Citigroup Inc.

2023 Resolution Plan

Public Section

July 1, 2023

Introduction

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Introduction

A. Introduction

Citi is confident that it can be resolved, and remains committed to ensuring that it can be resolved, in a safe, efficient, and orderly manner without the use of taxpayer funds and minimal impact to depositors, customers, counterparties, and the U.S. and global financial systems. As part of this commitment, Citi continually enhances its governance, processes, and infrastructure to support the execution of its Resolution strategy on an on-going basis. The 2023 Resolution Plan[1] reflects Citi's multi-year efforts to ensure the sustainability and operational readiness of Resolution planning across the organization.

Since the last submission in 2021, the firm has (i) enhanced its Resolution Forecasting capabilities; (ii) simplified how the firm operates by divesting seven of the 14 consumer businesses it intends to exit; (iii) demonstrated its operational resilience capabilities; and (iv) tested its capabilities through tabletop simulations and business-as-usual activities.

Citi's strong balance sheet and capital levels, robust asset and liability management, and prudent risk management approach have enabled the firm to be a source of stability and strength for clients during the market turmoil in early 2023. As of March 31, 2023, Citi had a well-diversified $1.3 trillion deposit base across different regions, industries, and customer types. A vast majority of its $819 billion of institutional deposits, which are up $37 billion from year-end 2020, are in integrated operating accounts, facilitating clients' businesses around the globe and are long-term client relationships utilizing all three of Citi's integrated services – payments and collections, liquidity management, and working capital solutions. These deposits are largely deployed into loans, investment securities, and cash, which complements the liquidity value of Citi's liabilities. Citi's $652 billion loan portfolio is largely variable rate, has a duration of approximately 1.3 years, and is well-diversified across consumer and corporate clients. Citi's investment securities largely consist of highly liquid US Treasury, Agency, and other sovereign bonds and have a short duration of less than three years. Overall, 34% of Citi's balance sheet is in these investment securities and cash, which contribute to our $1 trillion of Available Liquidity Resources, compared to 33% of Citi's balance sheet at year-end 2020. Citi's assets and liabilities are aligned across interest rate risk, liquidity, and capital which is a reflection of Citi's strategy and well-diversified business model.

- As of December 31, 2022, Citi had a Common Equity Tier 1 (CET1) capital ratio of 13.0% based on the Basel III Standardized Approach for determining risk-weighted assets, well in excess of the regulatory requirement of 11.5%[2]. This compares to a CET1 ratio of 11.5% at year-end 2020. As of March 31, 2023, Citi's CET1 ratio increased to 13.4%.
- Citi had approximately $575.2 billion in high-quality liquid assets (HQLA) and an average liquidity coverage ratio (LCR) of 118% as of December 31, 2022 under the U.S. LCR rules, also well above the minimum requirement of 100%. As of March 31, 2023, Citi's HQLA and average LCR ratio increased to $584.3 billion and 120%, respectively. This compares to $545 billion of average HQLA at year-end 2020.

[1] Under 12 CFR Part 243 (Regulation QQ) and 12 CFR Part 381 (together, the Resolution Plan Rule), Citi is required to submit a Resolution plan on or before July 1, 2023.
[2] In 1Q23, Citi's CET1 regulatory requirement increased from 11.5% to 12.0% due to an increase in the GSIB surcharge.

- Additionally, the U.S. banking agencies adopted a long-term liquidity measurement rule to assess the availability of a bank's stable funding against a required level (Net Stable Funding Ratio, or NSFR). The rule became effective beginning July 1, 2021, while public disclosure requirements to report the ratio will occur on a semiannual basis beginning June 30, 2023. Citi has been in compliance since the rule became effective.

Citi's strong balance sheet lays the foundation for a safer, sounder, and more modern bank. Citi's vision is to be the preeminent banking partner for institutions with cross-border needs, a global leader in wealth management and valued personal bank in its home market. This vision reflects a more focused growth strategy, which capitalizes on Citi's existing competitive advantages such as its global network, is designed to achieve better balance between net interest income and fee growth in the medium-term. This also means more sustainable and predictable earnings for Citi and the ability to withstand a wide variety of macroeconomic environments. By the end of 2022, businesses central to Citi's vision were competitively stronger. Citi is also starting to see tangible benefits of simplifying the organization, and execution of Citi's transformation initiative remains its number one priority.

- Citi has committed to exiting consumer businesses in 14 markets in Asia, Europe, Middle East and Mexico, of which sales have contracted in nine markets, and sales have closed in seven markets by first half of 2023. Citi expects to close an additional two consumer businesses by the end of 2023, and is actively winding down its consumer franchise in Korea and China and nearly all operations in Russia
- Citi has simplified local management structures in the markets with closed deals and has launched work in 2023 to simplify the regional and global management functions
- Citi made important advances in its quarterly forecasting and stress testing capabilities
- Citi invested in simplifying its processes and product platforms

Disciplined Risk Appetite Framework

Citi operates a disciplined risk appetite framework that looks at both asset and liability concentrations across client segment, industry, and region, and has a high degree of confidence in its ability to manage the size and nature of its exposures given its rigorous stress testing. Citi also diligently manages its counterparty risk, which is critical given the interconnectedness of financial institutions. Its risk appetite framework, coupled with its historically high levels of capital and liquidity, and strong balance sheet, positions Citi to be a source of stability for the banking industry.

Citi's ICG portfolio is over 85% investment grade, and of the international exposure, around 90% is investment grade or subsidiaries of its multinational clients. Its U.S. Cards portfolio is nearly 80% prime, and Citi is nearing completion of the planned international consumer exposure exits.

Citi constantly runs multi-factor stress tests to understand evolving risks and their second and third order effects across its balance sheet, income statement, and operations. Additionally, at the counterparty level, Citi regularly performs stress tests based on established concentration limits, and a large portion of counterparty exposure is secured.

Citi has prudently managed the size and nature of its exposures as it heads into slower global growth and a potential recession. Citi has almost $20 billion of total reserves and a reserve-to-funded loan ratio of 2.7%. In addition, Citi has confidence in the quality and amount of its commercial real estate lending exposure; Citi's exposure is on the lower-end compared with major peers.

Resolution is a Company-wide Priority

In addition to strengthening its financial resiliency, Citi continues to make Resolution preparedness a company-wide priority. Citi's Board of Directors and management remain committed to demonstrating that, in the event of severe financial distress, Citi can be resolved through a bankruptcy proceeding in a safe, efficient, and orderly manner that minimizes the impact to depositors, customers, clients, counterparties, and the U.S. and global financial systems. Citi continues to invest considerable resources in simplifying its business model and legal entity structure and strengthening its Resolution planning and execution capabilities as management and regulatory expectations evolve and the business profile changes.

2023 Resolution Plan Key Messages:

The key messages of this Resolution Plan can be summarized as follows:

1. Citi has a robust governance process enabling it to effectively manage the firm across the Stress Continuum (business-as-usual through Resolution).
2. Citi maintains its Resolution Plan and associated Resolution capabilities to ensure Citi can be resolved in a safe, efficient, and orderly manner. This Resolution Plan is grounded in a "Single Point of Entry" ("SPOE") Resolution strategy, which is designed to (i) minimize the impact of Citi's Resolution on the U.S. and global financial systems, depositors, clients, and counterparties, (ii) maintain continuity of Citi's core business lines (CBLs), critical operations (COs), and material legal entities (MLEs), and (iii) maximize the value of Citi's businesses for the benefit of the Citigroup Parent bankruptcy estate.
3. Citi is simplifying how the firm operates, supporting the firm's ability to respond to stress and reducing operational impediments to wind-down. As of 1Q 2023, Citi has closed transactions to divest seven of the 14 consumer businesses it intends to exit - Australia, the Philippines, Bahrain, Malaysia, Thailand, Vietnam and India; and has signed deals in place for two - Taiwan and Indonesia, which are expected to close by year-end 2023. Of the remaining consumer businesses, Citi has made significant progress in the orderly wind-down of its Korea and China consumer banking operations. Additionally, Citi has ended nearly all of its institutional banking services in Russia and continues to fulfill all legal and regulatory obligations there. Citi's actual experience of an orderly wind-down of its consumer and institutional businesses in Russia, which includes separating local systems and employees, reduction of deposits both in local and foreign currency, the sale of individual loan portfolios, the reduction in Card balances through anniversary closures, engaging local regulatory agencies, and limiting disruption to existing client services has helped inform the firm's own Resolution capabilities, thereby supporting its SPOE Strategy.

4. Citi continuously maintains and strengthens its Resolution capabilities, including ongoing enhancements to its liquidity and capital models and forecasting capabilities to support flexibility and reactivity in stress situations. Additionally, Resolution capabilities are embedded in business-as-usual operations, including governance, processes, and infrastructure.
5. Citi evaluates its Resolution preparedness through periodic testing of capabilities and tabletop simulations, and has used many of its Resolution capabilities for ongoing applications (including managing liquidity and capital resources through market stresses and through divestitures).

Citi's Response to Supervisory Feedback on the 2021 Targeted Resolution Plan

On November 22, 2022, the Federal Deposit Insurance Corporation (FDIC) and the Board of Governors of the Federal Reserve Board (FRB) provided feedback on Citi's 2021 Targeted Resolution Plan. As part of that feedback, the FDIC and FRB acknowledged that Citi has satisfactorily addressed the shortcoming on Governance Mechanisms from the 2019 Resolution Plan. Citi recognizes the importance of the feedback with respect to the 2021 Targeted Plan which also resulted in the identification of a new shortcoming regarding weaknesses in processes and practices that could materially impact the firm's resolution capabilities. The shortcoming notes that the October 7, 2020 Cease and Desist Order Issued Upon Consent Pursuant to the Federal Deposit Insurance Act (Consent Order) raises questions about the firm's ability to produce accurate financial information during stress conditions.

As part of the Transformation Citi has embarked upon, the firm is making significant investments in data integrity and data management. That work will be leveraged to remediate the shortcoming. The result of these efforts will be more streamlined systems that improve the quality of our data as well as the speed with which it can be accessed.

In addition, the Agencies provided industry-wide feedback related to capabilities testing. Citi recognizes the importance of testing its capabilities to ensure Resolution preparedness, and has continually assessed its most critical capabilities through business-as-usual activities and tabletop exercises, including periods of daily runs of RLEN and RCEN and movement of collateral. Citi leveraged its Resolution capabilities during business-as-usual, including in executing the committed divestitures and in winding-down its Russia operations.

Citi has continued to enhance its Resolution capabilities through process and technology improvements, many of which have been informed by the results of its testing. To further advance its approach to capabilities testing, and to support a more comprehensive and sustainable approach, Citi is formalizing its Resolution Capabilities Testing and Assurance Framework in 2023. This framework is designed to ensure that Resolution capabilities are identified, appropriately tested or evidenced, and, where gaps exist, are subject to remediation or compensating controls. Citi has applied this framework ahead of its 2023 165(d) submission to (i) prioritize capabilities for testing and define corresponding testing requirements; (ii) establish the testing lifecycle; (iii) define roles and responsibilities, including relevant oversight and governance bodies; (iv) define individual testing exercises; and (v) execute tests to evaluate readiness and identify enhancement opportunities.

Collectively, the testing and use of its resolution capabilities gives Citi confidence in its ability to execute its preferred resolution strategy and to respond to the facts and circumstances of the scenario, should they differ from what is assumed in the Plan.

Citi's Preferred Resolution Strategy

Citi’s preferred Resolution strategy remains a single point of entry strategy (SPOE Strategy) under which Citigroup Inc. (Citigroup Parent) would enter bankruptcy, but Citi’s MLEs would continue operating for the benefit of the Citigroup Parent bankruptcy estate. Specifically, under the SPOE Strategy, Citi’s Operating MLEs — which are MLEs that contain operating businesses and include Citibank, N.A. (CBNA) and certain broker dealers, among others — would be recapitalized so that they would continue operating throughout Citi’s Resolution. In addition, Citi’s Service MLEs — which are non-risk taking MLEs that house shared service functions — are prefunded with at least six months of working capital, enabling their continuity during Resolution. For additional detail on Citi's MLEs, please refer to *Section E. Background Information on Material Legal Entities*.

The SPOE Strategy is designed to (i) minimize the impact of Citi’s Resolution on the U.S. and global financial systems, depositors, clients, and counterparties, (ii) maintain continuity of Citi’s CBLs, COs, and MLEs, and (iii) maximize the value of Citi’s businesses for the benefit of the Citigroup Parent bankruptcy estate. Citi believes that neither the U.S. government nor the FDIC deposit insurance fund would incur losses under the SPOE Strategy. Rather, shareholders and unsecured creditors of Citigroup Parent would absorb any losses.

As described further throughout this Public Section, Citi is resolvable under the SPOE Strategy because it has:

- A Single Integrated Trigger Framework that enables it to determine when to take appropriate actions to execute the SPOE Strategy;
- Sufficient financial resources that are appropriately positioned in Citi’s MLEs to execute the SPOE Strategy;
- The ability to deliver financial resources required by Operating MLEs swiftly and directly for the execution of the SPOE Strategy and has implemented mitigants to address potential obstacles to delivery;
- Capabilities to maintain the continuity of internal shared services, third-party vendor services, real estate access, and Financial Market Infrastructure (FMI) access during Resolution;
- Credible divestiture and wind-down options for its businesses;
- Flexibility and optionality by developing mitigants for key sources of uncertainty, including risks associated with the scenario, timing, inter-affiliate ring fencing, and counterparty and vendor behavior; and
- Enhanced practices, infrastructure, policies, and procedures to automate processes and further embed Resolution preparedness into its ongoing daily operations.

The remaining portion of this Public Section of Citi’s 2023 Resolution Plan includes the following:

- Section B provides an overview of the SPOE Strategy;
- Section C summarizes Citi’s Resolution capabilities and why Citi is resolvable;

- Sections D through O further describe the 2023 Resolution Plan, including information on Citi's CBLs and MLEs, operational continuity, and governance, and additional information required by relevant rules and guidance.

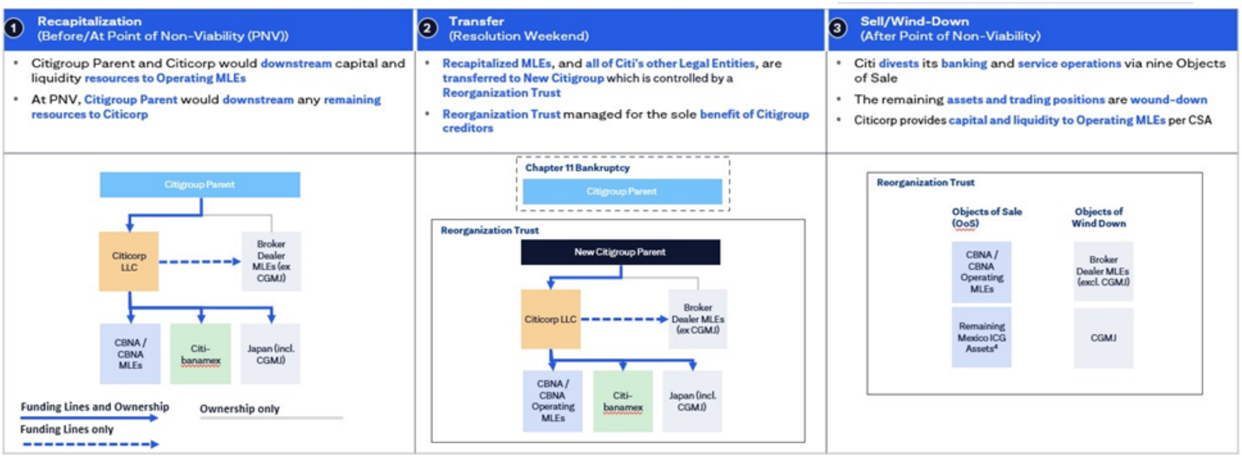
The SPOE Strategy

B. The SPOE Strategy

Citi's 2023 Resolution Plan sets forth a single preferred strategy, the SPOE Strategy. This section describes the SPOE Strategy, the Citi Support Agreement (CSA), Citi's strategy for winding down and divesting its businesses during Resolution, and the resulting organization. The SPOE Strategy has been developed based upon a hypothetical idiosyncratic failure scenario and on assumptions provided to Citi by the FRB and the FDIC. The Resolution Plan does not reflect Citi's view of likely future events. Instead, it provides a set of steps, based upon those assumptions, which Citi would take to safely resolve itself without reliance on taxpayer funds in the unlikely event that Citi were to fail.

B.1. Overview of the SPOE Strategy

The SPOE Strategy has three key high-level steps, defined in the diagram below followed by more detailed descriptions:



- **Recapitalization:** In the period leading up to and at Citi's point of non-viability, the Operating MLEs would be recapitalized pursuant to the contractually-binding CSA (see *section B.2. Citi Support Agreement* below for more information) under which Citicorp LLC (Citicorp), as Citi's intermediate holding company (IHC), would provide capital and liquidity support to the Operating MLEs as needed. In addition, the Service MLEs have been prefunded with at least six months of working capital to enable their continuity during Resolution.
- **Transfer:** Citigroup Parent would enter into a Chapter 11 bankruptcy proceeding under the U.S. Bankrupt*cy Code*, and Citigroup Parent's subsidiaries, including Citicorp and the MLEs, would be transferred to a newly created bank holding company, New Citigroup. New Citigroup would be held by a Reorganization Trust for the benefit of the Citigroup Parent bankruptcy estate.

- **Sell/Wind-Down:** Over time, Citigroup Parent's subsidiaries would be segmented into Objects of Sale and divested pursuant to Citi's Objects of Sale Divestiture Strategy or wound down, while the Legacy Franchise businesses would continue to be executed according to plan. The proceeds of the divestitures would become part of the bankruptcy estate and would ultimately be distributed to Citigroup Parent's stakeholders. Each Object of Sale would be significantly smaller and less systemically important than Citi is today. The Objects of Sale Divestiture Strategy and resulting organization are discussed in more detail in *Section B.3. Objects of Sale Divestiture Strategy, Objects of Wind Down, and the Resulting Organization below.*

For a discussion of financial and operational interconnections for each MLE and how they are maintained under the SPOE Strategy, please refer to *Section E. Background Information on Material Legal Entities.*

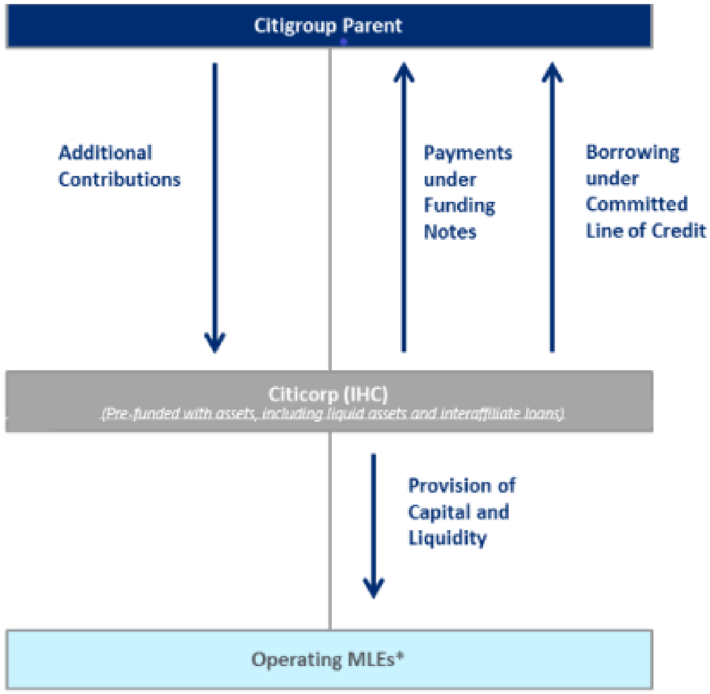
B.2. Citi Support Agreement

The CSA, which Citi entered into on July 1, 2017, is an Inter-Affiliate agreement that contractually binds Citigroup Parent and Citicorp to provide capital and liquidity support to all of the Operating MLEs[3] in the unlikely event of Citi's failure so that they can continue as going concerns outside of Resolution or bankruptcy proceedings. Citi maintains Citicorp as its Intermediate Holding Company (IHC) to facilitate the operation of the CSA. Citicorp is wholly owned by Citigroup Parent and holds the CBNA Operating MLEs, Citibanamex and CGMJ.

Pursuant to the CSA, Citigroup Parent has prefunded Citicorp by making an initial contribution of assets, including liquid assets and Inter-Affiliate loans, to Citicorp. Citigroup Parent must make additional contributions to Citicorp as it acquires new funding in excess of certain limits. In business-as-usual conditions, Citicorp serves as the primary funding vehicle for all of the Operating MLEs and provides capital and liquidity to the Operating MLEs consistent with Citi's existing policies and procedures. The CSA provides two mechanisms under which Citicorp is required to transfer cash to Citigroup Parent for Citigroup Parent's debt service and other operating needs: (i) interest and principal payments on funding notes issued by Citicorp to Citigroup Parent, and (ii) a committed line of credit under which Citigroup Parent may borrow from Citicorp. Citicorp may also issue dividends to Citigroup Parent.

[3] Operating MLEs excludes holding company and Service MLEs

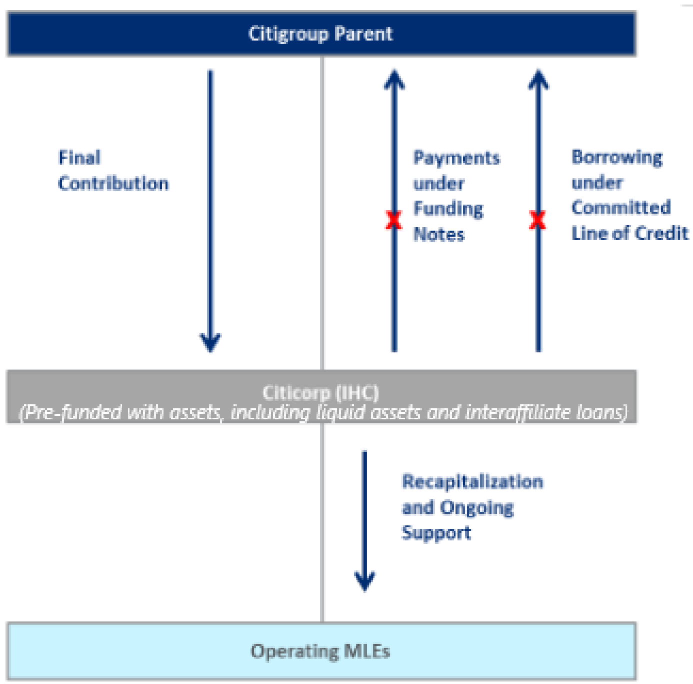
The graphic below illustrates the flow of funds under the CSA in business-as-usual conditions:



*Operating MLEs that are not owned by Citicorp are owned directly or indirectly by Citigroup Parent, but Citicorp is the funding hub for all Operating MLEs.

As indicated below, upon the occurrence of the Recapitalization Trigger at the point of non-viability and just before Citigroup Parent enters bankruptcy proceedings, the CSA requires Citigroup Parent to transfer its remaining liquid assets to Citicorp through a final contribution, except for a holdback amount for administrative expenses for Citigroup Parent's bankruptcy, and requires Citicorp to recapitalize the Operating MLEs and provide them with ongoing support throughout Citi's Resolution. In addition, the funding notes issued by Citicorp to Citigroup Parent would be converted into equity and the committed line of credit would terminate.

The graphic below illustrates the changes to the flow of funds under the CSA upon the occurrence of the Recapitalization Trigger.



Citigroup Parent's obligations and Citicorp's obligations to the Operating MLEs under the CSA are secured by a pledge of substantially all of their assets (except for equity interests in subsidiaries and excluded assets), including certain liquid assets and Inter-Affiliate loans pursuant to a Security Agreement.

Citi understands that it must balance holding capital and liquidity resources at Citigroup Parent and Citicorp, and pre-positioning such resources directly at the MLEs. Citi utilizes a framework to determine the appropriate balance of capital and liquidity resources and has incorporated these and other considerations into its policies and procedures, as well as the 2023 Resolution Plan.

B.3. Objects of Sale Divestiture Strategy, Objects of Wind Down, and the Resulting Organization

The 2023 Resolution Plan contemplates an Objects of Sale Divestiture Strategy which was developed as a means for disposing its businesses in a hypothetical idiosyncratic Resolution scenario. It does not represent a long-term, value-maximizing strategy for Citigroup Parent stakeholders outside of Resolution.

The Objects of Sale Divestiture Strategy continues to be updated and enhanced to reflect Citi's current business profile. Over the past two years, Citi has taken actions to streamline its business and legal entity footprint, resulting in a smaller and simpler firm. Citi has committed to exiting consumer businesses in 14 markets in Asia, Europe, Middle East and Mexico, of which sales have contracted in nine markets, and closed in seven. As a result of Citi’s planned and realized divestitures, Citi has simplified its operations, which is reflected in a reduced number of Objects of Sale in the 2023 Resolution Plan accordingly.

In the 2023 Resolution Plan, Citi’s banking entities and branches (including Service MLEs) and broker dealer entities would be divested or wound-down as described below. The proceeds from the divestiture or wind-down of these businesses would ultimately be remitted to the Reorganization Trust.

Banking Entities and Branches:

Under the Objects of Sale Divestiture Strategy, Citi’s banking operations (CBNA) would be segmented into numerous Objects of Sale, all of which would be divested through a series of merger and acquisition (M&A) transactions and an initial public offering (IPO). Citi considered many ways of segmenting its banking operations across different businesses and geographies and a range of potential purchasers, including non- U.S. institutions.

The Personal Banking and Wealth Management (PBWM) businesses would be divested according to product segmentation and geographic boundaries. The U.S. consumer operations would be segmented into a newly-formed retail bank to be sold via a public offering, and the retail services credit card business would be sold via a private sale. The global private banking business would be sold via a private sale.

The global corporate and commercial banking operations of the Institutional Clients Group (ICG) would be sold as a single unit through a private transaction and would continue to serve large corporate clients and governments. Other Institutional Clients Group businesses, such as securities services, that primarily operate through Citi’s banking entities would be segmented along their product offerings and sold in private transactions.

Broker Dealer Entities:

The broker dealer entities would undergo a solvent wind-down in an orderly, value-maximizing manner that would minimize both market disruption and creditor and counterparty losses.

Each business divested under the Objects of Sale Divestiture Strategy would be significantly smaller and less systemically important than Citi is today. For example:

- The largest business that would be sold in a private transaction would be Citi's global corporate banking operations. As of December 31, 2022, this business had approximately $583 billion in assets, or represents approximately 24% of Citi's total assets.
- The largest business that would be offered in an IPO would be Citi's U.S. Retail Bank operations. As of December 31, 2022, this business had approximately $166 billion in assets, or approximately 7% of Citi's total assets.

The asset levels above are based upon the assumed segmentations of the businesses.

Why Citi is Resolvable

C. Why Citi Is Resolvable

This section summarizes Citi's Resolution capabilities and preparedness by outlining the key reasons Citi is resolvable under various Resolution scenarios, including: (i) Citi's Single Integrated Trigger Framework; (ii) sufficient and appropriately positioned financial resources; (iii) ability to deliver financial resources where and when needed; (iv) operational resilience and continuity; (v) robust separability and wind-down plan; (vi) significant flexibility and optionality to account for sources of uncertainty; and (vii) integration of Resolution preparedness into its ongoing daily operations. Citi has assessed the 2023 Resolution Plan and Resolution capabilities against the 2019 Rule[4] and 2019 Resolution Plan Guidance to ensure compliance with regulatory requirements and expectations.

C.1. Single Integrated Trigger Framework

Citi continues to leverage its Single Integrated Trigger Framework to provide it with a clear understanding of its financial condition at each stage of the Resolution time horizon and enable it to take appropriate actions with sufficient lead time and in the proper sequence to execute the SPOE Strategy effectively.

C.1.a. Objective Metrics Defining Each Stage of the Resolution Time Horizon

The Single Integrated Trigger Framework provides Citi's Board of Directors and management with objective, well-defined triggers that inform each stage of the Resolution time horizon. These triggers incorporate all of the Resolution-specific capital and liquidity metrics identified by regulators, including Resolution Liquidity Adequacy and Positioning (RLAP), Resolution Liquidity Execution Need (RLEN), Resolution Capital Adequacy and Positioning (RCAP), and Resolution Capital Execution Need (RCEN). The triggers are calibrated such that Citi's Board of Directors and management would have sufficient time to take actions necessary to execute the SPOE Strategy. These capital and liquidity metrics are discussed in more detail in *Section C.2.a Sufficient Financial Resources to Execute the SPOE Strategy*.

The Single Integrated Trigger Framework is used to identify the first four phases of the Resolution time horizon beyond business-as-usual (i.e, Stress through PNV) using triggers specifically designed to address the unique characteristics of each phase. The post-PNV phases (i.e. Stabilization and Post Stabilization periods) are informed by the execution of Citi's SPOE Resolution strategy.

- **Stress Period:** The first phase of the Resolution time horizon is the Stress Period. The Stress Period begins with the breach of certain triggers aligned to Citi's Contingency Funding Plan (CFP) and Capital Contingency Framework (CCF). These triggers include an array of metrics designed to capture a wide variety of potential stresses, including those related to market conditions, operational risk events, capital and liquidity positions, and profitability. During the Stress Period, Citi would take certain actions to improve its financial position.
- **Recovery Period:** The second phase of the Resolution time horizon is the Recovery Period. The Recovery Period begins with the breach of certain triggers aligned to Citi's Recovery Plan. These triggers are largely aligned to the stress triggers noted above with thresholds set at a level indicative of a scenario more severe than the stress period.

[4] See 12 CFR Part 243 and 12 CFR Part 381 (published November 1, 2019).

- **Runway Period:** The third phase of the Resolution time horizon is the Runway Period. The Runway Period begins with the breach of the quantitative Runway Period Trigger, which is calibrated to signal that Citigroup Parent is projected to need to file for bankruptcy within 30 days or based on management discretion.
- **Point of Non-Viability:** The fourth phase of the Resolution time horizon is the point of non-viability (PNV). PNV occurs upon a breach of the quantitative Recapitalization Trigger or based on management discretion. The Recapitalization Trigger has been set to the level where Citigroup Parent and Citicorp's capital and liquidity resources approach the estimated aggregate capital and liquidity resource needs of the Operating MLEs during Resolution.
- **Initial Stabilization Period:** The fifth phase of the Resolution time horizon is the Initial Stabilization Period. At this time, Citigroup Parent would transfer all of its MLEs and other legal entities to New Citigroup, a newly formed holding company under the control of the Reorganization Trust, and continue the wind-down of trading books in its broker-dealers and CBNA. The Initial Stabilization Period begins one day after PNV.
- **Continued Stabilization Period:** The sixth phase of the Resolution time horizon is the Continued Stabilization Period. The Continued Stabilization Period begins when Citi can begin to monetize less liquid assets. This ability signals that market conditions have normalized sufficiently for Citi to begin to sell down its less liquid positions. Initial Stabilization and Continued Stabilization together comprise the Stabilization Period.
- **Post Stabilization Period:** The seventh and final phase of the Resolution time horizon is the Post Stabilization Period. The Post Stabilization Period begins when the Operating MLEs requiring credit ratings receive ratings upgrades from one of the major ratings agencies, enabling them to access unsecured third-party funding.

C.1.b. Triggers That Are Dynamic to Reflect Real-Time Conditions

Citi has designed the Runway Period and Recapitalization Triggers to be dynamic and adjustable to reflect the Board of Directors' and management's most current assessment of Citi's financial condition. Citi's ability to maintain this real-time view is grounded in several characteristics of its triggers:

- **Authoritative Source Data:** The Runway Period Trigger and Recapitalization Trigger use data that is derived from Citi's authoritative source systems, wherever possible, and incorporate the most recently available information.
- **Granular, Adjustable Assumptions:** The Runway Period Trigger and Recapitalization Trigger incorporate granular assumptions, which can be adjusted to account for the specific characteristics of a stress event. For example, MLE Treasurers can make specific changes to the net outflow projections in the Runway Trigger and Recapitalization Trigger based on market conditions and client behavior. As a result, management can make real-time changes to the expected outflows in the Runway Period Trigger and Recapitalization Trigger to incorporate its most recent assessment of customer behavior and market conditions in an actual stress scenario.

- **Management Actions:** Citi has the ability to adjust the measurement of the Runway Period Trigger and Recapitalization Trigger metrics to account for the impact of management actions during a stress scenario, including the execution of contingency actions. By incorporating the impact of these actions on Citi's capital and liquidity positions, management can provide Citigroup Parent's Board of Directors with more timely information, so that these triggers are breached in a timely manner to enable a more effective execution of the Resolution strategy in the unlikely event of any breach of the triggers.

C.1.c. Clear Actions Linked to Each Trigger with Flexibility Based on the Scenario

As part of the Single Integrated Trigger Framework, Citi has linked each of its triggers to a set of actions so that each of the actions are taken in a coordinated manner across businesses and functions and with sufficient time for their timely completion.

Some triggers are linked to actions through legal contracts or policies. For example, under the CSA, upon the breach of the Recapitalization Trigger at the point of non-viability, Citicorp would be contractually obligated to provide the Operating MLEs with support contributions and support loans to meet any shortfalls in Resolution capital and liquidity needs. Other triggers are indicators for management to take certain actions (and are linked to specific expected actions), but management retains the flexibility to modify the timing of those actions or the way in which the actions are taken based on the specific facts and circumstances at that time. Key illustrative actions incorporated into the Single Integrated Trigger Framework include the following:

- **Recovery Actions:** Upon the breach of a Recovery trigger, the framework provides that Citi would immediately notify Citi's Capital Committee (a senior management committee) and Board of Directors and, if required, initiate actions outlined in the CFP, CCF, and/or Recovery Plan, among other actions.
- **Runway Actions:** Upon the breach of the Runway Period Trigger and in anticipation of Citigroup Parent filing for bankruptcy, the framework provides that Citi's senior management would immediately notify the Capital Committee and Board of Directors. Additionally, Citi would prepay certain vendor contracts, as required, so as to maintain continuity of services following Citigroup Parent's bankruptcy, and prepare relevant bankruptcy documents, among other actions.
- **Point of Non-Viability / Recapitalization Actions:** Upon the breach of the Recapitalization Trigger, the framework provides that Citigroup Parent would transfer its remaining liquid assets to Citicorp, less a holdback amount for administrative expenses for Citigroup Parent's bankruptcy, pursuant to the CSA, and Citi would convene a meeting of Citigroup Parent's Board of Directors to consider filing for bankruptcy, among other actions.

Throughout the Recovery and Resolution time horizon, Citi would actively communicate with its U.S. and foreign regulators to explain the Recovery and Resolution actions it is taking or planning to take. Citi would also actively communicate with external stakeholders (e.g., investors, clients and customers), as appropriate, during each of these phases.

C.1.d. Detailed Step-by-Step Playbooks for Key Actions

Citi's triggers are linked to certain actions through the CSA, Resolution playbooks, and internal policies. In particular, Citi has developed numerous Resolution playbooks to guide the timely and coordinated execution of its Resolution strategy. These playbooks include the specific steps that management would be prompted to take to effectively execute the SPOE Strategy.

Citi's Resolution playbooks include:

- Trust Structure and Bankruptcy Playbooks,
- Financial Market Infrastructure (FMI) and Agent Bank Playbooks,
- Material Legal Entity (MLE) Payments, Clearing & Settlement (PCS) Service Provider Playbooks
- MLE Governance Playbooks,
- Objects of Sale Playbooks,
- Virtual Data Room Playbook,
- Communications Plan,
- Staff Substitutability Playbooks,
- Solvent Wind-Down Playbooks,
- Prime Brokerage Operational Contingency Plan, and
- Rating Agency Playbook

To address the legal obstacles that could arise from emergency motions that Citi would file for the transfer of subsidiaries from Citigroup Parent to New Citigroup, Citi continues to leverage its Bankruptcy Playbook that is integrated into the Trust Structure Playbook. The Trust Structure Playbook also includes a pre-drafted emergency transfer motion and other relevant first-day bankruptcy motions and documents.

C.2. Sufficient Financial Resources Appropriately Positioned

Citi has estimated the financial resources required to meet its needs in Resolution and believes it has:

- Sufficient financial resources to execute the SPOE Strategy based on estimates of RCAP, RCEN, RLAP, and RLEN, which Citi has the ability to calculate on a daily basis;
- Conservative assumptions in its estimation of those Resolution resource needs, with internal management buffers to account for sources of uncertainty; and
- Appropriate balancing and positioning of those resources to mitigate potential risks, with sufficient pre-positioned resources at the Operating MLEs and contributable resources held at Citigroup Parent and Citicorp.

Citi's estimation of its financial resource needs and positioning to meet these needs helps to ensure that the Operating MLEs would remain solvent throughout the Resolution time horizon. Additionally, Citi also maintains a minimum of six months working capital in its Service MLEs to ensure continuity.

C.2.a. Sufficient Financial Resources to Execute the SPOE Strategy

Citi has sufficient capital and liquidity resources to execute the SPOE Strategy under a wide range of potential scenarios and has established the processes, policies, infrastructure, and governance so that it maintains these resources in business-as-usual conditions. Citi's methodology for determining its Resolution resource needs is based on its RCAP, RCEN, RLAP, and RLEN estimates, and Citi holds sufficient financial resources in the form of liquid assets, regulatory capital, and Internal Total Loss-Absorbing Capacity (Internal TLAC) to meet each of these Resolution resource needs as of the submission of this plan.

Citi has incorporated conservative assumptions into the methodologies discussed below, including that non-MLEs do not provide liquidity support to MLEs, that no Citi entity has an investment-grade rating during Resolution, and that Objects of Sale have conservative valuations. Citi has also allocated internal management buffers to account for additional sources of uncertainty.

Resolution Capital Adequacy and Positioning (RCAP)

Citi's approach to ensuring it has sufficient capital resources to effectively execute the SPOE Strategy is grounded in its RCAP methodology, which measures the amount of Internal TLAC (regulatory capital and eligible debt) needed to cover losses at each of its Operating MLEs throughout Citi's Resolution, while retaining sufficient capital for each Operating MLE to meet applicable regulatory capital requirements and maintain market confidence. Citi has the ability to calculate RCAP for each of the Operating MLEs on a daily basis.

Citi expects to meet its RCAP requirements at a consolidated level, for CBNA consolidated, and at each Operating MLE subsidiary through a combination of regulatory capital, Internal TLAC eligible debt, and contributable resources held at Citigroup Parent and Citicorp. As of the submission of this Plan, Citi holds contributable resources and Internal TLAC that are more than sufficient to meet its consolidated and Operating MLE-specific RCAP needs.

Resolution Capital Execution Need (RCEN)

RCEN is the amount of capital required at each Operating MLE to cover losses at and after the point of non-viability while meeting applicable regulatory capital requirements and maintaining market confidence. The 2023 Resolution Plan contemplates that Citi will maintain an amount of Internal TLAC at each of its Operating MLE subsidiaries sufficient to meet its RCEN requirements. As of the submission of this Plan, Citi has more than sufficient resources to meet these requirements. Citi has the ability to calculate RCEN for each of the non-branch Operating MLEs on a daily basis.

Resolution Liquidity Adequacy and Positioning (RLAP)

Citi's approach to ensuring it has sufficient liquidity resources to effectively execute the SPOE Strategy is based on its RLAP methodology, which measures the amount of liquidity required to cover a severely stressed 30-day liquidity outflow across each of its Operating MLEs. Citi's approach to estimating RLAP results in net liquidity outflows which are, in aggregate, at least as severe as those under the U.S. LCR rules because it incorporates multiple additional stresses. Citi has the ability to calculate RLAP for each of the Operating MLEs on a daily basis.

As of the submission of this Plan, Citi holds liquidity resources that are more than sufficient to meet its consolidated and Operating MLE-specific RLAP needs through pre-positioned liquidity at each Operating MLE.

Resolution Liquidity Execution Need (RLEN)

RLEN is the amount of liquidity resources required at each Operating MLE to cover liquidity outflows after the point of non-viability through the Stabilization Period, while maintaining sufficient liquidity to meet the Operating MLE's minimum operating needs for items such as intraday liquidity reserves, operating expenses and working capital. The 2023 Resolution Plan contemplates that Citi will maintain an amount of liquidity resources at Citigroup Parent, Citicorp, and its Operating MLEs sufficient to meet its RLEN requirements. As of the submission of this Plan, Citi has more than sufficient resources to meet these requirements. Citi has the ability to calculate RLEN for each of the Operating MLEs on a daily basis.

C.2.b. Appropriate Balancing of Resources to Mitigate Potential Risks

Citi has positioned its capital and liquidity resources at:

- Operating MLEs to address known, measurable, and attributable risks at those Operating MLEs; and
- Citigroup Parent and Citicorp to provide flexibility and address risks for which the size and location of the resource needs are more difficult to estimate beforehand.

This balancing is based on a multi-part test and is designed to provide Citi with the flexibility to meet the Resolution resource needs of the Operating MLEs under a wide range of potential Resolution scenarios.

C.3. Ability to Deliver Financial Resources Where and When Needed

Citi has identified potential legal and regulatory obstacles to delivering the capital and liquidity resources to its Operating MLEs and execution of the SPOE Strategy, and has established measures to address each of these obstacles.

C.3.a. Measures to Address Potential Creditor Challenges

A potential obstacle that could impede the provision of capital and liquidity support to the Operating MLEs relates to potential creditor challenges, including claims that the planned provision of resources to the Operating MLEs is a fraudulent conveyance, preference, or breach of fiduciary duty. Citi has identified the sources of potential creditor challenges to the planned provision of support in Resolution in the key jurisdictions where it has unsecured third-party debt.

Citi has implemented measures to address these potential sources of challenge, including:

- **Contractually Binding Mechanism:** Citi has implemented a contractually binding mechanism — the CSA and related Security Agreement. The CSA contractually obligates Citigroup Parent and Citicorp to provide the Operating MLEs with support contributions and support loans to meet their Resolution capital and liquidity needs and contains a liquidated damages provision. The Security Agreement grants the Operating MLEs a security interest in the contributable assets of Citigroup Parent and Citicorp. Because these agreements are legally binding contracts entered into at a time when Citi is financially healthy and clearly solvent, they provide meaningful protection against key sources of potential creditor challenge.
- **Creation of the Prefunded IHC:** Citi has restructured its interaffiliate funding flows so that Citicorp now acts as the primary funding vehicle for the Operating MLEs in business-as-usual conditions. Citicorp also has an ongoing claim on Citigroup Parent's liquid assets in excess of certain limits. This restructuring of Citi's interaffiliate loans and liquid assets at Citicorp mitigates the risk of potential creditor challenges because support is provided to the Operating MLEs by Citicorp.
- **Public Disclosure of the Citi Support Agreement, Security Agreement, and Prefunded IHC:** Citi has publicly disclosed the existence and key terms of the SPOE Strategy, Citi Support Agreement, Security Agreement, and Citicorp's role as Citi's IHC in numerous venues. For example, since 2016, Citi has disclosed the key terms of the Support Agreement in the public sections of its Resolution Plans and Citigroup Parent's Annual Reports on Form 10-K. Citi will continue to disclose the key elements of its Resolution Plan and this broad-based disclosure to protect against the potential for creditor challenges due to claims of fraudulent conveyance.

C.3.b. Mitigants to Potential Regulatory Challenges

Another potential obstacle that could impede the provision of capital and liquidity support to the Operating MLEs relates to potential regulatory challenges. Regulators and legal authorities in non-U.S. jurisdictions may believe it is in their interest to ring-fence certain of Citi's assets that are either pre-positioned in, or flowing through, their respective jurisdictions, thereby reducing Citi's flexibility to deliver resources as contemplated under its Resolution Plan.

Citi's mitigants to potential ring-fencing of financial resources include the following:

- **Pre-positioning at Operating MLEs:** Citi pre-positions capital and liquidity resources in Operating MLEs. These pre-positioned resources are quantified to ensure that each Operating MLE can meet its RLAP and RCEN requirements. This pre-positioning should provide confidence to local regulators that the resource needs of Operating MLEs in their jurisdiction will be met in Resolution, reducing the risk of ring-fencing.
- **Contributable Resources Held at Citigroup Parent and Citicorp:** Citi also retains contributable resources at Citigroup Parent and Citicorp to assist Operating MLEs in meeting any needs that cannot be addressed through pre-positioned resources. The central pool of contributable resources eliminates the need for Citi to transfer resources between Operating MLEs, mitigating the impact of potential ring-fencing.

- **Clean Funding Pathways:** Citi establishes clean lines of funding between Citicorp and each of the Operating MLEs so that Citi would be able to deliver necessary resources from Citicorp to the Operating MLEs when needed during the Resolution time horizon. These pathways directly link Citicorp with the Operating MLEs without passing through any intermediate regulatory or legal jurisdictions so that resources can be provided when and where needed in Resolution.
- **Legal Entity Structure Protecting Local Retail Depositors:** Citi's legal entity structure is based on an extensive use of subsidiaries for international consumer businesses conducted out of MLEs. This facilitates global regulatory cooperation by providing foreign regulators with a significant level of comfort as to the treatment of the local retail depositor base.
- **SPOE Strategy:** The SPOE Strategy further incentivizes cooperation between regulators by reducing global disruption associated with multiple competing insolvencies in different jurisdictions. Because the Operating MLEs are provided with capital and liquidity support as needed under the CSA and would not fail under the SPOE Strategy, local Resolution actions by foreign regulators to further the interests of any foreign jurisdiction are less likely to occur.
- **Continuity of Operations:** As discussed in *Section C.4. Operational Resilience and Continuity* below, Citi has capabilities in place to maintain continuity of shared services throughout the Resolution time horizon, thereby providing assurance to foreign regulators that Citi will be able to continue the operations of its COs, CBLs, and MLEs.

C.4. Operational Resilience and Continuity

Citi maintains plans and capabilities to ensure continuity of internal shared services, third-party vendor services, real estate access, and FMI access throughout the Resolution time horizon. These capabilities minimize potential disruption to CBLs, COs, MLEs, and Objects of Sale.

C.4.a. Continuity of Internal Shared Services

Citi has mechanisms in place to maintain continuity of shared services supporting COs and CBLs in MLEs throughout the Resolution time horizon, both in advance of and following any divestiture of its Objects of Sale.

Specifically, Citi continues to leverage the following shared services, Resolution-related capabilities:

- **Detailed Service Mapping:** Citi conducts periodic detailed service mapping to identify the services required by each Operating MLE and each Object of Sale in Resolution, along with the associated service providers. The mapping links the specific services required by the MLEs to the entities providing those services. The information is maintained centrally in Citi's proprietary management information system (MIS) for Resolution planning. This system provides Citi the ability to develop detailed reporting of services provided and received by COs, CBLs, MLEs and Objects of Sale.
- **Alignment of Shared Services:** Citi has structured its shared services delivery model so that the vast majority of its Resolution-critical shared service capabilities are located in MLEs or CBNA. This structuring ensures that Citi's COs, CBLs, MLEs, and Objects of Sale continue to receive the shared services they require throughout the Resolution time horizon.

- **Specific Clauses within Inter-Affiliate Service Agreements:** The general terms and conditions of Citi's Inter-Affiliate service agreements contain clauses providing that (i) an Inter-Affiliate service agreement cannot be terminated due to Citigroup Parent's bankruptcy, (ii) services provided under an Inter-Affiliate service agreement must continue to be provided as long as payment is received, and (iii) an Inter-Affiliate service agreement may be assigned to a different Citi entity. These Resolution-favorable terms are incorporated into all of Citi's existing Inter-Affiliate service agreements and are required to be incorporated into all new Inter-Affiliate service agreements.
- **Significant Working Capital Reserves:** Citi conservatively holds at least six months of working capital at each of the Service MLEs so that they are able to continue providing services as needed, even in the absence of payments from the entities receiving those services.
- **Identification of Employees for Wind-Down Activities:** Citi has identified the employees that are critical to executing an orderly wind-down of its trading businesses that are not divested as Objects of Sale and has developed an employee retention framework to provide incentives for employees to remain in their roles during Resolution.

C.4.b. Continuity of Third-Party Vendor Services

Citi has cataloged its vendor contracts supporting COs and CBLs and has assessed each service provided under those contracts so that mechanisms exist to protect their continuation throughout the Resolution time horizon.

- **Alignment with MLEs:** Citi has assessed its critical vendor contracts to ensure that these contracts could be assigned to an MLE via an assignability clause during the Resolution time horizon. As of December 31, 2022, over 99% of Citi's essential, non-substitutable contracts with critical vendor contracts are assignable to an MLE during Resolution.
- **Resolution-Favorable Terms in Vendor Contracts:** Citi negotiates Resolution-favorable terms into the vast majority of its critical vendor contracts. These Resolution-favorable terms include (i) the right of Citi to assign the contract to another Citi entity, (ii) no termination for convenience by the vendor with less than 180 days notice, and (iii) no termination by the vendor due to the bankruptcy of Citigroup Parent.
- **Prefunding Service for Remaining Vendor Contracts:** For the small number of Citi's third-party vendor contracts that do not contain all three of the Resolution-favorable terms discussed above, Citi has incremental liquidity sufficient to cover six months of pre-payments for those vendors at MLEs and has established triggers to prepay those vendors upon entry into the Runway Period. By prepaying these vendors in advance of the point of non-viability for services yet to be provided, Citi anticipates maintaining continued access to those services in Resolution.

C.4.c. Continued Access to Real Estate

Citi has established the following Resolution-favorable measures in business-as-usual conditions to maintain continued access to its real estate throughout the Resolution time horizon:

- **Alignment with MLEs:** Citi has aligned ownership or leases of nearly all of its Resolution-critical branches and office buildings to MLEs, which would continue to financially support these buildings and branches, including through the payment of rent on those facilities.
- **Inclusion of Resolution-Favorable Lease Terms:** Citi negotiates leases to include Resolution-favorable terms, including (i) the right of Citi to assign the lease to another Citi entity, (ii) no termination for convenience by the landlord with less than 180 days notice, and (iii) no termination by the landlord due to the bankruptcy of Citigroup Parent.
- **Prefunding of Lease Payments Where Required:** For those buildings that Citi has been unable to negotiate all three Resolution-favorable terms, Citi maintains at least six months of rent payments for those leases. This rent prepayment would occur at the beginning of the Runway Period so that Citi would maintain access to those facilities throughout the Resolution time horizon.

C.4.d. Continuity of Financial Market Infrastructure (FMI) Access

Citi has capabilities in place that are designed to allow it to maintain continued access to critical FMIs throughout the Resolution time horizon:

- **Inventory of Critical FMIs:** Citi identified the FMIs that are critical to supporting COs and CBLs in Resolution. Citi's analysis is based on a granular analysis of the volume and value of transactions executed through those FMIs so that Citi maintains access to all of its most important FMI relationships across each of the major product categories in which it operates.
- **Memberships in Operating MLEs:** Citi's memberships with each of the key FMIs are primarily held directly by Operating MLEs using these services. Based on Citi's volume and value analysis of its most important FMIs, a substantial majority of Citi's transaction activity within each major product class occurs with FMIs whose memberships are held by an Operating MLE. Additionally, Citi has limited its use of agent banks and has direct access to its most important FMIs so that these relationships would be directly maintained in a Resolution scenario.
- **Clear and Actionable Mitigants:** Citi has identified specific, actionable mitigants to each of the potential adverse actions that could be taken by critical FMIs. These mitigants include pre-positioning additional reserves to meet increased prefunding or intraday liquidity requirements, and increased reporting to the FMI, among other actions. These potential adverse actions and their associated mitigants are set forth in Citi's FMI playbooks.
- **Significant Available Liquidity Resources:** Citi maintains liquidity resources within Operating MLEs to meet increased margin calls or payment requirements with key FMIs. These resources are maintained on a business-as-usual basis.

C.5. Separability and Wind-Down Plan

Citi has developed a set of credible options for the divestiture of its banking operations and the solvent wind-down of its trading businesses, and has taken steps so that these businesses are financially, operationally, and legally separable.

C.5.a. Credible Objects of Sale

Citi utilizes capabilities through its extensive M&A experience and history of successful transaction execution to develop its divestiture strategy and to put in place the infrastructure to support the implementation of its Resolution Plan in a manner that can be adapted, if needed, to different circumstances. Citi's preferred strategy for the divestiture of its operations is based on the disposition of numerous Objects of Sale that have been designed to be viable, attractive businesses. Citi's approach to configuring the Objects of Sale accounts for business model, potential acquirers, separability, and other considerations so that the divestitures could be completed in an orderly manner. To support financial separability for each Object of Sale, Citi has the following capabilities:

- **Viable Configuration of Businesses in Objects of Sale:** Citi developed the Objects of Sale based on a business segmentation framework that takes into account operational, financial, and legal considerations. Specifically, Citi designed its Objects of Sale to minimize potential disruption to its operations, mitigate potential for legal or regulatory impediments, and attract significant interest from multiple potential acquirers and/or public investors.
- **Appropriate Transaction Structuring and Sequencing:** For each Object of Sale, Citi evaluated both private sale and IPO options, and tailored the planned approach, transaction structure, and sequencing for the Object of Sale based on that assessment. Citi analyzed the capital and liquidity impact of each divestiture throughout the Resolution timeline and used conservative valuation multiples.
- **Meaningful Optionality Across a Range of Potential Scenarios:** Citi has incorporated meaningful optionality in the Objects of Sale divestiture strategy so that it could be completed in a range of potential scenarios.

C.5.b. Financial Separability

Citi has conducted an analysis of each Object of Sale's financial separability in Resolution, determined the balance sheet structuring required to facilitate the execution of each divestiture, and established the capability to produce financial statements (historical and forecasted balance sheets and profit and loss statements) for each Object of Sale.

Specifically, Citi leverages the following financial separability capabilities:

- **Asset and Liability Profiles:** Citi has constructed the asset and liability profile of each Object of Sale through an assessment of the loans, deposits, securities, derivative positions, intangible assets, and physical assets that would be disposed along with each Object of Sale. Citi has built the technology and process capabilities to modify these profiles

- **Historical Carve-Out Financial Statements:** Citi has developed and maintains multiple years of carve-out historical financials (including profit and loss statements and balance sheets) for each Object of Sale and has the technology required to dynamically redefine those financials based on potential changes in its Objects of Sale during an actual Resolution event.
- **Forecasted Carve-Out Financial Statements:** Citi has also developed and maintains the infrastructure and processes to develop financial forecasts for each Object of Sale that would be available to potential acquirers in a Resolution scenario. These forecasts align with the historical carve-out financial statements. Because these Objects of Sale forecasts leverage Citi's business-as-usual processes, Citi would be able to update the projections as and when required during a Resolution event.

C.5.c. Operational Separability

Citi has a set of capabilities to ensure that each Object of Sale would continue to receive the required services in the periods leading up to and following its divestiture. To support the operational continuity and separability of each Object of Sale during its divestiture, Citi leverages the following key capabilities:

- **Identification of Required Services, People, Assets, and Infrastructure:** Citi has identified the dedicated and shared services that would be required by each MLE and Object of Sale in Resolution, including the people, real estate, data centers, applications, and vendors needed for each Object of Sale. These elements are mapped to each Operating MLE and Object of Sale and to the legal entity providing the services or owning the relevant assets.
- **Virtual Data Rooms:** Citi maintains pre-populated and secured virtual data rooms for each Object of Sale so that financial, legal, and operational information is available to external parties to facilitate the divestitures. The virtual data rooms would be refreshed upon Citi's entry into the Recovery Period. These virtual data rooms can be adapted to alternate configurations of the Objects of Sale, as needed.

C.5.d. Legal Separability

Citi has conducted legal risk assessments for each Object of Sale to identify potential legal and regulatory risks that could arise in its divestiture of each Object of Sale and developed a set of mitigants to address each of these risks. Citi assessed a number of legal and regulatory risk areas for each Object of Sale, including regulatory approvals, key vendor and partner contracts, and customer consents and notices. Citi has identified mitigants to the issues identified through this analysis, and that, as a result, the Objects of Sale could be divested in an orderly manner.

C.5.e. Solvent Wind-Down of Derivatives and Trading Activities

Citi has developed strategies and capabilities for the orderly and solvent wind-down of businesses not part of the Objects of Sale, which includes broker dealer entities and certain derivatives and trading activities within CBNA. Citi's capabilities to conduct a wind-down in an orderly manner include the following:

- **Solvent Wind-Down Strategy:** Citi has developed a derivatives and trading wind-down strategy under which the Operating MLEs holding the derivatives positions remain solvent over the Resolution time horizon. Citi estimates that it has sufficient financial resources and operational capabilities to execute its solvent wind-down strategy in an orderly manner and has the middle and back office capacity to transfer its client prime brokerage assets.
- **Interaffiliate Risk Management Infrastructure:** Citi has the risk management data, infrastructure, and processes to measure, monitor, and manage its legal entity-level and interaffiliate risk exposures related to derivatives transactions with third parties and affiliates.
- **Derivatives Booking Model:** Citi has established a derivatives booking model that facilitates resolvability by ensuring that risks are aggregated into legal entities where they can be best managed and that Citi does not originate transactions that impede resolvability in business-as-usual conditions.

C.6. Flexibility and Optionality For Key Sources of Uncertainty

Citi has identified the key sources of uncertainty related to the 2023 Resolution Plan and has developed a set of mitigants for these sources of uncertainty.

C.6.a. Mitigants for Scenario Risk

Citi recognizes that macroeconomic and market conditions in Resolution will likely differ from those contemplated in the 2023 Resolution Plan and has designed its Resolution capabilities to explicitly account for such uncertainty through the following mechanisms:

- **Capital and Liquidity Buffers:** Citi incorporates additional internal management buffers into its estimates of required capital and liquidity resources to account for uncertainty in the magnitude of required resource needs in Resolution.
- **Balancing Framework:** Citi has a framework for balancing the amount of resources pre-positioned in the Operating MLEs, and the amount of contributable resources retained at Citigroup Parent and Citicorp. This framework is designed to provide flexibility and enable Citi to effectively respond to uncertainty in the location of capital and liquidity resource needs across a range of Resolution scenarios.
- **Object of Sale Optionality:** Citi has the ability to reconfigure its Objects of Sale, including the businesses to be sold and transaction structure to account for a range of diverse market conditions and potential buyer interest in its businesses, enabling Citi to execute its Objects of Sale Divestiture Strategy across a range of potential Resolution scenarios.

- **Derivative and Trading Wind-Down Strategy:** Citi has developed a derivatives wind-down strategy and estimates it has sufficient financial resources and the operational capabilities to execute this strategy.

C.6.b. Mitigants for Timing Risk

The 2023 Resolution Plan also accounts for uncertainty in timing and sequencing of key Resolution actions taken by Citi and by third parties in Resolution.

Citi accounts for this timing and sequencing risk through the following mitigants:

- **Divestiture Sequencing:** Citi recognizes that market conditions and buyer appetite could have a meaningful impact on its ability to divest its Objects of Sale in the order envisioned in the 2023 Resolution Plan. To account for this uncertainty, Citi has the ability to delay or reorder its divestitures, as appropriate.
- **Timing Buffers:** Citi has also incorporated timing buffers into its Single Integrated Trigger Framework, including the metrics used to inform Citi's entry into Runway and Recapitalization, in order to successfully execute the SPOE Strategy.

C.6.c. Mitigants for Interaffiliate Ring-Fencing Risk

The SPOE Strategy and Citi’s underlying capabilities account for the possibility that certain entities may be ring-fenced by local regulators.

To limit the impact of such ring-fencing risk on the execution of the SPOE Strategy, Citi has implemented a series of mitigants to specifically address this risk, including:

- **Pre-positioning Resources:** Citi has pre-positioned capital and liquidity resources within each of its Operating MLEs in an amount in excess of their calculated RLAP and RCEN requirements. Such pre-positioning of resources mitigates the risk that local regulators would ring-fence local assets. The 2023 Resolution Plan does not rely on any resource transfers between Operating MLEs.
- **Contributable Resources at Citigroup Parent and Citicorp:** Citi maintains sufficient contributable resources at Citigroup Parent and Citicorp to meet capital or liquidity needs at the Operating MLEs that cannot be met through resources pre-positioned at those entities during the Resolution time horizon.
- **Clean Funding Pathways:** Citi has established clean funding pathways from Citicorp to each Operating MLE so that Citi would be able to deliver resources from Citicorp to the Operating MLEs as needed during the Resolution time horizon. These pathways directly link Citicorp with the Operating MLEs without passing through any intermediate regulatory or legal jurisdictions so that resources can be provided when and where needed in Resolution.

C.6.d. Mitigants for Counterparty and Vendor Behavior Risk

Citi assumes that in an actual Resolution scenario, counterparties and vendors would act to protect their interests in the most proactive possible manner, and Citi has designed its Resolution capabilities to account for such counterparty and vendor behavior.

The capabilities Citi has implemented to address this source of risk include:

- **Adoption of International Swaps and Derivatives Association (ISDA) Protocols:** Citi has adhered to the ISDA 2015 Universal Resolution Stay Protocol and the ISDA 2018 U.S. Resolution Stay Protocol (together, the ISDA Protocols), which limit the early termination of qualified financial contracts (QFCs) of U.S. globally systemically important banks (G-SIBs) and the U.S. operations of non-U.S. G-SIBs. Citi's adherence to the ISDA Protocols mitigates the risk of counterparties unilaterally terminating contracts in Resolution.
- **Resources to Address Derivative Counterparty Terminations:** Citi assumes that derivative counterparties would exercise all available rights to protect their interests in a Citi Resolution scenario, including terminating contracts and requiring Citi to post additional collateral due to a ratings downgrade. Citi's capital and liquidity modeling accounts for these resource needs.
- **Prefunding of FMIs:** Citi assumes that FMIs may require more frequent payments or prefunding of those payments for Citi to maintain continued access. Citi has the ability to increase the frequency of FMI intraday payments and prefunding related to settlement banks. During the Runway Period and after the point of non-viability, Citi could also prefund projected intraday obligations with FMIs at the start of each day as required for operational continuity.
- **Resolution-Favorable Inter-Affiliate Service Agreements and Vendor Contracts:** Citi has revised all of its Inter-Affiliate service agreements and almost all critical vendor contracts to incorporate Resolution-favorable terms in order to continue to maintain both internal and external services in Resolution.
- **Prefunding Vendor and Landlord Relationships:** Citi assumes that third-party vendors and landlords whose contracts do not provide for continuity in Resolution, could cease to provide services to Citi in a Resolution scenario. To address this risk, Citi maintains six months of payments for these relationships and would prepay those amounts at the beginning of the Runway Period.

C.7. Integration into Business-As-Usual Governance, Processes, and Infrastructure

Citi's business-as-usual governance, practices, infrastructure, policies, and procedures embed Resolution preparedness in its activities on a continual basis, helping Citi to maintain and continuously strengthen its Resolution preparedness.

C.7.a. Business-As-Usual Governance Capabilities

Citi has sustainable business-as-usual governance capabilities in place to promote its resolvability. These governance capabilities include:

- **Legal Entity Oversight:** Citi has simplified and streamlined its business-as-usual legal entity structure whereby changes are shaped by Resolution considerations. Citi's legal entity rationalization principles are designed to promote its resolvability under the SPOE Strategy under various market conditions. In particular, the goals of Citi's legal entity principles are to facilitate recapitalization and liquidity support, enable separability, support operational continuity, protect customers' deposits, and demonstrate simplicity and efficiency.
- **Business-As-Usual Inter-Affiliate Risk Governance:** Citi maintains business-as-usual Inter-Affiliate risk management infrastructure and governance to measure and limit credit, market, and liquidity risks between Citi entities.
- **Business-As-Usual Derivatives Booking Model Limiting Risk:** Citi's business-as-usual derivatives risk management and booking practices incorporate Resolution considerations.
- **Business-As-Usual Collateral Management:** Citi business-as-usual collateral management policy ensures governance encompasses a combination of defined policies, frameworks and oversight committees to ensure that collateral is well-managed and appropriately tracked across internal and external counterparties.

C.7.b. Business-As-Usual Capital and Liquidity Capabilities

Citi's Resolution capital and liquidity needs are incorporated into its business-as-usual monitoring and continues to ensure that such capital and liquidity needs are understood and met at all times, including through:

- **Resolution Metrics Monitored in Business-As-Usual Conditions:** Citi's business-as-usual capital and liquidity framework incorporates the monitoring of Resolution-specific metrics into its capital and liquidity policies. Citi calculates Operating MLE-level RCAP, and RLAP on a daily basis and RCEN and RLEN on at least a monthly basis to ensure operational capabilities. In Stress, or at management's discretion, Citi would begin to calculate Operating MLE-level RLEN and RCEN on a daily basis.
- **Prefunded IHC as Business-As-Usual Funding Hub:** Citi maintains Citicorp as its IHC and the primary funding vehicle for all Operating MLEs in business-as-usual conditions.
- **Sufficient Resources and Pre-positioning in Business-As-Usual Conditions:** Resources positioned at the Operating MLEs and Citicorp are designed to be sufficient to meet the Operating MLEs' Resolution execution needs.
- **Business-As-Usual Capital and Liquidity Policies:** Citi maintains key Resolution capital and liquidity requirements within its business-as-usual policies and processes. These requirements include the measurement of key metrics from the Single Integrated Trigger Framework, and the management of the corresponding actions prompted by the breach of key triggers.

C.7.c. Business-As-Usual Operational Capabilities

Citi's business-as-usual structure and capabilities ensure that operational capabilities are maintained and strengthened over time to support resolvability. These capabilities include:

- **Continuity of Shared Services:** Citi has placed the vast majority of its Resolution-critical shared services in MLEs or CBNA and has policies and procedures in place so that any new shared service is similarly located to support resolvability. Citi also maintains a minimum of six months working capital in its Service MLEs to ensure continuity.
- **Continuity of FMI Relationships:** Citi's memberships with critical FMIs are held directly by Operating MLEs using these services. Citi has also set aside resources specifically to meet the needs of FMIs in Resolution.
- **Collateral Tracking and Management Tools:** Citi's business-as-usual collateral management tools continue to provide Citi with the ability to monitor and track collateral across geographies and rapidly move, value, and margin collateral in Resolution. In particular, Citi has (i) business-as-usual collateral tracking and reporting capabilities which provide transparency across multiple attributes, including (but not limited to) CUSIP, counterparty, legal entity, and jurisdiction, (ii) collateral management processes that ensure timely position management, including valuation of margin calls and efficient use of constrained resources through optimization, and (iii) collateral management policies that ensure consistent treatment of collateral and appropriate risk management in business-as-usual conditions and Resolution.
- **MIS:** Citi's business-as-usual MIS capabilities are designed to readily produce data on a legal entity basis and have controls to ensure data integrity, security, and reliability. Citi has the data needed to execute the SPOE Strategy at a sufficient level of granularity, frequency, and timeliness and has the infrastructure in place to retrieve key data required for Resolution in a timely fashion. Citi also maintains robust governance so that it has the right MIS infrastructure, materially accurate data, and continued access to its MIS capabilities during Resolution. For more information on Citi's MIS, please refer to *Section M. Overview of Material Management Information Systems*

C.7.d. Business-As-Usual Legal Capabilities

Citi has strengthened its business-as-usual legal capabilities to support resolvability. These capabilities include:

- **Citi Support Agreement in Business-As-Usual Conditions:** Certain provisions of the CSA relating to the provision of capital and liquidity to the Operating MLEs apply in business-as-usual conditions.
- **Incorporation of Resolution-Favorable Terms into Interaffiliate and Vendor Services Contracts:** Citi's standard vendor contracts and interaffiliate service agreements include Resolution-favorable terms. These Resolution-favorable terms are required to be used for new vendor contracts and interaffiliate service agreements.

Description of Core Business Lines

D. Description of Core Business Lines

The majority of Citi's activities are conducted through the ICG and PBWM business segments. Citi's remaining operations are included in Corporate/Other[5]. Citi's CBLs are summarized below across the Banking, Markets, and Services (part of the ICG), and PBWM business lines.

For the purposes of the 2023 Resolution Plan, Citi identified 16 business CBLs (see below) under the Banking, Markets, Services and PBWM as of December 31, 2022. CBLs are business lines — including associated operations, services, functions, and support — that, upon failure, would result in a material loss of revenue, profit or franchise value for Citi. In identifying its CBLs for Resolution planning purposes, Citi began with the businesses that are core to Citi's strategy and incorporated quantitative criteria such as third-party assets, revenues, net income, and employees.

D.1. Banking CBLs

Name	Brief description
NAM Citi Commercial Bank	North America (NAM) Citi Commercial Bank provides global banking capabilities and services to midsized, trade-oriented companies throughout the United States and Canada.
Debt Capital Markets	Debt Capital Markets originates, structures, and syndicates bonds and loans in debt capital markets.
Corporate Portfolio Management	Corporate Portfolio Management maintains a book of loans that is part of Citi's Banking, Capital Markets and Advisory (BCMA) business.

D.2. Markets CBLs

Name	Brief description
Equities	The Equities business primarily deals with institutional and wholesale clients and transacts in products and services, mostly related to equity securities or products traded on exchanges
Global FX, Rates, and Markets Treasury	Comprised of Global Rates, Global FX and Markets Treasury. Revenues are derived from client spreads, management of residual market exposure on client transactions and asset liability management.

D.3. Services CBLs

Name	Brief description
Custody	Custody is comprised of two distinct businesses, Global Custody (GC) and Direct Custody and Clearing (DCC). GC extends to the provision of global custodial services, acting through the proprietary DCC network as well as unaffiliated third-party agent banks.
Global Payments	The Global Payments business provides key payment execution services to clients of Citi's Institutional Clients Group, including: (i) wire payments; (ii) cross-currency payments; (iii) Continuous Linked Settlement; (iv) Automated Clearing House payments; and (v) instant payments.
Liquidity Management Services	Provides liquidity management services and short-term investment products to clients of Citi's Institutional Clients Group.

[5] Corporate/Other consists of certain unallocated costs of global staff functions not assigned to a specific business segment, other corporate expenses and unallocated global operations and technology expenses and income taxes, as well as Corporate Treasury, certain North America legacy consumer loan portfolios, other legacy assets, and discontinued operations.

D.4. Personal Banking and Wealth Management CBLs

Name	Brief description
U.S. Retail Bank	U.S. Retail Bank provides traditional banking services to retail customers and small businesses in the U.S. through a network of retail bank branches and branch Automated Teller Machines. The retail bank branches are largely concentrated in the greater metropolitan areas of New York, Los Angeles, San Francisco, Chicago, Miami, and Washington D.C.
Branded Cards and Lending	U.S. Branded Cards offers both proprietary and co-branded credit cards that are originated through direct mail, apply-by-phone, mobile phone, internet/online and the U.S. Retail Banking branch network.
U.S. Retail Services	U.S. Retail Services partners with major national retailers, oil companies, and specialty retailers and dealers to provide retail credit card products to their customers.
U.S. Consumer Mortgages	U.S. Consumer Mortgages is a nationwide lender of residential home mortgages. This business includes mortgage assets that reside in both the Citicorp and Citi Legacy Franchise portfolios.
Mexico Regional Consumer Bank	The international Regional Consumer Banking (RCB) business in Mexico provides traditional banking services to retail customers and small to mid-size businesses, along with credit card and mortgage products.
Hong Kong Regional Consumer Bank	The international RCB business in Hong Kong provides traditional banking services to retail customers and small to mid-size businesses, along with credit card and mortgage products.
Singapore Regional Consumer Bank	The international RCB business in Singapore provides traditional banking services to retail customers and small to mid-size businesses, along with credit card and mortgage products.
Citi Private Bank	Citi Private Bank provides lending and investing services for ultra high net worth and emerging high net worth individuals and mega wealth families. The Law Firm Group within Citi Private Bank also provides these services to major law firms and their attorneys.

Background Information on Material Legal Entities

E. Background Information on Material Legal Entities

Citi's Core Business Lines and Critical Operations are supported within Citi's legal entity structure as follows:

- Parent company and Intermediate Holding Companies (IHC) (Citigroup Parent and Citicorp, respectively);
- Banking activities conducted by CBNA, including its branches and subsidiaries, and Citibanamex;
- Capital markets and banking activities conducted by Citi's separately capitalized broker dealers; and
- Operations & Technology activities conducted by select subsidiaries.

For the purposes of the 2023 Resolution Plan, Citi has identified the entities and branches below as MLEs, which are entities — including a subsidiary or foreign office — that are significant to the activities of a CBL or CO. Citi continually reviews its MLE structure and performs an annual MLE designation analysis to identify, review and approve its MLEs.

Citi modeled how its MLEs would evolve after their transfer to New Citigroup, identified the detailed steps that need to take place to enable an orderly Resolution, recognized the implications of those steps, and developed a plan for how Citi's businesses could be sold or wound down in Resolution.

MLE Designation

To determine its MLEs, Citi analyzed each operating entity's significance to corresponding COs and CBLs based on certain assessment criteria, including revenues, net income, third-party assets, among others. Citi separately evaluated each service entity based on the alignment of service assets, including employees, technology, vendors, and real estate.

Resolution Strategy

At the point of non-viability, Citigroup Parent would file for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code. With the approval of the U.S. Bankruptcy Court, Citigroup Parent would move all its subsidiaries — including CBNA, Citicorp, Citibanamex, broker dealer entities, and Service MLEs — to a new holding company owned by the Reorganization Trust, New Citigroup. Following the sale or wind-down of the banking and broker dealer entities, the Reorganization Trust would be dissolved and would distribute any remaining assets (after the payment of fees and expenses owed by the Reorganization Trust) to the bankruptcy estate of Citigroup Parent for distribution to Citigroup Parent stakeholders under its plan of reorganization.

Banking Entities and Branches

Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, banking entities and branches would be segmented and divested through a series of M&A transactions and an IPO transaction for the benefit of the Citigroup Parent bankruptcy estate.

Broker Dealer Entities

Broker Dealer MLEs would remain fully operational and would not enter insolvency proceedings. The stabilization of the broker dealers in the Reorganization Trust would ensure the continuity of the business and operations conducted through the broker dealers, thereby preventing disruption to clients and counterparties as well as the financial markets.

Once in the Reorganization Trust, the Broker Dealer entities would undergo a solvent wind-down through the sale or runoff of positions in an orderly, value-maximizing manner. As part of the solvent wind-down, the businesses operating through the entity would be discontinued. At the end of the solvent wind-down, the entities' assets would consist almost entirely of cash and unencumbered securities. After all positions were liquidated, the entity would be dissolved and the final proceeds remitted to the Reorganization Trust.

Service MLEs

Service MLEs are non-risk-taking entities that provide Inter-Affiliate services based on formal Inter-Affiliate service agreements. Following the transfer to the Reorganization Trust, Service MLEs would remain solvent and would continue to operate throughout Resolution. The Service MLEs would provide services for other MLEs for as long as necessary to facilitate their own Resolution strategies. Service MLEs have sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

Financial Interconnections; Capital and Funding

Parent and IHC

Citigroup Parent's primary sources of funding are its stockholders' equity and long-term borrowings. Citigroup Parent is a source of both funding and support for its bank and non-bank subsidiaries. As discussed above, Citigroup Parent has prefunded Citicorp pursuant to the CSA. In business-as-usual conditions, Citicorp is the primary unsecured debt funding vehicle for the Operating MLEs and provides sufficient capital and liquidity to the Operating MLEs consistent with Citi's existing policies and procedures. Under the CSA, Citigroup Parent must make additional contributions to Citicorp as it acquires new funding in excess of certain limits. Citigroup Parent makes principal and interest payments on outstanding debt, pays common and preferred stock dividends, and pays operating expenses, which are primarily associated with payments to subsidiaries for administrative activities.

Citigroup Parent provides guarantees to counterparties in connection with transactions entered into by certain of its subsidiaries, including the MLEs. These include guarantees that support derivative contracts entered into by Citi subsidiaries, principally ISDA master agreements. A bankruptcy of Citigroup Parent, as contemplated by the Resolution Plan, would result in an underlying event of default under applicable ISDA master agreements. The ISDA Protocols were specifically designed to limit the early termination of QFCs, including ISDA master agreements upon the commencement of bankruptcy or insolvency proceedings by an affiliate, including Citigroup Parent. For information on the final TLAC rule and Citi's compliance with the rule, see "Liquidity Risk-Total Loss Absorbing Capacity" and "Citigroup's Capital Resources" in Citi's 2022 Form 10-K.

Banking Entities and Branches

Under the CSA, the Operating MLEs, including CBNA and its branches, would receive capital and liquidity support, as necessary, from Citicorp throughout Citi's Resolution to execute the SPOE Strategy.

Citi's banking entities and branches funding needs are predominantly fulfilled by non-affiliated third-party sources. Corporate and consumer deposit franchises are the primary sources of funding, complemented by a diverse source of institutional funding. CBNA's most significant form of affiliated funding is its stockholders' equity, which is owned by its shareholder, Citicorp. In addition, CBNA has related-party transactions with certain affiliates. These transactions include cash accounts, collateralized financing transactions, margin accounts, derivative trading, charges for operational support, and the borrowing and lending of funds, and are entered into in the ordinary course of business.

Within CBNA, the management of cash surpluses denominated in multiple currencies, across multiple branches and subsidiaries, results in a significant number of transactions between CBNA entities. These transactions are generally placements and deposits and are booked across multiple entities and jurisdictions.

Broker Dealer Entities

Citi's broker dealers are financially and contractually connected to the Citi network from both a long-term funding and a short-term funding perspective. Broker dealer day-to-day funding and liquidity interconnectedness is mainly derived from secured funding of trading and inventory assets.

Broker dealer entities' liquidity is primarily derived from three sources: secured borrowings, unsecured borrowings (including subordinated debt), and its own capital.

Under the CSA, the Operating MLEs, including the broker dealers, would receive capital and liquidity support, as necessary, from Citicorp throughout Citi's Resolution to execute the SPOE Strategy.

Service MLEs

Service MLEs primarily derive their funding through fees from affiliates for the services they provide. In addition, Service MLEs derive revenues through fees from third parties to which they provide services. If and to the extent that there is a delay between the time when a Service MLE incurs operating costs and the time it recovers those costs from its customers, they also have access to an Inter-Affiliate credit line.

Citi's Service MLEs would be able to maintain their Inter-Affiliate funding flows as needed in Resolution under the SPOE Strategy. Consistent with supervisory guidance, Service MLEs also have sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

Operational Interconnections

Parent and IHC

As a holding company, Citigroup Parent does not engage in any significant operating business activities. In business-as-usual conditions, Citigroup Parent relies on the operational capabilities of subsidiary MLEs and shared services in support of its securities issuance and management activities. The vast majority of services used by Citigroup Parent are provided by CBNA and Citigroup Technology Inc.

Because Citigroup Parent's activities would cease in Resolution, continuation of these services would not be necessary.

As an IHC, Citicorp engages in no operating business activities.

Banking Entities and Branches

The key interconnections relate to operational and technology functions (including infrastructure), global functions, applications and associated support services, real estate, corporate functions and business support services.

Following transfer to the Reorganization Trust, banking entities and branches would require continued support from Citi's shared service providers. Citi has placed the vast majority of its critical shared services staff and assets in MLEs and prefunded its Service MLEs with at least six months of working capital so that shared service providers would continue to provide key services in Resolution.

Broker Dealer Entities

The businesses that operate out of Citi's broker dealers rely on the operational capabilities of internal Citi functions, including employees, real estate, technology, middle office, and back office.

Following transfer to the Reorganization Trust and throughout the solvent wind-down, broker dealer entities would require continued support from Citi's shared service providers. Citi has placed the vast majority of its critical shared services staff and assets in Service MLEs and prefunded its MLEs with at least six months of working capital so that shared service providers would continue to provide key services in Resolution.

Service MLEs

Service MLEs depend on certain centralized functions such as human resources, legal, compliance, and finance, which are housed in separate legal entities.

Service MLEs provide key services to its affiliates which would be needed in Resolution. Operating entities would continue to pay for services received pursuant to the existing Inter-Affiliate service agreements during Citi's Resolution. Additionally, the Service MLEs have been prefunded with at least six months of working capital so that they can continue to operate even in the event that Inter-Affiliate payments are delayed in the initial period following Citi's entry into Resolution.

Citi's MLEs (summarized below) are organized by category: Parent and IHC, banking entities and branches, broker dealer entities, and Service MLEs.

Parent Company and IHC

Name	Jurisdiction of organization
Citigroup Inc. (Citigroup Parent)	U.S.
Citicorp LLC (Citicorp)	U.S.

Banking Entities and Branches

Name	Jurisdiction of organization
Primary Insured Depository Institution	
Citibank, N.A. Home Office (CBNA Home Office)	U.S.
Subsidiaries of CBNA	
Citibank Europe plc (CEP)	Ireland
Citibank Singapore Ltd. (CSL)	Singapore
Citibank (Hong Kong) Ltd. (CHKL)	Hong Kong
Branches of CBNA	
Citibank, N.A. United Kingdom (CBNA UK)	UK
Citibank, N.A. Japan (CBNA Japan)	Japan
Citibank, N.A. Hong Kong (CBNA Hong Kong)	Hong Kong
Citibank, N.A. Singapore (CBNA Singapore)	Singapore
Additional Bank Subsidiary of Citigroup Parent	
Banco Nacional de Mexico, S.A. (Citibanamex)	Mexico

Of the seven CBNA branches designated as MLEs, three — CBNA Ireland, CBNA Germany, and CBNA ROHQ — have been designated as Service MLEs because of the Inter-Affiliate services they provide, rather than any banking operations conducted. CBNA Ireland and CBNA ROHQ conduct no banking activities. These are found in the Service MLEs table below.

Broker Dealer Entities

Name	Jurisdiction of organization
Citigroup Global Markets Inc. (CGMI)	U.S.
Citigroup Global Markets Ltd. (CGML)	UK
Citigroup Global Markets Japan Inc. (CGMJ)	Japan
Citigroup Global Markets Holding Inc. (CGMHI)	U.S.

Collectively, the banking entities and branches and the broker dealer entities are referred to as Citi’s Operating MLEs.

Service MLEs

Name	Jurisdiction of organization
Subsidiaries of Citigroup Parent	
Citigroup Services Japan G.K (CSJ)	Japan
Non-Bank Subsidiaries of CBNA	
Citigroup Technology Inc. (CTI)	U.S.
CitiMortgage, Inc. (CMI)	U.S.
Citigroup Technology Infrastructure (Hong Kong) Limited (CTI (HK) Ltd)	Hong Kong
Citicorp Credit Services, Inc. (USA) (CCSI USA)	U.S.
Citishare Corp. (Citishare)	U.S.
Citi Business Services Costa Rica (CBS Costa Rica)	Costa Rica
Citicorp Services India Private Limited (CSIPL)	India
R. B. Bishopsgate Investments Limited (RBBIL)	UK
Citigroup Business Process Solutions Pte. Ltd. (CBPS)	Singapore
Citigroup Transaction Services (M) Sdn. Bhd. (CTSM)	Malaysia
Citigroup Services and Technology (China) Limited (CSTC)	China
Citi Canada Technology Services ULC (CCTS)	Canada
Branches of CBNA	
Citibank, N.A. Ireland (CBNA Ireland)	Ireland
Citibank, N.A. ROHQ (CBNA ROHQ)	Philippines
Citibank, N.A. Germany (CBNA Germany)	Germany

Each of Citi's MLEs are described in the following sections, including a description of the business and total assets and liabilities on a standalone basis (i.e., on an unconsolidated basis and inclusive of Third Party and Intercompany balances).

E.1. Parent and IHC

E.1.a. Citigroup Parent

Citigroup Inc. ("Citigroup" or "Citigroup Parent") is a registered bank holding company and a financial holding company incorporated under the laws of the State of Delaware, with shares listed on the New York Stock Exchange. As a holding company, Citigroup does not engage in any operating businesses. Its principal business activity is in raising funds through the issuance of debt and equity securities and using these funds in making equity investments in and lending to its subsidiaries, while maintaining a portfolio of investment securities for liquidity purposes.

Citigroup Parent’s most significant assets are investments in subsidiaries and its most significant liabilities are long-term debt. As of December 31, 2022, Citigroup Parent had total assets of $385 billion and total liabilities of $184 billion.

Citigroup Parent’s principal revenues consist of dividends from subsidiaries.

E.1.b. Citicorp

Citicorp LLC is a bank holding company and Delaware limited liability company. Citicorp also serves as Citi's Intermediate Holding Company (IHC). Citicorp has two primary functions: (i) to allow for flexibility on what amount of funds are pre-positioned at the MLEs versus Citigroup Parent in business-as-usual conditions and Resolution, and (ii) to be the central funding hub to Operating MLEs that would need to operate during Resolution.

Citicorp's most significant assets are its investment in subsidiaries and the liquid assets and interaffiliate loans contributed from Citigroup Parent pursuant to the CSA. Its most significant liabilities relate to interaffiliate loans as well as funding notes issued to Citigroup Parent. Citicorp also provides a committed line of credit to Citigroup Parent. As of December 31, 2022, Citicorp had total assets of $403 billion and total liabilities of $231 billion.

Citicorp's principal revenues consist of interest revenue and other revenue related to investments in subsidiaries and the line of credit with Citigroup Parent.

E.2. Banking Entities and Branches

E.2.a. CBNA Home Office

CBNA Home Office is Citi's largest standalone Material Legal Entity (MLE) representing approximately 42% of Citi's total third-party assets as of December 31, 2022. For purposes of Resolution Planning, the concept of CBNA Home Office was created primarily to segregate CBNA's domestic operations and differentiate between insurable and uninsurable deposits under the Federal Deposit Insurance Corporation's (FDIC) Deposit Insurance Fund (DIF).

As of December 31, 2022, CBNA Home Office operated 661 branches in the U.S., including one branch in Puerto Rico. CBNA Home Office's core businesses are operated within the ICG and PBWM segments.

CBNA Home Office's most significant assets include a loan portfolio consisting of consumer loans originated in the PBWM business and corporate and institutional loans originated in the ICG, securities, trading account assets, investments in subsidiaries and deposits with banks. Its most significant liabilities include a strong deposit base comprising retail deposits from PBWM, and corporate and institutional deposits from the ICG as well as long-term debt and trading account liabilities.

In addition, the MLE has functions classified as Corporate Other which includes global staff functions (including finance, risk, human resources, legal and compliance), other corporate expenses, and unallocated global operations and technology expenses and income taxes, as well as Corporate Treasury investment activities and discontinued operations. Within ICG, the business conducted in CBNA Home Office includes Securities Services, Treasury & Trade Solutions (TTS), Global Markets and Banking. Within PBWM, most activity is conducted in CBNA Home Office, including Cards (Branded Cards and Retail Services), US Retail Banking, Wealth Management and Private Banking businesses.

As of December 31, 2022, total assets of CBNA Home Office were $1,304 billion, primarily consisting of investments, loans, trading account assets, cash and due from banks, deposits with banks, resale agreements, and other assets. As of December 31, 2022, total liabilities of CBNA Home Office were $1,140 billion, primarily consisting of deposits, long-term debt, trading account liabilities, repurchase agreements, and other liabilities.

CBNA Home Office's principal revenues consist of interest revenue and other revenue related to loans to and investments in subsidiaries.

E.2.b. Citibank Europe plc (CEP)

CEP is a wholly-owned subsidiary of CBNA, headquartered in Dublin, Ireland. CEP is recognized as being an integral part of the Citi network, both regionally and globally. CEP is authorized by the Central Bank of Ireland and as a systematically important European financial institution, falls under the Single Supervisory Mechanism as overseen by the European Central Bank. CEP is now Citigroup's principal European banking subsidiary across 22 European jurisdictions, providing services to Citi's clients who require or wish to transact via an EU licensed bank. The businesses covered by CEP include Markets, Securities Services, Treasury and Trade Solutions (TTS), Corporate, Commercial and Private Banking.

As of December 31, 2022, total assets of CEP were $105 billion, consisting primarily of deposits with banks, loans, resale agreements, trading account assets, investment securities, and other assets. As of December 31, 2022, total liabilities of CEP were $91 billion, consisting primarily of deposits, trading account liabilities, other borrowings, and other liabilities.

E.2.c. Citibank Singapore, Ltd. (CSL)

CSL is a subsidiary of CBNA and was incorporated in Singapore on September 24, 2003. Since January 1, 2005, CSL has operated under a full bank license with Qualifying Full Bank privileges granted by the Monetary Authority of Singapore (MAS). CSL operates one of Citi's four wealth centers globally and plays an important role in Citi's focus on the region's wealth management business. CSL conducts a full range of consumer banking activities including Global Wealth Management (GWM) and International Private Banking (IPB) businesses under PBWM.

As of December 31, 2022, total assets of CSL were $41 billion, primarily consisting of loans and leases, deposits with banks, interaffiliate lending, and investments. As of December 31, 2022, total liabilities of CSL were $38 billion, primarily consisting of deposits.

E.2.d. Citibank (Hong Kong) Ltd. (CHKL)

CHKL is a subsidiary of CBNA and a fully licensed bank regulated by the Hong Kong Monetary Authority (HKMA) under the Hong Kong Banking Ordinance. CHKL provides general banking and wealth management products and solutions to retail clients in Hong Kong, including mortgage, portfolio finance, deposits, and investment products, such as mutual funds, bonds, foreign currency and stock trading and insurance products. CHKL also offers a broad range of credit card products and personal loans to consumer. CHKL is part of the Asia Regional Consumer Banking business, which in turn is part of the International Consumer CBL.

As of December 31, 2022, total assets of CHKL were $44 billion, primarily consisting of loans, deposits with banks, trading account assets, and investments. As of December 31, 2022, total liabilities of CHKL were $41 billion, primarily consisting of deposits.

E.2.e. CBNA UK

CBNA UK is the London branch of Citibank, N.A. As a non-EEA (non European Economic Area) branch of a third country firm, CBNA UK branch is authorized and regulated by the Office of the Comptroller of the Currency (OCC) and authorized by the UK Prudential Regulation Authority (PRA), subject to regulation by the UK Financial Conduct Authority (FCA) and limited regulation by the PRA. CBNA UK conducts business throughout the ICG, which primarily comprises: (i) Treasury and Trade Solutions, including Global Payments, Liquidity Management Services, Export and Agency Finance; (ii) Banking, Capital Markets and Advisory including Corporate Lending, Issuer Services and Debt Capital Markets; (iii) Securities Services, including Global Custody, Direct Custody and Clearing, Agency Securities Lending, and Global Fund Services; (iv) Markets, including Global FX, Global Rates, Markets Treasury, Global Spread Products, and Commodities; and (v) Citi Private Bank, offering banking and cash management, lending, investment strategies and trust and wealth advisory for customers originating in the UK and non-European Union (EU) countries within the Europe, Middle East, and Africa region.

As of December 31, 2022, total assets of CBNA UK were $249 billion, primarily consisting of deposits with banks, trading account assets, loans, investments, resale agreements, and other assets. As of December 31, 2022, total liabilities of CBNA UK were $250 billion, primarily consisting of deposits, trading account liabilities, repurchase agreements, and other liabilities.

E.2.f. CBNA Japan

Citi's banking operations in Japan are conducted exclusively from Citibank, N.A., Japan Branch (CBNA Japan). CBNA Japan is a licensed bank branch, regulated as such by the Financial Security Agency (FSA) of Japan, the Bank of Japan (BOJ) and the Ministry of Finance of Japan. CBNA Japan is engaged in providing banking services to governmental institutions, financial institutions, multinational corporations and institutional investors across a range of corporate banking, lending, transaction services and markets businesses.

As of December 31, 2022, total assets of CBNA Japan were $34 billion, primarily consisting of deposits with banks, loans, resale agreements, and trading account assets. As of December 31, 2022, total liabilities of CBNA Japan were $34 billion, primarily consisting of deposits and trading account liabilities.

E.2.g. CBNA Hong Kong

CBNA Hong Kong is a branch of CBNA and is not a separately incorporated legal entity. CBNA Hong Kong operates under a bank license granted by the HKMA under the Hong Kong Banking Ordinance.

CBNA Hong Kong provides corporate lending and deposit taking services, securities services, cash management and trade services, private banking activities, and engages in foreign exchange trading and other structured products for institutional clients.

As of December 31, 2022, total assets of CBNA Hong Kong were $69 billion, primarily consisting of deposits with banks, loans, trading account assets, investments, cash and due from banks, and other assets. As of December 31, 2022, total liabilities of CBNA Hong Kong were $69 billion, primarily consisting of deposits, trading account liabilities, and other liabilities.

E.2.h. CBNA Singapore

CBNA Singapore is a branch of CBNA and is not a separately incorporated legal entity. CBNA Singapore operates under a full bank license granted by the MAS. CBNA Singapore activities primarily comprise Citigroup's Institutional Clients Group (ICG), Citi Private Bank (CPB) and various support functions serving Citigroup entities within and outside Singapore. In addition, CBNA Singapore is also the settlement institution of the USD Check Truncation System (CTS), a designated system under the Payment Systems (Oversight) Act (Cap. 222A). Through a business cooperation agreement with Citicorp Investment Bank (Singapore) Limited (CIBSL), CBNA Singapore acts as the contracting party with customers and counterparties and bears the market and credit risk, while CIBSL provides the requisite trading personnel and expertise

As of December 31, 2022, total assets of CBNA Singapore were $93 billion, primarily consisting of deposits with banks, loans, investments, trading account assets, cash and due from banks, and other assets. As of December 31, 2022, total liabilities of CBNA Singapore were $93 billion, primarily consisting of deposits, trading account liabilities, and other liabilities.

E.2.i. Citibanamex

Citibanamex is a duly licensed commercial bank, authorized to conduct banking and other financial services, including deposit, lending, securities transactions and trustee services, among others. Citibanamex is regulated under Mexico's Banking Law (Ley de Instituciones de Crédito (LIC)) and regulations enacted by the National Banking and Securities Commission (Comisión Nacional Bancaria y de Valores (CNBV)), Institute for the Protection of Banking Savings (Instituto para la Protección del Ahorro Bancario (IPAB)), and by the Mexican Central Bank (Banco de México (Banxico)). Citibanamex is a 99.99% subsidiary of Grupo Financiero Citibanamex, S.A. de C.V., the holding company for Citigroup Inc.'s businesses in Mexico.

Citibanamex offers a broad range of banking and other financial products and services targeted at both individuals and entities (public and private sectors). Citibanamex's business activities are organized between the Mexico Legacy Franchises (Mexico LF) and the Institutional Clients Group (ICG).

As of December 31, 2022, total assets of Citibanamex were $71 billion, primarily consisting of loans and leases, investments, trading account assets, deposits with banks, cash due from banks, and other assets. As of December 31, 2022, total liabilities of Citibanamex were $60 billion, primarily consisting of deposits, repurchase agreements, trading account liabilities, and other liabilities.

E.3. Broker-Dealer Entities

E.3.a. Citigroup Global Markets Inc. (CGMI)

CGMI is Citi's primary broker dealer in the United States and operates as Citi's primary SEC-registered Broker-dealer and Investment Advisor. CGMI is also a registered swap dealer and futures commission merchant (FCM) with the Commodity Futures Trading Commission (CFTC) as per Title VII of the Dodd-Frank Act. CGMI is a designated primary dealer authorized to buy and sell U.S. government securities directly with the FRBNY, a municipal securities dealer and advisor with the Municipal Securities Rulemaking Board (MSRB), and a member of the New York Stock Exchange and other principal U.S. securities and futures exchanges. The Company is a member of the Financial Industry Regulatory Authority (FINRA), the Securities Investor Protection Corporation (SIPC), the National Futures Association (NFA) and other self-regulatory organizations.

CGMI supports: (i) institutional and ultra-high net worth businesses that are part of Citi's Institutional Clients Group (ICG); and (ii) retail brokerage and advisory businesses that are part of Personal Bank Wealth Management (PBWM). The businesses operating through CGMI provide corporate, institutional, public sector and high-net worth clients with a full range of brokerage products and services, including but not limited to: fixed income and equity sales and trading, foreign exchange, prime brokerage, derivative services, equity and fixed income research, investment banking, advisory services, cash management, trade finance and securities services. CGMI generates almost all of its revenues within North America.

As of December 31, 2022, CGMI had total assets of $385 billion and total liabilities of approximately $373 billion, respectively. CGMI's most significant assets and liabilities include securities borrowed or purchased under agreements to resell.

E.3.b. Citigroup Global Markets Ltd. (CGML)

CGML is Citi's international broker dealer, providing products and services for institutional clients. CGML is authorized 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 Stated Securities Exchange Commission. CGML is a market maker in equity, fixed income and commodity products throughout 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 Europe, Middle East and Africa (EMEA) region with the remainder coming from Asia and the Americas.

As of December 31, 2022, CGML had total assets of $276 billion. Made up primarily of resale agreements and trading account assets, and cash collateral pledged. As of December 31, 2022, CGML had total liabilities of $252 billion.

E.3.c. Citigroup Global Markets Japan (CGMJ)

CGMJ is Citi's broker dealer in Japan registered with the Financial Security Agency (FSA). It is a wholly owned subsidiary of Citi and is a Type 1 and Type 2 Financial Instrument Business Operator (FIBO) and Investment Advisory and Agency Business Operator under the Financial Instrument and Exchange Act of Japan. CGMJ provides corporate, institutional, and public sector clients and third-party distributors with a full range of primary and secondary financial products and services. Through the Markets business, Securities Services business and the Banking, Capital Markets and Advisory business, CGMJ provides primary and secondary financial products and services to a cross-section of corporate, institutional and public sector clients.

As of December 31, 2022, total assets of CGMJ were $30 billion. As of December 31, 2022, total liabilities of CGMJ were $28 billion.

E.3.d. Citigroup Global Markets Holding Inc. (CGMHI)

CGMHI, a corporation duly incorporated and existing under the laws of the state of New York, is a direct subsidiary of Citigroup Parent**,** which indirectly owns broker-dealer entities, including the U.S. and UK broker dealer MLEs, CGMI and CGML. CGMHI is the primary structured notes issuer for Citi and provides a significant source of funding. CGMHI is not subject to minimum capital levels established by U.S. regulators.

As of December 31, 2022, total assets of CGMHI were $133 billion. As of December 31, 2022, total liabilities of CGMHI were $94 billion.

E.4. Service MLEs

E.4.a. Citigroup Services Japan G.K. (CSJ)

CSJ is the Japan Service Co, which provides various shared Operations & Technology (O&T) services (the "Services"), including, but not limited to subleasing of office space, technology and infrastructure support, to Citi's other MLEs in Japan as of December 31, 2022, namely Citibank, N.A., Tokyo Branch (CBNA Japan) and Citigroup Global Markets Japan Inc. (CGMJ), and other Citi affiliates in Japan and overseas. While CSJ's customers are mainly Citi affiliates, including two Japanese regulated entities, it also serves certain unaffiliated third parties in Japan. In addition, CSJ became the legal vehicle providing Regional COB Data Center services. The Data Center migration of the respective applications from Hong Kong to Japan Data Center have been completed December 2022.

Some of the shared services provided are technology services (including software development and support, end-user technology, and data center services), information security and business continuity services, securities services, fraud prevention, transition services, and business office, administration, executive and privacy services.

As of December 31, 2022, total assets of CSJ were $305 million, consisting primarily of cash and fixed assets. As of December 31, 2022, total liabilities of CSJ were $264 million, consisting primarily of funds borrowed.

E.4.b. Citigroup Technology, Inc. (CTI)

CTI is a wholly owned U.S. operating subsidiary of CBNA. CTI is a non-risk taking entity and is registered to do business in 50 states and the District of Columbia. CTI operates primarily in the U.S. and is a service provider entity for other Citi lines of business. CTI provides certain critical Back Office and or Middle Office ICG Services to CBLs and COs. In addition, CTI houses the US Citi Real Estate properties and management services and Resource Management Organization, inclusive of US Accounts Payable.

As of December 31, 2022, total assets of CTI were $6.2 billion, primarily consisting of cash, premises (land and leasehold assets), equipment, software, and prepaid expenses. As of December 31, 2022, total liabilities of CTI were $5.7 billion, primarily consisting of accrued expenses, accounts payable, other liabilities, capital leases, and interaffiliate borrowings.

E.4.c. CitiMortgage, Inc. (CMI)

CMI is a subsidiary of CBNA and headquartered in Missouri. CMI is responsible for managing the servicing and master service of a nationwide portfolio of residential home mortgages and also originates loans for home purchase and refinance transactions in the U.S.

As of December 31, 2022, total assets of CMI were $9.1 billion, consisting primarily of consumer loans and leases, short term borrowings, and other assets. As of December 31, 2022, total liabilities of CMI were $3.5 billion, consisting primarily of interaffiliate long-term debt and other liabilities.

E.4.d. Citigroup Technology Infrastructure (Hong Kong) Ltd. (CTI (HK))

CTI (HK) Ltd provides end user support to other Citi legal entities in HK for desktop, voice, and video conferencing services and also provides services such as, business continuity services, network Infrastructure and data center production support services to CBNA Singapore and entities that CBNA Singapore supports. In the current operating model, CBNA Singapore will remain the primary service provider to Citi Affiliates in Asia Pacific, and has outsourced and appointed CTI (HK) Ltd as its service provider in Hong Kong to provide the above mentioned services. CTI (HK) Ltd holds no assets outside of Hong Kong.

As of December 31, 2022, CTI (HK) Ltd had total assets of $273 million, consisting primarily of fixed assets (e.g., computer hardware), cash, and prepaid expenses. As of December 31, 2022, CTI (HK) Ltd had total liabilities of $136 million, consisting primarily of funds borrowed, long-term debt, and deferred tax liabilities.

E.4.e. Citicorp Credit Services, Inc. USA (CCSI USA)

CCSI USA is a non-bank subsidiary of CBNA in the United States. CCSI USA provides interaffiliate services to Citi’s retail banking, mortgage, and credit card businesses, including decision management, new account setup, authorizations, dispute processing, underwriting, customer service, product development, risk management, technology, and business analytics services. CCSI USA also provides certain services to non-U.S. subsidiaries of CBNA, including workforce management, statements and letter printing, and payment processing as part of the global payment utility. However, most of CCSI USA’s service recipients are based in North America.

As of December 31, 2022, total assets of CCSI USA were $4.5 billion, primarily consisting of deposits with banks, cash, accounts receivable, premises, technology equipment, and software. As of December 31, 2022, total liabilities of CCSI USA were $3.7 billion, primarily consisting of provision for taxes, interaffiliate payables, and other liabilities.

E.4.f. Citishare Corporation (Citishare)

Citishare is a non-bank subsidiary of CBNA that is organized in the United States. On behalf of Citi card issuers (debit and credit) and ATM acquirers, Citishare routes and facilitates settlement of transactions between Citi businesses and provides gateway access to payment networks globally - including, but not limited to, MasterCard, Visa, Union Pay International and Pulse (a Discover company).

As of December 31, 2022, total assets of Citishare were $44 million, primarily consisting of deposits with banks and cash and due from banks. As of December 31, 2022, total liabilities of Citishare were $9.8 million, primarily consisting of other liabilities.

E.4.g. Citi Business Services Costa Rica (CBS-CR)

CBS-CR is an indirect subsidiary of CBNA and a direct subsidiary of COIC Citibank Overseas Investment Corporation, which is owned CBNA. CBS-CR was established in 2008, and it is located at La Ribera de Belen, Heredia, Costa Rica. CBS-CR is part of the Citi Solutions Center (CSC) global model, which operates in multiple countries providing shared services to Citi businesses worldwide. CBS-CR supports LATAM, Mexico and North America businesses.

As of December 31, 2022, total assets of CBS Costa Rica were $148 million, consisting primarily of cash. As of December 31, 2022, total liabilities of CBS Costa Rica were $90 million, consisting primarily of interaffiliate borrowings.

E.4.h. Citicorp Services India Private Limited (CSIPL)

Citicorp Services India Private Limited (CSIPL) is an indirect subsidiary of CBNA and a direct subsidiary of Citibank Overseas Investment Corporation (COIC), which is wholly owned by CBNA.

CSIPL provides accounting, financial reporting, management reporting, application development, fund reporting and accounting, analytic, decision support, compliance monitoring and vendor oversight services, among others. All of CSIPL’s customers are Citi affiliates, and CSIPL's 2022 total revenues were generated substantially from overseas Citi affiliates.

As of December 31, 2022, total assets of CSIPL were $739 million, consisting primarily of cash for operating funds, fixed assets, accounts receivable, and prepaid expenses. As of December 31, 2022, total liabilities of CSIPL were $269 million, consisting primarily of accrued expenses and other liabilities.

E.4.i. R. B. Bishopsgate Investments Limited (RBBIL)

RBBIL is principally a special purpose vehicle and does not undertake any banking or financial services activity. RBBIL is the current landlord of the Citigroup Center 2 property located in Canary Wharf, London.

As of December 31, 2022, total assets of RBBIL were $1,522 million. As of December 31, 2022, total liabilities of RBBIL were $71 million.

E.4.j. Citigroup Business Process Solutions (BPS) Pte. Ltd.

Citigroup Business Process Solutions Pte. Ltd., a foreign corporation organized under the laws of Singapore, was granted license to operate in the Philippines by the Philippine Securities and Exchange Commission (SEC) on June 11, 2004 through the Citigroup Business Process Solutions Pte. Ltd. - Philippine Branch (CBPS PH).

CBPS PH was established primarily to provide business process outsourcing, call center, and other such as information technology (IT) and IT-enabled services to various Citigroup entities around the world.

As of December 31, 2022, total assets of CBPS were $96 million, primarily consisting of deposits with banks. As of December 31, 2022, total liabilities of CBPS were $72 million.

E.4.k. Citigroup Transaction Services (M) Sdn. Bhd. (CTSM)

Citigroup Transaction Services (M) Sdn. Bhd. (CTSM) is an indirect subsidiary of CBNA and direct subsidiary of Citibank Overseas Investment Corporation (COIC), which is wholly owned by CBNA.

CTSM has two Citi Solutions Centers which support business units and functions across ICG, PBWM, O&T and Global Functions. CTSM supports Citi affiliates globally including bank chain and corp chain affiliates. The services include Anti-Money Laundering (AML), Securities Services Operations (SSO), Know Your Customer Business Support Unit (KYC BSU), Loans Operations, TTS Onboarding, Internal & External Fraud Detection, Investment Sales Surveillance, End to end Trade and Transaction Services including Trade Services, Cash Management, Account Services, Commercial Cards and Citi Service.

As of December 31, 2022, total assets of CTSM were $93 million, primarily consisting of deposits with banks. As of December 31, 2022, total liabilities of CTSM were $34 million.

E.4.l. Citigroup Services and Technology (China) Limited (CSTC)

Citigroup Services and Technology (China) Limited (CSTC, formerly known as Citigroup Software Technology and Services (China) Limited) is an indirect subsidiary of CBNA and a direct subsidiary of Citibank Overseas Investment Corporation (COIC), which is wholly owned by CBNA.

CSTC provides application development, production support of systems, Cash and Stock reconciliation, client operations production support, Data processing, call center, Human Resource shared services, Third Party Risk Management operational processes, purchases and payments operational process, balance sheet substantiation, among others. All of CSTC's customers are Citi affiliates, and more than 99% of CSTC's 2022 total revenues were generated from overseas Citi affiliates. CSTC provides its services pursuant to lntra-Citi Service Agreements.

As of December 31, 2022, total assets of CSTC were $319 million, primarily consisting of deposits with banks. As of December 31, 2022, total liabilities of CSTC were $181 million.

E.4.m. Citi Canada Technology Services ULC (CCTS)

Citi Canada Technology Services ULC (CCTS) is a direct subsidiary of Citibank Overseas Investment Corporation (COIC), which is wholly owned by CBNA.

CCTS provides operations and technology services to its customers such as application development, production support and bank operations. All of CCTS' customers are Citi affiliates, and 100% of CCTS' 2022 total revenues were generated by overseas Citi Affiliates.

As of December 31, 2022, total assets of CSTC were $541 million, primarily consisting of deposits with banks. As of December 31, 2022, total liabilities of CSTC were $477 million.

E.4.n. CBNA Ireland

CBNA Ireland is a service branch of CBNA. CBNA Ireland provides middle and back office functions for Citi’s Securities Services, Agency & Trust and TTS operations, which are part of Citi’s ICG. CBNA Ireland provides enterprise support, including technology and realty and facility management services for the Irish properties, which house the majority of CEP and CBNA Ireland employees. CBNA Ireland is a service entity only and does not undertake any banking or financial services activities.

As of December 31, 2022, total assets of CBNA Ireland were $498 million, primarily consisting of property, plant and equipment, and interaffiliate assets. As of December 31, 2022, total liabilities of CBNA Ireland were $496 million, primarily consisting of interaffiliate borrowings.

E.4.o. CBNA Regional Operating Headquarters (ROHQ)

CBNA ROHQ is a Material Legal Entity (MLE) and a Philippine branch of CBNA and is not a separately incorporated legal entity. CBNA ROHQ is a CSC in the Philippines originally established to provide finance, training, and software development services to CBNA's branches, affiliates, and subsidiaries in Asia Pacific (APAC), *Europe, the Middle East and Africa (*EMEA), North America and Latin America regions.

As of December 31, 2022, total assets of CBNA ROHQ were $165 million, primarily consisting of cash deposited with CBNA Philippines (CBNA’s banking branch in the Philippines), fixed assets required to support its operations, receivables from related parties, deferred tax assets and other current assets. As of December 31, 2022, total liabilities of CBNA ROHQ were $74 million, primarily consisting of interaffiliate borrowings, accrued expenses, and taxes.

E.4.p. CBNA Germany

CBNA Germany is a branch of CBNA and holds a bank license in Germany. Its services include Information Technology (IT) Operations & Hosting (Data Center), Technology Support, Corporate Banking (Loan Portfolio Management) and Markets Treasury activities.

As of December 31, 2022, total assets of CBNA Germany were $24 billion, primarily consisting of deposits with banks. As of December 31, 2022, total liabilities of CBNA Germany were $24 billion, primarily consisting of deposits.

Resolution Planning Corporate Governance Structure and Processes

F. Resolution Planning Corporate Governance Structure and Processes

Citigroup Parent Board of Directors

The Citigroup Parent Board of Directors oversees Citi's compliance with safe and sound banking practices, is responsible for the approval of Citi's Resolution Plan prior to submission to regulators, and reviews and approves Citi's Resolution planning strategies and capabilities. To facilitate these responsibilities, the Board of Directors oversees the development of Citi's Resolution Plan submission and is kept informed of progress on the submission.

Risk Management Committee of the Citigroup Board of Directors

The Risk Management Committee is a committee of the Citigroup Parent Board of Directors tasked with 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 and certain other risks, including those pertaining to capital management. The committee is responsible for reviewing Citigroup's Resolution planning efforts. The Risk Management Committee receives regular updates on Citi's Resolution planning efforts, including (i) progress on the Resolution Plan submission, (ii) work efforts necessary to meet regulatory guidance, and (iii) updates on key strategic issues.

Citigroup Parent Capital Committee

The Capital Committee is a senior management committee that oversees Citi's aggregate capital structure, capital ratios, RCAP and RCEN metrics, and CCAR submissions, and makes decisions impacting capital, including recommendations to the Board of Directors regarding capital distributions. The Capital Committee receives regular updates on the views of the Rating Agencies and considers such views in its recommendations regarding Citi's overall capital assessment. In addition, the Capital Committee provides oversight of Citi's Resolution Plan and related capabilities, including (i) development of the Resolution Plan, (ii) engagement with the appropriate legal entity, business, regional, and functional management teams to facilitate Resolution planning, and (iii) the instruction of these teams to take appropriate actions and the implementation of Resolution planning capabilities. The Capital Committee recommends to the Board of Directors the approval of Citigroup's Recovery and Resolution Plans.

Citi's Recovery and Resolution Steering Group

The Recovery and Resolution Steering Group is a senior management group that meets on a regular basis to track the ongoing Recovery and Resolution Planning process and provides guidance and direction related to Citi's Recovery and Resolution planning efforts. The Recovery and Resolution Steering Group primarily consists of senior management in Finance and Risk, and key business partners. Prior to submission to the Capital Committee, the Resolution Plan undergoes senior review by members of the Recovery and Resolution Steering Group.

Recovery and Resolution Planning Team

The Recovery and Resolution Planning (RRP) team supports a range of high-profile regulatory initiatives central to the safety and soundness of Citi. These regulatory programs predominantly include support in the development, maintenance, and implementation of Citi's Recovery and Resolution planning processes and capabilities. The team provides program and project structure and controls for the Recovery and Resolution Plans by:

- Developing comprehensive project plans and coordinating plan development
- Establishing central standards and templates to be used for plan development
- Facilitating a formal review and approval process for each business and for senior management relating to key elements of the plans
- Coordinating with international project teams to integrate Resolution and Recovery planning activities being executed locally with the US-based central team
- Coordinating numerous meetings, workshops, and planning sessions by and across business units, O&T, and Citi's Global Functions
- Leading weekly Resolution Planning status meetings with the Recovery and Resolution Executive Working Group and dedicated RRP workstreams, and for the extended project team, including international partners

Internal Audit

Citi's Internal Audit (IA) is responsible for developing and executing an audit program to assess the design and operating effectiveness of the key controls supporting the Resolution planning capabilities and Resolution plan production. For 2023, IA has developed a comprehensive risk-based assessment of the control environment surrounding the 2023 Citigroup Resolution Plan and management's response to regulatory guidance. Internal Audit's approach consists of the following key components: (a) an annual risk assessment; (b) quarterly business monitoring; (c) three risk-based audits including one covering the capabilities supporting the preferred Resolution strategy and two audits concurrent to the preparation and development of the Citigroup and CBNA Resolution Plans; and (d) validation of existing IA and regulatory issues.

Independent Risk Management

Citi's Independent Risk Management (IRM) provides review and challenge of the Resolution Planning processes and Resolution capabilities.

Summary Financial Information Regarding Assets, Liabilities, Capital, and Major Funding Sources

G. Summary Financial Information Regarding Assets, Liabilities, Capital, and Major Funding Sources

G.1. Financial Summary - Citi Consolidated

Citigroup's quarterly Net Income has increased year over year, from $4.3 billion to $4.6 billion, and Total Equity has increased from $198 billion to $209 billion.

Net revenues ($ millions)[6]	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022
Institutional Clients Group	11,233	9,159	9,468	11,419	11,160
Personal Banking and Wealth Management	6,448	6,096	6,187	6,029	5,905
Legacy Franchises	2,852	2,052	2,554	1,935	1,931
Corporate/Other	914	699	299	255	190
Total Citigroup	**21,447**	**18,006**	**18,508**	**19,638**	**19,186**

Net income ($ millions)	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022
Institutional Clients Group	3,298	1,916	2,186	3,978	2,658
Personal Banking and Wealth Management	489	114	792	553	1,860
Legacy Franchises	606	75	316	(15)	(385)
Corporate/Other	259	431	221	273	192
Discontinued Operations	(1)	(2)	(6)	(221)	(2)
Non-controlling Interests	45	21	30	21	17
Total Citigroup	**4,606**	**2,513**	**3,479**	**4,547**	**4,306**

Citi consolidated ($ millions)	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022
Total Assets	2,455,113	2,416,676	2,381,064	2,380,904	2,394,105
Total Liabilities	2,246,094	2,214,838	2,181,947	2,181,278	2,195,752
Total Equity	209,019	201,838	199,117	199,626	198,353

Capital Summary

Citi's capital position is sound. Since 1Q 2022, Citi has materially increased its capital ratios, with the CET1 ratio increasing from 11.4% to 13.4% as of 1Q 2023.

Basel III ratios	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022
Common Equity Tier 1 Capital Ratio (CET1)[7,8]	13.4%	13.0%	12.3%	12.0%	11.4%
Tier 1 Capital Ratio[7,8]	15.3%	14.8%	14.0%	13.6%	13.1%
Total Capital Ratio[7,8]	15.6%	15.5%	15.1%	15.2%	14.8%
Supplementary Leverage Ratio[8]	6.0%	5.8%	5.7%	5.7%	5.6%

[6] "Citigroup" refers to Citigroup Inc. and its consolidated subsidiaries.
[7] Citi's binding CET1 Capital and Tier 1 Capital ratios were derived under the Basel III Standardized Approach, whereas Citi's binding Total Capital ratios were derived under the Basel III Advanced Approaches framework for all periods presented.
[8] Citi's regulatory capital ratios and components reflect certain deferrals based on the modified regulatory capital transition provision related to the Current Expected Credit Losses (CECL) standard. For additional information, see "Capital Resources-Regulatory Capital Treatment-Modified Transition of the Current Expected Credit Losses Methodology" in Citigroup's 2022 Annual Report on Form 10-K

G.2. Funding and Liquidity

Overview

Citi's funding and liquidity management objectives are aimed at (i) funding its existing asset base, (ii) growing its core businesses, (iii) maintaining sufficient liquidity, structured in a manner that enables Citi to operate under a variety of adverse circumstances, including potential Company-specific and/or market liquidity events in varying durations and severity, while satisfying regulatory requirements.

Citi's primary sources of funding include (i) corporate and consumer deposits via Citi's bank subsidiaries, including CBNA, (ii) long-term debt (primarily customer-related debt (structured notes) and TLAC eligible senior and subordinated debt, unsecured bank notes and credit card securitizations), unsecured bank notes and credit card securitizations) issued by Citigroup Inc., as the parent, as well as CBNA and other affiliates, and (iii) stockholders' equity. These sources may be supplemented by short-term borrowings, primarily in the form of commercial paper, FHLB advances, and secured funding transactions.

Citi's funding and liquidity framework ensures that there is sufficient liquidity to meet balance sheet and client needs in a diversified manner across tenor and funding levers. Citi's liquidity position ensures all regulatory ratios are met with a prudent management buffer. The Company holds excess liquidity, primarily in the form of high-quality liquid assets (HQLA).

High-Quality Liquid Assets (HQLA)

As set forth in the table below, Citi's average HQLA for 1Q 2023 were $584.3 billion, compared to $575.2 billion as of December 31, 2022.

$ billions	Citibank					Non-Bank and Other					Total				
	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022	1Q 2023	4Q 2022	3Q 2022	2Q 2022	1Q 2022
Available cash	267.1	241.2	202.2	188.1	214.9	3.9	4.3	2.1	1.7	2.2	271.0	245.5	204.3	189.8	217.1
U.S. Sovereign	111.9	130.0	144.6	149.4	139.7	77.9	68.7	69.4	55.4	57.5	189.8	198.7	214.0	204.8	197.2
U.S. Agency / Agency MBS	42.5	46.3	52.5	54.4	49.8	3.9	4.0	4.7	4.6	5.2	46.4	50.3	57.2	59.0	55.0
Foreign Government Debt[9]	54.9	59.1	63.3	60.4	53.8	20.6	19.4	15.7	13.9	13.8	75.5	78.5	79.0	74.3	67.6
Other Investment Grade	1.3	1.7	2.0	2.0	1.9	0.3	0.5	0.6	1.3	1.4	1.6	2.2	2.6	3.3	3.3
Total HQLA (average)	**477.7**	**478.3**	**464.6**	**454.3**	**460.1**	**106.6**	**96.9**	**92.5**	**76.9**	**80.1**	**584.3**	**575.2**	**557.1**	**531.2**	**540.2**

As of March 31, 2023, Citigroup had over $1 trillion of available liquidity resources to support client and business needs, including end-of-period HQLA assets; additional unencumbered securities, including excess liquidity held at bank entities that is non-transferable to other entities within Citigroup; and

[9] Foreign government debt includes securities issued or guaranteed by foreign sovereigns, agencies and multilateral development banks. Foreign government debt securities are held largely to support local liquidity requirements and Citi's local franchises and principally include government bonds from Hong Kong, Singapore, Korea, Taiwan, India, Mexico and Brazil.

available assets not already accounted for within Citi’s HQLA to support the Federal Home Loan Banks (FHLB) and the FRB discount window borrowing capacity.

Funding Sources

Deposits

Citigroup’s end-of-period deposits as of March 31, 2023 were $1,330 billion. End-of-period deposits were largely unchanged year-over-year and decreased 3% sequentially.

On an average basis, deposits increased 2% year-over-year and were slightly up sequentially. The year-over-year increase primarily reflected an increase in *Corporate/Other* and *ICG,* partially offset by a decline in *PBWM* and *Legacy Franchises*.

Citi's deposits span corporates, consumers, industries, and regions, many of which are operational in nature. The cornerstone is Citi's institutional deposit base, which comprises approximately 60% of total deposits. Most of these deposits are particularly sticky because they sit in operating accounts that are fully integrated into how its multinational clients run their businesses around the world. 80% of these deposits are with clients who use all three of Citi's integrated services – payments and collections, liquidity management and working capital solutions. The data that Citi aggregates from these deposits and their related flows is fundamental to how its clients manage their efficiency, risk and compliance, which greatly increases the stability of Citi's deposits.

Long-Term Debt

Long-term debt (generally defined as debt with original maturities of one year or more) represents the most significant component of Citi’s funding for the Citigroup parent company and Citi's non-bank subsidiaries and is a supplementary source of funding for the bank entities.

Long-term debt is an important funding source due in part to its multi-year contractual maturity structure, TLAC eligibility, and to meet other regulatory ratios.

The weighted-average maturity of unsecured long-term debt issued by Citigroup and its affiliates (including CBNA) with a remaining life greater than one year was approximately 7.5 years as of March 31, 2023, compared to 8.5 years as of the prior year and 7.6 years as of the prior quarter. The weighted-average maturity is calculated based on the contractual maturity of each security. For securities that are redeemable prior to maturity at the option of the holder, the weighted-average maturity is calculated based on the earliest date an option becomes exercisable.

Citi’s long-term debt outstanding at the Citigroup parent company includes benchmark senior and subordinated debt and customer-related debt, consisting of structured notes, such as equity- and credit-linked notes, as well as non-structured notes. Citi’s issuance of customer-related debt is generally driven by customer demand and complements benchmark debt issuance as a source of funding for Citi’s non-bank entities. Citi’s long-term debt at the bank includes bank notes, FHLB advances and securitizations.

Citi’s total long-term debt outstanding increased 10% year-over-year, largely driven by the issuance of customer-related debt at the non-CBNA entities and increased FHLB borrowings in CBNA. The increase was partially offset by a decline in benchmark debt at both the CBNA and non-CBNA entities, as well as lower securitizations at CBNA. Sequentially, long-term debt outstanding increased 3%, largely driven by the issuance of customer-related debt at the non-CBNA entities.

Citi's external TLAC and long-term debt totaled approximately $340 billion and $160 billion, respectively as of March 31, 2023; Citi exceeded each of the minimum TLAC and long-term debt regulatory requirements.

Secured Funding Transactions

Secured funding is primarily accessed through Citi’s broker-dealer subsidiaries, with a smaller portion executed through Citi’s bank entities to efficiently fund both (i) secured lending activity and (ii) a portion of the securities inventory held in the context of market making and customer activities. Secured funding transactions are predominantly collateralized by government debt securities. Generally, changes in the level of Citi’s secured funding are primarily due to fluctuations in secured lending activity in the matched book (as described below) and changes in securities inventory. In order to maintain reliable funding under a wide range of market conditions, Citi manages risks related to its secured funding by establishing secured funding limits and conducting daily stress tests that account for risks related to capacity, tenor, haircut, collateral type, counterparty and client actions.

Secured funding of $258 billion as of March 31, 2023 increased 26% from the prior year and 27% sequentially, driven by additional financing to support increases in trading-related assets within the broker-dealer. As of the first quarter of 2023, on an average basis, secured funding was $224 billion. The portion of secured funding in the broker-dealer subsidiaries that funds secured lending is commonly referred to as “matched book” activity and is primarily secured by high-quality liquid securities such as U.S. Treasury securities, U.S. agency securities and foreign government debt securities. Other “matched book” activity is secured by less liquid securities, including equity securities, corporate bonds and asset-backed securities, the tenor of which is generally equal to or longer than the tenor of the corresponding assets. As indicated above, the remaining portion of secured funding is used to fund securities inventory held in the context of market making and customer activities.

Short-Term Borrowings

Citi’s short-term borrowings consist of commercial paper (unsecured and secured) and borrowings from the FHLB. As of March 31, 2023 short-term borrowings were $40.2 billion, or an increase of 33% year-over-year, primarily driven by an increase in FHLB advances to CBNA and commercial paper issuance. Short-term borrowings in CBNA increased due to slight reductions in deposit balances over the course of the year. Separately, the firm’s non-CBNA issuance of commercial paper also increased year-over-year to support ongoing client funding needs. During 1Q23, short-term borrowings decreased by 15% sequentially across CBNA and non-CBNA entities due to a decline in outstanding FHLB advances.

Liquidity Stress Testing

Citi performs liquidity stress testing at the Consolidated level as well as for each of its major entities, operating subsidiaries and/or countries. Stress testing and scenario analyses are used to quantify the potential impact of an adverse liquidity event on the balance sheet and liquidity position to ensure sufficient liquidity is maintained to manage through such an event.

Stress tests are performed under a variety of scenarios including Company-specific and/or market events of varying duration and severity. These scenarios include assumptions about significant changes in key funding sources, market triggers (such as credit ratings), potential uses of funding and macroeconomic and geopolitical and other conditions.

This framework ensures that there is sufficient liquidity and tenor in the overall liability structure (including funding products) relative to the liquidity requirements of its assets. This is monitored by measuring for potential mismatches between liquidity sources and uses, on a day-by-day basis, for each entity under the prescribed stress scenarios.

Additionally, Citi maintains contingency funding plans on a consolidated basis and for individual entities which specify a wide range of available contingent actions which could be executed for a variety of adverse market conditions or idiosyncratic stresses.

For more discussion of Citi’s funding and liquidity, see the 2022 Annual Report on Form 10-K (2022 Form 10-K) and Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023 (1Q 2023 Form 10-Q) filed with the Securities and Exchange Commission (SEC).

Short-Term Liquidity Measurement

Citi employs two separate stress tests to measure the sufficiency of its short-term liquidity profile: an internally developed 30-day stress test and the Liquidity Coverage Ratio (LCR).

Generally, the LCR is designed to ensure that banks maintain an adequate level of HQLA to meet liquidity needs under an acute 30-day stress scenario. The LCR is calculated by dividing HQLA by estimated net outflows over a stressed 30-day period, with the net outflows determined by applying prescribed outflow factors to various categories of liabilities, such as deposits, unsecured and secured wholesale borrowings, unused lending commitments and derivatives-related exposures, partially offset by inflows from assets maturing within 30 days. Banks are required to calculate an add-on to address potential maturity mismatches between contractual cash outflows and inflows within the 30-day period in determining the total amount of net outflows. The minimum LCR requirement is 100%. As of 1Q 2023, Citi’s average LCR was 120%.

Consistent with Regulation YY requirements, Citi also assesses its short-term liquidity requirements via an Internal Liquidity Stress Test (ILST) of similar duration and severity to LCR but tailored to account for Citi’s size, risk profile, complexity, business lines, and organizational structure.

Long-Term Liquidity Measurement

Citi also employs two separate stress tests to measure the sufficiency of its long-term liquidity profile: an internally developed 365-day stress test and the Net Stable Funding Ratio (NSFR).

The U.S. banking agencies adopted a rule to assess the availability of a bank's stable funding against a required level. In general, a bank's available stable funding includes portions of equity, deposits and long-term debt, while its required stable funding will be based on the liquidity characteristics of its assets, derivatives and commitments. Standardized weightings are required to be applied to the various asset and liability classes. The ratio of available stable funding to required stable funding is required to be greater than 100%. The rule became effective beginning July 1, 2021, while public disclosure requirements to report the ratio will occur on a semiannual basis beginning June 30, 2023. Citi was in compliance with the rule as of 1Q 2023.

Consistent with Regulation YY requirements, Citi also assesses its long-term liquidity requirements via an Internal Liquidity Stress Test (ILST) of similar duration and severity to NSFR but tailored to account for Citi's size, risk profile, complexity, business lines, and organizational structure.

Description of Derivative and Hedging Activities

H. Description of Derivative and Hedging Activities

Overview

In the ordinary course of business, Citi provides clients with various services and products, including derivatives, to help them efficiently manage their risks. Citi uses similar products to manage its own risks as part of its commitment to the ongoing safety and soundness of the company. Under Citi's Resolution strategy, the derivative portfolio would be wound-down in a solvent and orderly manner as discussed in *Section C.5.e. Solvent Wind-Down of Derivatives and Trading Activities.*

Customer Needs

In order to meet the needs of its clients, Citi includes a range of derivatives in its product offerings. Citi's clients require a wide variety of risk management strategies, such as the need to transfer, modify or reduce interest rate, foreign exchange and other market/credit risks, as well as products to facilitate the clients' own permissible trading purposes.

Citi has controls in place to ensure that a particular product or strategy is appropriate for a given client and in compliance with local regulatory requirements. As part of this process, Citi considers the risks associated with the transaction, as well as the client's business purpose for the transaction. Citi also oversees the activities associated with managing the possible risks undertaken in the course of offering derivatives to clients, such as booking offsetting trades. This oversight includes (i) centralized price verification; (ii) credit, market, liquidity, and operational limits; and (iii) frequent reporting of risks and stress results to senior managers and periodically to the Risk Management Committees of the Boards of Directors.

Hedging

Citi follows a variety of strategies to manage certain risks that arise in the normal course of its banking and market-making activities. These risks include:

- **Interest rate risk:** Arising from mismatches that occur in asset and liability cash flows.
- **Credit risk:** Citi uses products designed to hedge credit exposures to clients or counterparties; to limit losses from exposures to groups of similar client or counterparty types; or to limit losses from exposures to certain countries or regions.
- **Foreign exchange risk:** Products are used to manage exposures to currency fluctuations related to investments made in non-U.S. subsidiaries or other non-U.S. dollar-denominated assets.

Citi's risk reduction strategies include the use of derivatives subject to strict preventive and detective controls which restrict the products that can be booked; the legal entities on which they can be booked; and the employees who can book them. These controls include restrictions on the permitted usage of Citi's legal entities; desk-level trading mandates; and training and supervision programs covering the employees authorized to trade derivative products. Independent risk management also provides oversight of the credit, market, and operational limits that Citi has implemented, and develops and conducts regular stress tests to ensure compliance with the specified risk tolerances.

Please see Citi's 2022 Form 10-K and 1Q 2023 Form 10-Q for a discussion of Citi's derivative and hedging activities.

Impact of the ISDA Protocols and the QFC Stay Rules

The ISDA Protocols (the ISDA 2015 Universal Resolution Stay Protocol and the ISDA 2018 U.S. Resolution Stay Protocol) are part of a series of initiatives promoted by U.S. and non-U.S. regulators and the financial industry to contractually limit the early termination of Qualified Financial Contracts (QFCs) of U.S. G-SIBs and the U.S. operations of non-U.S. G-SIBs. In 2017, the FRB, the Office of the Comptroller of the Currency (OCC), and the FDIC each adopted a set of rules that require U.S. G-SIBs and the U.S. operations of non-U.S. G-SIBs to amend their QFCs to (i) include an express recognition of the statutory stays and transfer powers of the FDIC under the Federal Deposit Insurance Act and Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and (ii) prohibit the inclusion of cross-defaults based, directly or indirectly, on an affiliate's entry into insolvency or Resolution proceedings, as well as any restrictions that could impede the transfer in Resolution of guarantees of QFCs furnished by an affiliate (the QFC Stay Rules). The QFC Stay Rules and the ISDA Protocols help mitigate the risk that MLEs are not subject to simultaneous liquidity outflows and disorderly liquidations of collateral as a result of early close-outs of QFCs.

Citi was actively engaged in efforts to conform its QFCs to the requirements of the rules, consistent with the rules' requirements. As of March 31, 2023, Citigroup Parent and over 250 of its subsidiaries, including all of its operating MLEs, have adhered to the ISDA 2018 U.S. Resolution Stay Protocol, which operates to extend the benefits of the ISDA 2015 Universal Resolution Stay Protocol to a broad range of Citi's QFCs.

Memberships in Material Payment, Clearing and Settlement Systems

I. Memberships in Material Payment, Clearing and Settlement Systems

Continuity of access to Financial Market Infrastructures (FMIs) and Agent Bank Payment, Clearing, and Settlement (PCS) services, as well as continuity of client access to Citi PCS services, are both material components of Citi's business-as-usual operations as well as Citi’s preferred Resolution strategy. These FMIs serve to link together Citi’s global network, which is the foundation of the firm’s mission to meet the financial services needs of large multinational clients and our retail, private banking, commercial, public-sector and institutional clients around the world. Similar to other large financial institutions, Citi participates and maintains membership in a number of payment, clearing and settlement systems, virtually all of which are subject to regulatory supervision and local licensing requirements.

Citi’s FMI Risk Management Group (FMIRM), as part of Citi Independent Risk, is responsible for monitoring, analyzing, and reporting Citi's FMI Risk portfolio. FMI risk is the risk to earnings or capital arising from Citi’s involvement with FMIs that facilitate the transfer of value by providing trading, payments, clearing, settlement, or depository services. Such services include funds transfer systems; securities and derivatives clearinghouses; securities depositories; consumer networks; payment card networks; and other FMIs that serve as equity, fixed income or derivatives exchanges. Listed below are Citi’s Key FMIs as described in the 2023 Resolution Plan:

Payments FMIs • Clearing House Automated Payment System • Clearing House Interbank Payments System • Electronic Payments Network • EURO1 System • Fed ACH Services • Fedwire Funds Service • Trans-European Automated Real-Time Gross-Settlement Express Transfer System **International Messaging Utility** • Society for Worldwide Interbank Financial Telecommunication **Payment Card Networks** • Mastercard • Visa **FX Settlement** • CLS Bank International	**Clearing and Settlement FMIs** • Chicago Mercantile Exchange • The Depository Trust Company • Eurex Clearing AG • Euroclear Bank SA/NV • Euroclear UK & Ireland • Fedwire Securities Services • Fixed Income Clearing Corporation • ICE Clear Credit • ICE Clear Europe • ICE Clear US • LCH Ltd. • LCH SA • National Securities Clearing Corporation • Options Clearing Corporation

Description of Foreign Operations

J. Description of Foreign Operations

Citi provides banking products and services that support economic activity in the U.S. and around the world. The foreign operations of Citi's Banking and Markets & Securities Service business lines help U.S. companies pursue business opportunities outside the U.S., and provide a full suite of banking services — including payments, lending and capital markets — that help to develop and sustain their international activities. These foreign operations also serve governments and non-profits, as well as local businesses and multinational companies, by providing international financing and payments services. As of March 31, 2023, PBWM had 653 branches in 20 countries and jurisdictions. Legacy Franchises had 1,406 branches. ICG's international presence is supported by trading floors in approximately 80 countries and a proprietary network in 95 countries and jurisdictions.

Citi's international services for U.S. corporations and other institutional and global clients include deposit taking, payments, FX, trade finance, lending, custody, and capital markets. Citi's network enables the international activities of these clients by linking their various international locations through effective management of liquidity and facilitation of financial flows and other financial transactions — including, for example, the payment of employees outside the U.S. and the hedging of foreign currency exposures. Citi's network in turn connects the various international hubs of these multinationals to their respective suppliers and customers, enabling commercial activity by facilitating payments and disbursements, trade finance and balance sheet hedging. Citi scales its international network, both in terms of locations and capabilities, to match the needs of these clients.

International Governance

Citi maintains a global framework of governance, management, and oversight of the activities conducted in each country. The framework supervision is the responsibility of senior regional, product and global functions management. The international franchise management structure is designed to ensure that a core set of global processes, procedures, and guidelines govern Citi's international franchise. This structure plays an important role in balancing local franchise governance and management with overall institutional objectives, global platforms, and strategies.

In each country where Citi has a physical presence, there is a Citi Country Officer or senior executive who serves as the lead representative of Citi in that country. The Citi Country Officer's responsibilities include leading the execution of the franchise strategy, protecting the Citi franchise and reputation, overseeing country risk management, managing regulatory relationships, managing legal entities, ensuring that appropriate controls (risk, compliance, legal and audit) are in place, managing liquidity, leading crisis management and escalating material issues to senior management.

Material Supervisory Authorities

K. Material Supervisory Authorities

Overview

Citi is subject to regulation under U.S. federal and state laws, as well as applicable laws in the other jurisdictions in which the company does business. For additional information about Citi's supervision and regulation, see Citi's 2022 Form 10-K.

Holding Company Supervision

As a registered bank holding company and financial holding company, Citi is regulated and supervised by the Federal Reserve Board (FRB).

Subsidiary Banks

Citi's nationally chartered subsidiary banks, including CBNA, are regulated and supervised by the OCC while Citi's state-chartered depository institutions are overseen by the relevant state banking departments and the Federal Deposit Insurance Corporation (FDIC). The FDIC also has enforcement authority with respect to banking subsidiaries whose deposits it insures. In addition, the FDIC's Division of Complex Institution Supervision and Resolution has responsibility for planning for and executing the FDIC's Resolution mandates with respect to large banks. Overseas branches of CBNA are regulated and supervised by the FRB and OCC, and overseas subsidiary banks are regulated and supervised by the FRB. Overseas branches and subsidiary banks are also regulated and supervised by regulatory authorities in the host countries. CBNA is also registered with the Commodity Futures Trading Commission (CFTC) as a swap dealer.

Broker Dealers

CGMI is registered as a securities broker dealer and investment advisor with the U.S. Securities and Exchange Commission (SEC), and as a municipal securities dealer and advisor with the Municipal Securities Rulemaking Board (MSRB). CGMI is also a registered swap dealer and futures commission merchant (FCM) with the CFTC.

CGMI is a member of the New York Stock Exchange and other principal U.S. securities exchanges, as well as the Financial Industry Regulatory Authority (FINRA), the Securities Investor Protection Corporation (SIPC), the National Futures Association (NFA) and other self-regulatory organizations. CGMI is also a primary dealer in U.S. Treasury securities and a member of the principal U.S. futures exchanges.

Outside the U.S., Citi conducts similar securities activities, principally through its ownership of CGML in London, which is authorized and regulated principally by the UK Prudential Regulation Authority and the UK Financial Conduct Authority, and through CGMJ in Tokyo, which is regulated principally by the Financial Services Agency of Japan.

Principal Officers of Citigroup Inc.

L. Principal Officers of Citigroup Inc.

- Peter Babej, CEO, Asia Pacific
- Titi Cole, CEO, Legacy Franchises
- Jane Fraser, CEO, Citi
- Sunil Garg, CEO, Citibank, N.A. and North America
- David Livingstone, CEO, Europe, Middle East and Africa
- Mark Mason, Chief Financial Officer
- Brent McIntosh, General Counsel & Corporate Secretary
- Johnbull Okpara, Controller and Chief Accounting Officer
- Anand Selvakesari, Chief Operating Officer and CEO, Private Banking & Wealth Management
- Edward Skyler, Executive Vice President, Enterprise Services and Public Affairs
- Ernesto Torres Cantu, CEO, Latin America
- Zdenek Turek, Chief Risk Officer
- Sara Wechter, Head of Human Resources, Citi
- Mike Whitaker, Head of Enterprise Infrastructure Operations & Technology
- Paco Ybarra, CEO, Institutional Clients Group

Overview of Material Management Information Systems

M. Overview of Material Management Information Systems

As part of Citi's Resolution planning processes, in a Resolution scenario, each Citi business unit and legal entity is intended to have ongoing access to the systems and data needed in order to complete an orderly Resolution.

Citi has made significant investments in system architecture and data quality to support enterprise-wide decision-making and reporting needs. This includes the implementation of standards-based data architecture and strategic platforms supporting firm-wide Finance, Risk, and Compliance processes. Since the 2021 submission, Citi has continued to make investments in its MIS platforms. Citi believes that these investments have continued to enhance the firm's material MIS as evidenced by strengthened business planning, monitoring, reporting, and analytics capabilities. In addition to supporting management's day-to-day needs, Citi has utilized its improved MIS platforms to support the information needs associated with Resolution planning.

Citi further recognizes that the effectiveness of its MIS rests on well-defined organizational accountabilities, processes, and standards. Therefore, the firm maintains both enterprise architecture and industry standard data management practices that govern how systems are designed, built, and managed.

A key component of the data management policy focuses on adherence to data architecture, standards, and targeted data quality objectives. Citi supports this policy through the Chief Data Office and its use of a standard, enterprise end-to-end data quality measurement and management program. Citi's enterprise data architecture defines and manages the governance of strategic data repositories, which serve as authoritative sources of information covering areas such as legal entities, organization, customers, products, contracts, employees, and transactions.

Citi's MIS platforms are built and managed in compliance with all applicable data privacy laws and regulations. Citi has detailed and formal procedures in place for securely sharing data across legal entities and different Citi businesses. In a Resolution scenario, these procedures provide a framework to facilitate ongoing information sharing in order to enable an orderly and value-maximizing Resolution of each of Citi's COs, CBLs and MLEs. Citi's MIS platforms are built to comply with Citi's continuity of business policy which helps ensure resiliency of all critical systems under stress, and that would facilitate continued operation of the businesses in a Resolution scenario.

The following are examples of material MIS and capabilities that are based on this architecture.

Resolution Information System

Citi's Resolution information system is housed within the core strategic architecture and integrates financial, operational and third-party relationship data for operational Resolution planning and execution across the firm. It presents a detailed view of Citi's MLEs, CBLs, COs, shared services, and Objects of Sale, as well as services between legal entities and those provided by third parties. The platform integrates data from Citi's authoritative data sources, including assets, financial position, services, and operational resources such as personnel, facilities, and information systems. Each source supports a critical management process in Citi and has a defined process owner. The Resolution information system assists Citi and its regulators in obtaining critical information that would be needed leading up to and during Resolution

Monitoring of Credit and Market Risk

Citi has an enterprise platform supporting Wholesale and Retail Credit Risk, Market Risk, Operational Risk, Collateral Management, Risk Weighted Assets, and Stress Loss and Forecast Projections across the firm. During Resolution, this platform would be used to monitor internal and external credit exposures, as well as gross and net risk positions. It provides granular and holistic views of risk data across legal vehicle, geographic, and business dimensions for wholesale and retail portfolios, and has the ability to report credit and market exposures from a variety of perspectives, including business unit, legal entity, counterparty, country and industry, mark-to-market, product, and issuer risk. The platform also has the capability to identify off-balance sheet exposures and report gross payables and receivables by counterparty.

Monitoring of Capital and Liquidity

Citi's strategic regulatory reporting platform consolidates finance, risk and regulatory data, including balance sheet and forecasts. The platform has driven standardization in the firm's regulatory reporting framework. In a Resolution scenario, this platform would be used to monitor daily liquidity requirements for material legal entities and estimate liquidity positioning requirements, along with the constituent balances for drill-down and analysis. Resolution capital requirements are also monitored on this platform.

Citi's intraday liquidity risk management tools provide multiple views into Citi's daily funding flows to monitor intraday liquidity risk for its legal entities. The tools allow Citi to effectively manage its funding flows and associated risks during a Resolution scenario. Citi leverages these capabilities to (i) view intraday flows/positions at the FMI, counterparty, and customer level at any point throughout the settlement day, and (ii) benchmark near real-time positions against historical observations, providing early warning indicators of notable changes in counterparty or customer behavior and/or disruptions at FMIs which may impact intraday liquidity requirements.

Forward-Looking Statements

N. Forward-Looking Statements

Certain statements in this public section are “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are not based on historical facts, but instead on management's current expectations, including with respect to a hypothetical Resolution scenario of Citigroup Parent and certain assumptions required of Citi pursuant to such hypothetical Resolution. These statements are subject to risks, uncertainties, and changes in circumstances and are not binding on any bankruptcy court or other Resolution authority. These statements are not guarantees of future results or occurrences. Actual results and capital and other financial conditions may differ materially from those included in these statements due to a variety of factors. These factors include, among others, the precautionary statements included in this public section as well as the following factors: regulatory review of Citi’s 2023 Resolution Plan; Citi’s ability to successfully implement the SPOE Strategy; market conditions; and market, creditor and counterparty reactions to any potential Resolution event. These factors also consist of those contained in Citigroup Parent’s filings with the U.S. Securities and Exchange Commission, including without limitation the “Risk Factors” section of Citigroup Parent's 2022 Annual Report on Form 10-K. Any forward-looking statements made by or on behalf of Citigroup Parent speak only as to the date they are made, and Citigroup Parent does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made.

Glossary

O. Glossary

2022 Form 10-K	Citigroup Parent's Annual Report on Form 10-K for the year ended December 31, 2022
1Q 2023 Form 10-Q	Citigroup Parent's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023
2019 Resolution Plan Guidance	Regulatory guidance issued by the FRB and FDIC on December 20, 2018 for the 2019 §165(d) Resolution Plan submissions of the eight largest and most complex domestic banking organizations pursuant to Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act
Citibanamex	Banco Nacional de Mexico, S.A.
BCMA	Banking, Capital Markets & Advisory
CBL	Core Business Line
CBNA	Citibank, N.A.
CBNA Germany	Citibank, N.A. Germany
CBNA Hong Kong	Citibank, N.A. Hong Kong
CBNA Ireland	Citibank, N.A. Ireland
CBNA Japan	Citibank, N.A. Japan
CBNA ROHQ	Citibank, N.A. ROHQ
CBNA Singapore	Citibank, N.A. Singapore
CBNA UK	Citibank, N.A. United Kingdom
CBPS	Citigroup Business Process Solutions Pte. Ltd.
CBS Costa Rica	Citi Business Services Costa Rica
CCSI USA	Citicorp Credit Services, Inc. (USA)
CCTS	Citi Canada Technology Services ULC
CEP	Citibank Europe plc
CFTC	Commodity Futures Trading Commission
CGMHI	Citigroup Global Markets Holding Inc.
CGMI	Citigroup Global Markets Inc.
CGMJ	Citigroup Global Markets Japan Inc.
CGML	Citigroup Global Markets Ltd.
CHKL	Citibank (Hong Kong) Ltd.
Citicorp	Citicorp LLC
Citigroup Parent	Citigroup Inc.
Citishare	Citishare Corp.
CMI	CitiMortgage, Inc.
CO	Critical Operation
CSIPL	Citicorp Services India Private Ltd.
CSJ	Citigroup Services Japan G.K.
CSL	Citibank Singapore Ltd.
CSTC	Citigroup Services Technology (China) Limited
CTI	Citigroup Technology Inc.
CTI (HK) Ltd	Citigroup Technology Infrastructure (Hong Kong) Ltd.
CTSM	Citigroup Transaction Services (M) Sdn. Bhd.
EC	Emerging Corporates
EMEA	Europe, Middle East, and Africa
FDIC	Federal Deposit Insurance Corporation

Federal Reserve	Board of Governors of the Federal Reserve System
FHLB	Federal Home Loan Bank
FMI	Financial Market Infrastructure
FRB	Board of Governors of the Federal Reserve System
HQLA	High-Quality Liquid Asset
IHC	Intermediate Holding Company
IPO	Initial Public Offering
ISDA	International Swaps and Derivatives Association
LCR	Liquidity Coverage Ratio
M&A	Mergers and Acquisitions
MC	Mid Corporates
MIS	Management Information System
MLE	Material Legal Entity
OCC	Office of the Comptroller of the Currency
OTC	Over-the-Counter
RBBIL	R. B. Bishopsgate Investments Limited
RCAP	Resolution Capital Adequacy and Positioning
RCB	Regional Consumer Banking
RCEN	Resolution Capital Execution Need
RLAP	Resolution Liquidity Adequacy and Positioning
RLEN	Resolution Liquidity Execution Need
SEC	Securities and Exchange Commission
SPOE Strategy	Single Point of Entry Resolution Strategy
TLAC	Total Loss-Absorbing Capacity