

CITIGROUP INC.
PERSONNEL AND COMPENSATION COMMITTEE CHARTER
As of January 18, 2012

Mission

The Personnel and Compensation Committee (the "Committee") of Citigroup Inc. (the "Company") is responsible for determining the compensation for the Chief Executive Officer ("CEO") and approving the compensation structure for executive officers, other members of senior management and certain highly compensated employees, in accordance with guidelines established by the Committee from time to time. The Committee shall perform any and all duties required of it under applicable laws, rules, regulations, regulatory guidance, or other legal authority. The Committee will produce an annual report for inclusion in the Company's proxy statement and make such other reports, certifications, and disclosures as may be required. Further, the Committee approves broad-based and special compensation plans across the Company.

Additionally, the Committee will regularly review the Company's management resources, succession planning and development activities, as well as the performance of senior management. The Committee is charged with monitoring the Company's performance toward meeting its goals on employee diversity.

Membership

The Committee shall consist of at least three members of the Board of Directors, each of whom shall (a) meet the independence requirements of the New York Stock Exchange corporate governance rules and all other applicable laws, rules, regulations and guidance governing director independence, as determined by the Board; (b) qualify as "non-employee directors" as defined under Section 16 of the Securities Exchange Act; and (c) qualify as "outside directors" under Section 162(m) of the Internal Revenue Code. Members of the Committee and the Committee Chair shall be appointed by and may be removed by the Board on the recommendation of the Nomination, Governance and Public Affairs Committee.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives, and provide a report thereon to the Board.
- Annually review and determine, reflecting the advice of an independent compensation consultant, base salary, incentive compensation and long-term compensation for the CEO, and report the Committee's determination to the Board. In determining long-term incentive compensation of the CEO, the

Committee may consider, among other factors, the Company's performance, the individual's performance, the value of similar incentive awards to individuals at the CEO position at comparable companies, and the quality of the Company's risk management policies and practices.

- If the Chairman of the Board of Directors is also a Company employee, the Committee shall determine such Chairman's compensation in the same manner as CEO compensation.
- Annually review and approve, reflecting as needed the advice of an independent compensation consultant and other advisors, base salary, incentive compensation and long-term incentive compensation for members of the Operating Committee.
- Annually review and discuss the Compensation Discussion and Analysis with management, and, if appropriate, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's filings with the Securities and Exchange Commission.
- Prepare an annual report for inclusion in the Company's proxy statement.
- Review executive officer compensation for compliance with Section 16 of the Securities Exchange Act and Section 162(m) of the Internal Revenue Code, if applicable, and, if appropriate, any other applicable laws, rules and regulations.
- Meet periodically with the Company's senior risk officers to discuss the risk attributes of the Company's incentive compensation programs so that such programs do not encourage excessive risk taking.
- Fulfill the Committee's duties and responsibilities related to the compensation of executives and other employees under applicable legal authority or regulatory guidance, including such action to limit risks relating to incentive-based compensation as the Committee deems necessary under the Dodd-Frank Wall Street Reform and Consumer Protection Act and any regulations or guidance promulgated thereunder.
- In consultation with the CEO, review the talent development process within the Company to ensure it is effectively managed. Senior management will provide a report to the Committee regarding its talent and performance review process for Operating Committee members and other high potential individuals. The purpose of the performance and talent review is to ensure that there is a sufficient pool of qualified internal candidates to fill senior and leadership positions and to identify opportunities, performance gaps and next steps as part of the Company's executive succession planning and development process, all of which shall be reviewed with the Committee.

- Annually review employee compensation strategies, benefits and equity programs.
- Review and approve employment agreements, severance arrangements, and change in control agreements and provisions as well as any special supplemental benefits when, and if, appropriate.
- Annually review the Company's progress in meeting diversity goals with respect to the employee population.
- Review and, if appropriate, recommend to the Board that it approve compensation-related proposals to be voted upon by stockholders.
- Conduct an annual review of the Committee's performance and report the results to the Board, and periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- Regularly report to the Board on the Committee's activities.
- Obtain advice and assistance, as needed, from internal or external legal counsel, accounting firms, search firms, compensation specialists or other advisors. In each such case, the Committee will have the sole authority to retain, terminate and negotiate the terms and conditions of the assignment, and the Company shall be responsible for any fees, costs or expenses incurred thereby. Relationships with compensation consultants shall be disclosed in accordance with applicable legal authority or regulatory guidance.
- Delegate responsibility to subcommittees of the Committee as necessary or appropriate.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.