

CITIGROUP - 2020

Whereas, our Company's Nomination, Governance and Public Affairs Committee is responsible for oversight of public affairs by reviewing the relationships of major external constituencies and advising management and the board; and

Whereas, in August two thousand nineteen, our Chief Executive Officer, signed a statement pledging our Company to all stakeholders; and

Whereas, this Statement on the Purpose of a Corporation, also included a statement supporting “. . . the communities in which we work, . . . respect(ing) the people in our communities and protect(ing) the environment by embracing sustainability practices across our business,” and

Whereas, there may be incongruities between public pledges or statements made by our Chief Executive Officer and company policies adopted by our Board of Directors as fiduciaries, reflected in our Company's governance documents, including bylaws, Articles of Incorporation or committee charters;

Whereas, however, there is no indication of how such public statements will be implemented in policy, or even if such a policy was considered by our board of directors, as a policy to be implemented by amending our Company's governance documents;

Therefore, be it Resolved, that shareholders request that our board of directors, acting as responsible fiduciaries, to conduct a comprehensive review of Citigroup's governance documents, making recommendations to the shareholders on specifically how the “Purpose of a Corporation” signed by our Chief Executive Officer can be fully

implemented by board and management, and recommending amendments to governance documents such as the bylaws, Company's Articles of Incorporation, or Committee Charters to fulfill the new statement of purpose.

Supporting Statement

Our Company's management has committed our Company to a corporate purpose that does not appear in our Company's governance documents. Amendments to the bylaws, Articles of Incorporation, or the board's committee charters are needed in order to clarify the responsibilities of the board of directors as fiduciaries for fulfilling the newly articulated corporate purpose.