

CITIGROUP INC.
RISK MANAGEMENT AND FINANCE COMMITTEE CHARTER
As of January 18, 2012

Mission

The Risk Management and Finance Committee (the “Committee”) of Citigroup Inc. (“Citigroup”) is a standing committee of the Board of Directors (“Board”). The purpose of the Committee is to assist the Board in fulfilling its responsibility with respect to (1) oversight of Citigroup’s risk management framework, including the significant policies and practices used in managing credit, market, operational and certain other risks and (2) oversight of Citigroup’s policies and practices relating to Treasury matters, including capital, liquidity and financing, as well as to merger, acquisition, and divestiture activity (“M&A”). The Committee reports to the Board of Directors regarding Citigroup’s risk profile, as well as its risk management framework, including the significant policies and practices employed to manage risks in Citigroup’s businesses, as well as the overall adequacy of the Risk Management function.

The Committee’s role is one of oversight, recognizing that management is responsible for executing Citigroup’s risk management, Treasury and M&A policies. While the Committee has the responsibilities and powers set forth in this Charter, Management is responsible for designing, implementing and maintaining an effective risk program. Line business managers are responsible for managing risks in the areas for which they are responsible. In addition, Citigroup’s Chief Risk Officer (“CRO”) manages Citigroup’s credit, market and operational risks on a consolidated basis under Citigroup’s risk management framework, provides overall leadership for Citigroup’s risk management framework, independent Risk Management function and risk governance processes, including risk measurement, risk monitoring, risk control or mitigation, and risk reporting.

Membership

The Committee will consist of at least three members of the Board of Directors. All members will be non-management directors. The members of the Committee and the Committee Chair shall be appointed by, and may be removed by, the Board. Committee membership shall be rotated periodically. The Committee Chair shall be rotated periodically.

Authority

In furtherance of its duties, the Committee shall have direct access to, and receive regular reports from, management, including the CRO, and shall be provided by Citigroup with any information it requests relating to its responsibilities. The Committee shall have the power to conduct or authorize investigations into any matter within its scope of responsibilities, and to engage independent professional advisors as it considers appropriate. The Committee may form and delegate authority to subcommittees, comprised of one or more members of the Committee, as necessary or

appropriate. Each subcommittee shall have the full power and authority of the Committee. The Committee is empowered to approve and amend policies and programs falling under its purview.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Meetings and Access

- Meet as often as it determines, but not less frequently than quarterly.
- Periodically meet separately with Management and the CRO.
- Regularly report to the Board on the Committee's activities.
- Annually review and report to the Board on its own performance.
- Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Oversight of Risk Management

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

- Review Citigroup's risk appetite.
- Review and approve Citigroup's key risk policies on the establishment of risk limits and receive reports on Citigroup's adherence to significant limits.
- Receive reports from, review with, and provide feedback to, Management on the categories of risk Citigroup faces, including credit, market, liquidity and operational risk, the exposures in each category, significant concentrations within those risk categories, the metrics used to monitor the exposures and Management's views on the acceptable and appropriate levels of those risk exposures.
- Review Citigroup's credit, market, liquidity and operational risk management frameworks, including significant policies, processes and systems that Management uses to manage risk exposures, as well as risk measurement methodologies and approaches to stress testing.

- Evaluate the adequacy of the Risk Management function, and the qualifications and background of selected senior risk officers.
- Review the qualifications of the senior-level staff of the Risk Management function, and review the adequacy of the staffing of the function to perform its role in appropriate depth and frequency.
- Review the independence and authority of the Risk Management function.
- Review Citigroup's Risk Capital Framework (credit, market, liquidity and operational risks), including significant inputs and assumptions.
- Receive information from the CRO, the Chief Compliance Officer, the Chief Auditor, the Chief Financial Officer, the Treasurer, the General Counsel, others in Management, independent auditors, regulators and outside experts as appropriate regarding matters related to risk management and the Risk Management function.
- Review and approve Citi's Recovery Plan annually.
- Review and approve Citigroup's Internal Capital Adequacy Assessment Process.
- In the event of a significant stress event, receive reports from Citi's Recovery Planning Committee concerning the potential impact of a crisis on Citi's businesses and review the recovery options to be pursued by Management.
- Review and approve the Fundamental Credit annual plan of Credit Reviews; receive quarterly reports from the Fundamental Credit Chief Risk Officer; meet at least annually with the Fundamental Credit Chief Risk Officer in executive session.
- In consultation with the Audit Committee, review and discuss with Management, at least annually:
 - the key guidelines and policies governing Citigroup's significant processes for risk assessment and risk management; and
 - Citigroup's major financial risk exposures and the steps Management has taken to monitor and control such exposures.
- Review the adequacy and frequency of risk reporting to the Board.
- Perform other activities related to this charter as requested by the Board.

Oversight of Treasury and M&A Matters

- Review Citigroup's balance sheet, capital, funding, interest rate and liquidity management framework, including significant policies, processes, and systems that Management uses to manage exposures.
- Review reports from Management concerning Citigroup's balance sheet structure.
- Review reports from Management concerning Citigroup's liquidity, deposit raising, and funding activities.
- Review reports from Management concerning Citigroup's regulatory capital levels and capital structure.
- Review and make recommendations to the Board with respect to the Board's annual approval of the Omnibus Funding Resolutions.
- Review Citigroup's capital assessment framework, including its capital goals.
- Review capital contributions that require notification to the Board pursuant to Citigroup's Major Expenditure Program – Limits of Authority.
- Review and make recommendations to the Board with respect to issuances of Citigroup's common stock, preferred stock and securities convertible into or exchangeable for Citigroup's common stock and preferred stock.
- Review and make recommendations to the Board with respect to dividends on Citigroup's common stock and preferred stock.
- Review and make recommendations to the Board with respect to open market repurchases of Citigroup's common stock.
- Receive reports on Citigroup's strategy with respect to merger, acquisition and divestiture activity and, unless a transaction is under review at another committee of the Board or the Board itself, review and make recommendations to the Board with respect to mergers, acquisitions and divestitures that require Board approval under the Major Expenditure Program – Limits of Authority.

Other Responsibilities

- The Committee will share information with the Audit Committee of the Board of Directors as necessary and appropriate to permit the Audit Committee to carry out its statutory, regulatory and other responsibilities.
- The Committee will receive copies of regulatory examination reports pertaining to matters that are within the purview of the Committee and Management's responses thereto.