section on pages 31 to 35; and
- objectives, policies and processes for managing market, liquidity, credit and operational risk, and CGML's approach to capital management and allocation, are described in Note 29 'Financial instruments and risk management', starting on page 92.

Dividends

During the year CGML paid no dividends on its ordinary shares (2022: $nil).

Information included in the Strategic Report

CGML has elected to include information on financial risk management as per Schedule 7.6(1)(a) & (b) of the "Large and Medium-sized Companies and Groups Regulations 2008" in the Strategic Report as the Directors consider financial risk management to be of strategic importance to CGML. Further details about financial risk management are provided in Note 29 'Financial instruments and risk management.'

For the year ended 31 December 2023, the Company has applied the Wates Corporate Governance Principles for Large Private Companies (the Principles) (as published by the Financial Reporting Council in December 2018 and which are available on its website). Our corporate governance report, describing how CGML has applied the provisions of the Principles over the past year is presented in the Strategic Report in section 2. CGML Corporate Governance Report and Principal Risks, including employee engagement disclosure under the Section 172(1) Statement.

Information included in the Strategic Report (continued)

The Strategic Report also incorporates a discussion of likely future business developments, while important events affecting the Company since the end of the financial year are described in Note 35 ‘Events after the reporting period’. A summary of the Company’s overseas branches and subsidiaries can be found in the Introduction to the Strategic Report.

Statement of directors’ responsibilities in respect of the Strategic Report, the Directors’ Report and the financial statements

The Directors are responsible for preparing the Annual Report, the Strategic Report, the Directors’ Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, they have elected to prepare the financial statements in accordance with UK-adopted international accounting standards and applicable law.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company’s transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on Citi's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' REPORT

for the year ended 31 December 2023

Directors

The Directors who held office during the year ended 31 December 2023 and since year end were:

Non-Executive
S J Clark
W M N Fall
J P Moulds
P Henry (resigned on 31 December, 2023)
I Plunkett
C von Koskull (appointed 2 June, 2023)

Executive
J D K Bardrick (resigned on 12 January, 2024)
D Jain (resigned on 14 February, 2024)
T Lee (appointed 16 October, 2023)
Z V Wimborne (resignation date to be confirmed)
F Tobias Marin (resigned on 25 March, 2024)
A Raja
E Ducsai (appointed 14 June, 2023)
M Sen-Gosain (appointment date pending approval)
G Westgarth (appointed 26 March, 2024)

Directors' indemnity

Throughout the year and at the date of this report the Company is party to a group-wide indemnity policy which benefits all of its current Directors and is a qualifying third party indemnity provision for the purpose of section 236 of the Companies Act 2006.

Employment of disabled people

CGML is committed to a policy of recruitment and promotion on the basis of aptitude and skill without discrimination of any kind. Applications for employment by disabled persons are fully and fairly considered having regard to the aptitudes and skill of each applicant. Efforts are made to enable any employees who become disabled during employment to continue their careers within CGML. Training, career development and promotion of disabled persons are equitable and inclusive.

Political contributions

The Company made no political contributions or incurred any political expenditure during the year (2022: $nil).

Sustainable Operations at CGML

CGML, as part of Citigroup Inc., has been measuring its environmental footprint for two decades and began reporting on its direct operational impacts in 2002. In 2023, Citi maintained its progress to reduce its carbon footprint by continuing to use 100% renewable electricity across its facilities globally and we will continue to work to identify and implement opportunities to reduce our carbon footprint in all Citi's portfolio. In 2023, we started the refurbishment of our EMEA HQ in Canary Wharf, London. By choosing to refurbish rather than move to a new build, will avoid over 100,000 tonnes of carbon being emitted. Updating infrastructure and implementing efficiency measures will also minimise electricity consumption and reduce water consumption by 20%. Other decisions such as reusing materials, a fully electric infrastructure and the installation of solar panels, will mean the building will emit zero carbon in normal operation and make the building consistent with Citi's commitment to reach net zero in its own operations by 2030. The project is targeting LEED, BREEAM and WELL certifications.

Sustainable Operations at CGML (continued)

To build on its existing success and reduce its operational footprint further, Citi is committed to the following goals for increasing its energy efficiency and reducing GHG emissions by 2025, from a 2010 baseline:

- a 45% reduction in location-based GHG emissions (CO2e);
- a 40% reduction in energy consumption and maintain 100% renewable electricity sourcing; and
- certifying 40% of floor area to be LEED, WELL or equivalent standard, with a focus on Citi owned building to operate at the highest level of sustainability.

In addition to these 2025 reduction targets, in March 2021 Citi announced its commitment to net zero emissions for its global operations by 2030, which will include Scope 1 and 2 emissions. At this time, we're evaluating our emissions inventory among all Scope 3 categories to determine which are material and which we will have ability to influence. This exercise will determine the areas of our supply chain that may be included in our net zero operations emissions target.

Citi reports Scope 1, Scope 2 and Scope 3 Business Travel GHG emissions in both its Environmental Impact Report and its CDP response. Citi's global energy consumption and GHG emissions can be found in the annual Environmental, Social and Governance Report. Citi's GHG emissions and environmental data are verified and assured by SGS, a leading third-party inspection, verification, testing and certification company.

Streamlined Energy and Carbon Reporting

The following tables present CGML's estimated energy consumption, greenhouse gas emissions and chosen intensity metrics for its UK-based operations for the past three financial years:

Energy Consumption	**2021**	**2022**	**2023**
Energy (MWh)	51,305	72,727	53,329

GHG Emissions

Scope	**Source**	**Unit**	**2021**	**2022**	**2023**
1	Direct	tCO2e	4,463	3,463	3,272
2	Indirect – Location-based	tCO2e	5,735	6,328	6,246
	Indirect – Market-based	tCO2e	—	—	—
3	Commercial air & rail travel	tCO2e	638	5,275	1,369
	Employee expensed car mileage	tCO2e	—	2	
Total	**Scope 1, 2 (location) & Scope 3 Business Travel**	**tCO2e**	**10,837**	**15,069**	**10,887**
	Scope 1, 2 (market) & Scope 3 Business Travel	**tCO2e**	**5,102**	**8,741**	**4,641**

Intensity Ratio*	**2021**	**2022**	**2023**
tCO2e/Sq. Ft**	0.027	0.022	0.022
tCO2e/FTE	2.816	2.349	2.105

* these intensity metrics have been calculated using Scope 1 & 2 (location) emissions

** calculated using Citi's total Scope 1 & 2 carbon footprint from the group's UK portfolio

CGML's emissions are calculated in line with the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard (revised edition). The boundaries of the GHG inventory are defined using the operational control approach and cover the emissions the Company is responsible for across Scope 1, 2 and Scope 3 business travel. The emissions are calculated using the emissions factors for 2021, 2022 and 2023 published by the Department for Business, Energy & Industrial Strategy.

Sustainable Operations at Citigroup Global Markets Limited (continued)

Streamlined Energy and Carbon Reporting *(continued)*

Citi gathers data from its operations on an ongoing basis, with primary evidence sourced from office managers and technical team. Where Citi pay for occupancy via service charge and the share of consumption is not known, consumption is calculated by benchmarking the energy/square foot against our global portfolio. As multiple Citi-owned subsidiaries occupy the same office spaces and make use of data centres, the figures presented have been calculated using the Company's UK headcount pro-rata to the Citi UK headcount. Citi purchase 100% renewable electricity in the UK through green tariffs for electricity directly purchased. Where electricity is obtained in leased properties from landlords, guarantee of origin certificates are purchased for the equivalent amount used.

In 2023, there was a significant reduction for non-essential flights due to an internal travel reduction policy which reduces 74% of scope 3 commercial air and rail emissions against to 2022. Regarding Scope 2 emissions, there was a 14% reduction in energy consumption due to the renovation project of EMEA HQ in Canary Wharf, London, that started in June 2023 when the site was vacated.

Energy efficiency in action

The main sources of CGML's operations are from the running of data centres, offices and business travel of employees travelling for work. Whether undertaking new construction or renovating existing buildings, Citi prioritise efficiency and sustainability to minimise the environmental impact of its facilities. The below highlights the energy efficiency actions that were undertaken in 2023.

In the Citigroup Centre (CGC) 1 and Citigroup Centre (CGC) 2 buildings:

- Reduction in Citi employees and tenants in CGC 2 has led to energy services being isolated guaranteeing that empty floors weren't kept live, apart from emergency circuits.
- In CGC 1 the use of HVO – Hydrogenated Vegetable Oil was added in the second quarter as a top-up of 15,000L into the bulk Diesel tanks to be used by the emergency generators. As the mix of HVO and Diesel is used subsequent supplies will be of HVO until the totality of the storage capacity is used. A pilot of high efficiency direct drive motors was initiated at the end of the fourth quarter with results to be finalized in the first to second quarter of following year.

In the Riverdale Data Centre:

- The temperature monitoring system in the data halls along with the updated CRAH units were calibrated throughout the year to guarantee optimal operation; adjustments indicated by the temperature monitoring system are to be implemented in a sequential manner and improvements/efficiencies to be captured.
- After the pilot with HVO in the standby generators, one of the 2 bulk tank was filled with HVO and the second on had a top-up of 36,000L in the fourth quarter. Moving forward only HVO will be supplied until the totality of the storage capacity is used.

In the Belfast Gateway office;

- From the Net zero carbon audit performed, the following operational improvements were completed:
    - Adjusted the percentage of oxygen in the air mixture on the gas boilers, reducing fuel wastage;
    - Disconnected unnecessary lighting in the main lobby; and
    - Switched on the heat-wheel on the AHUs (requirement from Covid air quality guidelines).

Events after the reporting period

At the date on which these financial statements were approved, there were no other significant events affecting the Company since the year end.

CITIGROUP GLOBAL MARKETS LIMITED

DIRECTORS' REPORT

for the year ended 31 December 2023

Disclosure of information to auditors

In accordance with section 418 of the Companies Act 2006 and subject to all the provisions of section 418, the Directors who held office at the date of approval of this Directors' Report confirm that:

- so far as each is aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- each Director has taken all the steps that he/ she ought to have taken as a Director to make himself/ herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Auditors

In accordance with Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed a KPMG LLP will therefore continue in office.

By order of the Board.

J P Moulds
Chair and Non-Executive Director

25 April 2024

Incorporated in England and Wales
Registered office: Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB
Registered Number: 01763297

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITIGROUP GLOBAL MARKETS LIMITED

Opinion

We have audited the financial statements of Citigroup Global Markets Limited ("the Company") for the year ended 31 December 2023 which comprise the Income Statement, Statement of Comprehensive Income, Statement of Changes in Equity, Balance Sheet, Statement of Cash Flows, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Additional opinion in relation to EU-adopted IFRS

As explained in note 1 to the financial statements, the Company, in addition to complying with its legal obligation to apply UK-adopted international accounting standards, has also applied International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("EU-adopted IFRS").

In our opinion the financial statements have been properly prepared in accordance with EU-adopted IFRS.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to other entities of public interest. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We used our knowledge of the Company, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Company's available financial resources over this period were:

- the availability of funding and liquidity in the event of market wide and idiosyncratic stresses;
- the impact on regulatory capital requirements in the event of an increase in financial instrument price volatility or risk due to market-wide stress; and
- the impact of the geopolitical tensions due to market-wide stress.

We considered whether these risks could plausibly affect the liquidity in the going concern period by assessing the Directors' sensitivities over the level of available financial resources indicated by the Company's financial forecasts taking account of severe, but plausible adverse effects that could arise from these risks individually and collectively.

Our procedures also included:

- Critically assessing assumptions in severe, but plausible scenarios relevant to liquidity and capital. We have also assessed whether forecasts of the income statement and balance sheet are internally consistent and are consistent with our knowledge of the Company and the sector in which it operates.

- Evaluating the achievability of the actions the Directors consider they would take to improve the position should the risks materialise, taking into account the extent to which the Directors can control the timing and outcome of these.
- Evaluating the intent, willingness, and ability of Citigroup Inc. ("the parent") to continue to provide support to the audited entity to the extent required for it to remain a going concern.

We considered whether the going concern disclosure in note 1(a) to the financial statements gives a full and accurate description of the Directors' assessment of going concern, including the identified risks and dependencies.

Based on this work, we conclude that:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors, the Audit Committee, Internal Audit and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board, Audit Committee and Risk Committee minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.
- Using our own forensic specialists to assist us in identifying fraud risks associated with journals.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that the Company's management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as hard to price financial instruments. On this audit we do not believe there is a fraud risk related to revenue recognition because income is automatically calculated by IT applications and there is limited opportunity for manual intervention which limits the opportunity for management to commit fraud through the manipulation of revenue.

We also identified a fraud risk related to existence and accuracy of unconfirmed derivatives and valuation of hard to price financial instruments in response to possible pressures to meet profit targets.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Company-wide fraud risk management controls

We performed procedures including:

- Identifying journal entries and other profit and loss adjustments based on risk criteria and comparing the identified entries to supporting documentation. These included criteria's such as posting date, journal descriptions and relevant accounts pairings.

- Assessing significant accounting estimates relating to valuation of hard to price financial instrument for bias.
- Incorporating an element of unpredictability in the selection of the nature, timing and extent of audit procedures to be performed, including:
  - increasing the extent of substantive procedures performed on significant accounts
  - selecting items for testing that have lower amounts or are otherwise outside customary selection parameters

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the Directors (as required by auditing standards), inspection of the Company's regulatory and legal correspondence and discussed with the Directors the policies and procedures regarding compliance with laws and regulations.

As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's license to operate. We identified the following areas as those most likely to have such an effect: regulatory capital and liquidity, money laundering, sanctions lists and financial crime, market abuse regulations, conduct issues, certain aspects of company legislation recognising the financial and regulated nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and Directors' report

The Directors are responsible for the Strategic report and the Directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic report and the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge.

Based solely on that work:

- we have not identified material misstatements in the Strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 21, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and the terms of our engagement by the Company. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report, and the further matters we are required to state to them in accordance with the terms agreed with the Company, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Richard Pinks (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London E14 5GL
25 April 2024

CITIGROUP GLOBAL MARKETS LIMITED

INCOME STATEMENT

for the year ended 31 December 2023

	Notes	2023 $ Million	2022 $ Million
Commission income and fees	**4**	668	894
Net dealing income	**6**	3,169	3,253
Interest receivable	**5**	2,190	949
Interest payable	**5**	(2,202)	(1,472)
Gross profit		3,825	3,624
Operating expenses	**7**	(3,604)	(3,298)
Impairment of investments in subsidiary	**20**	—	—
Net finance income on pension	**8**	15	10
Other income		(16)	7
Operating profit on ordinary activities before taxation		220	343
Tax on profits on ordinary activities	**11**	(30)	(65)
Profit after taxation for the financial year		190	278

The accompanying notes on pages 36 to 117 form an integral part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2023

	Notes	2023 $ Million	2022 $ Million
Profit after taxation for the financial year		190	278
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss:			
Gross (losses)/gains on remeasurement of defined benefit pension asset	**8**	(17)	(195)
Deferred tax benefit associated with remeasurement of pension asset	8	5	53
Deferred tax benefit associated with rate change on remeasurement of pension asset	8	—	29
(Loss)/gain on debt valuation adjustment (DVA) attributed to the change in credit risk		(168)	342
Deferred tax benefit/(charge) associated with (loss)/gain on DVA		46	(92)
Deferred tax benefit/(charge) associated with rate change on DVA		1	(13)
Total other comprehensive (expense)/income		(133)	124
Total comprehensive gain for the financial year		57	402

The net movement in the Statement of Comprehensive Income in respect of the pension scheme reflects changes in the actual and expected returns on scheme assets and liabilities and the related tax impact associated with the balance sheet valuation of the defined pension asset.

The accompanying notes on pages 36 to 117 form an integral part of these financial statements.

CITIGROUP GLOBAL MARKETS LIMITED

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2023

	Notes	Share Capital $ Million	Other equity instruments $ Million	Capital reserve $ Million	Equity reserve $ Million	Retained earnings $ Million	Total $ Million
At 1 January 2022		**19,999**	**4,300**	**—**	**1,261**	**2,959**	**28,519**
Profit after taxation for the year						278	278
Gross losses on remeasurement of defined benefit pension asset	**8**	—	—	—	—	(195)	(195)
Deferred tax benefit associated with remeasurement of pension asset	**8**	—	—	—	—	53	53
Deferred tax benefit associated with rate change on remeasurement of pension asset	**8**	—	—	—	—	29	29
Gain on debt valuation adjustment (DVA)		—	—	—	—	342	342
Deferred tax charge associated with gains on DVA	**22**	—	—	—	—	(92)	(92)
Deferred tax charge associated with rate change on DVA	**22**	—	—	—	—	(13)	(13)
Total other comprehensive income		—	—	—	—	124	124
Share based payment transactions	**9**	—	—	—	85	—	85
Deferred tax charge associated with share based payment transactions	**9**	—	—	—	(23)	—	(23)
Dividend on other equity instruments		—	—		—	(263)	(263)
At 31 December 2022		**19,999**	**4,300**	**—**	**1,323**	**3,098**	**28,720**
Profit after taxation for the year		—	—	—	—	190	190
Gross losses on remeasurement of defined benefit pension asset	**8**	—	—	—	—	(17)	(17)
Deferred tax benefit associated with remeasurement of pension asset	**8**	—	—	—	—	5	5
Deferred tax benefit associated with rate change on remeasurement of pension asset	**8**	—	—	—	—	—	—
Loss on debt valuation adjustment (DVA)		—	—	—	—	(168)	(168)
Deferred tax benefit associated with gains on DVA	**22**	—	—	—	—	46	46
Deferred tax benefit associated with rate change on DVA	**22**	—	—	—	—	1	1
Total other comprehensive expense		—	—	—	—	(133)	(133)
Share based payment transactions	**9**	—	—	—	(57)	—	(57)
Deferred tax benefit associated with share based payment transactions	**9**	—	—	—	16	—	16
Capital contribution	**28**	1,000	—	—	—	—	1,000
Dividend on other equity instruments		—	—	—	—	(347)	(347)
At 31 December 2023		**20,999**	**4,300**	**—**	**1,282**	**2,808**	**29,389**

The other equity instruments relate to Additional Tier 1 notes. Further information is included in Note 28 ‘Capital and reserves’. The equity reserve includes the fair value movement of the share based incentives issued, and other fair value movements captured in equity.

The accompanying notes on pages 36 to 117 form an integral part of these financial statements.

CITIGROUP GLOBAL MARKETS LIMITED

BALANCE SHEET

for the year ended 31 December 2023

	Notes	31 December 2023 $ Million	Restated 31 December 2022 $ Million
Assets			
Financial assets at amortised cost			
– cash at bank	**12**	7,546	7,076
– collateralised financing transactions	**15**	119,774	91,817
Financial assets mandatorily at fair value through profit or loss			
– derivatives	**13**	188,466	198,029
– inventory	**14**	53,168	57,500
– equity securities held for investment	**16**	138	122
Financial assets designated at fair value through profit or loss	**13**	99,575	80,372
Investments in subsidiary and related undertakings	**20**	5,330	4,330
Pension asset	**8**	326	305
Other assets	**18**	31,346	40,712
Total Assets		**505,669**	**480,263**
Liabilities and Equity			
Financial liabilities at amortised cost			
– bank loans and overdrafts	**15**	2,906	10,644
– collateralised financing transactions	**15**	107,836	62,240
Financial liabilities mandatorily at fair value through profit or loss			
– derivatives	**13**	187,015	198,789
– securities sold but not yet purchased	**15**	48,837	52,347
Financial liabilities designated at fair value through profit or loss	**15**	88,304	78,434
Other liabilities	**23**	30,282	37,989
Subordinated loans	**27**	11,100	11,100
Total Liabilities		**476,280**	**451,543**
Capital and reserves			
Called up share capital	**28**	20,999	19,999
Other equity instruments	**28**	4,300	4,300
Capital reserve	**28**	—	—
Retained earnings and other reserves		4,090	4,421
Shareholders' funds		**29,389**	**28,720**
Total Liabilities and Shareholders' Funds		**505,669**	**480,263**

The accompanying notes on pages 36 to 117 form an integral part of these financial statements.

The financial statements on pages 31 to 117 were approved by the Directors on 25 April 2024 and were signed on their behalf by:

G Westgarth
Director and Chief Financial Officer
Registered Number: 01763297

CITIGROUP GLOBAL MARKETS LIMITED

STATEMENT OF CASH FLOWS

for the year ended 31 December 2023

	Notes	2023 $ Million	2022 $ Million
Cash flows from operating activities:			
Profit before taxation		220	343
Adjustments for:			
Depreciation and amortisation	**7**	58	56
Provision charged and other movements during the year	**24**	155	47
(Income)/expense related to Pension	**8**	6	195
Net impairment charge/(release) on investment securities	**20**	—	—
Net impairment loss on loans and advances	**7**	6	13
Net loss/(gain) on other fair value items	**16**	(16)	(16)
Other non-cash movements including exchange rate movements		10	(6)
Net interest income	**5**	12	523
		451	1,155
Changes in:			
Financial assets at amortised cost		(27,964)	(14,968)
Financial assets mandatorily at fair value through profit or loss		13,894	(33,432)
Financial assets designated at fair value through profit or loss		(19,203)	1,329
Other assets		9,595	(24,013)
Financial liabilities at amortised cost		37,671	2,964
Financial liabilities mandatorily at fair value through profit or loss		(15,284)	23,277
Financial liabilities designated at fair value through profit or loss		9,870	9,046
Other liabilities		(6,929)	32,409
		2,101	(2,233)
Interest received		1,917	423
Interest paid		(3,153)	(814)
Income taxes paid		(141)	(65)
Net cash used in operating activities		**724**	**(2,689)**
Cash flows from investing activities			
Dividends received from investments		6	13
Acquisition of investment securities	**20**	(1,000)	(500)
Acquisition of intangible assets	**19**	(101)	(99)
Net cash used in investing activities		**(1,095)**	**(586)**
Cash flows from financing activities			
Issue of Additional Tier 1 capital	**28**	—	—
Capital contribution received from parent	**28**	1,000	—
Proceeds from issue of subordinated liabilities	**27**	—	2,500
Dividends paid on other equity instruments		(347)	(263)
Net cash from financing activities		**653**	**2,237**
Net increase in cash and cash equivalents		282	(1,038)
Cash at bank including bank overdrafts at 1 January		5,932	6,970
Cash at bank including bank overdrafts at 31 December		**6,214**	**5,932**

Under IAS 7, Bank overdrafts which are repayable on demand and which form an integral part of an entity's cash management are also included as a component of cash and cash equivalents in the Statement of Cash Flows.

1. Material accounting policies

(a) Basis of presentation

The financial statements of the Company have been prepared in accordance with UK-adopted international accounting standards, and International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("EU-adopted IFRS"). The financial statements have been prepared on a going concern basis and, in accordance with the Companies Act 2006 as applicable to CGML.

The financial statements have been prepared in US Dollars, which is the functional and presentational currency of the Company, and any reference to $ in these financial statements refers to US Dollars. The Company has rounded figures to the nearest million $, unless otherwise stated.

As permitted under section 401 of the Companies Act 2006, consolidated financial statements have not been prepared because the Company is a wholly owned subsidiary of the ultimate parent, Citigroup Inc., which prepares consolidated financial statements under United States Generally Accepted Accounting Principles (US GAAP). The Company meets the criteria for exemption from the obligation to prepare and deliver group accounts that is available to a company included in non-European Economic Area (EEA) group accounts of a larger group. These financial statements therefore present information about the Company as an individual undertaking and not about its group. Citigroup Inc. makes its financial statements available to the public on a quarterly basis.

As was reported in the ultimate parent company's (Citigroup's) Annual Report on SEC Form 10-K for the year ended 31 December 2023, various geopolitical, macroeconomic and regulatory challenges and uncertainties continue to adversely affect economic conditions in the U.S. and globally including, among others, continued elevated interest rates, elevated inflation, and economic and geopolitical challenges related to China, the Russia–Ukraine war and escalating conflicts in the Middle East. These and other factors have negatively impacted global economic growth rates and consumer sentiment and have resulted in a continued risk of recession in various regions and countries globally. In addition, these and other factors could adversely affect Citi's customers, clients, businesses, funding costs, cost of credit and overall results of operations and financial condition during 2024.

Going concern basis

To assess any potential impact on the Company, the Directors reassessed the components of capital, liquidity and the financial position of the Company and have concluded that the going concern basis is still appropriate. The reassessment was completed with reference to the stress testing processes within the ICAAP and ILAAP which demonstrated that CGML has sufficient capital and liquidity buffers to withstand the current market conditions. In this reassessment, the Directors considered severe but plausible downside scenarios, including stress tests aligned to the ICAAP for which the Company uses an internal model. The stress scenarios are considered to be at least as severe as the Bank of England's Scenario for banks and building societies not part of concurrent stress testing scenario. This analysis indicated that the Company would maintain capital and liquidity headroom throughout the period covered by the forecasts, even in plausible downside scenarios.

The Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore, have prepared the financial statements on a going concern basis. In addition, Citigroup Inc. continues to provide confirmation that it will provide sufficient funding to the Company to ensure that it maintains a sound financial situation and is in a position to meet its debt obligations for the foreseeable future.

1. Material accounting policies (continued)

(b) Changes in accounting policy and disclosures

The accounting policies adopted are consistent within the accounts and with those of the previous financial year, except for a change in the treatment of cash collateral on client derivatives as described below. Amendments and improvements to IFRS standards implemented as at 1 January 2023 did not have a material impact on the Company.

Change in Accounting Policy – Cash collateral on client derivatives

The Company receives and pays cash collateral from and to clients under derivative arrangements. The Company has changed its accounting policy with respect to the presentation of this cash collateral with each client on the balance sheet. The net amount of cash collateral received and paid to each client across all their derivative transactions is now recognised on the balance sheet as either a cash collateral asset or a cash collateral liability as appropriate, therefore the net cash collateral is recognized as a single unit of account per client. The previous accounting policy was to recognise a cash collateral asset or liability for each individual derivative transaction with each client (therefore represented as multiple units of account). The single unit of account presentation is considered to be a better reflection of the contractual relationship with each client and is consistent with how cash collateral obligations are cash settled in a single cash flow daily with clients. See Note 34 for the impact of this change in accounting policy to the current and comparative period financial statements.

Global minimum top-up tax

Changes in accounting policy and disclosures Global minimum top-up tax The Company has adopted International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12) upon their release on 23 May 2023. The amendments provide a temporary mandatory exception from deferred tax accounting for the top-up tax, which is effective immediately, and require new disclosures about the Pillar Two exposure. The mandatory exception applies retrospectively. However, because no new legislation to implement the top-up tax was enacted or substantively enacted at 31 December 2022 in any jurisdiction in which the Company, its branches and subsidiaries, its immediate holding company and its ultimate holding company operate and no deferred tax was recognised at that date, the retrospective application has no impact on the Company's financial statements.

Standards and amendments issued and effective from 1 January 2023

The following new accounting standards or interpretations applicable to the Company were adopted in 2023.

- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2;
- Definition of Accounting Estimates (Amendments to IAS 8);
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12); and
- International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12.

Standards and amendments issued but not yet effective as at 31 December 2023

A number of new accounting standards and amendments to accounting standards are effective for annual periods beginning after January 1 2024 and earlier application is permitted. However, the Company has not early adopted the new and amended accounting standards in preparing these financial statements. The following new and amended accounting standards are not expected to have a material impact on the entity financial statements.

- Classification of Liabilities as Current or Non-current, and Non-current liabilities with Covenants (Amendments to IAS 1);
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16);
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7);
- Lack of Exchangeability (Amendments to IAS 21); and
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28).

1. Material accounting policies (continued)

(c) Financial instruments

Classification and measurement

From a classification and measurement perspective, IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the entity's business model for managing the assets and the instruments' contractual cash flow characteristics (whether the contractual cash flows are solely payments of principal and interest (SPPI)). For SPPI, 'principal' is defined as the fair value of the financial asset on initial recognition and 'interest' is defined as consideration for the time value of money and the credit risk associated with the principal amount outstanding during a period of time. Interest can also include consideration for other basic lending risks (for example, liquidity risk) and costs (for example, administrative costs) associated with holding the financial asset for a particular period of time and a profit margin that is consistent with a basic lending arrangement.

Categories under IFRS 9: fair value through profit or loss (FVTPL), fair value through other comprehensive income (FVOCI), and amortised cost. IFRS 9 also allows entities to irrevocably designate financial assets that qualify for amortised cost or FVOCI instruments as FVTPL, if doing so eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch). This election is referred to as the Fair Value Option (FVO). The majority of the financial instruments of the Company are measured at fair value through profit or loss. The Company has no financial instruments categorised as FVOCI.

Financial liabilities which do not meet the definition of trading liabilities can be designated at FVTPL using the FVO, if one of the following criteria are met: (1) the designation eliminates or significantly reduces a measurement or recognition inconsistency (accounting mismatch); (2) a group of financial liabilities is managed and its performance is evaluated on a fair value basis in accordance with a documented risk management or investment strategy; or (3) the instrument contains one or more embedded derivatives which are not bifurcated. Financial liabilities which are designated at FVTPL, under the FVO, include collateralised financing transactions and hybrid financial liabilities.

Further, movements on gains or losses arising from an entity's own credit risk relating to liabilities designated at FVTPL are presented in other comprehensive income (OCI) with no subsequent reclassification to the income statement.

The financial assets held at amortised cost meet the SPPI test and are held to collect contractual cash flows.

<u>*FVTPL*</u>

Where the asset is not held within a business model whose objective is to hold to collect the contractual cash flows or within a business model whose objective is to both collect the cash flows and to sell the assets, then the asset will be classified as FVTPL. Moreover, any instrument for which the contractual cash flow characteristics do not comprise solely payments of principal and interest (that is, they fail the SPPI test) must be classified in the FVTPL category.

Financial assets and liabilities held for trading

Financial instruments that have been acquired principally for the purpose of selling or repurchasing in the near term, or form part of a portfolio of financial instruments that are managed at fair value together and for which there is evidence of short term profit taking are classified as "held for trading". Financial assets classified as "held for trading" include collateralised financing transactions, government bonds, non-government bonds, equities and derivatives. Financial liabilities classified as "held for trading" include derivatives, hybrid financial liabilities and short sales (securities sold but not yet purchased). A short sale is a sale of securities that the seller does not own at the time of sale. A short sale must be covered through the delivery of the securities sold short or a due bill, which is a promise to deliver specific securities to a customer later.

1. Material accounting policies (continued)

(c) Financial instruments (continued)

Trading assets and liabilities are initially recognised at fair value on settlement date and subsequently re-measured at fair value. Any changes in fair value between trade date and settlement date are reported in the income statement. Gains and losses realised on disposal or redemption and unrealised gains and losses from changes in fair value (including any foreign currency retranslation gains and losses) are reported in the income statement. Any initial gain or loss on financial instruments where valuation is dependent on valuation techniques using unobservable parameters are deferred over the life of the contract or until the instrument is redeemed, transferred or sold or the fair value becomes observable.

Derivatives and Hybrid financial instruments

Derivative contracts used in trading activities are recognised at fair value on the date the derivative is entered into and are subsequently re-measured at fair value. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. Gains and losses realised on disposal or redemption and unrealised gains and losses from changes in fair value are reported in the income statement.

Where an embedded derivative exists within a financial liability host contract, the host contract and embedded derivative are measured as a package under the fair value option.

Equity securities held for investment

Strategic investments including investments in exchanges, clearing houses and settlement houses are required to be held at fair value through the profit or loss account.

Other financial liabilities and subordinated loans

Financial liabilities and subordinated loans are measured at amortised cost using the effective interest rate, except those which are “held for trading”, which are held at fair value through the profit or loss account.

Amortised Cost

A financial asset debt instrument shall be classified and subsequently measured at amortised cost (unless designated under FVO) only if both of the following conditions are met:

a) Business Model test: the financial asset debt instrument is held under a business model whose objective is to hold assets in order to collect contractual cash flows; and
b) SPPI test.

Loans and receivables

Loans and receivables incorporate trade debtors, including settlement receivables, and are initially recognised at fair value including direct and incremental transaction costs and subsequently measured at amortised cost using the effective interest rate method, and subject to expected credit loss impairment under IFRS 9.

Repurchase and resale agreements and securities lending/borrowing

Repurchase and resale agreements are treated as collateralised financing transactions and measured at amortised cost. Securities which have been sold with an agreement to repurchase continue to be shown on the balance sheet and the sale proceeds are recorded as a collateralised financing transaction within financial liabilities at amortised cost. Securities acquired in purchase and resale transactions are not recognised on the balance sheet and the purchase is recorded as a collateralised financing transaction within financial assets at amortised cost. The difference between the sale price and the repurchase price is recognised over the life of the transaction and is charged or credited to the income statement as interest payable or receivable.

1. Material accounting policies (continued)

(c) Financial instruments (continued)

Repurchase and resale agreements and securities lending/borrowing (continued)

Similarly, when securities are lent or borrowed in exchange for cash, this is also treated as collateralised financing. Securities lent are not derecognised from the balance sheet and the cash inflow is recognised as a collateralised borrowing. Securities borrowed are not recognised on the balance sheet and the cash inflow is recognised as a collateralised lending. The securities lending fees payable and receivable are charged or credited to the income statement as interest payable or receivable. However, the Company measures a portion of its repurchase and resale agreements at fair value. Financial instruments are measured at fair value through profit or loss when they meet one or more of the criteria set out below:

- the assets or liabilities are managed, evaluated and reported internally on a fair value basis.
- the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise.

That portion of the Company's repurchase and resale agreements which are hedged with instruments measured at fair value and managed as a combined business strategy have been designated as fair value through profit or loss.

Determination of fair value

Where the classification of a financial instrument requires it to be stated at fair value, this is determined by reference to the quoted market value in an active market wherever possible. Where no such active market exists for the particular instrument, the Company uses a valuation technique to arrive at the fair value, including the use of prices obtained in recent arms' length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants. In case the transaction price in the market in which these transactions are undertaken is different from the fair value in the Company's principal market for those instruments, the fair value of these transactions are also estimated by using valuation techniques. See Note 15 'Financial assets and liabilities accounting classifications and fair values' for further details.

Collateral

The Company receives collateral from customers as part of its business activities. Collateral can take the form of cash, securities or other assets. Where cash collateral is received this is recorded on the balance sheet and, where required by collateral agreements, is reported as restricted cash. The Company does not recognise non-cash collateral received on its balance sheet.

Where cash collateral is posted to a third party, the Company derecognises cash from its balance sheet. Non-cash collateral posted to a third party remains on the Company's balance sheet.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet only when there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legal right to set off the recognised amounts must be enforceable in both the normal course of business, in the event of default, insolvency or bankruptcy of both the Company and its counterparty. In all other situations they are presented gross.

All offsetting applied by the Company relates to derivatives and repurchase and reverse repurchase agreements. A significant portion of offsetting is applied to interest rate derivatives and related cash margin balances, which are cleared through central clearing parties such as the London Clearing House. The Company also offsets repurchase and reverse repurchase agreements for which the Company has the right to set off and has the intent to settle on a net basis or to realise an asset and settle a liability simultaneously.

1. Material accounting policies (continued)

(c) Financial instruments (continued)

Derecognition of financial assets and financial liabilities

Financial assets are derecognised when the right to receive cash flows from the assets has expired or when the Company has transferred its contractual right to receive the cash flows of the financial assets and either substantially all the risks and rewards of ownership have been transferred or substantially all the risks and rewards have neither been retained nor transferred but control is not retained.

If the Company enters into a transaction that results in it retaining significantly all of the risks and rewards of a financial asset it will continue to recognise that financial asset and will recognise a financial liability equal to the consideration received under the transaction. Financial liabilities are derecognised when they are extinguished, that is when the obligation is substantially modified, exchanged, discharged, cancelled or expired.

Impairment

The IFRS 9 impairment standard applies to any debt instruments measured at amortised cost or at fair value through other comprehensive income and also to off balance sheet loan commitments and financial guarantees. The standard requires an estimation of an expected credit loss (ECL) that is unbiased and probability weighted, including information about past events, current conditions and reasonable and supportable forecasts of future events and economic conditions at the reporting date. The estimate will also consider the time value of money.

ECL will be measured on each reporting date according to a three-Stage expected credit loss impairment model under which each financial asset is classified in one of the stages below:

- Stage 1 – From initial recognition of a financial asset to the date on which the asset has experienced a significant increase in credit risk relative to its initial recognition, a loss allowance is recognized equal to the credit losses expected to result from defaults expected over the next 12 months. Interest is calculated based on the gross carrying amount of the asset.
- Stage 2 – Following a significant increase in credit risk relative to the risk at initial recognition of the financial asset, a loss allowance is recognised equal to the full credit losses expected over the remaining life of the asset. Interest is calculated based on the gross carrying amount of the asset.

  The credit losses for financial assets in Stage 1 and Stage 2 are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).
- Stage 3 – When a financial asset is considered to be credit-impaired, a loss allowance equal to the full lifetime expected credit losses will be recognised. Credit losses are measured as the difference between the gross carrying amount and the present value of estimated future cash flows. Interest revenue is calculated based on the carrying amount of the asset, net of the loss allowance, rather than on its gross carrying amount.

Evidence that a financial asset is impaired includes observable data that comes to the attention of the Company such as:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:

  – adverse changes in the payment status of borrowers in the portfolio; and

  – national or local economic conditions that correlate with defaults on the assets in the portfolio.

1. Material accounting policies (continued)

(c) Financial instruments (continued)

Staging

Financial assets can move in both directions through the stages of the IFRS 9 impairment model depending on the assessment of whether there is a significant increase of credit risk since initial recognition or whether the asset is credit-impaired subsequently changes.

In order to determine the ECL reporting stage for an obligation, the Company determines whether the asset is already impaired (Stage 3) or not (Stage 1 and 2). Stage 2 is determined by the existence of a significant credit deterioration (or credit improvement) compared with the credit rating at initial recognition. Stage 1 assets do not have significant credit deterioration compared with that at initial recognition. All newly acquired or originated financial assets that are not purchased or originated credit-impaired (POCI) are recognised in Stage 1 initially.

Additional qualitative reviews are also performed to assess the staging results and make adjustments, as necessary, to better reflect the positions which have significantly increased in risk.

Changes in the required credit loss allowance, including the impact of movements between Stage 1 and Stage 2, are recorded in the income statement as an adjustment to the allowance for credit losses.

Because of the nature of business activities and the financial assets on the Company's balance sheet (high credit quality reverse repo asset loans and short term trade receivables), the recognition of expected credit losses has a minimal impact. For the vast majority of its exposures, the Company has taken advantage of practical expedients allowed by IFRS 9 in which either: (a) lifetime expected credit losses are recognised irrespective of changes in credit risk (applicable to receivables such as trade date or brokerage receivables), or (b) twelve-month expected credit losses are recognised where credit risk is low at the reporting date (applicable to reverse repos and securities borrowed).

(d) Commodities

Commodities are initially recognised under inventory at fair value on settlement date and subsequently re-measured at fair value less costs to sell. Realised gains and losses on sales of commodities inventory are included in net dealing income.

(e) Commission income and fees

The primary components of fee and commission income are investment banking fees and brokerage commissions.

Commission income and fees are recognised when the right to consideration has been obtained in exchange for performance.

Investment banking fees are substantially composed of underwriting and advisory revenues. Such fees are recognised at the point in time when Company's performance under the terms of a contractual arrangement is completed, which is typically at the closing of a transaction. Reimbursed expenses related to these transactions are recorded as revenue and are included within investment banking fees.

Brokerage commissions primarily include commissions and fees from the following: executing transactions for clients on exchanges and over-the-counter markets; sales of mutual funds and other annuity products; and assisting clients in clearing transactions, providing brokerage services and other such activities. Brokerage commissions are recognised at the point in time the associated service is fulfilled, generally on trade-execution date.

The services described above are generally provided by the Company in a principal capacity, whereby it has primary responsibility for fulfilling the contract with the customer.

1. Material accounting policies (continued)

(f) Interest income and expense and the effective interest method

Interest income and expense is recognised in the income statement for all financial assets classified as loans and receivables and non-trading financial liabilities, using the effective interest rate method. The effective interest rate (EIR) is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or financial liability to the carrying amount of the financial asset or financial liability. The calculation of the effective interest rate includes incremental and directly attributable transaction costs and fees paid or received that are an integral part of the effective interest rate. When calculating the EIR, the Company estimates future cash flows considering all contracted terms of the financial instrument, but no future credit losses. For assets which are initially recognised as purchased or credit-impaired, interest revenue is calculated through the use of a credit-adjusted effective interest rate which takes into consideration expected credit losses. A credit-adjusted EIR is the interest rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset to the amortised cost of a financial asset that is a purchased or originated credit-impaired financial asset.

Interest arising on financial assets or financial liabilities that are "held for trading" or "designated at fair value" is reported within net dealing income.

(g) Net dealing income

Net dealing income comprises gains and losses related to trading assets, trading liabilities and financial assets and liabilities designated at fair value and commodities, and includes all realised and unrealised fair value changes, dividends and foreign exchange differences. For derivatives that are not part of hedging programmes, both the interest element and the fair value movements are recognised as part of net dealing income.

(h) Tangible and Intangible assets

Tangible fixed assets are measured at cost, less accumulated depreciation. The cost of developed software includes directly attributable internal costs and the cost of external consultants. Depreciation is provided at rates calculated to write-off the cost, less the estimated residual value of each asset, on a straight line basis over its expected economic useful life, as follows:

Premises improvements	–	lesser of the life of the lease or 10 years
Equipment	–	lesser of the life of the equipment or 10 years
Capitalised software	–	2 to 10 years

At each reporting date the Company assesses whether there is any indication that tangible or intangible fixed assets are impaired.

(i) Investments in subsidiaries

Investments in subsidiary undertakings are stated at cost less impairment. The Company determines whether it is necessary to recognise an impairment loss on its investment in shares in subsidiary undertakings by comparing the carrying value of the investment with higher of fair value less cost of disposal and the value in use, determined by discounting the future cash flows expected to be generated from the continuing use of the investment.

(j) Taxation

Income tax payable on profits is recognised as an expense based on the applicable tax laws in each jurisdiction in the period in which profits arise.

Deferred tax assets and liabilities are recognised for taxable and deductible temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised to the extent that it is probable that there will be sufficient profits available against which these differences can be utilised.

1. Material accounting policies (continued)

(j) Taxation (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset will be realised or the liability will be settled based on tax rates that are enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Global minimum top-up tax

As at 31 December 2023, the governments of United Kingdom (UK), Germany, Luxembourg and Switzerland have enacted or substantively enacted new legislation to implement the global minimum top-up tax (“Pillar 2 rules”). The Company, its branches (in Israel, United Arab Emirates and Switzerland) and subsidiaries (namely Global Markets Funding Luxembourg S.C.A. and Global Markets Funding Luxembourg GP S. a r.l., in Luxembourg) are expected to be subjected to Pillar 2 rules in the above named jurisdictions. However, since the newly enacted tax legislation in these jurisdictions only come into effect in year 2024, there is no impact for the year ended 31 December 2023.

According to Citigroup’s initial assessment based on the most recent information available regarding the financial performance of the constituent entities of Citigroup, if the top-up tax had been applied in 2023, no top-up tax liability would be expected for the Company, its branches and its direct subsidiaries based on the expectation that each of the relevant jurisdictions meets one of the Country-By-Country Report Safe Harbour Tests, deeming these entities as not having any top-up tax liabilities under the Pillar Two rules.”

Temporary mandatory relief from the deferred tax accounting

The Company has applied a temporary mandatory relief from deferred tax accounting for the impacts of the top-up tax and accounts for it as current tax when it is incurred.

(k) Pension and other post retirement benefit costs

CGML operates both a defined benefit and a defined contribution pension scheme.

The cost of CGML’s defined contribution pension scheme is expensed as the related service is provided and recognised within operating expenses in the income statement. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the term of the related pension liability. Remeasurement gains and losses are recognised immediately in the Statement of Other Comprehensive Income (OCI). The current service cost and any past service costs are included in the income statement within operating expenses. The interest income on pension scheme assets, net of the impact of the interest cost on the pension scheme liabilities, is included within Net finance income on pension.

A surplus is recognised on the balance sheet where an economic benefit is available as a reduction in future contributions or as a refund of monies to Citi.

(l) Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange at the date of transaction. Monetary assets and liabilities denominated in currencies other than US Dollars are translated into US Dollars using the year end spot exchange rates. Non-monetary assets and liabilities denominated in currencies other than US Dollar that are classified as “held for trading” or “designated at fair value” are translated into US Dollars using the year end spot rate. Non-monetary assets and liabilities denominated in currencies other than US Dollars that are not measured at fair value have been translated at the relevant historical exchange rates. Any gains or losses on exchange are taken to the income statement as incurred.

1. Material accounting policies (continued)

(m) Share-based incentive plans

The Company participates in a number of Citi equity settled share-based incentive plans under which Citigroup grants shares to its employees in exchange for services from employees. Pursuant to a separate Stock Plans Affiliate Participation Agreement (SPAPA), the Company makes a cash settlement to Citigroup for the fair value of the share-based incentive awards delivered to the employees under these plans.

The Company applies equity-settled accounting for its share based incentive plans, with separate accounting for its associated obligations to make payments to Citigroup Inc as part of a recharge arrangement. The Company recognises the fair value of the awards at grant date with a credit to the intercompany payable (recharge liability) to Citigroup Inc. All amounts paid to Citigroup Inc. and the associated obligations are recognised over the vesting period as compensation expense. Subsequent changes in the fair value of the recharge liability in respect of all unexercised awards are reviewed annually and any changes in value are recognised in the equity reserve, again over the vesting period. The SPAPA is also updated annually. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

For Citi's share based incentive plans that have a graded vested period each "tranche" of the award is treated as a separate award. Where a plan has a cliff vest, the award only has a single "tranche". The expense is recognised as follows:

Vesting Period of Award	**% of expense recognised in Income Statement**						
	Year 1	**Year 2**	**Year 3**	**Year 4**	**Year 5**	**Year 6**	**Year 7**
2 Years (vesting in 2 Tranches)	75%	25%					
3 Years (vesting in 3 Tranches)	61%	28%	11%				
4 Years (vesting in 4 Tranches)	52%	27%	15%	6%			
5 Years (vesting in 5 Tranches)	46%	26%	16%	9%	4%		
7 Years (vesting in 4 Tranches)	19%	19%	19%	19%	13%	8%	4%

However, employees who meet certain age plus years of service requirements (retirement eligible employees) may terminate active employment and continue vesting in their awards provided they comply with specified non-compete provisions. The cost of share based incentive plans are recognised over the requisite service period. For awards granted to retiree eligible employees, the services are provided prior to grant date, and subsequently the costs are accrued in the year prior to the grant date.

EU Short Term awards are a form of Capital Accumulation Programme (CAP) awarded to qualifying staff. The award is accounted for similarly to CAP awards but is delivered in the form of immediately vested restricted shares subject to a six month sale restriction.

(n) Cash at bank

Cash and balances at central banks or other financial institutions comprise balances with original maturity of less than three months and are carried at amortised cost on the Company's balance sheet.

(o) Provisions

Provisions are recognised for present obligations arising as consequences of past events where it is more likely than not that a transfer of economic benefit will be necessary to settle the obligation, which can be reliably estimated. Provisions are measured at the best estimate of the outflow of resources that will be required to settle the obligation.

1. Material accounting policies (continued)

(p) Modification of financial liabilities

When a financial liability is modified, or there is an exchange of debt instruments between the same lender and borrower, the original financial liability is derecognised—and a new liability recognised—if the two debt instruments have 'substantially different' terms. This determination considers both a quantitative comparison of the debt's cash flows before and after the modification, as well as consideration of qualitative factors such as risk profile, maturity, or existence of embedded derivatives.

Where terms are substantially different, the existing liability is derecognised, and any difference between the carrying value and the value of the replacement debt is recognized in profit or loss at the date of modification.

When the contractual cash flows of a financial liability are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial liability in accordance with IFRS 9, the Company shall recalculate the gross carrying amount of the financial liability, and any difference is also recognized in profit or loss at the date of modification.

2. Use of assumptions, estimates and judgements

The results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. The accounting policies used in the preparation of the financial statements are described in detail above.

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Market valuation estimates

Valuation of financial instruments and credit valuation adjustments are sources of estimation uncertainties that require management to make highly complex or subjective judgements, which have (or may have) the most significant effect on the amounts recognized in the financial statements. The Company's accounting policy for valuation of financial instruments is described in Note 1(c) with further information disclosed in Note 15.

During 2023, the Company recorded net CVA loss of $58 million (2022: $111 million gain). There were additionally net FVA gain of $13 million (2022: $3 million gain). The total adjustment recorded in the balance sheet at the year-end was $(57) million (2022: $(97) million).

Pension estimates

The valuation of the defined benefit obligation in respect of the CGML PLAS Pension Plan is dependent on key actuarial assumptions, including discount rates, inflation rate - retail price index ('RPI') and mortality assumptions. Any change to these assumptions can impact the measurement of the defined benefit pension obligation. Thus, measurement of the defined benefit obligation inherently includes a high degree of estimation uncertainty.

Below is a summary of the main financial and demographic assumptions adopted for the PLAS Pension Plan.

% per annum	2023	2022
Discount rate	4.55	4.75
Inflation rate (RPI)	3.30	3.40
Inflation rate (CPI)	2.90	2.90

2. Use of assumptions, estimates and judgements (continued)

Pension estimates (continued)

The discount rate assumption for 2023 was based on a standard AON GBP Single Agency AA curve. The RPI inflation assumption for 2023 was set by reference to the Bank of England's implied inflation curve. No allowance is made for inflation risk premium. The methodology used to derive the discount rate and inflation assumptions is consistent with that used in the previous year.

Mortality assumptions are based on best estimate assumptions derived from an analysis of CGML PLAS Pension Plan own post-retirement mortality experience and considerations for recent evidence from published mortality surveys published by the Continuous Mortality Investigation Burea

The post-retirement mortality or demographic assumptions take into consideration the PLAS Pension Plan post-retirement mortality experience and recent evidence from published mortality surveys. An allowance has been made for future mortality improvements based on the 2022 core projection model published by the Continuous Mortality Investigation Bureau subject to a long-term trend of 1.25% per annum in future improvements (2022: 1.25% per annum). Further information about sensitivity analysis on the key assumptions on the pension calculation is included in the Note 8. The table below shows the assumed life expectancy at 65 for members of the PLAS Pension Plan:

Life expectancy:	2023	2022
Male currently aged 65	23.2	23.7
Female currently aged 65	24.7	25.1

3. Turnover and results

As permitted by paragraph 4 of Schedule 1 to the Companies Act 2006 The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008 No 410), the format of the income statement and the Balance sheet have been adapted to the circumstances of the Company. Instead of turnover, the Directors have reported fee and commission income, net dealing income and interest receivable less interest payable in determining the gross profit of the Company.

4. Fee and commission income

	2023 $ Million	**2022 $ Million**
Investment Banking		
Advisory Fees	193	235
Underwriting Fees	297	349
Other Investment Banking Fee	(17)	(44)
	473	540
Brokerage commissions and fees	191	230
Other revenue	4	124
Total fee and commission income	668	894
Of which, revenue from contracts with customers	*649*	*747*

4. Fee and commission income (continued)

Revenue from contracts with customers

	2023 $ Million	2022 $ Million
Investment Banking		
Advisory Fees	162	163
Underwriting Fees	297	349
Other Investment Banking Fee	6	(5)
	465	507
Brokerage commissions and fees	199	237
Other revenue	(15)	3
Total revenue from contracts with customers	649	747

Included within Other assets are contract assets amounted to $93 million (2022: $91 million) and included within Other liabilities are contract liabilities amounted to $108 million (2022: $85 million).

5. Interest income and interest expense

	2023 $ Million	2022 $ Million
Interest income comprises:		
Interest on collateralised financing transactions, debtors and cash assets measured at amortised cost	2,190	949
	2,190	949
Interest expense comprises:		
Interest on collateralised financing transactions and borrowings measured at amortised cost	1,225	904
Interest on subordinated debt	977	568
	2,202	1,472

Interest income and expense is recognised in the income statement for all financial assets classified as loans and receivables and non-trading financial liabilities, using the effective interest rate method.

Included within interest receivable is interest received on client money. Interest receivable and payable continued to increase over the course of 2023 as a result of increasing interest rates in response to rising inflation.

6. Net dealing income

	2023 $ Million	2022 $ Million
Net dealing income mandatorily at fair value through profit and loss	2,864	3,018
Net dealing income designated at fair value through profit or loss	305	235
	3,169	3,253

The financial liabilities designated at fair value through profit or loss are fully collateralised (see Note 29 ‘Financial instruments and risk management’) such that there are no changes in the fair value of these liabilities attributable to changes in their credit risk.

7. Operating expenses

	2023 $ Million	2022 $ Million
Compensation and benefits expenses:		
Fixed		
Salaries	828	756
Payroll taxes	195	195
Benefits	(18)	32
Deferred cash	(29)	101
Share-based incentive expense (Note 9)	248	152
Pension costs		
– defined benefit scheme (Note 8)	3	7
– defined contribution scheme	75	64
Medical expenses	42	38
Severance	38	22
Variable		
Discretionary incentive compensation	251	234
Share-based incentive expense (Note 9)	86	60
Agency & temporary staffing	50	30
Other business specific variable compensation	1	1
Total compensation and benefits expenses	1,770	1,692
Transactional expenses	423	394
Technology/Communications	210	188
Consumption charges	420	242
Tax charges	122	95
Restructuring	47	—
Other operating expenses	611	687
Total operating expenses	**3,604**	**3,298**
Other operating expenses include:		
Depreciation (Note 19)	58	56
IFRS 9 reserve	6	13
Fees payable to the company's auditor for the audit of the company's annual accounts:		
In support of the Citigroup Inc global audit	3.68	3.31
Audit of these financial statements	1.83	1.66
Fees payable to the company's auditor and its associates for other services:		
Audit related assurance services	1.28	1.80
Other assurance services	0.45	0.05

Consumption charges include service fees for the provision of realty services, software and technology costs mainly from other Citi affiliates.

The Company employed an average of 4,620 (2022: 4,226) employees during the year.

7. Operating expenses (continued)

The following table shows an analysis of the monthly average number of direct employees of the Company:

	2023	2022
Markets and Investment Banking	**3,458**	**3,736**
Global Rates	751	957
Global Spread Products	87	114
Equity Markets & Securities Services	1,465	471
Commodities	73	68
Banking, Capital Markets and Advisory	658	747
Business Support	424	1,379
Infrastructure Operations and Global Functions	**1,162**	**490**

8. Pension

Defined benefit and contribution schemes

The Citigroup (UK) Pension Plan was established in September 2000 and provides defined contribution benefits to all new hires. The contributions that Citi is required to make are known, although the pension benefit will vary depending upon the investment returns achieved by investment choices made by the employee.

The Citigroup Global Markets Limited Pension and Life Assurance Scheme ("the Scheme") is a funded pension scheme providing benefits on both a defined benefit and defined contribution basis. The defined benefit arrangements are generally non-contributory and based on accrual of 1/60th of final pensionable salary for each year of pensionable service in the Scheme. The defined contribution arrangement provides age-related employer contributions ranging from 6% to 13% of pensionable salary for those aged 20 and 55 respectively, increasing by 1% for each 5 year age band. Additionally, employee contributions are matched up to a maximum of 3% at a rate of £1:£1 for those over age 45 and 50p:£1 for those under age 45. The Scheme also provides lump sum death benefits to active members, based on a multiple of salary, which the members can select. The Scheme is now closed to new entrants. The Scheme operates under trust law and is managed and administered by CG Pension Trustees Limited (the Trustee) on behalf of the members in accordance with the terms of the Trust Deed and Rules and relevant legislation. The Plan's assets are held by the trust.

A surety bond, implemented by the Company during the previous triennial valuation, provides the Scheme with protection in the event of Company insolvency. The bond is reset each year so as to provide 105% of the estimated cost of securing benefits with an insurer in the event of a wind-up. The Surety Bond Framework Deed dated 5 July 2021 summarises the agreement between the Trustee and Company.

Cash contributions to the Scheme are reviewed every three years as part of an actuarial valuation. Following each actuarial valuation, the Company agrees what contributions are required to fund ongoing benefit accrual and agrees a deficit recovery plan with the Trustee Board if necessary. The most recent actuarial funding valuation of the Scheme at 5 April 2020 revealed a surplus of £47.9 million so no recovery plan was required. The Company agreed that it would pay £7.24 million per annum from 1 June 2018 to 31 July 2021 and £6.3 million per annum from 1 August 2021 onwards to cover the cost of ongoing benefit accrual. Payments to the Scheme will continue in line with the Schedule of Contributions until a new funding agreement is reached with the Trustees as part of the triennial valuation process. From 1 June 2018, it was also agreed that the Scheme's investment management expenses would be met from Scheme assets.

The pension cost in respect of defined benefit obligations is assessed in accordance with the advice of a qualified external actuary using a Projected Unit method with a triennial review. The most recent full actuarial assessment of the liabilities of the scheme was at 5 April 2023.

8. Pension (continued)

The Scheme exposes Citi to a number of risks, the most significant being;

- Asset Volatility - the Scheme's obligations are calculated using a discount rate set with reference to corporate bond yields; if assets underperform this yield, this will create a deficit.
- Bond Yields - a decrease in corporate bond yields will increase the value placed on the Scheme's obligations for accounting purposes. Provided that government bond yields decrease by the same margin as corporate bond yields, this will largely be offset by an increase in the value of the Scheme's assets.
- Inflation Risk - a significant proportion of the Scheme's obligations are linked to inflation such that higher inflation will lead to higher liabilities (although in most cases, caps on the level of inflationary increases are in place to protect against extreme inflation).
- Life Expectancy - the majority of the Scheme's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the liabilities.

Expected regular employer contributions to be paid into the Scheme during 2023 are $8 million (2022: $8 million).

The Scheme duration is an indicator of the weighted-average time until benefit payments are made. For the Scheme as a whole, the duration is 14 years.

The mortality assumptions are based on standard mortality tables which allow for expected future mortality improvements. The assumptions are that a member currently aged 65 will live on average for a further 23.2 years for males and 24.7 years for females. Members currently aged 45 are expected to live a further 24.3 years and 25.9 years from age 65 for males and females respectively.

Assumptions that are affected by economic conditions (financial assumptions) are based on market expectations at the balance sheet date, for the period over which the obligations are settled.

The financial assumptions used in calculating the defined benefit scheme liabilities as at 31 December 2023 are as follows:

	2023	**2022**
Discount rate for scheme liabilities	4.55%	4.75%
Interest income rate on scheme assets	4.55%	4.75%
Inflation - RPI	3.30%	3.40%
Inflation - CPI	2.90%	2.90%
Rate of general long-term increase in salaries	2.90%	2.90%
Rate of increase to pensions in payment		
– Pensions accrued from 1 May 2005	2.30%	2.40%
– Pensions accrued prior to 1 May 2005	3.00%	3.10%

Following a public consultation, in November 2020, the government confirmed that it would accept the UK Statistics Authority's proposal that the Retail Price Index (RPI) should be aligned with the Consumer Price Index (including housing costs) (CPIH) from 2030.

8. Pension (continued)

The fair value of Scheme assets, which includes offsetting Liability Driven Investments ("LDIs") at the reporting date are set out as follows:

	Fair value	
	2023	**2022**
	$ Million	**$ Million**
Listed assets		
Government bonds	983	1,096
Other	9	7
Unlisted assets		
Government bonds	(226)	(387)
Corporate bonds	494	450
Insured Pensions	1	1
Total market value of assets	1,261	1,167

Analysis of amounts recognised in the income statement account:

	2023	**2022**
	$ Million	**$ Million**
Current service cost	3	5
Past service cost	—	—
Administrative Expenses	—	2
Expense recognised in the profit and loss account	3	7

Analysis of other finance income:

	2023	**2022**
	$ Million	**$ Million**
Interest income on pension scheme assets	57	37
Interest expense on pension scheme liabilities	(42)	(27)
Net finance income on pension	**15**	**10**

8. Pension (continued)

Analysis of amount recognised in Statement of Comprehensive Income:

	2023 $ Million	2022 $ Million
Return on scheme assets below of that recognised in net interest income	(18)	(681)
Actuarial (losses)/gains due to changes in financial assumptions	(17)	530
Actuarial gains due to changes in demographic assumptions	37	—
Actuarial (losses)/gains due to liability experience	(19)	(44)
Total remeasurement (losses)/gains recognised in Statement of Comprehensive Income	(17)	(195)
Deferred tax adjustment on pension in Statement of Comprehensive Income	5	53
Deferred tax charge associated with rate change on remeasurement of pension asset	—	29
Total (losses)/gains recognised in Statement of Comprehensive Income net of tax	**(12)**	**(113)**

Changes in the pension scheme liabilities or assets that do not arise from regular pension cost, net interest on net defined benefit liabilities or assets, past service costs, settlements or contributions to the scheme, are remeasurements - such remeasurements are recognised in other comprehensive income. Remeasurements comprise experience adjustments (differences between previous actuarial assumptions and actual occurrence), the effects of changes in actuarial assumptions and actual return on scheme assets (excluding amounts included in the interest on the assets).

Reconciliation to the balance sheet:

	2023 $ Million	2022 $ Million
Total market value of assets	1,261	1,167
Present value of scheme liabilities	(935)	(862)
Gross pension asset	**326**	**305**
Related deferred tax liability	(91)	(86)
Net pension asset	235	219

8. Pension (continued)

	2023 $ Million	2022 $ Million
Surplus in scheme at beginning of the year	305	547
Current service cost	(3)	(5)
Contributions	8	8
Past service cost	—	—
Curtailments	—	(2)
Other finance income	15	10
Remeasurement (losses)/gains	(17)	(195)
Foreign exchange adjustment	18	(58)
Surplus in scheme at end of year	**326**	**305**

CGML recognises a surplus in accordance with the requirements of IFRIC 14. The trustees of the Scheme do not have the unilateral right to commence wind-up of the Scheme. Thus, CGML assumes that the Scheme will continue in existence until the last benefit payments are made to members, at which point any residual assets will be returned to the employer in line with the rules of the Scheme.

The changes to the present value of the defined obligation during the year are as follows:

	2023 $ Million	2022 $ Million
Opening defined benefit obligation	862	1,526
Current service cost	3	5
Past service cost	—	—
Interest expense	42	27
Remeasurement gains on scheme liabilities	(1)	(487)
Net benefits paid out	(24)	(48)
Curtailments	—	2
Foreign exchange adjustment	53	(163)
Closing defined benefit obligation	935	862

The changes to the fair value of scheme assets during the year are as follows:

	2023 $ Million	2022 $ Million
Opening fair value of scheme assets	1,167	2,073
Interest income on pension scheme assets	57	36
Remeasurement gains on scheme assets	(18)	(682)
Contributions by the employer	8	8
Net benefits paid out	(24)	(48)
Administrative expenses	—	(2)
Foreign exchange adjustment	71	(218)
Closing fair value of scheme assets	1,261	1,167

8. Pension (continued)

The actual return on assets is as follows:

	2023 **$ Million**	**2022** **$ Million**
Interest income on pension scheme assets	57	36
Remeasurement losses on scheme assets	(18)	(682)
Actual return on assets	39	(646)

The interest income on scheme assets is set using the discount rate assumption. In 2023, asset values decreased by $18 million due to the rise in bond yields during the year.

The table below sets out the history of remeasurement gains and losses:

	2023 **$ Million**	**2022** **$ Million**	**2021** **$ Million**	**2020** **$ Million**	**2019** **$ Million**
(Losses)/gains on scheme assets due to experience	(18)	(681)	(5)	184	132
Gains/(losses) on scheme liabilities due to experience	(19)	(44)	18	(31)	14
Gains/(losses) on scheme liabilities due to assumptions	20	530	86	(185)	(190)
Remeasurements recognised in Statement of Comprehensive Income	(17)	(195)	99	(32)	(44)
Related deferred tax	5	82	(58)	—	11
Total gains/(losses) recognised in Statement of Comprehensive Income net of tax	(12)	(113)	41	(32)	(33)

8. Pension (continued)

The key assumptions used for IAS 19 are the discount rate, inflation and mortality. If different assumptions were used, this could have a material effect on the results disclosed. The sensitivity of the results to these assumptions is set out in the table below.

Sensitivity to key assumptions	2023 Change in defined benefit obligation increase/ (decrease) $ Million	2022 Change in defined benefit obligation increase/ (decrease) $ Million
Effect of increasing the discount rate assumption by 1%	(115)	(114)
Effect of decreasing the discount rate assumption by 1%	142	141
Effect of increasing the salary increase assumption by 1%	4	5
Effect of decreasing the salary increase assumption by 1%	(7)	(5)
Effect of increasing the life expectancy assumption by 1 year	31	28
Effect of increasing the pension increase assumption by 1%	99	98
Effect of decreasing the pension increase assumption by 1%	(89)	(81)
Effect of increasing the inflation assumption by 1%	71	74
Effect of decreasing the inflation assumption by 1%	(65)	(67)

In valuing the liabilities of the pension fund, mortality assumptions have been made as indicated above. If life expectancy had been changed to assume that all members of the fund lived for one year longer, the value of the reported liabilities would have increased by $31 million (2022: increase of $28 million).

The sensitivity information shown above is approximate and has been determined taking into account the duration of the liabilities and the overall profile of the Scheme membership. The methods and assumptions used in preparing the sensitivity analysis above have not changed from the prior year.

9. Share-based incentive plans

As part of the Company's remuneration programme, it participates in a number of Citigroup share-based incentive plans. These plans involve the granting of restricted or deferred share awards and share payments. Such awards are used to attract, retain and motivate officers and employees to provide incentives for their contributions to the long-term performance and growth of the Company, and to align their interests with those of the shareholders. The award programmes are administered by the Personnel and Compensation Committee of the Citigroup Inc. Board of Directors, which is composed entirely of non-employee directors.

In the share award programme Citigroup issues common shares in the form of restricted share awards, deferred share awards and share payments. For all stock award programmes during the applicable vesting period, the shares awarded are not issued to participants (in the case of a deferred stock award) or cannot be sold or transferred by the participants (in the case of a restricted stock award), until after the vesting conditions have been satisfied. Recipients of deferred share awards do not have any shareholder rights until shares are delivered to them, but they generally are entitled to receive dividend-equivalent payments during the vesting period. Recipients of restricted share awards are entitled to a limited voting right and to receive dividend or dividend-equivalent payments during the vesting period. Once a share award vests the shares become freely transferable, but in the case of certain employees, may be subject to transfer restriction by their terms or share ownership commitment.

In prior years, certain stock-based awards were subject to discretionary clawback provisions and as such subject to variable accounting. Under variable accounting the associated value of the award liability moves in line with changes in Citigroup's common stock price until the date that the award vests. Any fluctuation from the grant date value of the award until the award is fully vested is recognised through the income statement.

9. Share-based incentive plans (continued)

In April 2017 Citigroup made amendments to its UK awards prospectus which enabled the adoption of fixed accounting for all remaining, previously awarded, variable accounting unvested awards using a modification price of $59.39 (set at the end of April when the decision was confirmed). The difference between the grant price of all remaining, previously awarded, variable accounting unvested awards and the modification price was recognised through the income statement, any further fluctuations in share price from the modification price to the vesting date would be recognised in equity, in line with other non-variable accounting share based payment award types.

(i) Stock award programme

The Company participates in the Citigroup Capital Accumulation Programme (CAP), under which shares of Citigroup common stock are awarded in the form of restricted or deferred stock to participating employees.

Generally CAP awards of restricted or deferred stock constitute a percentage of annual incentive compensation and vest over a three or four year period beginning on or about the first anniversary of the award date. Except in specific circumstances, continuous employment within Citigroup is required for CAP and other stock award programmes to vest.

The programme provides that employees who meet certain age plus years-of-service requirements (retirement-eligible employees) may terminate active employment and continue vesting in their awards provided they comply with specified non-compete provisions. Awards granted to retirement-eligible employees are accrued in the year prior to the grant date in the same manner as cash incentive compensation is accrued.

For all stock award programmes, during the applicable vesting period, the shares awarded cannot be sold or transferred by the participant, and the award is subject to cancellation if the participant's employment is terminated. After the award vests, the shares become freely transferable (subject to specific sale restrictions). From the date of award, the recipient of a restricted stock award can direct the vote of the shares and receive regular dividends to the extent dividends are paid on Citigroup common stock. Recipients of deferred stock awards receive dividend equivalents to the extent dividends are paid on Citigroup common stock, but cannot vote.

Stock awards granted generally vest 25% per year over four years or 33% per year over 3 years.

As part of remuneration since 2010, the Company entered into an arrangement referred to as an "EU Short Term" award. The award will be delivered in the form of immediately vested restricted shares subject to a six month sale restriction.

	2023	**2022**	**2021**	**2020**	**2019**
Shares awarded	7,841,862	3,758,010	4,083,428	2,750,205	3,042,789
Weighted average fair market value per share	$46.82	$62.92	$59.95	$74.41	$59.66

(ii) Stock option programme

In prior years, the Company made discretionary grants of options to eligible employees pursuant to the broad-based Citigroup Employee Option Grant (CEOG) Programme under the Citigroup Stock Incentive Plan. The last options granted under the plan were in 2011. There are no options outstanding. Full details on the history of CEOG can be found in the Company's prior year financial statements.

9. Share-based incentive plans (continued)

(iii) Profit and loss statement impact

The table below details the profit and loss impact of the share based incentive plans.

	2023 $ Million	**2022 $ Million**
Stock Awards		
Granted in 2023	267	
Granted in 2022	33	177
Granted in 2021	11	32
Granted in 2020	2	9
Granted in 2019	1	2
Granted in 2018	—	—
Accrued Expenses	20	(8)
Total Expense (Note 7)	334	212
From which Fixed Share-based incentive expense	248	152
From which Variable Share-based incentive expense	86	60
Fair value adjustment of intercompany recharges in equity reserve	(57)	85
Deferred tax impact of fair value adjustment in equity reserve	16	(23)
Net fair value adjustment of intercompany recharges in equity reserve	(41)	62
Total carrying amount of equity-settled transaction liability	609	378
Total carrying amount of cash-settled transaction liability	17	10

10. Directors' remuneration

Directors' remuneration in respect of services to the Company was as follows:

	2023 $'000	**2022 $'000**
Aggregate emoluments	5,855	4,663
Contributions to defined contribution pension scheme	56	46
	5,911	4,709

The contributions to the money purchase pension schemes are accruing to seven of the Directors (2022: eight). Six of the Directors (2022: five) of the Company participate in parent company share plans.

The remuneration of the highest paid Director was $1,575,807 (2022: $1,644,055) and accrued pension of $40,293 (2022: $39,749).

The Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

The above remuneration is based on the apportionment of time incurred by the Directors for services to the Company, both in their capacity as a Director and, where applicable, their normal employment.

11. Tax on profit on ordinary activities

(a) Analysis of tax charge in the year

	2023 $ Million	2022 $ Million
Current tax:		
UK corporation tax	29	48
Adjustment in respect of UK corporation tax for previous years	—	(15)
Double taxation relief	(29)	(50)
Overseas current tax	58	67
Adjustment in respect of overseas tax for previous years	—	1
Total current tax	58	51
Deferred tax:		
Origination and reversal of temporary differences		
– movement on Pension Asset	11	(13)
– movement on other temporary differences (Note 22)	(49)	(35)
– rate change adjustment	(2)	31
Adjustment in respect of deferred tax for earlier years:	12	31
Total deferred tax	(28)	14
Tax charge on ordinary activities	30	65

(b) Factors affecting tax charge for the year

The table below illustrates how the tax chargeable on operating profit for the year is impacted by non-taxable items and available reliefs.

	2023 $ Million	2022 $ Million
Profit on ordinary activities before tax	220	343
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 27.75% (2022: 27%)	61	93
Effects of:		
Expenses not deductible for tax purposes	38	25
Income not taxable	(11)	(42)
Foreign withholding tax not creditable	29	17
Adjustments in relation to previous years	12	16
Other timing differences	(1)	—
Rate change adjustment	(2)	31
Current tax on AT1 coupon	(96)	(75)
Total tax charge for year	30	65

11. Tax on profit on ordinary activities (continued)

(c) Aggregate current and deferred tax relating to items recognised directly in equity

	2023 $ Million	**2022 $ Million**
Deferred tax on remeasurement of pension in Statement of comprehensive income	(5)	(82)
Deferred tax associated with loss on DVA in Statement of comprehensive income	(47)	105
Deferred tax associated with Share based payment transactions in equity	(16)	23
Corporation Tax on IFRS 9 transitional adjustments	—	2
Deferred Tax on IFRS 9 transitional adjustments	—	(2)
Corporation tax on DVA adjustment in Retained Earnings	—	—
Total current and deferred tax charge/(credit) recognised in equity	(68)	46

(d) Factors that will affect future tax charges

The UK tax rate applying to CGML in the year was 27.75%. This includes a surcharge of 4.25% on the profits of banking companies applicable from 1 January 2016. Overseas branches provided for taxation at the appropriate rates for the countries in which they operate. The main rate of corporation tax in the UK (excluding the surcharge) has been 19% from 1 April 2017. Finance Act 2021, which received Royal. Assent on 10 June 2021, introduced an increase in the UK corporation tax rate to 25% from 1 April 2023. Finance Act 2022, which received. Royal Assent on 24 February 2022, introduced a decrease in the bank surcharge from 8% to 3% from 1 April 2023. The impact of both rate changes have been reflected in the rate used to calculate closing deferred tax, as this is the rate substantively enacted at the Balance Sheet date.

12. Cash at bank

The following amounts are included within cash at bank:

	2023 $ Million	**2022 $ Million**
Cash at bank held by other financial institutions	5,860	5,183
Cash at bank held by other group undertakings	1,686	1,893
	7,546	7,076

Included within cash held by other financial institutions is $1,623 million (2022: $1,735 million) that is held on behalf of financial institutions and reported as restricted cash. Included within cash held by other group undertakings is $0 million (2022: $21 million) on behalf of financial institutions and reported as restricted cash.

13. Derivatives

	2023 Fair Value		Restated 2022 Fair Value	
	Asset	Liability	Asset	Liability
	$ Million	$ Million	$ Million	$ Million
Interest rate derivatives	129,094	124,966	134,537	107,420
Foreign exchange derivatives	18,419	18,842	21,515	22,792
Credit derivatives	15,539	14,613	12,083	11,828
Equity derivatives	17,649	18,503	16,512	18,148
Commodity derivatives	7,765	10,091	13,382	38,601
	188,466	187,015	198,029	198,789

In the ordinary course of its business, CGML enters into various types of derivative transactions, which include:

- Swap contracts - commitments to settle in cash at a future date or dates ranging from a few days to a number of years, based on differentials between specified instruments or indices, as applied to a notional principal amount;
- Option contracts - the right but not the obligation to buy or sell within a specified time a financial asset at a fixed price over a specified time period; and
- Futures and forward contracts - commitments to buy or sell at a future date a financial asset at a fixed price.

Derivative transactions may be OTC agreements which are bilaterally negotiated with counterparties and either settled with those counterparties or novated and cleared through CCPs. Others are standardised contracts traded on an exchange with the CCP as the counterparty to the trade. Derivatives expose CGML to market, credit or liquidity risks which are described further in Note 29 ‘Financial instruments and risk management’ and which may impact the amount, timing and certainty of future cash flows.

The Company restated Derivative assets and Derivative liabilities amounts in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

14. Financial assets at fair value through profit or loss

Financial assets measured at fair value through profit or loss form part of the trading portfolio of the Company and comprise marketable securities and other financial assets. The following amounts are included in financial assets held at fair value.

	2023 Total $ Million	Restated 2022 Total $ Million
Financial assets mandatorily at fair value through profit and loss		
Derivatives (Note 13)	188,466	198,028
Inventory		
Government bonds	21,616	23,964
Non-government bonds	8,281	11,412
Equities	22,089	20,558
Commodities	1,155	1,539
Commercial Paper	27	27
	53,168	57,500
Equity securities held for investment (Note 16)	138	122
Financial assets designated at fair value through profit or loss		
Collateralised financing transactions	99,575	80,372
	341,347	336,022

Included in Derivatives are listed instruments amounting to $5,050 million (2022: $5,904 million). Included in Inventory are listed instruments amounting to $47,903 million (2022: $48,117 million).

The Company restated Derivatives amount in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

15. Financial assets and liabilities accounting classifications and fair values

The table below sets out the Company's classification of each class of financial assets and liabilities, and their fair values. Those measured at fair value, whether mandatorily or designated as such, are further allocated to levels in the fair value hierarchy in the table on the following page.

31 December 2023	Mandatorily at FVTPL $ Million	Designated at FVTPL $ Million	Amortised cost $ Million	Mandatorily at FVTPL - equity investments $ Million	Total carrying amount $ Million	Fair value $ Million
Cash	—	—	7,546	—	7,546	7,546
Derivatives	188,466	—	—	—	188,466	188,466
Inventory	53,168	—	—	—	53,168	53,168
Equity securities held for investment	—	—	—	138	138	138
Collateralised financing transactions	—	99,575	119,774	—	219,349	219,349
Cash collateral pledged	—	—	15,706	—	15,706	15,706
Trade debtors	—	—	14,087	—	14,087	14,087
Other debtors	—	—	530	—	530	530
	241,634	99,575	157,643	138	498,990	498,990
Bank loans and overdrafts	—	—	2,906	—	2,906	2,944
Derivatives	187,015	—	—	—	187,015	187,015
Securities sold but not yet purchased	48,837	—	—	—	48,837	48,837
Collateralised financing transactions	—	64,446	107,836	—	172,282	172,282
Hybrid financial liabilities	—	23,858	—	—	23,858	23,858
Cash collateral held	—	—	18,332	—	18,332	18,332
Trade creditors	—	—	7,642	—	7,642	7,642
Other creditors and accruals	—	—	2,620	—	2,620	2,620
Subordinated loans	—	—	11,100	—	11,100	12,161
	235,852	88,304	150,436	—	474,592	475,691

15. Financial assets and liabilities accounting classifications and fair values (continued)

Restated 31 December 2022	Mandatorily at FVTPL $ Million	Designated at FVTPL $ Million	Amortised cost $ Million	Mandatorily at FVTPL - equity investments $ Million	Total carrying amount $ Million	Fair value $ Million
Cash	—	—	7,076	—	7,076	7,076
Derivatives	198,029	—	—	—	198,029	198,029
Inventory	57,500	—	—	—	57,500	57,500
Equity securities held for investment	—	—	—	122	122	122
Collateralised financing transactions	—	80,372	91,817	—	172,189	172,189
Cash collateral pledged	—	—	23,407	—	23,407	23,407
Trade debtors	—	—	15,881	—	15,881	15,881
Other debtors	—	—	644	—	644	644
	255,529	80,372	138,825	122	474,848	474,848
Bank loans and overdrafts	—	—	10,644	—	10,644	10,035
Derivatives	198,789	—	—	—	198,789	198,789
Securities sold but not yet purchased	52,347	—	—	—	52,347	52,347
Collateralised financing transactions	—	52,123	62,240	—	114,363	114,363
Hybrid financial liabilities	—	26,311	—	—	26,311	26,311
Cash collateral held	—	—	21,089	—	21,089	21,089
Trade creditors	—	—	12,080	—	12,080	12,080
Other creditors and accruals	—	—	2,196	—	2,196	2,196
Subordinated loans	—	—	11,100	—	11,100	11,926
	251,136	78,434	119,349	—	448,919	449,136

The Company restated Derivative assets and Derivative liabilities amounts in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

15. Financial assets and liabilities accounting classifications and fair values (continued)

The following table shows an analysis of financial assets and liabilities measured at fair value by level in the hierarchy:

31 December 2023	Level 1 $ Million	Level 2 $ Million	Level 3 $ Million	Total $ Million
Financial assets mandatorily at fair value				
Derivatives	16	186,349	2,101	188,466
Government bonds	17,940	3,625	51	21,616
Non-government bonds	517	7,439	325	8,281
Equities	20,682	1,260	147	22,089
Commodities	—	1,155	—	1,155
Commercial Paper	—	27	—	27
	39,155	199,855	2,624	241,634
Financial assets designated at fair value				
Collateralised financing transactions	—	99,528	47	99,575
Other financial assets at fair value through P&L				
Equity securities held for investment	—	—	138	138
	39,155	299,383	2,809	341,347
Financial liabilities mandatorily at fair value				
Derivatives	9	183,052	3,954	187,015
Securities sold but not yet purchased	45,071	3,754	12	48,837
	45,080	186,806	3,966	235,852
Financial liabilities designated at fair value				
Collateralised financing transactions	—	64,446	—	64,446
Hybrid financial liabilities	—	20,276	3,582	23,858
	45,080	271,528	7,548	324,156

15. Financial assets and liabilities accounting classifications and fair values (continued)

Restated 31 December 2022	Level 1 $ Million	Level 2 $ Million	Level 3 $ Million	Total $ Million
Financial assets mandatorily at fair value				
Derivatives	22	194,487	3,520	198,029
Government bonds	20,504	3,412	48	23,964
Non-government bonds	987	9,982	443	11,412
Equities	19,383	1,101	74	20,558
Commodities	—	1,539	—	1,539
Commercial Paper	—	27	—	27
	40,896	210,548	4,085	255,529
Financial assets designated at fair value				
Collateralised financing transactions	—	79,987	385	80,372
Other financial assets at fair value through P&L				
Equity securities held for investment	—	—	122	122
	40,896	290,535	4,592	336,023
Financial liabilities mandatorily at fair value				
Derivatives	22	193,780	4,987	198,789
Securities sold but not yet purchased	47,478	4,856	13	52,347
	47,500	198,636	5,000	251,136
Financial liabilities designated at fair value				
Collateralised financing transactions	—	52,123	—	52,123
Hybrid financial liabilities	—	22,316	3,995	26,311
	47,500	273,075	8,995	329,570

The Company restated Derivative assets and Derivative liabilities amounts in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

During the 12 months ended December 31, 2023, above the $100 million threshold, a total balance of $2.1 billion was transferred to Level 2 from Level 1 (no transfer to Level 1 from Level 2). Transfers between Level 1 and Level 2 were driven by changes in market activity on the individual instruments.

The following table shows an analysis of financial assets and liabilities classified as held at amortised cost by level in the hierarchy:

31 December 2023	Level 1 $ Million	Level 2 $ Million	Level 3 $ Million	Total $ Million
Financial assets at amortised cost				
Cash	—	7,546	—	7,546
Collateralised financing transactions	—	119,774	—	119,774
Cash collateral pledged	—	15,706	—	15,706
Trade debtors	—	14,087	—	14,087
Other debtors	—	530	—	530
	—	157,643	—	157,643
Financial liabilities at amortised cost				
Bank loans and overdrafts	—	2,906	—	2,906
Collateralised financing transactions	—	107,836	—	107,836
Cash collateral held	—	18,332	—	18,332
Trade creditors	—	7,642	—	7,642
Other creditors and accruals	—	2,620	—	2,620
Subordinated loans	—	11,100	—	11,100
	—	150,436	—	150,436

15. Financial assets and liabilities accounting classifications and fair values (continued)

31 December 2022	Level 1 $ Million	Level 2 $ Million	Level 3 $ Million	Total $ Million
Financial assets at amortised cost				
Cash	—	7,076	—	7,076
Collateralised financing transactions	—	91,817	—	91,817
Cash collateral pledged	—	23,407	—	23,407
Trade debtors	—	15,881	—	15,881
Other debtors	—	644	—	644
	—	138,825	—	138,825
Financial liabilities at amortised cost				
Bank loans and overdrafts	—	10,644	—	10,644
Collateralised financing transactions	—	62,240	—	62,240
Cash collateral held	—	21,089	—	21,089
Trade creditors	—	12,080	—	12,080
Other creditors	—	2,196	—	2,196
Subordinated loans	—	11,100	—	11,100
	—	119,349	—	119,349

Given the short term nature and characteristics of collateralised financing transactions, trade debtors, other debtors, trade creditors, other creditors and accruals the fair value has been assumed to approximate the carrying value. The fair value of subordinated loans has been calculated using the present value of future estimated cash flows, discounted using a discount rate of USD 3 month Overnight Indexed Swap (OIS) plus the Company's credit spread as at 31 December 2023.

Fair Value Measurement

IFRS 13 – *Fair Value Measurement,* defines fair value, establishes a consistent framework for measuring fair value and requires disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and therefore represents an exit price. Among other things, the standard requires the Company to maximise the use of observable inputs and minimise the use of unobservable inputs when measuring fair value.

Under IFRS 13, the probability of default of a counterparty is factored into the valuation of derivative positions and, the impact of the Company's own credit risk is also factored into the valuation of derivatives and other liabilities that measured at fair value.

Fair Value Hierarchy

IFRS 13 specifies a hierarchy of inputs based on whether the inputs are observable or unobservable. Observable inputs are developed using market data and reflect market participant assumptions, while unobservable inputs reflect the Company's market assumptions.

The two types of inputs have created the following fair value hierarchy:

- Level 1: Quoted prices for identical instruments in active markets.
- Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs and significant value drivers are observable in the market.
- Level 3: Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

15. Financial assets and liabilities accounting classifications and fair values (continued)

Fair Value Hierarchy (continued)

As required under the fair value hierarchy, the Company considers relevant and observable market inputs in its valuations where possible.

The fair value hierarchy classification approach typically utilizes rules-based and data driven selection criteria to determine whether an instrument is classified as Level 1, Level 2, or Level 3:

- The determination of whether an instrument is quoted in an active market and therefore considered a Level 1 instrument is based upon the frequency of observed transactions and the quality of independent market data available on the measurement date.
- A Level 2 classification is assigned where there is observability of prices / market inputs to models, or where any unobservable inputs are not significant to the valuation. The determination of whether an input is considered observable is based on the availability of independent market data and its corroboration, for example through observed transactions in the market.
- Otherwise, an instrument is classified as Level 3.

Determination of Fair Value

For assets and liabilities carried at fair value, the Company measures fair value using the procedures set out below, irrespective of whether the assets and liabilities are measured at fair value as a result of an election, a non-recurring lower of-cost-or-market (LOCOM) adjustment, or because they are required to be measured at fair value.

When available, the Company uses quoted market prices from active markets to determine fair value and classifies such items as Level 1. In some specific cases where a market price is available, the Company will apply practical expedients (such as matrix pricing) to calculate fair value, in which case the items may be classified as Level 2.

The Company may also apply a price-based methodology that utilizes, where available, quoted prices or other market information obtained from recent trading activity in positions with the same or similar characteristics to the position being valued. If relevant and observable prices are available , those valuations may be classified as Level 2. However, when there are one or more significant unobservable "price" inputs,those valuations will be classified as Level 3. Furthermore, when a quoted price is considered stale, a significant adjustment to the price of a similar security may be necessary to reflect differences in the terms of the actual security or loan being valued, or alternatively, when prices from independent sources maybe insufficient to corroborate the valuation, the "price" inputs are considered unobservable and the fair value measurements are classified as Level 3.

If quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based parameters, such as interest rates, currency rates and option volatilities. Items valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified as Level 3 even though there may be some significant inputs that are readily observable.

Fair value estimates from internal valuation techniques are verified, where possible, to prices obtained from independent vendors or brokers. Vendors' and brokers' valuations may be based on a variety of inputs ranging from observed prices to proprietary valuation models, and the Company assesses the quality and relevance of this information in determining the estimate of the fair value. The following section describes the valuation methodologies used by the Company to measure various financial instruments at fair value. Where appropriate, the description includes details of the valuation models, the key inputs to those models and any significant assumptions.

Market valuation adjustments

Generally, the unit of account for a financial instrument is the individual financial instrument. The Company applies market valuation adjustments that are consistent with the unit of account, which does not include adjustment due to the size of the Company's position, except as follows.

15. Financial assets and liabilities accounting classifications and fair values (continued)

Market valuation adjustments (continued)

IFRS 13 permits an exception, through an accounting policy election, to measure the fair value of a portfolio of financial assets and financial liabilities on the basis of the net open risk position when certain criteria are met. Citi has elected to measure certain portfolios of financial instruments that meet those criteria, such as derivatives, on the basis of the net open risk position. The Company applies market valuation adjustments, including adjustments to account for the size of the net open risk position, consistent with market participant assumptions.

Valuation adjustments are applied to items classified as Level 2 or Level 3 in the fair value hierarchy to ensure that the fair value reflects the price at which the net open risk position could be exited. These valuation adjustments are based on the bid/offer spread for an instrument in the market. When Citi has elected to measure certain portfolios of financial investments, such as derivatives, on the basis of the net open risk position, the valuation adjustment may take into account the size of the position.

Credit valuation adjustments (CVA) and funding valuation adjustments (FVA) are applied to the relevant population of over-the-counter (OTC) derivative instruments where adjustments to reflect counterparty credit risk, own credit risk and term funding risk are required to estimate fair value. This principally includes derivatives with a base valuation (e.g., discounted using overnight indexed swap (OIS)) requiring adjustment for these effects, such as uncollateralized interest rate swaps. The CVA represents a portfolio-level adjustment to reflect the risk premium associated with the counterparty's (assets) or Company's (liabilities) non-performance risk.

The FVA represents a market funding risk premium inherent in the uncollateralized portion of a derivative portfolio and in certain collateralized derivative portfolios that do not include standard credit support annexes (CSAs), such as where the CSA does not permit the reuse of collateral received. Company's FVA methodology leverages the existing CVA methodology to estimate a funding exposure profile. The calculation of this exposure profile considers collateral agreements in which the terms do not permit the Company to reuse the collateral received, including where counterparties post collateral to third-party custodians. Company's CVA and FVA methodologies consist of two steps:

- First, the exposure profile for each counterparty is determined using the terms of all individual derivative positions and a Monte Carlo simulation or other quantitative analysis to generate a series of expected cash flows at future points in time. The calculation of this exposure profile considers the effect of credit risk mitigants and sources of funding, including pledged cash or other collateral and any legal right of offset that exists with a counterparty through arrangements such as netting agreements. Individual derivative contracts that are subject to an enforceable master netting agreement with a counterparty are aggregated as a netting set for this purpose, since it is those aggregate net cash flows that are subject to non performance risk. This process identifies specific, point-in-time future cash flows that are subject to non performance and term funding risk, rather than using the current recognized net asset or liability as a basis to measure the CVA and FVA.
- Second, for CVA, market-based views of default probabilities derived from observed credit spreads in the credit default swap (CDS) market are applied to the expected future cash flows determined in step one. Citi's own credit CVA is determined using Citi-specific CDS spreads for the relevant tenor. Generally, counterparty CVA is determined using CDS spread indices for each credit rating and tenor. For certain identified netting sets where individual analysis is practicable (e.g., exposures to counterparties with liquid CDSs), counterparty-specific CDS spreads are used. For FVA, a term structure of spreads is applied to the expected funding exposures (e.g., the market liquidity spread used to represent the term funding premium associated with certain OTC derivatives).

The CVA and FVA are designed to incorporate a market view of the credit and funding risk, respectively, inherent in the derivative portfolio. However, most unsecured derivative instruments are negotiated bilateral contracts and are not commonly transferred to third parties. Derivative instruments are normally settled contractually or, if terminated early, are terminated at a value negotiated bilaterally between the counterparties. Thus, the CVA and FVA may not be realized upon a settlement or termination in the normal course of business.

15. Financial assets and liabilities accounting classifications and fair values (continued)

Market valuation adjustments (continued)

In addition, all or a portion of these adjustments may be reversed or otherwise adjusted in future periods in the event of changes in the credit or funding risk associated with the derivative instruments.

Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase

No quoted prices exist for these instruments, since fair value is determined using a discounted cash flow technique. Cash flows are estimated based on the terms of the contract, taking into account any embedded derivative or other features. These cash flows are discounted using interest rates appropriate to the maturity of the instrument as well as the nature of the underlying collateral. Generally, when such instruments are recorded at fair value, they are classified within Level 2 of the fair value hierarchy, as the inputs used in the valuation are readily observable. However, certain long-dated positions are classified within Level 3 of the fair value hierarchy

Trading Account Assets and Liabilities—Trading Securities and Trading Loans

When available, the Company uses quoted market prices in active markets to determine the fair value of trading securities; such items are classified as Level 1 of the fair value hierarchy. Examples include government securities and exchange-traded equity securities.

For bonds and secondary market loans traded over the counter, the Company generally determines fair value utilizing various valuation techniques, including discounted cash flows, price-based and internal models. Fair value estimates from these internal valuation techniques are verified, where possible, to prices obtained from independent sources, including third-party vendors.

A price-based methodology utilizes, where available, quoted prices or other market information obtained from recent trading activity of assets with similar characteristics to the bond or loan being valued. The yields used in discounted cash flow models are derived from the same price information. Trading securities and loans priced using such methods are generally classified as Level 2. However, when the primary inputs to the valuation are unobservable, or prices from independent sources are insufficient to corroborate valuation, a loan or security is generally classified as Level 3. Fair value estimates from these internal valuation techniques are verified, where possible, to prices obtained from independent sources, including third-party vendors.

When the Company's principal exit market for a portfolio of loans is through securitization, the Company uses the securitization price as a key input into the fair value of the loan portfolio. The securitization price is determined from the assumed proceeds of a hypothetical securitization within the current market environment. Where such a price verification is possible, loan portfolios are typically classified as Level 2 in the fair value hierarchy.

Trading Account Assets and Liabilities — Derivatives

Exchange-traded derivatives, measured at fair value using quoted (i.e., exchange) prices in active markets, where available, are classified as Level 1 of the fair value hierarchy.

Derivatives without a quoted price in an active market and derivatives executed over the counter are valued using internal valuation techniques. These derivative instruments are classified as either Level 2 or Level 3 depending on the observability of the significant inputs to the model.

The valuation techniques depend on the type of derivative and the nature of the underlying instrument. The principal techniques used to value these instruments are discounted cash flows and internal models, such as derivative pricing models (e.g., Black-Scholes and Monte Carlo simulations).

The key inputs depend upon the type of derivative and the nature of the underlying instrument and include interest rate yield curves, foreign exchange rates, volatilities and correlation.

15. Financial assets and liabilities accounting classifications and fair values (continued)

Investments

The investments category includes available-for-sale debt and marketable equity securities whose fair values are generally determined by utilizing similar procedures described for trading securities above or, in some cases, using vendor pricing as the primary source.

Also included in investments are non-public investments in private equity and real estate entities. Determining the fair value of non-public securities involves a significant degree of management's judgment, as no quoted prices exist and such securities are not generally traded. In addition, there may be transfer restrictions on private equity securities. The Company's process for determining the fair value of such securities utilizes commonly accepted valuation techniques, including guideline public company analysis and comparable transactions. In determining the fair value of non public securities, the Company also considers events such as a proposed sale of the investee company, initial public offerings, equity issuances or other observable transactions. Private equity securities are generally classified as Level 3 of the fair value hierarchy.

In addition, the Company holds investments in certain alternative investment funds that calculate NAV per share, including hedge funds, private equity funds and real estate funds. Investments in funds are generally classified as nonmarketable equity securities carried at fair value. The fair values of these investments are estimated using the NAV per share of the Company's ownership interest in the funds where it is not probable that the investment will be realized at a price other than the NAV.

Short-Term Borrowings and Long-Term Debt

Where fair value accounting has been elected, the fair value of non-structured liabilities is determined by utilizing internal models using the appropriate discount rate for the applicable maturity. Such instruments are classified as Level 2 of the fair value hierarchy when all significant inputs are readily observable.

The Company determines the fair value of hybrid financial instruments, including structured liabilities, using the appropriate derivative valuation methodology (described above in "Trading Account Assets and Liabilities—Derivatives") given the nature of the embedded risk profile. Such instruments are classified as Level 2 or Level 3 depending on the observability of significant inputs to the model.

Collateralised financing transactions

No quoted prices exist for such financial instruments and so fair value is determined using a discounted cash-flow technique. Cash flows are estimated based on the terms of the contract, taking into account any embedded derivative or other features. Expected cash flows are discounted using market rates appropriate to the maturity of the instrument as well as the nature and amount of collateral taken or received. Generally, when such instruments are held at fair value, they are classified within Level 2 of the fair value hierarchy as the inputs used in the valuation are readily observable.

Changes in Level 3 Fair Value Category

The following tables present the changes in the Level 3 fair value category for the years ended 31 December 2023 and 31 December 2022. Gains and losses presented below include changes in the fair value related to both observable and unobservable inputs. CGML often hedges positions with offsetting positions that are classified in a different level.

15. Financial assets and liabilities accounting classifications and fair values (continued)

Changes in Level 3 Fair Value Category (continued)

2023	At 1 January 2023	Gain/(loss) recorded in the profit and loss statement		Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	At 31 December 2023
		Realised	Unrealised							
	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million
Financial assets mandatorily at fair value										
Derivatives	3,520	(2,424)	2,052	278	(61)	—	(984)	1,250	(1,530)	2,101
Government bonds	48	(1)	11	109	(82)	—	—	8	(42)	51
Non-government bonds	443	42	16	515	(538)	—	—	110	(263)	325
Equities	74	24	48	115	(151)	—	—	56	(19)	147
Financial assets designated at fair value										
Collateralised financing transactions	385	(9)	(314)	136	—	—	(144)	—	(7)	47
Other assets at fair value through P&L										
Equity securities held for investment	122	(86)	101	2	(1)	—	—	—	—	138
	4,592	(2,454)	1,914	1,155	(833)	—	(1,128)	1,424	(1,861)	2,809

	At 1 January 2023	(Gain)/loss recorded in the profit and loss statement		Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	At 31 December 2023
		Realised	Unrealised							
Financial liabilities held for trading	$ Million	$ Million		$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million
Derivatives	4,987	(2,235)	2,687	250	(85)	16	(256)	1,105	(2,515)	3,954
Securities sold but not yet purchased	13	3	2	(25)	4	—	(15)	14	16	12
Financial liabilities designated at fair value										
Hybrid financial liabilities	4,014	(243)	317	—	—	289	(307)	124	(612)	3,582
	9,014	(2,475)	3,006	225	(81)	305	(578)	1,243	(3,111)	7,548

15. Financial assets and liabilities accounting classifications and fair values (continued)

Changes in Level 3 Fair Value Category (continued)

2022	At 1 January 2022	Gain/(loss) recorded in the profit and loss statement: Realised	Gain/(loss) recorded in the profit and loss statement: Unrealised	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	At 31 December 2022
	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million
Financial assets mandatorily at fair value										
Derivatives	2,964	(1,341)	2,826	274	(27)	79	—	1,664	(2,919)	3,520
Government bonds	29	(21)	(29)	148	(81)	—	—	49	(47)	48
Non-government bonds	661	72	(118)	1,117	(1,308)	—	—	408	(389)	443
Equities	42	80	(34)	123	(169)	—	—	81	(49)	74
Financial assets designated at fair value										
Collateralised financing transactions	92	(13)	181	169	—	—	(211)	174	(7)	385
Other assets at fair value through P&L										
Equity securities held for investment	106	—	(7)	23	—	—	—	—	—	122
	3,894	(1,223)	2,819	1,854	(1,585)	79	(211)	2,376	(3,411)	4,592

	At 1 January 2022	(Gain)/loss recorded in the profit and loss statement: Realised	(Gain)/loss recorded in the profit and loss statement: Unrealised	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	At 31 December 2022
Financial liabilities held for trading	$ Million	$ Million		$ Million	$ Million	$ Million	$ Million	$ Million	$ Million	$ Million
Derivatives	3,735	(1,327)	3,603	264	71	—	345	1,573	(3,278)	4,987
Securities sold but not yet purchased	40	(3)	7	19	7	(10)	(64)	38	(20)	13
Financial liabilities designated at fair value										
Hybrid financial liabilities	4,183	79	(1,630)	—	—	1,219	(259)	539	(136)	3,995
	7,958	(1,251)	1,980	283	78	1,209	22	2,150	(3,434)	8,995

2023 opening balances have been adjusted for hybrid financial liabilities to reflect instruments in their original classes, that were previously classified as "unsettled", being issued after the financial period close.

To better reflect the nature of the movements in the fair value of Level 3 instruments which occurred in 2022, the Company restated the 2022 movements of financial assets as follows: decrease of transfers in by $(713) million, increase of unrealised P&L by $718 million and increase of settlements by $5 million. Accordingly, the Company also restated the 2022 movements related financial liabilities as follows: decrease of issuances by $(2,030) million, increase of settlements by $2,548 million, decrease of transfers in by $(755) million, increase of unrealised P&L by $296 million, decrease of realised P&L by $(59) million, decrease of transfers out by $(2) million and increase of 2022 opening balance by $2 million.

Level 3 Fair Value Transfers

The following were the significant Level 3 transfers for the period December 31 2022 to December 31 2023:

- During the 12 months ended December 31 2023, transfers of Equity Derivative contracts were $1.1 billion ($0.6 billion asset, $0.5 billion liability) from Level 3 to Level 2. This was due to unobservable inputs such as forward, volatility, correlation becoming insignificant relative to their overall valuation, and market changes have resulted in some inputs becoming more observable. In other instances, market changes have resulted in some inputs becoming less observable, and some unobservable inputs becoming more significant to the overall valuation of the instruments (e.g., when an option becomes deep-in or deep-out of the money).

15. Financial assets and liabilities accounting classifications and fair values (continued)

Level 3 Fair Value Transfers (continued)

- During the 12 months ended December 31 2023, transfers of Commodity derivative contracts were $1.1 billion ($0.6 billion asset, $0.5 billion liability) from Level 3 to Level 2. This was due to increased observability on forwards and swap contracts based on trade data, and unobservable inputs on option contracts becoming insignificant to their overall valuation.

Fair Value Hierarchy Classification

Unobservable inputs

During the year, total changes in fair value, representing a $1,071 million loss (2022: $867 million gain) was recognised in the income statement relating to items where fair value was estimated using a valuation technique that incorporated one or more significant inputs based on unobservable market data. As these valuation techniques were based upon assumptions, changing the assumptions would change the estimate of fair value. The potential impact of using reasonably possible assumptions in line with those used for the Company's Regulatory Prudential Adjustment for the valuation techniques for both observable and unobservable market data has been quantified as approximately $741 million downside and $827 million upside (2022: $731 million downside and $847 million upside). The main contributors to this impact were Equity Markets, Credit Trading and Interest Rates Trading businesses.

Uncertainty of Fair Value Measurements Relating to Unobservable Inputs

Valuation uncertainty arises when there is insufficient or disperse market data to allow a precise determination of the exit value of a fair-valued position or portfolio in today's market. This is especially prevalent in Level 3 fair value instruments, where uncertainty exists in valuation inputs that may be both unobservable and significant to the instrument's (or portfolio's) overall fair value measurement.

The uncertainties associated with key unobservable inputs on the Level 3 fair value measurements may not be independent of one another. In addition, the amount and direction of the uncertainty on a fair value measurement for a given change in an unobservable input depends on the nature of the instrument as well as whether the Company holds the instrument as an asset or a liability. For certain instruments, the pricing, hedging and risk management are sensitive to the correlation between various inputs rather than on the analysis and aggregation of the individual inputs.

The following section describes some of the most significant unobservable inputs used by the Company in Level 3 fair value measurements.

Correlation

Correlation is a measure of the extent to which two or more variables change in relation to each other. A variety of correlation-related assumptions are required for a wide range of instruments, including equity and credit baskets, foreign exchange options, Credit Index Tranches and many other instruments. For almost all of these instruments, correlations are not directly observable in the market and must be calculated using alternative sources, including historical information. Estimating correlation can be especially difficult where it may vary over time, and calculating correlation information from market data requires significant assumptions regarding the informational efficiency of the market (e.g., swaption markets). Uncertainty therefore exists when an estimate of the appropriate level of correlation as an input into some fair value measurements is required.

Changes in correlation levels can have a substantial impact, favorable or unfavorable, on the value of an instrument, depending on its nature. A change in the default correlation of the fair value of the underlying bonds comprising a CDO structure would affect the fair value of the senior tranche. For example, an increase in the default correlation of the underlying bonds would reduce the fair value of the senior tranche, because highly correlated instruments produce greater losses in the event of default and a portion of these losses would become attributable to the senior tranche. That same change in default correlation would have a different impact on junior tranches of the same structure.

15. Financial assets and liabilities accounting classifications and fair values (continued)

Volatility

Volatility represents the speed and severity of market price changes and is a key factor in pricing options. Volatility generally depends on the tenor of the underlying instrument and the strike price or level defined in the contract. Volatilities for certain combinations of tenor and strike are not observable and need to be estimated using alternative methods, such as comparable instruments, historical analysis or other sources of market information. This leads to uncertainty around the final fair value measurement of instruments with unobservable volatilities.

The general relationship between changes in the value of an instrument (or a portfolio) to changes in volatility also depends on changes in interest rates and the level of the underlying index. Generally, long option positions (assets) benefit from increases in volatility, whereas short option positions (liabilities) will suffer losses. Some instruments are more sensitive to changes in volatility than others. For example, an at-the-money option would experience a greater percentage change in its fair value than a deep-in-the-money option. In addition, the fair value of an option with more than one underlying security (e.g., an option on a basket of equities) depends on the volatility of the individual underlying securities as well as their correlations.

Yield

In some circumstances, the yield of an instrument is not observable in the market and must be estimated from historical data or from yields of similar securities. This estimated yield may need to be adjusted to capture the characteristics of the security being valued. Whenever the amount of the adjustment is significant to the value of the security, the fair value measurement is classified as Level 3. Adjusted yield is generally used to discount the projected future principal and interest cash flows on instruments, such as asset-backed securities. Adjusted yield is impacted by changes in the interest rate environment and relevant credit spreads.

Prepayment

Voluntary unscheduled payments (prepayments) change the future cash flows for the investor and thereby change the fair value of the security. The effect of prepayments is more pronounced for residential mortgage-backed securities. Prepayment is generally negatively correlated with delinquency and interest rate. A combination of low prepayments and high delinquencies amplifies each input's negative impact on a mortgage securities' valuation. As prepayment speeds change, the weighted average life of the security changes, which impacts the valuation either positively or negatively, depending upon the nature of the security and the direction of the change in the weighted average life.

Recovery

Recovery is the proportion of the total outstanding balance of a bond or loan that is expected to be collected in a liquidation scenario. For many credit securities (e.g., commercial mortgage backed securities), the expected recovery amount of a defaulted property is typically unknown until a liquidation of the property is imminent. The assumed recovery of a security may differ from its actual recovery that will be observable in the future. Generally, an increase in the recovery rate assumption increases the fair value of the security. An increase in loss severity, the inverse of the recovery rate, reduces the amount of principal available for distribution and, as a result, decreases the fair value of the security.

Credit Spread

Credit spread is a component of the security representing its credit quality. Credit spread reflects the market perception of changes in prepayment, delinquency and recovery rates, therefore capturing the impact of other variables on the fair value. Changes in credit spread affect the fair value of securities differently depending on the characteristics and maturity profile of the security. For example, credit spread is a more significant driver of the fair value measurement

15. Financial assets and liabilities accounting classifications and fair values (continued)

Valuation Techniques and Inputs for Level 3 Fair Value Measurements

The following tables present the valuation techniques covering the majority of Level 3 inventory and the most significant unobservable inputs used in Level 3 fair value measurements as of 31 December 2023 and 31 December 2022. Note that these tables represent key drivers by disclosures line and may not agree back to the Changes in Level 3 Fair Value Category table.

2023	Fair Value $ Million	Methodology	Input	Range of Inputs Min	Max	Unit
Assets						
Derivative assets	2,101					
Equity securities held for investment		Comparables Analysis	Illiquidty Discount	10.0	10.0	%
		Comparables Analysis	EBITDA Multiples	15.8	15.8	x
		Comparables Analysis	PE Ratio	9.3	16.5	x
Equity Derivatives		Model-based	Equity Volatility	0.1	334.4	%
		Model-based	Equity Forward	54.1	273.5	%
		Model-based	Equity-FX Correlation	-79.0	70.0	%
		Model-based	Equity-Equity Correlation	-6.5	97.4	%
		Price-based	Price	—	5,927.3	$
Commodity Derivatives		Model-based	Forward Price	31.7	425.5	%
		Model-based	Commodity Volatility	5.9	118.8	%
		Model-based	Commodity Correlation	-45.3	93.0	%
Credit Derivatives		Model-based	Credit Spread	8.0	403.5	bps
		Model-based	Credit Spread Volatility	23.9	115.7	%
		Price-based	Recovery Rate	20.0	40.0	%
		Price-based	Upfront Points	3.8	117.3	%
Foreign Exchange Derivatives		Model-based	IR Normal Volatility	0.3	1.1	%
		Model-based	IR Basis	-1.5	9.9	%
		Model-based	FX Rate	0.9	386.7	$
		Model-based	FX Volatility	3.6	28.1	%
Interest Rate Derivatives		Model-based	IR Normal Volatility	0.3	1.6	%
		Model-based	Inflation Volatility	0.4	8.2	%
		Model-based	Credit Spread	270.7	497.5	bps
		Model-based	Inflation Rate	1.5	7.4	%
		Model-based	Interest Rate	2.7	5.4	%
Inventory	523					
Government Bonds		Model-based	Interest Rate	4.0	4.0	%
Non-government bonds		Price-based	Price	0.0	748.9	$
		Model-based	Equity Volatility	0.1	334.4	%
		Model-based	Equity Forward	54.1	273.5	%
Equity Securities		Price-based	Price	0.0	12,189.2	$
		Comparables Analysis	EBITDA Multiples	6.4	6.4	x

15. Financial assets and liabilities accounting classifications and fair values (continued)

Liabilities						
Derivative liabilities	3,954					
Equity Derivatives		Model-based	Equity Volatility	0.1	334.4	%
		Model-based	Equity Forward	54.1	273.5	%
		Model-based	Equity-FX Correlation	-79.0	70.0	%
		Model-based	Equity-IR Correlation	-30.0	44.0	%
		Model-based	Equity-Equity Correlation	-6.5	97.4	%
		Model-based	FX Volatility	0.1	113.1	%
Commodity Derivatives		Model-based	Forward Price	31.7	425.5	%
		Model-based	Commodity Volatility	5.9	118.8	%
		Model-based	Commodity Correlation	-45.3	93.0	%
Credit Derivatives		Model-based	Credit Spread	—	403.5	bps
		Model-based	Recovery Rate	20.0	40.0	%
		Model-based	Credit Spread Volatility	23.9	115.7	%
		Price-based	Upfront Points	1.4	100.1	%
Foreign Exchange Derivatives		Model-based	IR Normal Volatility	0.3	1.6	%
		Model-based	FX Rate	0.9	386.7	$
Interest Rate Derivatives		Model-based	IR Normal Volatility	0.3	15.0	%
		Model-based	Credit Spread	270.7	499.0	bps
Securities sold but not yet purchased	12	Price-based	Price	0.0	12,189.2	$
		Model-based	IR Normal Volatility	0.3	15.0	%
Hybrid financial liabilities	3,582	Model-based	Commodity Correlation	-45.3	93.0	%
		Model-based	Commodity Volatility	6.1	61.1	%
		Model-based	Equity Forward	54.1	273.5	%
		Model-based	Equity Volatility	0.1	334.4	%
		Model-based	Equity-Commodity Correlation	-10.0	30.0	%
		Model-based	Equity-Equity Correlation	-6.5	97.4	%
		Model-based	Equity-FX Correlation	-79.0	70.0	%
		Model-based	Equity-IR Correlation	-30.0	44.0	%
		Model-based	Forward Price	31.7	425.5	%
		Model-based	FX-FX Correlation	-70.7	71.4	%
		Model-based	IR Normal Volatility	0.3	15.0	%
		Price-based	Price	9.5	100.0	$

15. Financial assets and liabilities accounting classifications and fair values (continued)

2022	Fair Value $ Million	Methodology	Input	Range of Inputs Min	Range of Inputs Max	Unit
Assets						
Derivative assets	3,520					
Equity Derivatives		Model-based	Equity Volatility	—	300.7	%
		Model-based	Equity-FX Correlation	-95.0	50.0	%
		Model-based	Equity Forward	68.3	271.6	%
		Model-based	Equity-Equity Correlation	-4.0	98.7	%
		Model-based	Commodity-FX Correlation	-40.0	40.0	%
Commodity Derivatives		Model-based	Forward Price	14.3	385.5	%
		Model-based	Commodity Volatility	10.4	151.5	%
		Model-based	Commodity Correlation	-32.0	91.9	%
Credit Derivatives		Model-based	Credit Spread	2.5	955.1	bps
Foreign Exchange Derivatives		Model-based	IR Basis	-4.2	9.7	%
Interest Rate Derivatives		Model-based	Inflation Volatility	0.4	2.7	%
Inventory	565					
Other Bonds Notes & Debentures		Model-based	Equity Volatility	0.0	300.7	%
		Model-based	Equity-FX Correlation	-95.0	50.0	%
Equity Securities		Price-based	Price	0.0	9,087.8	$
Liabilities						
Derivative liabilities	4,987					
Commodity Derivatives		Model-based	Forward Price	14.3	385.5	%
		Model-based	Commodity Volatility	10.4	151.5	%
		Model-based	Commodity Correlation	-32.0	91.9	%
		Model-based	Commodity-FX Correlation	-40.0	40.0	%
Equity Derivatives		Model-based	Equity Volatility	—	300.7	%
		Model-based	FX Volatility	0.1	97.7	%
		Model-based	Equity-IR Correlation	-18.8	60.0	%
		Model-based	Equity-Equity Correlation	-4.0	98.7	%
		Model-based	Commodity-FX Correlation	-40.0	40.0	%
		Model-based	Equity-FX Correlation	-95.0	50.0	%
		Model-based	Equity Forward	68.3	271.6	%
		Model-based	Dividend amount	0.1	279.5	$
		Price-based	Price	—	4,917.6	$
Credit Derivatives		Model-based	Credit Spread	2.5	955.1	bps
Foreign Exchange Derivatives		Model-based	IR Normal Volatility	0.3	1.8	%
		Model-based	IR Basis	-4.2	9.7	%
Interest Rate Derivatives		Model-based	IR Normal Volatility	0.3	1.5	%
		Model-based	Inflation Volatility	0.4	2.7	%
Securities sold but not yet purchased	13	Price-based	Price	0.0	9,087.8	$
		Model-based	Equity Volatility	—	300.7	%
		Model-based	Equity Forward	68.3	271.6	%
Hybrid financial liabilities	3,995	Model-based	Equity Volatility	—	300.7	%
		Model-based	FX Volatility	0.1	97.7	%
		Model-based	Equity-IR Correlation	-18.8	60.0	%
		Model-based	Equity-FX Correlation	-95.0	50.0	%
		Model-based	Equity Forward	68.3	271.6	%
		Model-based	IR Normal Volatility	0.3	1.8	%

16. Equity securities held for investment

	Unlisted Investments 2023 $ Million	Unlisted Investments 2022 $ Million
Fair value		
At 1 January	122	106
Additions	—	—
Disposals	—	—
Gains recognised in income statement	16	16
At 31 December	138	122

17. Involvement with unconsolidated structured entities

The table below describes the types of Variable Interest Entities (VIEs) that are not controlled by CGML but in which it holds an interest.

		2023		2022	
Type of structured entity	**Nature and purpose**	**Total VIE assets $ Million**	**CGML exposure $ Million**	**Total VIE assets $ Million**	**CGML exposure $ Million**
Investment Funds	Fund/Limited Partnership Structure	89	—	148	—
Client Intermediation	Credit Derivative Repack Vehicle/Credit Derivatives	—	—	—	—
Collateralized Loan Obligations	Synthetic CDO	2	1	2	1
		91	1	150	1

Investment funds

The objective of these funds is to seek income and capital gains from investing in US government securities. Funding is provided by investors in the fund, who are professional or institutional investors. CGML is the derivative swap counterparty to the fund which is the source of its exposure. The derivative transactions are FX options and swaps.

Client Intermediation

Client intermediation transactions represent a range of transactions designed to provide investors with specified returns based on the returns of an underlying security, referenced asset or index. The Company's involvement in these transactions includes being the counterparty to the entity's derivative instruments. The derivative transactions are FX options and swaps.

Collateralised Loan Obligations (CLOs)

A collateralised loan obligation (CLO) is a VIE that purchases a portfolio of assets consisting primarily of non-investment grade corporate loans. CLOs issue multiple tranches of debt and equity to investors to fund the asset purchases and pay upfront expenses associated with forming the CLO. Citi serves as a structuring and placement agent with respect to the CLOs. Typically, the debt and equity of the CLOs are sold to third-party investors.

17. Involvement with unconsolidated structured entities (continued)

Collateralised Loan Obligations (CLOs) (continued)

The Company generally does not have the power to direct the activities that most significantly impact the economic performance of the CLOs, as this power is generally held by a third-party asset manager of the CLO.

18. Other Assets

The following amounts are included in Other Assets:

	2023 $ Million	**Restated 2022 $ Million**
Cash collateral pledged	15,706	23,407
Trade debtors	14,059	15,843
Other debtors	718	834
Prepayments and accrued income	35	30
Corporation tax receivable	212	126
Deferred tax asset (Note 22)	284	183
Intangible fixed assets (Note 19)	332	289
Tangible fixed assets - equipment (Note 19)	—	—
Tangible fixed assets - premises improvement (Note 19)	—	—
	31,346	40,712

Included within Trade Debtors are receivables from central clearing counterparties, securities trading receivables outside standard settlement, and other brokerage receivables.

Other Assets includes the following balances due from other Citi affiliates:

	2023 $ Million	**2022 $ Million**
Trade debtors	3,589	6,587
Cash collateral pledged	1,860	4,813
Other debtors	324	397
	5,773	11,797

The Company restated Cash collateral pledged amount in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

19. Intangible and Tangible fixed assets

The movement in Intangible and Tangible fixed assets for 2023 was as follows:

2023	**Intangible**	**Tangible Fixed Assets**	
	Software	**Equipment**	**Premises improvements**
	$ Million	**$ Million**	**$ Million**
Cost			
At 1 January 2023	852	6	13
Additions	110	—	—
Disposals	(9)	—	—
At 31 December 2023	953	6	13
Accumulated amortisation/depreciation			
At 1 January 2023	563	6	13
Charges for the year (Note 7)	58	—	—
At 31 December 2023	621	6	13
Net book value			
At 31 December 2023	332	—	—

The movement in Intangible and Tangible fixed assets for 2022 was as follows:

2022	**Intangible**	**Tangible Fixed Assets**	
	Software	**Equipment**	**Premises improvements**
	$ Million	**$ Million**	**$ Million**
Cost			
At 1 January 2022	753	6	13
Additions	99	—	—
At 31 December 2022	852	6	13
Accumulated amortisation/depreciation			
At 1 January 2022	509	5	12
Charges for the year (Note7)	54	1	1
At 31 December 2022	563	6	13
Net book value			
At 31 December 2022	289	—	—

20. Investments in subsidiary and related undertakings

	2023 $ Million	2022 $ Million
Cost		
At 1st January	4,330	3,830
Additions	1,000	500
At 31st December	5,330	4,330
Impairment		
At 1st January	—	—
At 31st December	—	—
Net book value		
At 31st December	5,330	4,330

Details of all related undertakings held at 31 December 2023 as required by CA2006 SI 2008 No 410 Sch 4 Para 1 are set out below. All undertakings have a year end of 31 December and all of the Company's holdings are of ordinary shares.

On 21 December 2023, CGML made a capital contribution of $1,000 million to its subsidiary, CGME.

On 1 July 2023, the Company executed on its strategy to sell its Monaco subsidiary, Citi Global Wealth Management S.A.M. to another Citigroup affiliate.

Directly held subsidiary undertakings (all 100% owned)

Name	Registered address
Citigroup Global Markets Europe AG	16 Reuterweg, Frankfurt am Main 30323, Germany
Citigroup Global Markets Funding Luxembourg SCA	31, Z.A. Bourmicht, L-8070 Bertrange, Luxembourg
Citigroup Global Markets Funding Luxembourg GP S.a.R.L.	31, Z.A. Bourmicht, L-8070 Bertrange, Luxembourg
Citi Global Wealth Management S.A.M. (Sold 1 July 2023)	Monte Carlo Palace, 7-9 Boulevard des Moulins, MC98000 Monaco

21. Pledged assets

Collateral accepted as security for assets

The fair value of financial assets including government bonds, Eurobonds and other corporate bonds, equities, and cash accepted that were permitted to be sold or re-pledged in the absence of default was $429 billion (2022: $302 billion). The fair value of the collateral accepted that had been re-pledged at 31 December 2023, was $376 billion (2022: $237 billion). The Company was obliged to return equivalent securities. Where the collateral was used in secured financing transactions, these transactions were conducted under terms that are usual and customary to standard lending and securities borrowing and lending activities.

Where the collateral was used for derivative transactions, this was conducted under industry-standard ISDA (International Swaps and Derivatives Association and CSA (Credit Support Annex) agreements.

Financial assets pledged to secure liabilities

The total value of purchased financial assets including government bonds, Eurobonds and other corporate bonds, equities and cash that were pledged as collateral for liabilities at 31 December 2023, was $53 billion (2022: $65 billion). These transactions were conducted under terms that are usual and customary to standard lending and securities borrowing and lending activities.

The table below sets out an analysis of balance sheet encumbered (pledged) and unencumbered (not pledged) assets.

The asset encumbrance analyses below is unaudited.

An asset shall be treated as encumbered if it has been pledged or if it is subject to any form of arrangement to secure, collateralise or credit enhance any transaction from which it cannot be freely withdrawn. Correspondingly an asset shall be deemed to be unencumbered where CGML is not subject to any legal, contractual, regulatory, or other restriction preventing it from liquidating, selling, transferring, assigning or, generally, disposing of such asset via active outright sale or repurchase agreement.

21. Pledged assets (continued)

2023	**Encumbered $ Million**	**Non-encumbered $ Million**	**Total $ Million**
Assets			
Cash at bank and in hand	—	7,546	7,546
Equity instruments	16,512	5,577	22,089
Debt securities	26,048	5,031	31,079
Collateralised financing transactions	—	219,349	219,349
Other assets	14,618	210,988	225,606
Total	57,178	448,491	505,669
Collateral Received			
Equity instruments	44,749	5,008	49,757
Debt securities	331,294	34,297	365,591
Other collateral received	—	13,471	13,471
Total	376,043	52,776	428,819

Restated 2022	**Encumbered $ Million**	**Non-encumbered $ Million**	**Total $ Million**
Assets			
Cash at bank and in hand	—	7,076	7,076
Equity instruments	18,146	2,412	20,558
Debt securities	27,133	9,809	36,942
Collateralised financing transactions	—	172,189	172,189
Other assets	19,634	223,864	243,498
Total	64,913	415,350	480,263
Collateral Received			
Equity instruments	42,978	2,094	45,072
Debt securities	194,405	49,096	243,501
Other collateral received	—	13,088	13,088
Total	237,383	64,278	301,661

The Company restated Other Assets amount in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

22. Deferred tax asset

The movement in deferred tax in the year is as follows:

	2023 $ Million	**2022 $ Million**
At 1 January	183	337
Deferred tax movement related to IFRS 9 adjustments	—	—
Income statement movement relating to deferred tax	38	(28)
Deferred tax movement in equity	63	(126)
At 31 December	284	183

Deferred tax is recognised on the Company's temporary differences as it is considered probable that taxable profits will arise against which these can be utilised. The deferred tax asset is recognised at the tax rates at which the temporary differences are expected to reverse.

22. Deferred tax asset (continued)

There is also a deferred tax liability of $91 million on the pension asset which is reflected in Note 8 Pension.

The deferred tax asset in the balance sheet comprises:

	2023 $ Million	2022 $ Million
Accelerated tax depreciation	37	20
Deferred compensation	250	211
DVA in OCI	3	(44)
Provisions and other temporary differences	(6)	(4)
	284	183

The deferred tax movement in the income statement comprises:

	2023 $ Million	2022 $ Million
Accelerated tax depreciation	(17)	(15)
Deferred compensation	(23)	18
Provisions and other temporary differences	2	25
	(38)	28

The deferred tax movement in equity comprises:

	2023 $ Million	2022 $ Million
DVA in Statement of comprehensive income	(47)	103
Share based payment transactions in Equity reserve	(16)	23
	(63)	126

23. Other Liabilities

The following amounts are included within Other Liabilities. Included within 'Other creditors and accruals' is the accrual in respect of the bank levy.

	2023 $ Million	Restated 2022 $ Million
Cash collateral held	18,332	21,089
Trade creditors	7,645	12,087
Other creditors and accruals	3,887	4,569
Payroll taxes	81	74
Corporation tax payable	—	—
Deferred tax liability on pensions (Note 8)	91	86
Provisions for liabilities and charges (Note 24)	246	84
	30,282	37,989

Trade Creditors includes customer margin trading payables, securities trading payables outside standard settlement and other brokerage payables.

The Company restated Cash collateral held amount in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

23. Other Liabilities (continued)

Included within Other Liabilities are the following balances due to other Citi affiliates:

	2023 $ Million	2022 $ Million
Cash collateral held	4,038	3,365
Trade creditors	1,256	3,287
Other creditors and accruals	1,214	2,636
	6,508	9,288

24. Provisions for liabilities

	Restructuring provision $ Million	Litigation provisions $ Million	Other provisions $ Million	Total $ Million
At 1 January 2023	14	70	—	84
Charge to profits	75	120	—	195
Provisions utilised	(39)	(1)	—	(40)
Exchange adjustments	1	6	—	7
At 31 December 2023	51	195	—	246

CGML establishes accruals for contingencies, including any litigation, regulatory or tax matters disclosed herein, when the company believes it is more likely than not a loss has been incurred and the amount of the loss can be reasonably estimated.

Contingencies

Interest Rate and Credit Default Swap Litigation Beginning in 2015, Citigroup, Citibank, CGMI, CGML, and numerous other parties were named as defendants in a number of industry-wide putative class actions related to interest rate swap (IRS) trading. These actions have been consolidated in the United States District Court for the Southern District of New York under the caption IN RE INTEREST RATE SWAPS ANTITRUST LITIGATION. The actions allege that defendants colluded to prevent the development of exchange- like trading for IRS and assert federal and state antitrust claims and claims for unjust enrichment. Also consolidated under the same caption are individual actions filed by swap execution facilities, asserting federal and state antitrust claims, as well as claims for unjust enrichment and tortious interference with business relations. Plaintiffs in these actions seek treble damages, fees, costs, and injunctive relief. Lead plaintiffs in the class action moved for class certification in 2019 and subsequently filed an amended complaint. On December 15 2023, the court denied plaintiffs' motion for class certification. On December 28 2023, plaintiffs filed a petition seeking interlocutory review of the decision by the United States Court of Appeals for the Second Circuit. Additional information concerning these actions is publicly available in court filings under the docket numbers 18-CV-5361 (S.D.N.Y.) (Oetken, J.) and 16-MD-2704 (S.D.N.Y.) (Oetken, J.).

In 2017, Citigroup, Citibank, CGMI, CGML, and numerous other parties were named as defendants in an action filed in the United States District Court for the Southern District of New York under the caption TERA GROUP, INC., ET AL. v. CITIGROUP, INC., ET AL. The complaint alleges that defendants colluded to prevent the development of exchange-like trading for credit default swaps and asserts federal and state antitrust claims and state law tort claims. In January 2020, plaintiffs filed an amended complaint, which defendants later moved to dismiss. On August 14 2023, the court granted defendants' motion to dismiss with prejudice for all claims against Citigroup, Citibank, CGMI, and CGML. On January 10 2024, plaintiffs filed a notice of appeal. Additional information concerning this action is publicly available in court filings under the docket number 17-CV-4302 (S.D.N.Y.) (Sullivan, J.).

24. Provisions for liabilities (continued)

Contingencies (continued)

Madoff-Related Litigation

In 2008, a Securities Investor Protection Act (SIPA) trustee was appointed for the SIPA liquidation of Bernard L. Madoff Investment Securities LLC (BLMIS) in the United States Bankruptcy Court for the Southern District of New York.

Beginning in 2010, the SIPA trustee commenced actions against multiple Citi entities, including Citibank, Citicorp North America, Inc., and CGML, captioned PICARD v. CITIBANK, N.A., ET AL., seeking recovery of monies that originated at BLMIS and were allegedly received by the Citi entities as subsequent transferees.

In February 2022, the SIPA trustee filed an amended complaint against Citibank, Citicorp North America, Inc., and CGML. In April 2022, these Citi entities moved to dismiss the amended complaint, which the bankruptcy court denied. In November 2022, the remaining Citi entities moved to file an interlocutory appeal of the bankruptcy court's decision and answered the amended complaint. Additional information concerning these actions is publicly available in court filings under the docket numbers 10-5345 (Bankr. S.D.N.Y.) (Morris, J.) and 22-9597 (S.D.N.Y.) (Gardephe, J.).

Beginning in 2010, the British Virgin Islands liquidators of Fairfield Sentry Limited, whose assets were invested with BLMIS, commenced multiple actions against CGML, Citibank (Switzerland) AG, Citibank, NA London, Citivic Nominees Ltd., Cititrust Bahamas Ltd., and Citibank Korea Inc., captioned FAIRFIELD SENTRY LTD., ET AL. v. CITIGROUP GLOBAL MARKETS LTD., ET AL.; FAIRFIELD SENTRY LTD., ET AL. v. CITIBANK (SWITZERLAND) AG, ET AL.; FAIRFIELD SENTRY LTD., ET AL. v. ZURICH CAPITAL MARKETS COMPANY, ET AL.; FAIRFIELD SENTRY LTD., ET AL. v. CITIBANK NA LONDON, ET AL.; FAIRFIELD SENTRY LTD., ET AL. v. CITIVIC NOMINEES LTD., ET AL.; FAIRFIELD SENTRY LTD., ET AL. v. DON CHIMANGO SA, ET AL.; and FAIRFIELD SENTRY LTD., ET AL. v. CITIBANK KOREA INC. ET AL., in the United States Bankruptcy Court for the Southern District of New York. The actions seek recovery of monies that were allegedly received directly or indirectly from Fairfield Sentry.

In August 2022, the United States District Court for the Southern District of New York affirmed various decisions of the bankruptcy court, which dismissed claims against CGML, Citibank (Switzerland) AG, Citibank, NA London, Citivic Nominees Ltd., Cititrust Bahamas Ltd., and Citibank Korea Inc., and permitted a single claim against Citibank, NA London, CGML, Citivic Nominees Ltd., and Citibank (Switzerland) AG to proceed. In late September 2022, the liquidators appealed the district court's decision dismissing the liquidators' claims. In September 2022, CGML, Citibank (Switzerland) AG, Citibank, NA London, and Citivic Nominees Ltd. moved for leave to appeal the district court's decision permitting the single claim to proceed against them. On July 5 2023, the United States Court of Appeals for the Second Circuit granted CGML, Citibank (Switzerland) AG, Citivic Nominees Ltd., and Citibank, NA London leave to appeal the district court's decision permitting a single claim to proceed against them and ordered those appeals to be heard in tandem with the liquidators' pending consolidated direct appeal.

On May 5 2023, the liquidators voluntarily dismissed the pending claims against Citibank (Switzerland) AG and Citivic Nominees Ltd. without prejudice. The claims previously dismissed against Citibank (Switzerland) AG and Citivic Nominees Ltd. remain subject to the pending consolidated direct appeal in the United States Court of Appeals for the Second Circuit and are unaffected by the liquidators' voluntary dismissal. Additional information is publicly available in court filings under the docket numbers 10-13164, 10-3496, 10-3622, 10-3634, 10-4100, 10-3640, 11-2770, 12-1142, 12-1298 (Bankr. S.D.N.Y.) (Mastando, J.); 19-3911, 19-4267, 19-4396, 19-4484, 19-5106, 19-5135, 19-5109, 21-2997, 21-3243, 21-3526, 21-3529, 21-3530, 21-3998, 21-4307, 21-4498, 21-4496 (S.D.N.Y.) (Broderick, J.); and 22-2101 (consolidated lead appeal), 22-2557, 22-2122, 23-697, 22-2562, 22-2216, 22-2545, 22-2308, 22-2591, 22-2502, 22-2553, 22-2398, 22-2582, 23-965 (consolidated lead appeal), 23-549, 23-572, 23-573, 23-975, 23-982, 23-987 (2d Cir.).

24. Provisions for liabilities (continued)

Contingencies (continued)

Parmalat Litigation

In 2004, an Italian commissioner appointed to oversee the administration of various Parmalat companies filed a complaint against Citigroup, Citibank, and related parties, alleging that the defendants facilitated a number of frauds by Parmalat insiders. In 2008, a jury rendered a verdict in Citigroup's favor and awarded Citi $431 million. In 2019, the Italian Supreme Court affirmed the decision in the full amount of $431 million. Citigroup has taken steps to enforce the judgment in Italian and Belgian courts. Additional information concerning these actions is publicly available in court filings under the docket numbers 4133/2019 and 22098/2019 (Italy), and 20/3617/A, 2021/ AR/1658, and 2022/AR/945 (Brussels).

In 2015, Parmalat filed a claim in an Italian civil court in Milan claiming damages of €1.8 billion against Citigroup, Citibank, and related parties. The Milan court dismissed Parmalat's claim on grounds that it was duplicative of Parmalat's previously unsuccessful claims. In 2019, the Milan Court of Appeal rejected Parmalat's appeal of the Milan court's dismissal. In June 2019, Parmalat filed a further appeal with the Italian Supreme Court. Additional information concerning this action is publicly available in court filings under the docket number 20598/2019.

On January 29 2020, Parmalat, its three directors, and its sole shareholder, Sofil S.a.s., as co-plaintiffs, filed a claim before the Italian civil court in Milan seeking a declaratory judgment that they do not owe compensatory damages of €990 million to Citibank. On November 5 2020, Citibank joined the proceedings, seeking dismissal of the declaratory judgment application and raised a counterclaim, seeking €990 million as damages. Additional information concerning this action is publicly available in court filings under the docket number 8611/2020.

European Government Bonds Litigation

In February 2021, purchasers of Euro-denominated sovereign debt issued by European central governments added CGMI, CGML, and others as defendants to a putative class action, captioned IN RE EUROPEAN GOVERNMENT BONDS ANTITRUST LITIGATION, in the United States District Court for the Southern District of New York. Plaintiffs allege that defendants engaged in a conspiracy to inflate prices of European government bonds in primary market auctions and to fix the prices of European government bonds in secondary markets. Plaintiffs assert a claim under the Sherman Act and seek treble damages and attorneys' fees. In March 2022, the court granted defendants' motion to dismiss the fourth amended complaint as to certain defendants but denied defendants' motion to dismiss as to other defendants, including CGMI and CGML.

In November 2022, plaintiffs moved for leave to amend the complaint, which the court granted on September 25 2023. On October 16 2023, plaintiffs filed a fifth amended complaint. Additional information concerning this action is publicly available in court filings under the docket number 19-CV-2601 (S.D.N.Y.) (Marrero, J.).

Variable Rate Demand Obligation Litigation

In 2019, plaintiffs in the consolidated actions CITY OF PHILADELPHIA v. BANK OF AMERICA CORP, ET AL. and MAYOR AND CITY COUNCIL OF BALTIMORE v. BANK OF AMERICA CORP., ET AL. filed a consolidated complaint naming as defendants Citigroup, Citibank, CGMI, CGML, and numerous other industry participants. The consolidated complaint asserts violations of the Sherman Act, as well as claims for breach of contract, breach of fiduciary duty, and unjust enrichment, and seeks damages and injunctive relief based on allegations that defendants served as remarketing agents for municipal bonds called variable rate demand obligations (VRDOs) and colluded to set artificially high VRDO interest rates. On November 6 2020, the court granted in part and denied in part defendants' motion to dismiss the consolidated complaint.

24. Provisions for liabilities (continued)

Contingencies (continued)

Variable Rate Demand Obligation Litigation (continued)

On June 2 2021, the Board of Directors of the San Diego Association of Governments, acting as the San Diego County Regional Transportation Commission, filed a parallel putative class action against the same defendants named in the already pending nationwide consolidated class action. The two actions were consolidated and on August 6 2021, plaintiffs in the nationwide putative class action filed a consolidated amended complaint, captioned THE CITY OF PHILADELPHIA, MAYOR AND CITY COUNCIL OF BALTIMORE, THE BOARD OF DIRECTORS OF THE SAN DIEGO ASSOCIATION OF GOVERNMENTS, ACTING AS THE SAN DIEGO COUNTY REGIONAL TRANSPORTATION COMMISSION v. BANK OF AMERICA CORP., ET AL. In September 2021, defendants moved to dismiss the consolidated amended complaint in part. In June 2022, the court granted in part and denied in part defendants' partial motion to dismiss the consolidated amended complaint. In October 2022, plaintiffs filed a motion to certify a class of persons and entities who, from February 2008 to November 2015, paid interest rates on VRDOs with respect to the antitrust claim. Plaintiffs also moved to certify a subclass of individuals who entered into remarketing agreements with the defendants during that same period. On September 21 2023, the court granted plaintiffs' motion for class certification, certifying both an antitrust class and a breach-of-contract subclass. On October 5 2023, defendants filed a Rule 23(f) petition seeking leave to appeal the certification ruling. On November 8 2023, the court dismissed certain defendants from the case, including Citigroup, Citibank, and CGML. The United States Court of Appeals for the Second Circuit heard oral argument on defendants' Rule 23(f) petition on January 23 2024. Additional information concerning this action is publicly available in court filings under the docket numbers 19-CV-1608 (S.D.N.Y.) (Furman, J.) and 23-7328 (2d Cir.).

Equities Trading Incident Matters

Government and regulatory agencies in the UK and Europe are conducting investigations or making inquiries regarding an equity desk trading error that occurred on May 2 2022. CGML is cooperating with these investigations and inquiries.

Settlement payments

Payments required in settlement agreements described above have been made or are covered by existing litigation or other accruals.

25. Derecognition of financial assets and financial liabilities

Transferred financial assets that are not derecognised in their entirety

There are certain instances where the Company continues to recognise financial assets that it has transferred.

CGML enters into collateralised financing transactions where it sells or lends debt or equity securities with a concurrent agreement to repurchase them. As significantly all of the risks and rewards of the underlying securities are retained, a collateralised financing liability is recognised and the securities remain on balance sheet. As at 31 December 2023, the Company recognised $22 billion of assets (2022: $18 billion), with an associated $19 billion of collateralised financing liabilities (2022: $26 billion).

CGML also enters into collateralised financing transactions where it sells debt or equity securities and simultaneously undertakes a swap transaction for the same underlying instrument. As significantly all of the risks and rewards of the underlying securities are retained, a collateralised financing liability is recognised and the securities remain on balance sheet. As at 31 December 2023 the Company recognised nil inventory (2022: $1,114 million) and associated collateralised financing liabilities (2022: $1,114 million) for transactions of this nature.

26. Trading financial assets and liabilities

Any initial gain or loss on financial instruments where valuation is dependent on techniques using unobservable parameters is deferred over the life of the contract or until the instrument is redeemed, transferred, or sold or the fair value becomes observable. In case the transaction price in the market in which these transactions are undertaken is different from the fair value in the Company's principal market for those instruments, the fair value of these transactions are also estimated by using valuation techniques.

The table below sets out the aggregate difference yet to be recognised in profit or loss at the beginning and end of the year with a reconciliation of the changes of the balance during the year for those financial assets and liabilities classified as trading.

	2023 $ Million	2022 $ Million
Unamortised balance at 1 January	282	159
Deferral on new transactions	210	341
Recognised in the income statement during the period:		
– amortisation	(247)	(218)
Unamortised balance at 31 December	245	282

27. Subordinated loans

The subordinated loans form part of the Company's regulatory capital resources held to meet its capital and minimum eligible liability requirements. The loans, on which interest is payable at market rates on quarterly basis, are due to other group undertakings. The following amounts were included within subordinated loans:

Subordinated Loans	Currency	$ Million	Weighted Average Interest Rate	Weighted Average Maturity (Years)
31 December 2023	USD	11,100	7.61%	7.35
31 December 2022	USD	11,100	6.49%	8.35

As at 31 December 2023, subordinated loans consists of a) $8,500 million (2022: $8,500) of Minimum Requirements for Own Funds and Eligible Liabilities (MREL) eligible subordinated loans (MREL loans) from Citicorp LLC and b) $2,600 million (2022: $2,600) of Tier 2 subordinated loans (Tier 2 loans) from Citicorp LLC.

The MREL loans rank as senior subordinated claims, which are subordinate to the claims of senior creditors, but rank ahead of Own Funds Instruments, which comprise Common Equity Tier 1 instruments, Additional Tier 1 instruments (see Note 28) and Tier 2 instruments.

The Tier 2 loans rank as subordinated claims, which are subordinated to senior creditors and MREL loans but rank ahead of Common Equity Tier 1 instruments and Additional Tier 1 instruments.

In the event that the Company's Own Funds Instruments have been written down, or if the Company or certain of its direct or indirect parent entities are subject to Resolution Proceedings in the UK or elsewhere, then all or a portion of the subordinated loans and/or interest on them shall be reduced or cancelled as instructed by the UK Resolution Authority (Bank of England).

There are no other circumstances under which early repayment may be demanded by the lender.

28. Capital and reserves

(a) Called up share capital

CGML's share capital comprises:

	2023	2022
Allotted, called-up and fully paid:	**$ Million**	**$ Million**
20,998,975,176 ordinary shares of a par value of $1 each	20,999	19,999
	20,999	19,999

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer any rights of redemption. During the year, the Company issued 1 billion shares at $1 each to its immediate parent, Citigroup Global Markets Holdings Bahamas Limited. The share issuance was in order to support its investment in its European subsidiary, Citigroup Global Markets Europe AG.

(b) Other equity instruments

There were no new issuances in 2023 and 2022. As at 31 December 2023 and 2022, the other equity instruments of CGML consist of a) $2,000 million of Additional Tier 1 Notes to Citicorp LLC b) $2,300 million of Additional Tier 1 Notes to Pipestone LLC, another Citi entity.

The notes are perpetual with no fixed redemption date, and are redeemable at the issuer's option subject to approval from the PRA. Interest is fixed every 5 years, interest payments are not cumulative and the issuer may cancel any interest payment at its sole discretion. The notes do not confer any voting rights.

In the event that CGML's Common Equity Tier 1 (CET1) ratio falls below 7.0%, the notes will be written down to zero. If a winding up occurs under these circumstances, no payment will be made to the noteholders. If a winding up takes place under any other circumstances, the noteholders will rank *pari passu* with the holders of the most senior class(es) of preference shares (if any) and ahead of all other classes of issued shares, but junior to the claims of senior creditors, for the amount of the principal and any accrued but unpaid interest on the notes.

(c) Capital reserve

There were no changes in the structure of the Company's capital reserves in 2023 and 2022.

29. Financial instruments and risk management

Risk Management Overview and Culture

For Citi, effective risk management is of primary importance to its overall operations. Accordingly, the Company's risk management process has been designed to monitor, evaluate and manage the principal risks it assumes in conducting its activities. Specifically, the activities that the Company engages in, and the risks those activities generate, must be consistent with Citi's mission and value proposition, the key principles that guide it and the Company's risk appetite.

Citi's Culture and Values drive a strong risk and control environment and are at the heart of our risk frameworks , underpinning the way Citi conducts business. It consists of the shared attitudes, values and expected behaviours that promote open discussions and decisions in line with Citi's Strategy, Mission, Value Proposition, Leadership Principles and Risk Appetite. Citi's Company-wide risk governance framework consists of the key policies, standards and processes through which Citi identifies, assesses, measures, monitors and controls risks across the Company. CGML adopted and follows Citi's globally set policies, tailored as appropriate for the Company. It also emphasises Citi's risk culture and lays out standards, procedures and programmes that are designed to set, reinforce and enhance the Company's risk culture, integrate its values and conduct expectations into the organisation, providing employees with tools to assist them with making prudent and ethical risk decisions and to escalate issues appropriately.

Citi selectively takes risks in support of its underlying customer-centric strategy. Citi's objective is to ensure that those risks are consistent with its mission and value proposition and principle of responsible finance; that they are identified, assessed, measured, monitored, and controlled; and that they are captured in Citi's risk/reward assessment.

While the management of risk is the collective responsibility of all employees, Citi and the Company assign accountability into three lines of defence:

- first line of defence: the business owns all of its risks and is responsible for the management of those risks;
- second line of defence: the Company's independent Risk and Compliance functions establish standards for the management of risks and effectiveness of controls; and
- third line of defence: Citi's Internal Audit function independently provides assurance, based on a risk-based audit plan, that processes are reliable and governance and controls are effective.

The Company applies Citi's global risk management framework, tailored as appropriate for the Company, based on the following principles established by the Chief Risk Officer:

- a defined risk appetite, aligned with business strategy;
- accountability through a common framework to manage risks;
- risk decisions based on transparent, accurate and rigorous analytics;
- a common risk capital model to evaluate risks;
- expertise, stature, authority and independence of risk managers; and
- risk managers empowered to make decisions and escalate issues.

29. Financial instruments and risk management (continued)

Risk Appetite Framework

The Company's risk appetite framework includes principle-based qualitative boundaries to guide behaviour and quantitative boundaries within which the Company will operate, focusing on ensuring it has sufficient capital resources for the risks to which the Company could be exposed. The Company's Board of Directors sets the Company's risk appetite, and incorporates management judgement regarding prudent risk taking and growth in light of the business environment within which the Company operates.

The Company's Board of Directors, with input from senior Citi and Company management, sets overarching expectations and holds management accountable for ensuring the risk profile remains within this appetite.

CGML Risk Committee

The CGML Risk Committee assists the Board in fulfilling its responsibility for oversight of the risks the Company faces including, but not limited to, market, liquidity, credit, and operational risks; their alignment with the Company's strategy, capital adequacy and the macroeconomic environment; and the development of a strategy to manage these risks. The CGML Risk Committee meets at a minimum quarterly.

Managing Risk across Businesses, Regions, Products and Legal entities

Citi manages risk across four dimensions: businesses, regions, products and legal entities. The Company's risk management framework aims to recognise the range of the Company's global business activities by combining corporate oversight with independent risk management functions within each business.

CGML utilises Citi's overarching risk management model and organisation, with its multi-dimensional risk oversight, people, processes and systems in order to ensure robust oversight of entity risks. In addition, CGML has developed entity specific risk management and controls detailed in CGML's Risk Management Framework, to ensure that there is local challenge to risk taking and that Citi's approach is appropriate for CGML. The UK Chief Risk Officer (CRO) is the UK Senior Manager for Risk and together with other Risk senior management delegates are responsible for the independent review and challenge of the risks facing CGML, including market risk, counterparty credit risk, credit risk, operational risk and liquidity risk. With respect to Compliance Risk, CGML has a dedicated Compliance Officer with direct access to the Board and Board Risk and Audit Committee members.

CGML has through its Risk Management Framework and escalation guidelines developed protocols and processes for prompt and consistent escalation of matters or issues across both financial and non-financial risk types. The early recognition, escalation and resolution of issues or concerns is key to mitigate risks and is critical to CGML's business model. Timely escalation enables the UK Senior Managers to make informed assessment on the legal entity impact, underlying root causes and required corrective actions. In addition to the timely escalation protocols and process, CGML also has an integrated series of committees across the risk types, that comprises both first line business and second line expertise in their memberships in order to provide oversight of the management and escalation of risks to both the CGML Risk Committee and the CGML Board.

Risk Aggregation and Stress Testing

The Citi Chief Risk Officer is responsible for monitoring and controlling major risk exposures and concentrations across the organisation. This means aggregating risks, within and across businesses, as well as subjecting those risks to alternative stress scenarios in order to assess the potential economic impact they may have on Citi. This aggregation is also performed at a Company level under the accountability of the Company's CRO.

29. Financial instruments and risk management (continued)

Risk Aggregation and Stress Testing (continued)

Stress tests are undertaken across Citi and the Company covering mark-to-market, available-for-sale, and amortised cost portfolios. These firm-wide stress reports seek to measure the potential impact to component businesses, of stresses such as the risk of very large movements in a number of key risk factors (e.g. interest rates, credit spreads, equities, commodities prices), as well as the potential impact of a range of historical and hypothetical forward-looking systemic stress scenarios.

Supplementing the stress testing described above, risk management works with input from the businesses and finance to provide periodic updates to senior management and the Company's Board of Directors on significant potential exposures across the Company arising from risk concentrations, financial market participants and other systemic issues. These risk assessments are forward-looking exercises, intended to inform senior management and the Board of Directors about the potential economic impacts to the Company that may occur, directly or indirectly, as a result of hypothetical scenarios, based on judgmental analysis from independent risk managers.

Market Risk

Market risk is the risk of loss arising from changes in the value of Citi's assets and liabilities resulting from changes in market variables, such as interest rates, exchange rates, equity and commodity prices or credit spreads.

Price risk equates to Market Risk (Trading), as defined above, plus the Financial Statement Reporting Risks associated with independent price verification and profit attribution analysis.

The Company's derivative transactions are principally carried out in equity, interest rate, credit, FX and commodity markets.

Market risk is assessed and quantified through a complementary set of tools, including factor sensitivities, Value at Risk (VaR), Stressed VaR (SVaR) and stress testing.

The Stress Testing process for Market Risk (Trading) is classified into 2 key categories:

- Global Systemic Stress Testing (GSST) – top-down systemic stresses; and
- Business Specific Stress Testing (BSST) – bottom-up business specific stresses.

Both categories of stress testing can be based upon either a range of historical periods of market stress or purely hypothetical future market events.

GSSTs are designed to quantify the potential impact of extreme market movements on a firm-wide basis and are constructed using both historical periods of market stress and hypothetical projections of adverse economic scenarios.

BSSTs are developed in response to Business tailored or market specific concerns and are performed periodically. Such stress scenarios are usually idiosyncratic in nature and are designed to probe the risks of each specific portfolio, particularly risks that are not fully captured by other measures like VaR or GSST.

Stress testing is performed regularly to help identify and quantify the impact of extreme market movements. Stress testing is performed on both individual portfolios, as well as on aggregations of portfolios and businesses, as appropriate. It is the responsibility of independent market risk management, in conjunction with the business, to develop stress scenarios, review the output of periodic stress testing exercises, and use the information to make judgments concerning the on-going suitability of exposure levels and limits.

In addition, the Company has a defined risk appetite framework which is supplemented by regular stress testing and daily monitoring against predefined limits with reporting to the UK CRO and senior management and reporting to the Board of Directors.

29. Financial instruments and risk management (continued)

Market Risk (continued)

Each business that uses the Company in client-facing transactions is required to establish, with approval from the independent market risk management function, a market risk limit framework for identified risk factors. This framework must clearly define approved risk profiles, include permitted product lists, and must remain within the parameters of the overall market risk appetite. The established limits are monitored by market risk management. Exposure that approaches or exceeds limit or trigger levels is escalated within market risk management and to the Company's Market Risk Manager and UK CRO, with necessary actions taken.

In all cases, the businesses are responsible for the market risks taken and for remaining within their approved market risk limit framework. Management of this process begins with the employees who work most closely with the Group's customers, products and markets and extends up to the senior executives who manage these businesses with a complementary aggregation up to the country level.

Company's VaR reports are circulated daily for monitoring of the VaR usage against the overall VaR limit. As well as an overall VaR limit, the Company has factor sensitivity limits and trigger levels in place for each market risk factor that are monitored daily. Factor sensitivities are defined as the change in the value of a position for a defined change in a market risk factor (e.g. the change in the value of a Treasury bill for a one basis point change in interest rates). It is the responsibility of each business to seek to ensure that factor sensitivities are calculated and reported for all relevant risks taken within a trading portfolio.

VaR Methodology

VaR is the estimate of the potential decline in the value of a position or a portfolio under normal market conditions, within a defined confidence level, and over a specific time period. Citi uses a three year look back period for correlations between risk factors and the greater of three-year or, in most instances, effectively 30-day volatility. These market risk factors include material first and second-order risk sensitivities of various asset classes/risk types (such as interest rate, credit spread, foreign exchange, equity, and commodity risks). Citi uses a single, independently approved Monte Carlo simulation VaR model. Citi's confidence interval is 99% and uses a 1-day time horizon in its management reporting.

VaR Limitations

Although extensive back-testing of VaR hypothetical portfolios is performed, with varying concentrations by industry, risk rating and other factors, the VaR measure cannot necessarily provide an indication of the potential size of loss when it occurs. Hence a varied set of factor sensitivity limits and stress tests are used, in addition to VaR limits.

VaR limits are in place for the Company, to ensure that any excesses are discussed and resolved between risk officers, the business and entity management. These limits are complemented by the factor sensitivity limits or triggers.

Although it provides a valuable guide to risk, VaR should also be viewed in the context of its limitations:

- the use of historical data as a proxy for estimating future events may not encompass all potential events, particularly those of an extreme nature;
- the use of a one day holding period assumes that all positions can be liquidated or their risks offset in one day. This may not fully reflect the market risk arising at times of severe illiquidity, when a one day holding period may be insufficient to fully liquidate or hedge positions;
- the use of a 99% confidence level, by definition, does not take into account losses that might occur beyond this confidence level;
- VaR is calculated on the basis of exposures outstanding at close of business and therefore does not necessarily reflect intra-day exposures; and
- VaR is unlikely to reflect loss potential on exposures that only arise under significant market movements.

29. Financial instruments and risk management (continued)

Market Risk (continued)

Stressed VaR

Stressed Value-at-Risk is a VaR-based risk measure subject to the same confidence level and holding period applicable to the VaR-based measure, but with model inputs calibrated to historical data from a continuous 12-month period that reflects a period of significant financial stress appropriate to the firm's current portfolio. SVaR, like VaR, is produced daily with the selection of stress period for SVaR being evaluated at least quarterly.

Market Risk Analytics, Risk Data Governance and Management, and the Market Risk Managers are jointly responsible for overseeing the production of the SVaR calculations and are ultimately responsible for ensuring their integrity.

The following table summarises market risk by disclosing the Company's average Economic VaR during the reporting period on a month-end basis, together with the VaR as at 31 December, broken down into component Value at Risk (CVaR). CVaR represents the correlation or diversification adjusted standalone VaR contribution from a particular sub-portfolio.

	2023 $ Million					
	Equity risk	**Interest rate risk**	**Foreign exchange risk**	**Commodity risk**	**Credit risk**	**Overall VaR**
Average	7.2	13.7	2.0	6.1	7.7	36.7
As at 31 December	4.9	10.4	7.2	1.0	4.1	27.6
Peak	17.5	30.0	7.8	18.7	14.2	53.9

	2022 $ Million					
	Equity risk	**Interest rate risk**	**Foreign exchange risk**	**Commodity risk**	**Credit risk**	**Overall VaR**
Average	14.4	10.4	1.2	5.8	7.4	39.2
As at 31 December	19.1	6.9	1.1	3.7	9.9	40.7
Peak	28.0	21.2	5.1	17.2	15.7	54.6

Liquidity risk

Liquidity risk is defined as the risk that the firm will not be able to efficiently meet both expected and unexpected current and future cash flow and collateral needs without adversely affecting either daily operations or the financial condition of the firm.

Citi operates a centralised treasury model, whereby the overall balance sheet is managed by Corporate Treasury through its Global Franchise, Cluster and Country Treasurers. The UK Treasurer is responsible for the UK legal vehicles balance sheets and liquidity profile.

The UK Treasurer heads the UK Legal Entity Treasury, which is responsible for managing CGML's liquidity on a day-to-day basis.

The UK Legal Entity Treasury team is specifically responsible for the CGML's daily funding, liquidity risk management including intraday liquidity, liquidity stress testing, and providing oversight to the Fixed Income and Equity Finance desks including setting and monitoring limits.

29. Financial instruments and risk management (continued)

Liquidity risk (continued)

The Legal Entity Treasury team in London is also responsible for managing the relationship with internal and external stakeholders. Internal stakeholders consist of Citi's senior management and Governance committees, the Finance desks, and New York Treasury. External stakeholders comprise of auditors, credit rating agencies and regulatory authorities. This team also provides oversight and governance to the teams in Budapest and Mumbai, to ensure adherence to the overall liquidity risk management framework.

CGML follows the Global standard liquidity operating framework or the liquidity stress continuum for managing liquidity integrating exit from business-as-usual to Stress and Recovery and Resolution as part of one holistic management framework.

A combination of metric monitoring, limits, triggers, and stress testing are utilised to identify, measure, monitor and manage liquidity risk arising from various sources. Limits and triggers are used to control risks and stress assumptions are used to calibrate the level of adequate liquidity buffer under different stress scenarios. To provide for resilience under stress, CGML holds a buffer of high-quality liquid assets, which is comprised predominantly of US, European and UK government bonds.

Liquidity Management ('LM') provides first line of defence oversight of Citi's liquidity management framework to ensure compliance to Liquidity Risk Management Policy. The individual business lines and Corporate Treasury are first line of defence for liquidity risk within CGML, while second line oversight is provided by Finance Risk (FinCRO). The UK Asset and Liability Committee ('ALCO') is the primary governance committee for liquidity management. Oversight is provided by the UK Executive Committee, CGML Risk Committee and the Board.

Funding and Liquidity Objectives

Adequate liquidity and sources of funding are essential to Citi's businesses. Funding and liquidity risks arise from multiple factors, many of which are beyond Citi's direct control, such as disruptions in the financial markets, changes in key funding sources, credit spreads, alterations to Citi's credit ratings and political and economic conditions across the globe.

Citi's funding and liquidity objectives are to maintain adequate liquidity to:

(i) fund its existing asset base;
(ii) grow its core businesses;
(iii) maintain sufficient excess liquidity, structured appropriately, to enable operation under a wide variety of market conditions, including both short and long-term market disruptions; and
(iv) satisfy regulatory requirements.

These Citi-wide primary liquidity objectives have been adopted by CGML and approved as part of the Liquidity Risk Management Policy.

CGML funds itself through a combination of equity, long-term subordinated debt, long-term and short- term unsecured intercompany borrowings, short-term unsecured third-party borrowings ('BVU'), structured notes through CGMFL and secured financing. Long-term structural liquidity is formed of subordinated debt, stockholder's equity, and greater than 1 year to maturity intercompany loans. Day-to-day funding fluctuations are managed through short-term intercompany loans from Citicorp LLC.

Citigroup employs a 'single face to the market' approach for long-term benchmark unsecured borrowing. The long-term funding is down streamed to CGML from several funding sources. Long-term group borrowings and capital are considered stable given the nature of these sources. Senior unsecured and Subordinated debt is drawn from Citicorp LLC and subject to approved intercompany extension of credit agreements.

29. Financial instruments and risk management (continued)

Funding and Liquidity Objectives (continued)

In order to meet its internal liquidity-related stress testing requirements and ratios, the Company holds a pool of liquid assets including highly liquid government bonds. This asset pool is reviewed on a daily basis and adjusted as necessary to maintain CGML's key liquidity ratios and metrics within the Board approved risk appetite. Increases to the asset pool are typically funded through increased intercompany unsecured long-term borrowing.

Liquidity Risk Management Framework

The Company's liquidity risk management framework is defined by Citi's Global Liquidity Risk Management Policy (the Policy), which is owned by the Citi Finance Chief Risk Officer and is applicable to Citigroup Inc. and its consolidated subsidiaries. Key aspects of the global framework include liquidity risk appetite, measurement, limit and trigger setting, planning and monitoring. The Policy and any material amendments to it must be approved by the Citigroup Board of Directors.

The UK ALCO is the primary governance committee for CGML's balance sheet management and reviews the current and prospective funding requirements for the Company, as well as the capital position and statement of financial position. Among its key responsibilities are:

- Drive efficient and prudential Balance Sheet trends and mix;
- Oversee and influence liquidity levels, structure, and metrics;
- Influence investment allocation of the liquidity pool in High Quality Liquid Assets;
- Review and approve the summary Annual Funding and Liquidity Plan, CFP and frequency of intraday liquidity monitoring;
- Set and monitor liquidity and non-trading market risk limits and triggers;
- Formulate recommendations regarding dividends, capital infusions and other capital management;
- Oversee prudent interest rate and foreign exchange risk positions of the non-trading book; and
- Review and approve transfer pricing processes including approvals of deposit Beta and transfer pricing vectors.

Citi's UK management team and the UK ALCO monitor changes in the economic environment and any corresponding impact on the asset quality of Citi's local and consolidated balance sheets, including CGML. The UK ALCO also functions as a forum for senior management to ensure adherence to corporate wide policies and procedures, regulatory requirements, and rating agency commitments.

The membership of the UK ALCO includes the UK Cluster Citi Country Officer (CCO) and CGML Chief Executive Officer (CEO) (co-chair), UK Cluster Finance Officer (CFO) (co-chair), UK Treasurer, UK Chief Risk Officer, Finance Risk Manager, Finance Desk Heads and other key business and functional heads.

The UK ALCO meets on a monthly basis. Items of critical importance are escalated from ALCO to UK ExCo at the discretion of the chair and from ExCo to the Board.

The ultimate responsibility for liquidity rests with the Board. CGML's Board reviews Citi's Liquidity Risk Management Policy and the Company's Internal Liquidity Adequacy Assessment Process (ILAAP) document and approves the Liquidity Risk Appetite Framework, the Funding and Liquidity Plan, the Contingency Funding Plan, and any relevant CGML-specific liquidity policies.

29. Financial instruments and risk management (continued)

Liquidity Risk Measurement

Liquidity risk metrics allow the Company to measure and monitor the key drivers of liquidity risk on a current and forward looking basis. Stress metrics are a key tool for measurement of liquidity risk. The Company's use of stress testing and scenario analysis is intended to quantify the potential impact of a liquidity stress event on the Company's balance sheet and liquidity position, and to identify viable funding alternatives that can be utilised. These scenarios include:

- potential significant changes in key funding sources;
- market triggers (such as credit rating downgrades);
- changes to uses of funding; and
- political and economic conditions, including stressed market conditions as well as Company-specific events.

Some tests span liquidity events over a full year, while others may cover a more intense shock over a shorter period such as 30 days. These tests incorporate all material risks and can identify potential mismatches between liquidity sources and uses over a variety of time horizons, allowing Treasury to manage liquidity risk within the stress horizons. The stress tests and potential mismatches may be calculated with varying frequencies, with several important tests performed daily. They are also performed for the material currencies that constitute CGML's balance sheet.

The company conducts both PRA required stress tests (Liquidity Coverage Ratio ("LCR") and Net Stable Funding Ratio ("NSFR")) and Citi's enterprise-wide internal stress tests (Resolution Liquidity Adequacy and Positioning ("RLAP") and Term Liquidity Stress Test ("TLST")) to appropriately reflect Citi's business model and internal liquidity risk management. The two main internal scenario-based liquidity risk metrics are:

- RLAP: Internal stress test metric used to measure the short-term (30-days) survival horizon under a Severe Market Disruption Stress Scenario. The Policy requires CGML to maintain self-sufficiency or a minimum of $0 surplus in each day within the 30-day horizon. Monitoring must be performed daily.
- TLST: Citi's longer-term (1-year) and comparatively less severe (as against RLAP) Internal Liquidity Stress Tests (ILST) where the firm's long and short-term ratings are assumed to be downgraded by two notches and one notch, respectively, from current levels and the firm is expected to continue to operate as a going concern. The Policy requires CGML to maintain self-sufficiency or a minimum of $nil surplus under TLST in each tenor bucket within the 12-month horizon. Monitoring must be performed daily.

Stress metrics are supplemented by internally developed concentration metrics that allow for comprehensive management of funding risks beyond stress horizons.

29. Financial instruments and risk management (continued)

Maturity analysis of financial instruments

The following table assigns the Company's assets and liabilities to a combination of the relevant contractual and/or behavioural maturity groupings based on the remaining period from the balance sheet date. It should be noted that in managing liquidity risk, management uses certain assumptions based on a combination of contractual and behavioural maturity profiles, as shown below. The majority of the financial instruments disclosed below are presented on a contractual basis, with the exception of derivatives, inventory and securities sold but not yet purchased. Due to the nature of the business, behavioural maturity is considered the best reflection of the liquidity of these financial instruments.

31 December 2023	Total $ Million	On demand $ Million	3 months & less $ Million	3 - 12 months $ Million	1 – 5 years $ Million	More than 5 years $ Million
Cash	7,546	7,546	—	—	—	—
Collateralised financing transactions at amortised cost	119,774	88,577	2,401	28,781	—	15
Derivatives	188,466	—	188,466	—	—	—
Inventory	53,168	53,168	—	—	—	—
Collateralised financing transactions at fair value	99,575	29,723	61,109	6,342	2,207	194
Equity securities held for investment	138	—	—	—	—	138
Cash collateral pledged	15,706	—	15,706	—	—	—
Trade debtors	14,087	—	14,087	—	—	—
Other debtors	530	—	530	—	—	—
Total financial assets	498,990	179,014	282,299	35,123	2,207	347

	Total $ Million	On demand $ Million	3 months & less $ Million	3 - 12 months $ Million	1 – 5 years $ Million	More than 5 years $ Million
Bank loans and overdrafts	2,906	1,332	74	—	1,000	500
Collateralised financing transactions at amortised cost	107,836	60,962	5,465	40,864	545	—
Derivatives	187,015	—	187,015	—	—	—
Securities sold but not yet purchased	48,837	—	48,837	—	—	—
Collateralised financing transactions at fair value	64,446	19,236	37,433	6,163	1,470	144
Hybrid financial liabilities	23,858	—	2,173	4,884	8,529	8,272
Cash collateral held	18,332	—	18,332	—	—	—
Trade creditors	7,642	—	7,642	—	—	—
Other creditors and accruals	2,620	—	2,620	—	—	—
Subordinated loans	11,100	—	—	—	4,100	7,000
Total financial liabilities	474,592	81,530	309,591	51,911	15,644	15,916
Net liquidity gap	24,398	97,484	(27,292)	(16,788)	(13,437)	(15,569)
Cumulative liquidity gap		97,484	70,192	53,404	39,967	24,398

29. Financial instruments and risk management (continued)

Maturity analysis of financial instruments (continued)

Restated 31 December 2022	Total $ Million	On demand $ Million	3 months & less $ Million	3 - 12 months $ Million	1 – 5 years $ Million	More than 5 years $ Million
Cash	7,076	7,076	—	—	—	—
Collateralised financing transactions at amortised cost	91,817	72,607	4,864	14,346	—	—
Derivatives	198,029	—	198,029	—	—	—
Inventory	57,500	57,500	—	—	—	—
Collateralised financing transactions at fair value	80,372	33,891	41,637	3,952	892	—
Equity securities held for investment	122	—	—	—	—	122
Cash collateral pledged	23,407	—	23,407	—	—	—
Trade debtors	15,881	—	15,881	—	—	—
Other debtors	644	—	644	—	—	—
Total financial assets	474,848	171,074	284,462	18,298	892	122

	Total $ Million	On demand $ Million	3 months & less $ Million	3 - 12 months $ Million	1 – 5 years $ Million	More than 5 years $ Million
Bank loans and overdrafts	10,644	1,144	1,000	5,000	1,500	2,000
Collateralised financing transactions at amortised cost	62,240	37,963	6,359	17,513	405	—
Derivatives	198,789	—	198,789	—	—	—
Securities sold but not yet purchased	52,347	—	52,347	—	—	—
Collateralised financing transactions at fair value	52,123	15,861	30,008	5,286	968	—
Hybrid financial liabilities	26,311	—	1,738	3,812	10,541	10,220
Cash collateral held	21,089	—	21,089	—	—	—
Trade creditors	12,080	—	12,080	—	—	—
Other creditors and accruals	2,196	—	2,196	—	—	—
Subordinated loans	11,100	—	—	—	1,000	10,100
Total financial liabilities	448,919	54,968	325,606	31,611	14,414	22,320
Net liquidity gap	25,929	116,106	(41,144)	(13,313)	(13,522)	(22,198)
Cumulative liquidity gap		116,106	74,962	61,649	48,127	25,929

The Company restated Derivative assets and Derivative liabilities amounts in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

29. Financial instruments and risk management (continued)

Maturity analysis of financial instruments (continued)

The table below assigns the Company's liabilities to relevant maturity groupings based on the remaining contractual future undiscounted cash flows up to maturity. The amounts disclosed in the table are the contractual undiscounted cash flows, whereas the Company manages liquidity risk based on a combination of contractual and behavioural maturity profiles. Derivatives are excluded from the table as these are held for trading purposes. As such, the intention is not to hold these positions to settlement over the period of contractual maturity. Cash collateral held, securities sold not yet purchased, trade creditors, and other creditors and accruals are excluded because they are deemed to be three months or less and are thus very short term.

31 December 2023	Contractual value $ Million	On demand $ Million	3 months & less $ Million	3 - 12 months $ Million	1 – 5 years $ Million	More than 5 years $ Million
Bank loans and overdrafts	3,402	1,332	99	75	1,335	561
Collateralised financing transactions at amortised cost	108,023	60,965	5,477	41,021	560	—
Collateralised financing transactions at fair value	66,008	19,246	37,852	6,683	1,897	330
Hybrid financial liabilities	28,194	—	2,189	5,017	9,362	11,626
Subordinated loans	17,377	—	211	634	7,307	9,225
Total financial liabilities	223,004	81,543	45,828	53,430	20,461	21,742

31 December 2022	Contractual value $ Million	On demand $ Million	3 months & less $ Million	3 - 12 months $ Million	1 – 5 years $ Million	More than 5 years $ Million
Bank loans and overdrafts	12,235	1,145	1,127	5,285	2,230	2,448
Collateralised financing transactions at amortised cost	62,356	37,964	6,371	17,604	417	—
Collateralised financing transactions at fair value	52,488	15,863	30,107	5,442	1,076	—
Hybrid financial liabilities	31,115	—	1,745	3,898	11,385	14,087
Subordinated loans	17,181	—	180	540	3,869	12,592
Total financial liabilities	175,375	54,972	39,530	32,769	18,977	29,127

Credit risk

Credit risk is the potential for financial loss resulting from the failure of a borrower or counterparty to honour its financial or contractual obligations.

Credit risk arises in many of the Company's business activities, including:

- sales and trading in securities and derivatives;
- settlement;
- when Citi acts as an intermediary on behalf of its clients and other third parties; and
- when acting as underwriter or within a capital raising capacity.

29. Financial instruments and risk management (continued)

Credit risk (continued)

Credit risk arises from the Company's activities in OTC derivatives and repurchase and reverse repurchase agreements, as well as securities lending and margin lending transactions. The Company's credit exposure is primarily to professional counterparties in the global financial sector, including banks, investment banks, hedge funds, insurance companies and asset management companies, and the public sector and corporates.

The Company enters into derivative transactions principally to enable customers to transfer, modify or reduce their credit, equity, interest rate and other market risks. In addition, the Company uses derivatives, and other instruments, as an end user to manage the risks to which the Company is exposed. Credit risk also arises from settlement and clearing activities when the Company transfers an asset in advance of receiving its counter-value or advances funds to settle a transaction on behalf of a client. Concentration risk, within credit risk, is the risk associated with having credit exposure concentrated on a specific client, industry, region, or other category.

Credit risk is one of the most significant risks the Company faces as an institution. As a result, Citi has a well-established framework in place for managing credit risk across all businesses. This includes a defined risk appetite, credit limits and credit policies, both at the business level as well as at the firm-wide level. Citi's credit risk management also includes processes and policies with respect to problem recognition, including "watch lists," portfolio review, updated risk ratings and classification triggers. The framework is supplemented by regular stress testing and monitoring of exposures, with monthly and quarterly reporting to senior management and the Board of Directors respectively.

The Company has in place a concentration risk management framework which includes risk limits by relationship, country, and industry.

The credit process is based on a series of fundamental policies, including:

- joint business and independent risk management responsibility for managing credit risks;
- a single centre of control for each credit relationship to coordinate credit activities with that client;
- a requirement for a minimum of two authorised credit officer signatures on extensions of credit, one of which must be from a sponsoring credit officer in the business and the other from a credit officer in independent credit risk management;
- consistent risk rating standards, applicable to every Citi obligor and facility;
- consistent standards for credit origination documentation and remedial management; and
- portfolio limits to ensure diversification and maintain risk/capital alignment.

Large exposure limit reports are circulated daily that show the Company's exposure to various counterparty groupings as a proportion of its own funds. Regulations also require that the Company does not exceed specified limits for its non-trading book exposures. Independent credit risk management works with the Regulatory Reporting Group within Finance to identify, monitor, and escalate any growing concentrations of credit exposure to groups of connected counterparties.

Wrong-way risk occurs when the exposure to a particular counterparty is positively correlated with the probability of default of the counterparty itself. Specific wrong-way risk arises when the exposure to a particular counterparty is positively correlated with the probability of default of the counterparty itself because of the nature of the transaction(s) with the counterparty. General wrong-way risk arises when the probability of default of counterparties is positively correlated with general market risk factors. This is monitored at a Company level, and includes circulation of a monthly report that identifies CDS based, OTC or securities financing transactions (SFTs) that generate specific wrong-way risk. Wrong-way risk is mitigated through the use of enforceable netting agreements and margining.

29. Financial instruments and risk management (continued)

Credit risk (continued)

The Company seeks to restrict its exposure to credit losses by entering into master netting arrangements with most counterparties with which it undertakes a significant volume of transactions. Master netting arrangements do not generally result in an offset of balance sheet assets and liabilities, as transactions are usually settled on a gross basis. However, the credit risk associated with favourable contracts is reduced by a master netting arrangement to the extent that if an event of default occurs, all amounts with the counterparty are terminated and settled on a net basis. Many of these arrangements also provide for the calling and posting of variation margin or collateral, further reducing the Company's exposures. The internal measurement of exposure on each credit facility considers legally enforceable netting and margining arrangements – both in terms of current exposure and in terms of the simulated calculation of potential future exposure.

29. Financial instruments and risk management (continued)

Credit risk (continued)

The following table presents the maximum exposure to credit risk, before taking account of any collateral held or other credit enhancements. It also illustrates the impact on the balance sheet of offsetting, master netting agreements and cash and non-cash collateral.

	2023 $ Million						
Assets	**Gross exposure**	**Amounts set off on the balance sheet**	**Net exposure**	**Impact of master netting agreements**	**Cash collateral**	**Securities collateral**	**Net exposure**
Derivatives	188,466	—	188,466	(130,850)	(18,332)	(11,254)	28,030
Collateralised financing transactions	339,435	(120,086)	219,349	1,095	—	(220,444)	—
	527,901	(120,086)	407,815	(129,755)	(18,332)	(231,698)	28,030
Liabilities							
Derivatives	187,015	—	187,015	(130,850)	(15,706)	(7,479)	32,980
Collateralised financing transactions	292,368	(120,086)	172,282	1,095	—	(173,377)	—
	479,383	(120,086)	359,297	(129,755)	(15,706)	(180,856)	32,980

	Restated 2022 $ Million						
Assets	**Gross exposure**	**Amounts set off on the balance sheet**	**Net exposure**	**Impact of master netting agreements**	**Cash collateral**	**Securities collateral**	**Net exposure**
Derivatives	198,029	—	198,029	(130,979)	(21,089)	(10,013)	35,948
Collateralised financing transactions	226,666	(54,477)	172,189	—	—	(172,189)	—
	424,695	(54,477)	370,218	(130,979)	(21,089)	(182,202)	35,948
Liabilities							
Derivatives	198,789	—	198,789	(130,979)	(23,407)	(5,712)	38,691
Collateralised financing transactions	168,840	(54,477)	114,363	—	—	(114,363)	—
	367,629	(54,477)	313,152	(130,979)	(23,407)	(120,075)	38,691

The offset amounts for the impact of master netting agreements for derivatives in the above tables relate to exposures where the counterparty has an offsetting derivative exposure with the Company and a master netting agreement is in place. These amounts do not qualify for net presentation for accounting purposes as settlement may not actually be made on a net basis.

The Company restated Derivative assets and Derivative liabilities amounts in comparative period to reflect the effect of change in accounting policy disclosed in Note 1(b).

29. Financial instruments and risk management (continued)

Credit risk (continued)

The collateralised financing transactions offset adjustment relates to balances arising from repurchase and reverse repurchase transactions. The offsets relate to balances where there is a legally enforceable right of offset in the event of counterparty default and consequently a net exposure for credit risk management purposes. Credit risk exposure is monitored on an asset basis except for positions which are specifically collateralised, normally in the form of cash.

As at 31 December the Company's third-party credit exposure (mark to market plus potential future exposure as determined by the Company's internal measure) in relation to collateralised financing transactions and derivatives was distributed as shown in the table below (these exposures do not include derivative and collateralised financing transactions with other group undertakings). The following table shows CGML's exposures categorised by industry.

Industry	**2023 %**	**2022 %**
Commercial and universal banks	25.3	20.2
Insurance and fund management (pension funds and mutual funds)	32.3	32.9
Brokers and investment banks	2.9	3.4
Corporates	11.7	24.2
Public Sector	24.1	15.8
Other (including SPVs and Hedge Funds)	3.7	3.4
	100	100

The credit quality of the Company's financial assets is maintained by adherence to relevant Citi policies. The Company monitors the credit ratings of its counterparties with the table below presenting an analysis of the Company's trading inventory and derivative transactions by rating agency designation based on Standard & Poor's, Moody's and Fitch ratings as at 31 December:

	Government bonds		**Non-government bonds**		**Derivatives**	
	2023 %	**2022** %	**2023** %	**2022** %	**2023** %	**2022** %
AAA / AA / A	81.0	79.0	44.4	72.5	51.2	39.4
BBB	11.8	14.4	34.5	13.3	2.0	3.2
BB / B	3.2	2.2	11.7	4.5	0.7	0.7
CCC or below	1.0	0.5	0.9	1.3	—	—
Central counterparty (unrated)	—	—	—	—	21.3	31.6
Unrated	3.0	3.9	8.5	8.4	24.8	25.1
	100.0	100.0	100.0	100.0	100.0	100.0

As discussed above the credit risk is mitigated through the use of collateral, netting arrangements and the application of credit limits.

29. Financial instruments and risk management (continued)

Operational risk (unaudited)

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events. This definition of operational risk includes legal risk which is the risk of loss (including litigation costs, settlements, and regulatory fines) resulting from the failure of Citi to comply with laws, regulations, prudent ethical standards, and contractual obligations in any aspect of the Citi business but excludes strategic and reputation risks. Citi also recognises the impact of Operational Risk on the reputation risk associated with Citi's business activities.

The objective is to keep operational risk at appropriate levels relative to the characteristics of Citi's businesses, the markets in which it operates, its capital and liquidity, and the competitive, economic and regulatory environment.

Citi maintains an Operational Risk Management (ORM) framework with a Governance Structure to ensure effective management of Operational Risk across Citi.

To anticipate, mitigate and control operational risk, Citi maintains a system of policies and has established a consistent framework for monitoring, assessing, and communicating operational risks and the overall effectiveness of the internal control environment across Citi. As part of this framework, Citi has defined its operational risk appetite and has established a Manager's Control Assessment (MCA) programme which helps managers to self-assess key operational and compliance risks and controls and to identify and address weaknesses in the design and effectiveness of internal controls that mitigate significant operational risks.

The ORM Framework establishes a foundation on which the activities of businesses, regions and functions, the resulting operational risks and the associated controls are identified, periodically assessed, subject to corrective action, appropriately documented and communicated. Specifically, the ORM Framework establishes minimum standards for consistent identification, measurement, monitoring, reporting, and management of operational risk across Citi.

The process established by the ORM Framework is expected to lead to effective anticipation and mitigation of operational risk and improved operational risk loss experience and includes the following steps:

- establish and monitor Operational Risk Appetite;
- identify and assess Material Operational Risks (MORs);
- design controls to mitigate identified risks;
- establish Key Indicators (KIs);
- implement a process for early problem recognition and timely escalation;
- produce comprehensive operational risk reporting; and
- ensure that sufficient resources are available to actively improve the operational risk environment and mitigate emerging risks.

As new products and business activities are developed, processes are designed, modified or sourced through alternative means and operational risks are considered.

In addition, ORM proactively assists the businesses, operations and technology and the other independent control groups in enhancing the effectiveness of controls and managing operational risks across products, business lines and regions, and facilitates the management of operational risk at a Citi and Company level.

29. Financial instruments and risk management (continued)

Operational risk (unaudited) (continued)

Measurement

To support advanced capital modelling and management, each business is required to capture relevant operational risk event information. A localised version of the Citi risk capital model for operational risk has been developed and applied against CGML. The PRA has approved this model, for use within the Company as an 'Advanced Measurement Approach' (AMA). It uses a combination of internal and external loss data to support statistical modelling of capital requirement estimates, which are then adjusted to incorporate qualitative aspects of the operational risk and control environment.

To enhance its operational risk management, CGML has a forward-looking scenario analysis programme to identify and quantify emerging operational risks, through a systematic process of obtaining opinions from business managers and risk management experts to derive reasoned assessments of the likelihood and loss impact of plausible, high severity operational risk losses. Scenario results are used to create a management overlay to CGML's operational risk capital model estimates. An AMA model change request is currently pending with the PRA, if approved this will allow scenario analysis impact to be included in the capital model outputs removing the overlay mentioned above.

In addition, there are various governance forums for escalation and reporting of internal control, compliance, regulatory and risk issues, including operational risk loss events.

Material Operational Risks (MOR) are derived from an evaluation of operational risk exposure on a residual risk basis considering its current business strategy, substantial emerging risks and other relevant factors which include assessment of the four Basel operational risk data elements (i.e. internal losses, external losses, scenario analysis, output from Internal Audit Assessments) and from self-assessment results from the Manager's Control Assessment (MCA). The identified MORs for CGML include those set out below. These Risks are aligned to the updated Citi-wide global risk taxonomy that has been developed for operational and compliance risks.

ORM liaises with Subject Matter Experts (SMEs) aligned to each MOR in order to define CGML's risk and to identify appropriate metrics i.e., Key Indicators (KIs) to monitor the profile of each MOR. Given that CGML's business is almost entirely wholesale in nature, segment metrics are leveraged as far as possible.

CGML MORs as of 31 December 2023:

- Processing Risk
- Cyber Risk
- Internal Fraud and Theft Risk
- Regulatory and Management Reporting Risk
- Technology Risk
- Data Management Risk
- Market Practices Risk
- Anti-Money Laundering (AML)
- Sanctions Risk
- Third Party Management
- Prudential and Regulatory Risk (PRR)
- Business Disruption and Safety Risk
- Human Capital Risk

CGML's MORs have been incorporated with the Citi-level global operational risk appetite framework in order to derive CGML's Risk Appetite against risk types in the standardised GRC operational risk taxonomy. These risk types are supported by related metrics and appropriately set thresholds. The Risk Appetite is regularly monitored and reported to CGML's risk committees.

29. Financial instruments and risk management (continued)

Reputation and Franchise Risk and New Products or Services

A Citi-wide (including a Cluster-based) Reputational Risk Committee reviews practices involving reputational or franchise issues. These committees review whether Citi's business practices have been designed and implemented in a way that meets the highest standards of professionalism, integrity, and ethical behaviour.

Additional committees ensure that product risks are identified, evaluated, and determined to be appropriate for Citi and its customers, and safeguard the existence of necessary approvals, controls, and accountabilities.

The New Activity Committee (NAC) is designed to ensure that significant risks, including reputational and franchise risks, for new products, services, or complex transactions, are identified and evaluated, determined to be appropriate, properly recorded for risk aggregation purposes, effectively controlled, and have accountabilities in place.

Country Risk

Country risk is the risk that an event in a country (precipitated by developments within or external to that country) will impair the value of Citi's franchise or will adversely affect the ability of obligors within that country to honour their obligations to Citi. Country risk events may include sovereign defaults, banking defaults or crises, currency crises and/or political events.

The country designation in Citi's risk management systems is based on the country to which the client relationship, taken as a whole, is most directly exposed with regard to economic, financial, socio-political or legal risks. This includes exposure to subsidiaries within the client relationship that are domiciled outside of the country.

Citi assesses the risk of loss associated with certain of the country exposures on a regular basis, with the country concentration limits reviewed as and when economic performance is viewed as deteriorating. These analyses take into consideration alternative scenarios that may unfold, as well as specific characteristics of the Company's portfolio, such as transaction structure and collateral and the Company's exposure in these countries may vary over time, based upon its franchise, client needs and transaction structures.

Pension Risk

The Company's defined benefit schemes are measured on an actuarial basis, with the key assumptions being inflation, discount rate, mortality, and investment returns. Return on assets is an average of expected returns weighted by asset class.

Mortality assumptions are based upon the relevant standard industry and national mortality tables. Discount rates are based on specific corporate bond indices which reflect the underlying yield curve of each scheme. Management judgement is required in estimating the rate of future salary growth. All assumptions are unbiased, mutually compatible and based upon market expectations at the reporting date.

Further information about the Company's Pension schemes is contained in Note 8 'Pension'.

Managing interest rate benchmark reform and associated risks

The USD LIBOR bank panel ended on June 30 2023. The overnight and 12-month USD LIBOR settings have permanently ceased, and the Financial Conduct Authority is requiring ICE Benchmark Administration to continue publishing one-, three- and six-month USD LIBOR settings using a synthetic methodology, which is based on the relevant CME Term SOFR Reference Rate plus the respective ISDA fixed spread adjustment. These synthetic settings are expected to cease on September 30 2024. As previously disclosed, as of June 30 2023, Citi transitioned nearly all of its USD LIBOR-referencing contracts to SOFR plus a credit spread adjustment. There remain a number of unremediated USD LIBOR-referencing contracts with total exposure of $415 million from derivative products and $20 million from floating rate notes. These are temporarily utilizing synthetic LIBOR, and Citi is continuing to focus on remediating remaining contracts.

30. Capital management (unaudited)

As a UK regulated entity, CGML is required to hold sufficient regulatory capital to meet its Individual Capital Guidance, CRDIV buffers and any applicable buffers mandated by the PRA. The Company monitors its CET1, Tier 1, total capital ratios and overall capital adequacy daily. The externally mandated regulatory requirements also form part of the Company's internal capital management toolkit, with capital management constituting a key focus for a number of internal committees, in particular the UK ALCO. CGML's capital management framework encompasses a set of internal limits and escalations, defined using a red-amber-green structure. In accordance with these escalations, specified actions are taken and the responsible people are notified at each stage. In addition, the UK ALCO is kept informed of any trigger breaches. CGML also has in place a risk appetite framework to manage the risks to which it is exposed through its business activities: these are both quantitative and qualitative.

During 2023, CGML remained in compliance with all externally imposed capital requirements. Quantitative details of CGML's regulatory capital position are included in Section 4 of the Strategic Report.

The capital management of CGML is further explained in its Basel Pillar III disclosures document, which can be found at http://www.citigroup.com/citi/investor/reg.htm. Further details of CGML's Regulatory Capital are also included in section 3.3 on page 13 of this report.

31. Registered charges

The Company has granted to various banks and other entities a number of fixed and floating charges over certain holdings in securities, properties, collateral and monies held by or on behalf of such banks or other entities.

32. Other commitments

a) Financial guarantees

As at 31 December 2023, the Company had $35 million (2022: $34 million) of unsecured letters of credit and financial guarantees outstanding from banks to satisfy various collateral requirements.

b) Capital commitments

As at 31 December 2023, the Company had no capital commitments (2022: $nil).

33. Related party transactions

The Company is a wholly owned subsidiary undertaking of CGMHBL, which is incorporated in the Bahamas. The largest group in which the results of the Company are consolidated is that headed by Citigroup Inc., which is incorporated in the United States of America. The Company defines related parties as the Board of Directors, senior management, their close family members, parent and fellow subsidiaries and associated companies.

A number of arm's length transactions are entered into with related parties. Various services are provided between related parties and these are also provided at arm's length.

Key management personnel compensation comprised of the following:

	2023	2022
	$ Million	$ Million
Remuneration		
Short-term employee benefits	19	19
Post-employment benefits	—	—
Other long-term benefits	1	—
Share-based payment	16	11
	36	30

At 31 December 2023, the number of the key personnel was 32 (2022: 42). The remuneration of the key personnel included in the above figures are for CGML Directors and Senior Managers.

Short-term employee benefits comprise salary, role based allowance, incentive compensation in the form of cash payable within twelve months, and other non-monetary benefits such as medical care, housing and cars.

Post-employment benefits include employer payments to pension funds and life insurance for Key management personnel. Other long-term benefits include deferred cash incentive compensation which would be payable after twelve months. Share-based payments comprise of share based incentive compensation which would be payable at any period.

33. Related party transactions (continued)

The table below summarises balances and transactions with related parties:

2023	Immediate parent company $ Million	Subsidiaries $ Million	Other related parties $ Million
Assets			
Financial assets at amortised cost			
– cash at bank	—	—	1,685
– collateralised financing transactions	—	13,966	83,827
Financial assets mandatorily at fair value through profit or loss			
– derivatives	—	4,023	92,878
– inventory	—	—	19
– equity securities held for investment	—	—	—
Financial assets designated at fair value through profit or loss	—	—	2,740
Investments in subsidiary and related undertakings	—	5,330	—
Pension asset	—	—	—
Other assets	—	647	5,126
Liabilities			
Financial liabilities at amortised cost			
– bank loans and overdrafts	—	—	1,818
– collateralised financing transactions	—	10,273	84,208
Financial liabilities mandatorily at fair value through profit or loss			
– derivatives	—	3,997	93,180
– securities sold but not yet purchased	—	53	—
Financial liabilities designated at fair value through profit or loss	—	23,331	2,232
Other liabilities	—	2,071	4,437
Subordinated loans	—	—	11,100
Guarantees and commitments	—	—	—
Income statement			
Fee and commission income	—	4	16
Net dealing income /(expense)	—	1,379	524
Interest receivable	—	167	2,896
Interest payable	—	(390)	(3,731)
Operating expenses	—	(78)	(642)
Net finance income on pension	—	—	—
Other income	—	—	—

33. Related party transactions (continued)

2022	Immediate parent company $ Million	Subsidiaries $ Million	Other related parties $ Million
Assets			
Financial assets at amortised cost			
– cash at bank	—	—	1,896
– collateralised financing transactions	—	4,921	64,146
Financial assets mandatorily at fair value through profit or loss			
– derivatives	—	4,034	85,742
– inventory	—	—	—
– equity securities held for investment	—	—	—
Financial assets designated at fair value through profit or loss	—	—	1,590
Investments in subsidiary and related undertakings	—	4,330	—
Pension asset	—	—	—
Other assets	—	1,215	10,582
Liabilities			
Financial liabilities at amortised cost			
– bank loans and overdrafts	—	—	10,028
– collateralised financing transactions	—	5,502	36,569
Financial liabilities mandatorily at fair value through profit or loss			
– derivatives	—	3,588	88,452
– securities sold but not yet purchased	—	289	—
Financial liabilities designated at fair value through profit or loss	—	26,311	—
Other liabilities	—	935	8,353
Subordinated loans	—	—	11,100
Guarantees and commitments	—	—	—
Income statement			
Fee and commission (expense)/ income		12	135
Net dealing expense	—	10,050	(549)
Interest receivable	—	(83)	1,002
Interest payable	—	(51)	(1,253)
Operating expenses	—	(89)	(556)
Net finance income on pension	—	—	—
Other income	—	—	—

No provisions have been recognised (2022: $nil) in respect of doubtful debts related to the amount of outstanding balances and no expense has been recognised during the year (2022: $nil) in respect of bad or doubtful debts due from related parties.

During 2023, the Company made a total of $1,000 million (2022: $500 million) capital contribution to its subsidiary CGME. As at 31 December 2023, the other equity instruments of CGML consist of a) $2,000 million of Additional Tier 1 Notes to Citicorp LLC b) $2,300 million of Additional Tier 1 Notes to Pipestone LLC, another Citi entity.

34. Effect of Changes in Accounting Policy

The company has changed its accounting policy with respect to the presentation of this cash collateral with each client on the balance sheet. The net amount of cash collateral received and paid to each client across all their derivative transactions is now recognised on the balance sheet as either a cash collateral asset or a cash collateral liability as appropriate, therefore the net cash collateral is recognized as a single unit of account per client.

The previous accounting policy was to recognise a cash collateral asset or liability for each individual derivative transaction with each client (therefore represented as multiple units of account). The single unit of account presentation is considered to be a better reflection of the contractual relationship with each client and is consistent with how cash collateral obligations are cash settled in a single cash flow daily with clients.

	Note	As per 2022 Signed Financial Statements $ Million	Adjustment $ Million	Restated Amount $ Million
Financial assets at fair value through profit or loss	**13**	197,965	64	198,029
Financial liabilities at fair value through profit or loss	**13**	198,725	64	198,789
Other Assets	**18**	82,305	(41,593)	40,712
Cash collateral pledged		65,000	(41,593)	23,407
Other Liabilities	**23**	79,582	(41,593)	37,989
Cash collateral held		62,682	(41,593)	21,089
Pledged Other Assets	**21**	285,027	(41,529)	243,498
Pledged Other Assets (Non-encumbered)		265,393	(41,529)	223,864

35. Events after the reporting period

At the date on which these financial statements were approved, there were no other significant events affecting the Company since the year end.

36. Group structure

The Company's immediate parent undertaking is Citigroup Global Markets Holdings Bahamas Limited (CGMHBL), a company registered at Ocean Centre, Montagu Foreshore, East Bay Street, and P.O. Box N3247, Nassau, Bahamas. The Company's ultimate parent company and ultimate controlling party is Citigroup Inc., registered at 1209 Orange Street, Wilmington, DE 19801 United States of America.

The audited consolidated financial statements of Citigroup Inc. are made available to the public annually in accordance with Securities and Exchange Commission regulations and may be obtained from https://www.citigroup.com/citi/investor/sec.htm

37. Revenue analysis

As outlined in the Strategic Report, the Company is Citi's international broker dealer and management reviews its performance by clusters. CGML is generating the majority of its business from the United Kingdom, with the remainder mainly coming from North Asia and North America clusters.

	Asia North & Australia	International Hub	North America	United Kingdom	Other	Total
Revenue by Region	**$ Million**	**$ Million**	**$ Million**	**$ Million**	**$ Million**	**$ Million**
2023 Revenues	227	1,001	136	2,221	240	3,825
2022 Revenues	553	99	(207)	2,756	423	3,624
Increase/(decrease) compared to prior year	(326)	902	343	(535)	(183)	201

38. Country by country reporting

Nature of activities

CGML is headquartered in London and operates globally, generating the majority of its business from the EMEA region, with the remainder coming from business executed with clients in Asia and the Americas.

As at 31 December 2023, the Company had four branch offices and three subsidiaries. The Company's branches in the European Union (EU) were established under the 1993 Investment Services Directive, which has been superseded by the 2005 Markets in Financial Instruments Directive (MiFID). The passported branch is located in the Italy. On 1 July 2023, the Company executed on its strategy to sell its Monaco subsidiary, Citi Global Wealth Management S.A.M. to another Citigroup affiliate.

EU Branches	Non-EU Branches	Subsidiaries
• Italy (in liquidation)	• Switzerland	• Citigroup Global Markets Funding Luxembourg SCA (Luxembourg)
	• Dubai	• Citigroup Global Markets Funding Luxembourg GP S.a.R.L (Luxembourg)
	• Israel	• Citigroup Global Markets Europe AG (Germany)

The Company is a dealer, market maker and underwriter in equities, fixed income securities and commodities, and provides investment banking and advisory services to a wide range of corporate, institutional and government clients. The Company's trading activities, which are part of Citi's ICG business, encompass cash, exchange-traded and OTC derivative markets. The Company's major counterparties are banks, other investment firms, investment managers, insurers, and hedge funds. The Company does not originate securitisations or engage in leveraged finance transactions as principal. The Company employs a number of specific individuals who hold key roles or have overall responsibility for whole areas of business on UK entities and branches.

As Citi's primary investment firm in EMEA, the Company is the main employer of front office staff in Western Europe. The Company also provides some operational and technology services to other Citi entities, in line with the global technology model used by these businesses. The Company also relies on shared services provided centrally, or by local Citi entities, for which there are various intercompany service agreements.

The Company has in place a dedicated management team and governance structure to establish a cohesive strategy for all relevant businesses and functions. Critical risk and control functions such as finance, risk management, legal and compliance are all managed centrally to ensure compliance with established policies and standards across the Company, irrespective of business location.

38. Country by country reporting (continued)

For the purposes of CBCR, the appropriate disclosures required are summarised below:

	2023 ($ Million)				2023
Country	**Turnover**	**Profit before Tax**	**Corporation Tax Paid (on cash basis)**	**Public Subsidies Received**	**Average Number of Employees**
Dubai	6	—	—	—	8
Israel	75	7	1	—	287
Italy	—	—	—	—	—
Switzerland	—	—	—	—	19
United Kingdom	3,744	213	84	—	4,288
Sub - Total	**3,825**	**220**	**85**	**—**	**4,602**
Withholding Tax	—	—	57	—	—
Total	**3,825**	**220**	**142**	**—**	**4,602**

	2022 ($ Million)				2022
Country	**Turnover**	**Profit before Tax**	**Corporation Tax Paid (on cash basis)**	**Public Subsidies Received**	**Average Number of Employees**
Dubai	4	1	—	—	6
Israel	71	6	2	—	274
Italy	—	(1)	—	—	—
Switzerland	11	1	—	—	18
United Kingdom	3,538	336	—	—	3,913
Sub - Total	**3,624**	**343**	**2**	**—**	**4,211**
Withholding Tax	—	—	66	—	—
Total	**3,624**	**343**	**68**	**—**	**4,211**

38. Country by country reporting (continued)

Basis of preparation

The basis of specific items of disclosure are as follows:

Turnover

Turnover comprises the following lines of the Profit & Loss Account of the Company's audited Financial Statements:

- Commission income and fees;
- Net dealing income;
- Interest receivable; and
- Interest payable.

Profit or (loss) before income tax

Profit and loss before tax is reported in line with the profit and loss before tax as presented in the Income statement on page 31.

Corporation tax paid / (received) (on cash basis)

Represents the total amount of income tax actually paid during the relevant fiscal year by CGML, including its branches in the relevant tax jurisdiction, as well as withholding tax which is an income tax paid by the payer of the income and treated as a payment on account of the recipient's tax liability. The withholding tax has been disclosed separately and where creditable has been offset against the UK corporation tax liability to prevent the same income being taxed twice.

This is distinct from the tax liability on the profit before income tax for the fiscal year, which in some cases is paid in instalments across the current and following year, such that in any year, cash tax paid is made up of part of the current and part of the prior year tax liabilities. These liabilities will depend on a number of factors including the existence of prior year losses which may be available for offset as well as items which may be booked outside of the income statement.

Public subsidies received

The CBCR Regulations do not include a definition of public subsidies received. The Company has determined that this will only include direct support by the Government and that it does not consider central bank interventions or tax incentives such as Research & Development tax credits as public subsidies.

Number of employees

Represents the average number of employees on a full-time equivalent (FTE) basis determined by taking an annual average of monthly total FTE, excluding any agency and contracting staff, under employment contracts in each country.

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