CITIGROUP INC.
RISK MANAGEMENT COMMITTEE CHARTER
As of February 11, 2026

Mission

The Risk Management Committee (the "Committee") of Citigroup Inc. ("Citigroup") is a standing committee of the Board of Directors ("Board"). The purpose of the Committee is to assist the Board in fulfilling its responsibility with respect to (1) oversight of Citigroup's risk management framework and risk culture, including the significant policies and practices used in managing credit, market (trading and non-trading), liquidity, strategic, operational, compliance, reputation, including those pertaining to capital management, and (2) oversight of the performance of the Credit Risk Review ("CRR") function. The Committee reports to the Board of Directors regarding Citigroup's risk profile, as well as management's adherence to its risk management framework, including the significant policies and practices employed to manage risks in Citigroup, as well as the overall adequacy of the Risk Management function.

The Committee's role is one of oversight, recognizing that management is responsible for designing and executing Citigroup's risk management and capital-related policies. While the Committee has the responsibilities and powers set forth in this Charter, management is responsible for designing, implementing and maintaining an effective risk program. The Citigroup Chief Risk Officer ("CRO") heads the Independent Risk Management function, which sets risk and control standards for the first line of defense and actively manages and oversees aggregate credit, market (trading and non-trading), liquidity, strategic, operational, compliance and reputation risks across the firm, including risks that span categories, such as concentration risk. The duties and responsibilities of the Independent Risk Management functions are described in the Enterprise Risk Management Framework ("ERMF").

Membership

The Committee will consist of at least three members of the Board of Directors, a majority of whom will be non-management members of the Board of Directors, and will include one or more members with experience in identifying, assessing, and managing risk exposures of large, complex financial firms. The Chair of the Committee shall meet the independence requirements contained in Regulation YY (12 CFR Part 252). A majority of the members of the Committee shall constitute a quorum. The members of the Committee and the Committee Chair shall be appointed by, and may be removed by, the Board on the recommendation of the Nomination, Governance and Public Affairs Committee. Citigroup's Corporate Secretary or designee shall serve as Committee Secretary.

Authority

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

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Meetings and Access

- Meet as often as it determines, but not less frequently than quarterly.

- Periodically meet separately with management, the Citigroup CRO, and at least annually with the Head of Citigroup CRR, or more frequently as needed.

- Regularly report to the Board on the Committee's activities.

- Conduct an annual assessment of the Committee's performance and report the results to the Board.

- Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board, or a committee thereof, for approval.

Oversight of the Risk Management Framework

The Committee has responsibility for oversight of Citigroup's risk profile and risk management framework and metrics pertaining to Citi's Level 0 risks (as defined by Citi's Enterprise Risk Management Framework): credit, market (including trading and non-trading), liquidity, strategic, operational, compliance and reputation risks (together "Risk Categories"). In furtherance of such responsibility the Committee shall:

- Receive reports from, review with, and provide feedback to, management on the Risk Categories, their risk profile, significant concentrations, impacts of stress events, the metrics used to monitor exposure and management's views on the acceptable and appropriate levels of risk.

- Review Citigroup's risk management frameworks for the Risk Categories, including significant policies, processes and systems that management uses to manage risk exposures, as well as risk measurement methodologies and approaches to stress testing.

<u>Oversight of Overall Risk Management</u>

The Committee has the authority to conduct or authorize reviews into any matter within its scope of responsibility. The Committee, to the extent it deems necessary or appropriate, will carry out the following responsibilities:

- Review and consider recommending to the Board the approval at least annually of Citigroup's:
    - Risk appetite statement
    - Bank Secrecy Act and Anti-Money Laundering compliance program
    - Liquidity Risk Management Policy

- Review and approve Citigroup's Enterprise Risk Management Framework, the Enterprise Resiliency Policy and Citi's Recovery Plan at least annually, as well as Citigroup's key risk policies on the establishment of risk limits periodically as needed.

- Review at least quarterly:
    - Citigroup's Risk profile in relation to its Board-approved risk appetite
    - Updates from management on assessments of, and justification for, the estimated amounts reported for the allowance for credit losses

- Review periodically as needed:
    - Citigroup's resolution planning efforts for the current cycle
    - The independence and authority of the Risk Management function
    - The qualifications of the senior-level staff of the Risk Management function and quality of risk reporting to the board

- Receive information from the CRO, the Chief Compliance Officer, the Chief Auditor, the Chief Financial Officer, the Treasurer, the Chief Legal Officer, others in management, independent auditors, regulators and outside experts as appropriate regarding matters related to risk management and the Risk Management function.

- In consultation with the Audit Committee, review and discuss with management, at least annually, the key guidelines and policies governing Citigroup's significant processes for risk assessment and risk management; and Citigroup's major financial risk exposures and the steps management has taken to monitor and control such exposures.

- Perform other activities related to this charter as requested by the Board.

<u>Oversight of Risks Related to Capital Management</u>

Consistent with its oversight responsibilities concerning risks related to capital management, the Committee will:

- Review and recommend to the Board the approval of Citigroup's:
    - Capital Plan, including Capital Policy
    - Changes to capital requirements and management buffers,
    - Relevant actions related to Citigroup's common stock, preferred stock and redemptions
    - Omnibus Funding Resolutions

- Review and approve:
    - Liquidity data quality metrics and tolerance levels on an as needed basis
    - The Contingency Funding Plan, annually, and whenever material revisions are made

- Review Citigroup's:
    - Funding and Liquidity Plan annually
    - Capital frameworks and balance sheet, funding, interest rate and liquidity management framework
    - Deposit raising and funding activities and metrics
    - Regulatory capital levels and capital structure
    - Management's progress in executing the Comprehensive Capital Analysis and Review ("CCAR") process
    - Reports from independent verification functions concerning Citigroup's compliance with regulatory capital regulations and related supervisory guidance

<u>Oversight of CRO</u>

- Confirm that the CRO has a direct reporting line to the Committee and to the Chief Executive Officer of Citigroup.

- Approve the appointment, removal, and other changes to the Citigroup CRO position.

- Recommend the annual compensation and salary adjustment of the Citigroup CRO for approval by the Compensation, Performance Management, and Culture Committee of the Board of Directors of Citigroup Inc.

Oversight of Credit Risk Review ("CRR")

- Approve all decisions regarding the appointment or removal of the Head of Citigroup CRR and the administrative reporting line to the Citigroup Chief Risk Officer.

- Approve the CRR Charter, Coverage Plan, and the annual budget.

- Receive communications from the Head of Citigroup CRR on the results of CRR activities or other matters that the Head of Citigroup CRR determines are necessary, including private meetings without management present.

- Collaborate with senior management and conclude on the Global Head of Citigroup CRR's performance objectives, appraisal and development, and succession plan.

Other Risk Management Responsibilities

- Receive reports, periodically as necessary and appropriate, from management on:
    - Top and Emerging risks as defined within Citi's ERMF
    - Clearing risk (including Automated Clearing House lines)
    - Conduct Risk

- Share information with the Audit Committee of the Board of Directors as necessary and appropriate to permit the Audit Committee to carry out its statutory, regulatory and other responsibilities.

- On behalf of the Board, carry out the governance responsibilities of the Board under the Volcker Rule and its promulgating regulations, including reviewing management's periodic assessment of the effectiveness of Citigroup's Volcker Rule compliance program.