Citigroup Inc.

2021 Resolution Plan

Public Section

July 1, 2021

Introduction

Table of Contents

Introduction

A. Introduction

Citi is committed to ensuring that it can be resolved in a safe, efficient and orderly manner that avoids the use of taxpayer funds and minimizes the impact to depositors, customers, counterparties, and the U.S. and global financial systems. As part of this commitment, Citi evaluates, on an ongoing basis, its governance, processes, and infrastructure to support the execution of its Resolution strategy. The 2021 Resolution Plan[1] marks the latest step in a multi-year effort Citi has undertaken to further embed Resolution Planning into business-as-usual (BAU) processes, infrastructure, and governance in order to ensure the sustainability and operational readiness of Resolution planning across the organization.

Citi's financial resources provide it with the capital and liquidity to withstand significant financial stress .As of December 31, 2020, Citi had a Common Equity Tier 1 Capital ratio of 11.7% based on the Basel III Standardized Approaches for determining risk-weighted assets, well in excess of the regulatory threshold of well-capitalized, and approximately $544.8 billion in high-quality liquid assets (HQLA). Citi had an average liquidity coverage ratio (LCR) of 118% for the fourth quarter of 2020 under the U.S. LCR rules, also well above the minimum requirement.

In addition to strengthening its financial resiliency, Citi continues to make Recovery and 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. As a result, Citi continues to invest considerable resources in simplifying its business model and legal entity structure and strengthening its Resolution planning and execution capabilities.

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 material legal entities (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), Banco Nacional de Mexico, S.A. (Citibanamex), 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 MLEs that house shared service functions — are prefunded with at least six months of working capital, enabling their continuity during Resolution.

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 core business lines (CBLs), critical operations (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 Federal Deposit Insurance Corporation (FDIC) deposit insurance fund would incur losses under the SPOE Strategy. Rather, shareholders and unsecured creditors of Citigroup Parent would absorb any losses.

[1] Under the Resolution Plan Rule, Citi is required to submit a targeted resolution plan on or before July 1, 2021

In addition to the widespread public health implications, the COVID-19 pandemic has had an extraordinary impact on macroeconomic conditions in the U.S. and around the world. Citi's businesses, results of operations and financial condition have been impacted by economic dislocations and trends caused by the pandemic. Governments and central banks globally have taken a series of aggressive actions to support their economies and mitigate the systemic impacts of the pandemic, and Citi continues to proactively assess and utilize these measures where appropriate. For more information on Citi's response to the COVID-19 pandemic, see "COVID-19 Pandemic Overview" in Citi's 2020 Form 10-K.

- Citi has responded on multiple fronts to the challenges of the pandemic to support the ongoing needs of its customers and clients, while concurrently maintaining safety and soundness standards. Citi's dedicated continuity of business and crisis management groups are managing Citi's protocols in response to the pandemic. These protocols provide for the safety and well-being of Citi's staff, while continuing to maintain high levels of client servicing across all of the markets in which Citi operates. These protocols address the prioritization of critical processing; ability of staff and third parties to support these processes from remote work locations; deployment of new hardware to support technology needs; and ongoing monitoring to assess controls and service levels. Planning for Citi's return-to-office strategy is ongoing.
- Citi's organizational response to the pandemic has been governed by Citi's Executive Management Team, consisting of the Citigroup Parent CEO and certain direct reports of the CEO, and driven through regional task forces that were deployed in Asia, EMEA, North America and Latin America. Led by regional CEOs and their management teams, these groups focused on, and continue to manage, the pandemic responses, implementation of continuity of business plans, locational and staffing strategies and responses to customer and client needs.
- Throughout the crisis, Citi has also worked closely with U.S. authorities and host governments on implementing immediate policy responses and financial assistance structures to mitigate the systemic impacts of the pandemic. Citi also continues to engage closely with customers and clients, regulators and other relevant stakeholders to assure alignment on all pandemic-related matters.

Many of the same people, processes and systems leveraged during the COVID-19 pandemic response would be leveraged in a potential resolution scenario. Citi utilized contingency planning frameworks to manage the effects of the COVID-19 pandemic in BAU and incorporated lessons learned from the pandemic, where relevant, to enhance resolution capabilities.

The 2021 Resolution Plan describes Citi's response to the COVID-19 pandemic, including how Citi leveraged its financial and operational contingency related capabilities, and the relevance of the lessons learned with respect to resolution capabilities.

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 understand when to take appropriate actions to execute the SPOE Strategy;
- Sufficient financial resources that are appropriately positioned at Citi's legal entities to execute the SPOE Strategy;

- The ability to deliver financial resources required by Operating MLEs for the execution of the SPOE Strategy and 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; and
- Enhanced its 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 2021 Resolution Plan discusses the following:

- Section B provides an overview of the SPOE Strategy;
- Section C summarizes Citi's Resolution capabilities, including key enhancements Citi has made;
- Section D outlines the actions taken in response to the regulatory feedback issued by the Board of Governors of the Federal Reserve System (FRB**)** and the FDIC on December 16, 2019 on Citi's 2019 Resolution Plan submission; and
- Sections E through P further describe the 2021 Resolution Plan, including information on Citi's CBLs and MLEs, operational continuity, and governance, as well as provide information required by relevant rules and guidance.

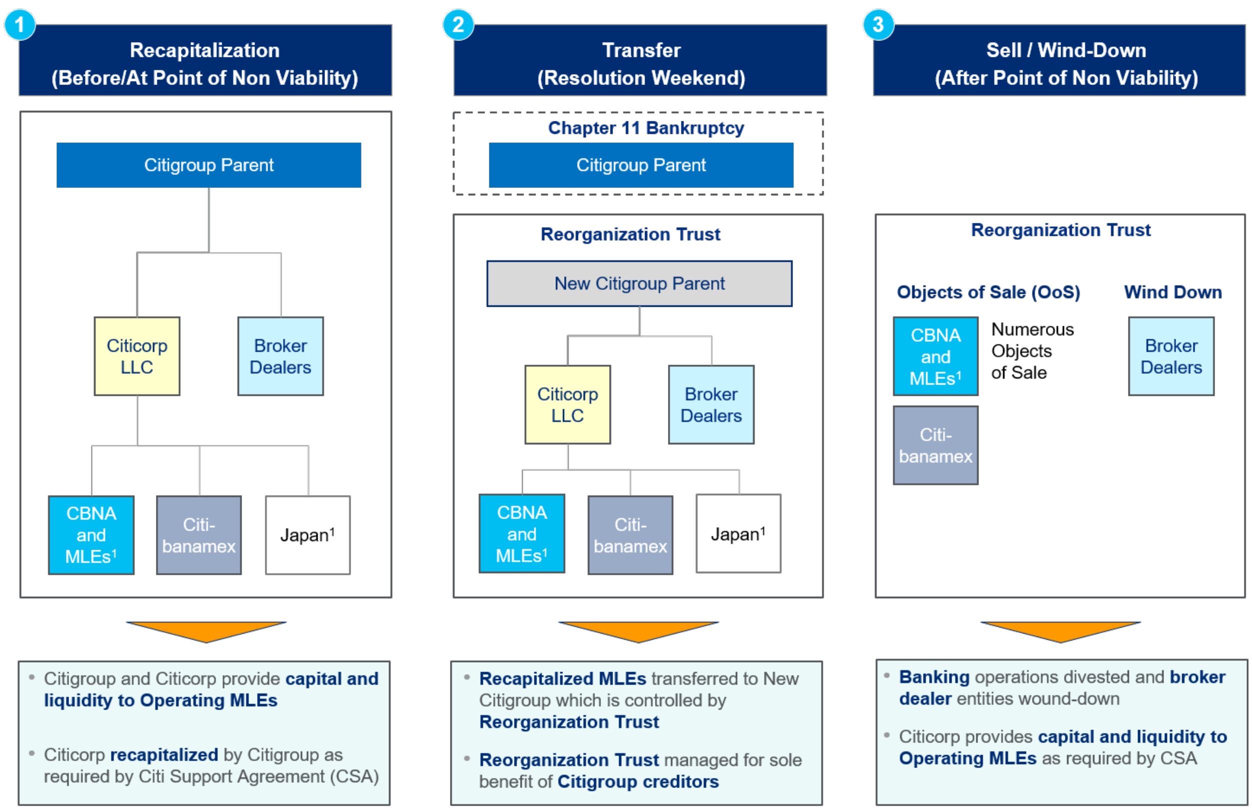
The SPOE Strategy

B. The SPOE Strategy

Citi's 2021 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. It 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:



1. Service Material Legal Entities (MLEs) are part of the organizational structure and are entirely within CBNA and Japan

- **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 bankruptcy, 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.
- **Divestiture/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. 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 Wind Down, Objects of Sale Divestiture Strategy, and Resulting Organization* below.

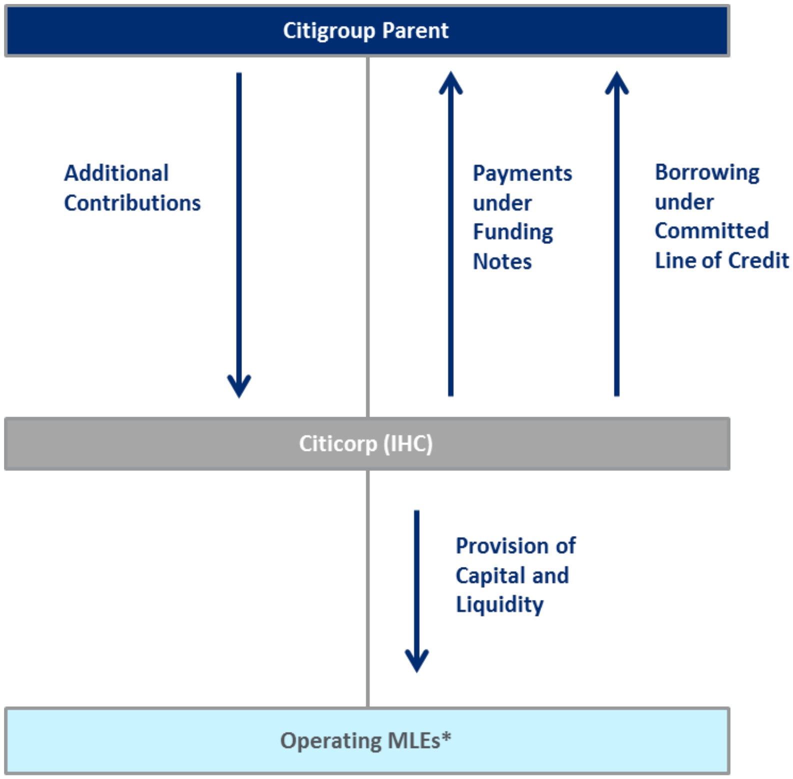
For a discussion of financial and operational interconnections for each MLE and how they are maintained under the SPOE Strategy, please refer to *Section F. Background Information on Material Legal Entities.*

B.2. Citi Support Agreement

The CSA, which Citi entered into on July 1, 2017, is an interaffiliate agreement that contractually binds Citigroup Parent and Citicorp to provide capital and liquidity support to all of the Operating MLEs 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 IHC to facilitate the operation of the CSA. Citicorp is wholly owned by Citigroup Parent and holds the Operating MLEs other than two broker dealer MLEs.

Pursuant to the CSA, Citigroup Parent prefunded Citicorp by making an initial contribution of assets, including liquid assets and interaffiliate 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.

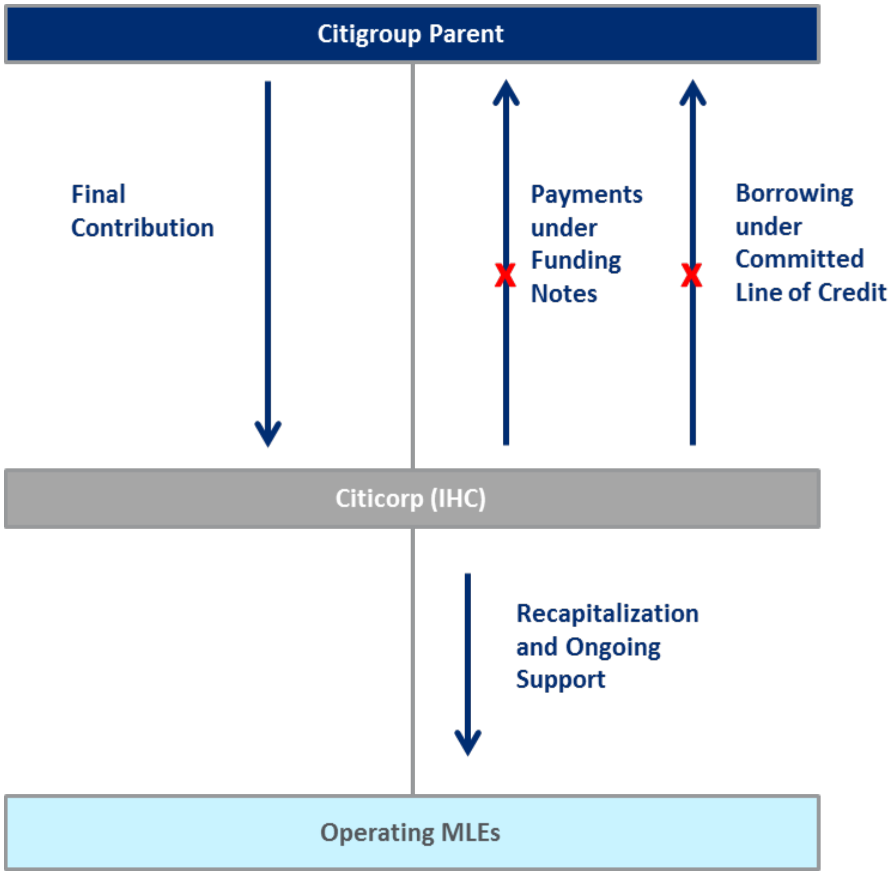
The graphic below illustrates the flow of funds under the CSA in BAU conditions:



*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 interaffiliate 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 continues to leverage 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 2021 Resolution Plan.

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

The 2021 Resolution Plan contemplates that the entity that exits from Resolution would be significantly smaller and less systemically important than Citi. The Objects of Sale Divestiture Strategy, first articulated in Citi's 2015 Resolution Plan, continues to be updated and enhanced. Citi developed the Objects of Sale Divestiture Strategy 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.

It is contemplated that under the 2021 Resolution Plan, Citi's banking entities and branches, broker dealer entities, and Service MLEs would be divested or wound-down as follows:

- **Banking Entities and Branches.** Under the Objects of Sale Divestiture Strategy, Citi's banking operations (CBNA and Citibanamex) 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 initial public offerings (IPOs). 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 Global Consumer Banking businesses would be primarily divested according to geographic boundaries. The U.S. consumer operations would be segmented into a retail bank and a credit card bank and be sold to the public in IPOs. The international consumer operations would be sold in private transactions. In a limited number of countries where the consumer and institutional businesses are highly integrated, they would be offered as a single unit, in either a private sale or an IPO.

  The Institutional Clients Group global corporate banking operations 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 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.

The proceeds from the divestiture or wind-down of these businesses would ultimately be remitted to the Reorganization Trust.

Each business divested under the Objects of Sale Divestiture Strategy would be significantly smaller and less systemically important than Citi. 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, 2020, this business had approximately $480 billion in assets, or represents approximately 21% 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, 2020, this business had approximately $138 billion in assets, or approximately 6% of Citi's total assets.

The asset levels above are based upon the estimated segmentations of the businesses as well as the impact of both estimated losses and runoff of liquidity in the Resolution scenario.

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 regardless of the Resolution scenario, 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; and (vii) integration of Resolution preparedness into its ongoing daily operations. Citi has assessed the 2021 Resolution Plan and Resolution capabilities against the 2019 Amended Rule[2], 2019 Resolution Plan Guidance and 2021 Plan targeted information request.

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 define 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 so that Citi's Board of Directors and management 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 identifies seven phases of the Resolution time horizon using triggers specifically designed to address the unique characteristics of each phase:

- **Stress Period:** The first phase of the Resolution time horizon is the Stress Period. The Stress Period would begin with the breach of certain triggers in Citi's Contingency Funding Plan and Capital Contingency Framework. 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 would begin with the breach of certain triggers set forth in Citi's Recovery Plan. 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.

[2] 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 would begin 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. The point of non-viability would occur 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. The Initial Stabilization Period would begin one day after the point of non-viability.
- **Continued Stabilization Period:** The sixth phase of the Resolution time horizon is the Continued Stabilization Period. The Continued Stabilization Period would begin 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 would begin 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 each of the Runway Period Trigger and Recapitalization Trigger 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 have the ability to 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 neither too early nor too late to enable a more effective execution of the 2021 Resolution Plan 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 required for the effective execution of the 2021 Resolution Plan 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 specifics of the Resolution scenario. 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 Contingency Funding Plan (CFP), Capital Contingency Framework (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 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 All Key Actions

Citi's triggers are linked to certain actions through the CSA, Resolution playbooks, and internal policies. In particular, Citi has developed and updated numerous Resolution playbooks to guide the timely and coordinated execution of its Resolution actions. 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 Playbook,
- FMI Playbooks,
- Governance Playbooks,
- Object of Sale Playbooks,
- Communications Plan and Communications Playbooks,
- Staff Substitutability Playbooks,
- Derivatives Wind-Down and Novation Playbooks,
- Rating Agency Playbook and
- Single Contingency Action Playbooks.

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 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 conservative 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.

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

Citi believes it 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 believes it 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 July 1, 2021.

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 buffers to account for additional uncertainty in projections.

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 non-branch Operating MLE through a combination of regulatory capital, Internal TLAC, and contributable resources held at Citigroup Parent and Citicorp. As of July 1, 2021, Citi believes it 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 2021 Resolution Plan contemplates that Citi will maintain an amount of Internal TLAC at each of its non-branch Operating MLEs sufficient to meet its RCEN requirements. As of July 1, 2021, Citi believes it meets 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 July 1, 2021, Citi believes it 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 operating expenses and working capital. The 2021 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 July 1, 2021, Citi believes it meets 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 identified all 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 identified and 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:** In connection with the filing of its 2017 Resolution Plan, Citi 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. Specifically, 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 ability 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 designed so that each Operating MLE could 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 Citicorp:** Citi also retains contributable resources at Citigroup Parent and Citicorp to assist Operating MLEs in meeting any needs that cannot be addressed through resources pre-positioned at Operating MLEs. The central pool of non-pre-positioned 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 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 would not be warranted or necessary to further the interests of any foreign jurisdiction.
- **Continuity of Operations:** As discussed in *Section C.4. Operational Resilience and Continuity* below, Citi develops capabilities so that it maintains 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 has developed capabilities so that it maintains 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 established mechanisms in order 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 all 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 service. 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 allows Citi's COs, CBLs, MLEs, and Objects of Sale to receive the shared services they require throughout the Resolution time horizon.
- **Robust Interaffiliate Service Agreements:** The general terms and conditions of Citi's interaffiliate service agreements contain clauses providing that (i) an interaffiliate service agreement cannot be terminated due to Citigroup Parent's bankruptcy, (ii) services provided under an interaffiliate service agreement must continue to be provided as long as payment is received, and (iii) an interaffiliate service agreement may be assigned to a different Citi entity. These Resolution-favorable terms are incorporated into all of Citi's existing interaffiliate service agreements and are required to be incorporated into all new interaffiliate 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 so that they 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 July 1, 2021, 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 BAU for its real estate to maintain continued access 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 and CBNA, 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 has 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 established capabilities that are designed to allow it to maintain continued access to critical FMIs throughout the Resolution time horizon. Specifically:

- **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, 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. Robust 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 utilized the capabilities it has developed 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, if necessary, of its Resolution Plan, in a manner that can be adapted 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 established 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 established 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 and has established triggers to update these profiles once Citi has entered the Recovery Period.

- **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 established 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 developed and implemented a set of capabilities so that each Object of Sale would continue to receive all 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 has established 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 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 believes that it has identified mitigants to all issues identified through this analysis, and that, as a result, the Objects of Sale could be divested in an orderly manner.

C.5.e. Ability to Solvently Wind-Down 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 include broker dealer entities as well as certain derivatives and trading activities within CBNA. Citi's capabilities to conduct a wind-down in an orderly manner include the following:

- **Preferred Wind-Down Strategy:** Citi has developed derivatives wind-down strategies, including a preferred 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 preferred 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. Significant Flexibility and Optionality

Citi has identified the key sources of uncertainty related to the 2021 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 2021 Resolution Plan and has designed its Resolution capabilities to explicitly account for such scenario risk through the following mechanisms:

- **Capital and Liquidity Buffers:** Citi has incorporated additional 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 uses a balancing framework that pre-positions resources within the Operating MLEs while simultaneously retaining contributable resources 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.

- **Robust Derivative Wind-Down Pathway:** Citi has developed a robust derivatives wind-down pathway and estimates it has sufficient financial resources and the operational capabilities to execute it.

C.6.b. Mitigants for Timing Risk

The 2021 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 2021 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 2021 Resolution Plan does not rely on any resource transfers between Operating MLEs.
- **Contributable Resources at Citigroup Parent and Citicorp:** Citi believes it also 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:

- **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 I**nteraffiliate **Service Agreements and Vendor Contracts:** Citi has revised all of its interaffiliate 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 has six months of payments for these relationships and would prepay those amounts at the beginning of the Runway Period.
- **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.

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

Citi has enhanced its business-as-usual governance, practices, infrastructure, policies, and procedures to further 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 ensured sustainable business-as-usual governance capabilities promote its resolvability. These governance capabilities include:

- **Legal Entity Oversight:** Citi maintains its simplified and streamlined business-as-usual legal entity structure by requiring that any changes are shaped by Resolution considerations. Citi's legal entity rationalization principles are designed to promote its resolvability under the SPOE Strategy under different market conditions. In particular, the goals of Citi's legal entity rationalization principles are to facilitate recapitalization and liquidity support, enable separability, support operational continuity, protect customers' deposits, and demonstrate simplicity and efficiency.
- **Business-As-Usual Interaffiliate Risk Governance:** Citi maintains business-as-usual interaffiliate 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's business-as-usual collateral management policy is designed so that interaffiliate collateral is managed on an arm's-length basis and prohibits cross-entity and cross-contract netting that impedes resolvability.

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, RCEN, and RLAP on a daily basis and RLEN on at least a quarterly basis in business-as-usual conditions. (Citi has the ability to calculate RLEN daily in BAU if necessary). Citi calculates Operating MLE-level RLEN on a daily basis in Stress.
- **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 needs.
- **Business-As-Usual Capital and Liquidity Policies:** Citi maintains key Resolution capital and liquidity requirements within its business-as-usual policies and processes, including Operating MLE-specific policies. These requirements include the measurement of key metrics, as well as 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) robust business-as-usual collateral tracking and reporting capabilities which provide transparency by 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 and reliability. Citi believes it 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, reliable data, and continued access to its MIS capabilities during Resolution. For more information on Citi's MIS, please refer to Section N. 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.

Actions Taken to Address Shortcomings

D. Actions Taken to Address Shortcomings

In December 2019, Citi received feedback from the FRB and FDIC on its 2019 Citigroup 165(d) Resolution Plan submission. The feedback identified one shortcoming related to governance mechanisms. More specifically, the shortcoming required Citi to:

1. Demonstrate a reliable and timely process that provides an appropriate level of confidence to Citi's decision-makers to act pursuant to the CSA, including ensuring the correct balance between timeliness and accuracy necessary to execute key actions contemplated by the CSA.
2. Develop processes and capabilities for producing and presenting the information necessary for implementation of the SPOE strategy, including testing and validating this information with key decision-makers.

In April 2020, Citi provided a response letter to the FRB and the FDIC, which outlined Citi's approach to address the shortcoming, as well as other commitments to continue to drive improvements in Citi's resolution capabilities. Citi has completed these planned actions, which Citi believes has strengthened the effectiveness and preparedness of its resolution capabilities.

In particular, the 2021 Resolution Plan describes the actions Citi has implemented to address the shortcoming feedback. Through execution of these actions, Citi believes it has a reliable and timely process to execute key actions contemplated by the CSA, and has tested and validated the information with key decision-makers.

- **Balancing timelines and accuracy:** Citi developed design principles for assessing data timeliness and accuracy trade-offs to ensure the appropriate balance between the timeliness and accuracy of such data to ensure that decision-makers have the appropriate level of confidence in the information to execute key actions contemplated by the CSA.
- **Reporting improvements:** Citi made procedural enhancements to ensure the sustainable production of the reporting contemplated by the CSA in BAU and during a stress period for an extended period of time.
- **Testing and validating information with key-decision makers:** Citi conducted multiple tests and simulations with management and the Board to review their roles and responsibilities in each phase of the stress continuum, including the decisions they would be expected to take, as well as illustrating the information that would be available to them to enable decision-making and successful execution of the SPOE strategy.

In addition to the enhancements described above that serve to strengthen the effectiveness and preparedness of Citi's resolution capabilities, Citi continuously seeks opportunities for ongoing improvement. The 2021 Resolution Plan describes the series of enhancements Citi has executed since its prior resolution plan and identifies areas for future improvement.

Description of Core Business Lines

E. Description of Core Business Lines

Citi's activities are conducted through the Global Consumer Banking and Institutional Clients Group business segments. Citi's remaining operations are included in Corporate / Other, which 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. As noted below, Citi's three main business lines consist of Banking (part of the Institutional Clients Group), Markets & Securities Services (part of the Institutional Clients Group), and Global Consumer Banking.

For the purposes of the 2021 Resolution Plan, Citi identified 17 business lines (see below) under the three main business lines as CBLs as of December 31, 2020. 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 and qualitative criteria such as third-party assets, revenues, net income, and employees.

E.1. Banking CBLs

Name	Brief description
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	Liquidity Management Services provides liquidity management services and short-term investment products to clients of Citi's Institutional Clients Group.
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.
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.
U.S. Commercial Bank	U.S. Commercial Bank provides global banking capabilities and services to midsized, trade-oriented companies throughout the United States.

E.2. Markets & Securities Services CBLs

Name	Brief description
Global Spread Products – Municipals	The Municipals business within Global Spread Products provides its client-base with an array of services ranging from debt underwriting, M&A and advisory services to municipal issuers, to financing to affordable housing developers to liquidity in secondary trading of municipal securities and derivatives to it institutional clients.
Rates and Currencies	Rates and Currencies is 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.
Custody	Custody provides for the safekeeping, settlement, and clearing of securities on behalf of institutional clients.

As a result of the reorganization of the Markets franchise, the Global Foreign Exchange/ Local Markets and G10 Rates CBLs were consolidated and replaced with a new Rates and Currencies CBL.

E.3. Global Consumer Banking CBLs

Name	Brief description
U.S. Branded Cards	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. 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.
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 Holdings portfolios.
Mexico GCB	The international Global Consumer Banking (GCB) 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 GCB	The international GCB 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 GCB	The international GCB business in Singapore provides traditional banking services to retail customers and small to mid-size businesses, along with credit card and mortgage products.

Background Information on Material Legal Entities

F. Background Information on Material Legal Entities

Citi's legal entity structure consists of:

- Parent company and 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 2021 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 is continually reviewing its MLE structure and performs an annual MLE designation analysis to identify, review and approve its MLEs.

Citi conservatively 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, understands the implications of those steps, and developed a plan for how Citi's businesses could be sold or wound down in Resolution.

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 interaffiliate services they provide, rather than any banking operations conducted. CBNA Ireland and CBNA ROHQ conduct no banking activities.

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
Branches of CBNA	
Citibank, N.A. Ireland (CBNA Ireland)	Ireland
Citibank, N.A. ROHQ (CBNA ROHQ)	Philippines
Citibank, N.A. Germany (CBNA Germany)	Germany

Citi's MLEs (discussed below) are organized by category: Parent and IHC, banking entities and branches, broker dealer entities, and Service MLEs. For each MLE, background information is provided regarding financials, operations, capital and funding resources, jurisdictional location and interaffiliate interconnections, as well as how the MLE would be resolved under the SPOE Strategy.

Assets and liabilities reported for each MLE below are primarily displayed in rounded billions of dollars and include interaffiliate assets and liabilities.

F.1. Parent and IHC

F.1.a. Citigroup Parent

Introduction

Citigroup Parent is a registered bank holding company and a financial holding company incorporated in Delaware. Its principal business activity is raising funds through the public issuance of securities, including debt and preferred stock, and the management of its outstanding securities, including periodic repurchases. Citigroup Parent uses the funding provided by its securities issuances to make investments in its subsidiaries, lend to its subsidiaries, and maintain a portfolio of investment securities for liquidity purposes.

Citigroup Parent's most significant assets are investments in subsidiaries. Citigroup Parent's most significant liabilities are long-term debt, and it has ceased issuing debt with contractual maturities of less than one year. As of December 31, 2020, Citigroup Parent had total assets of $386 billion and total liabilities of $186 billion.

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

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. Citigroup Parent was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues and net income, and due to its role in raising funds through third-party debt and equity issuances.

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 entities 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.

Financial Interconnections; Capital and Funding

Citigroup Parent's primary sources of funding are its stockholders' equity and long-term borrowings. Citigroup Parent is a source of both funding and managerial strength 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 guarantees 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. As discussed above, 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 clean holding company requirements applicable to Citi under the final TLAC rule, including those related to prohibitions on certain types of guarantees, see "Liquidity Risk-Total Loss Absorbing Capacity" in Citi's 2020 Form 10-K.

Operational Interconnections

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 CTI.

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

F.1.b. Citicorp

Introduction

Citicorp is a bank holding company and Delaware limited liability company. Citicorp also serves as Citi's 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, 2020, Citicorp had total assets of $366 billion and total liabilities of $196 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.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. Citicorp was designated an Operating MLE because of its prominent role as an IHC in funding other MLEs.

Resolution Strategy

Under the SPOE Strategy, Citicorp would be transferred to the Reorganization Trust where it would continue to provide capital and liquidity support to the Operating MLEs in accordance with the terms of the CSA.

Financial Interconnections; Capital and Funding

Pursuant to the CSA, Citigroup Parent has prefunded Citicorp by making an initial contribution of assets, including liquid assets and interaffiliate 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 is the primary funding vehicle for the Operating MLEs and provides capital and liquidity to the Operating MLEs consistent with Citi's existing policies and procedures. At Citi's point of non-viability, the CSA requires Citicorp to recapitalize the Operating MLEs and provide them with ongoing support throughout Citi's resolution.

Operational Interconnections

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

Following transfer to the Reorganization Trust, Citicorp 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 or CBNA 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.

F.2. Banking Entities and Branches

F.2.a. CBNA Home Office

Introduction

CBNA Home Office primarily comprises all of CBNA's U.S. branches (689 branches as of December 31, 2020), including Puerto Rico. Its principal offerings include credit cards, mortgage lending, retail banking products and services, commercial lending, cash management, capital markets, trade finance, e-commerce products and services, foreign exchange, G-10 Rates, commodities, and private banking products and services.

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

As of December 31, 2020, total assets of CBNA Home Office were $1,244 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, 2020, total liabilities of CBNA Home Office were $1,085 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 investments in subsidiaries.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA Home Office was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues, net income, and third-party assets.

Resolution Strategy

Although CBNA Home Office is identified as a carve-out of CBNA in the 2021 Resolution Plan, the SPOE Strategy applies to CBNA, the legal entity. Under the SPOE Strategy, CBNA and its branches and subsidiaries would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns.

Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CBNA conducts activities as part of the U.S. consumer, international consumer and corporate banking businesses, as well as other Institutional Clients Group business lines. Under the Objects of Sale Divestiture Strategy, Citi's U.S. consumer operations would be offered to the public in an IPO, while Citi's international consumer operations would be sold in a series of private transactions. The global corporate banking operations would be sold as a single unit through a private transaction. Citi's other Institutional Clients Group businesses operating through the banking entities would be segmented along their product offerings and sold in private transactions. Citi's Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

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

CBNA's funding needs are predominantly fulfilled by non-affiliated third-party sources with its corporate and consumer deposit franchises as the primary sources. 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.

Operational Interconnections

CBNA Home Office relies on a network of internal services to operate, including global function services, operations and technology functions, and processes and services provided by Citi affiliates. Providers of services to CBNA Home Office include CTI, CGMI, and CCSI. Users of services provided by CBNA Home Office include CGMI and CCSI.

Following transfer to the Reorganization Trust, CBNA Home Office 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 or CBNA. Citi also 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.

F.2.b. CEP

Introduction

CEP is a subsidiary of CBNA and headquartered in Ireland. It operates under a banking license from the Central Bank of Ireland. CEP offers cash management and trade finance products and also provides services for Treasury and Trade Solutions and Securities Services businesses offered by itself and other Citi affiliates. CEP is also subject to direct European Central Bank supervision under the Single Supervisory Mechanism as a significant institution.

As of December 31, 2020, total assets of CEP were $71 billion, consisting primarily of deposits with banks, loans, resale agreements, trading account assets, investment securities, and other assets. As of December 31, 2020, total liabilities of CEP were $60 billion, consisting primarily of deposits, trading account liabilities, other borrowings, and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CEP was designated an Operating MLE because it met certain assessment criteria thresholds, including net income.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CEP, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CEP conducts activities as part of the international consumer and global corporate banking businesses. Under the Objects of Sale Divestiture Strategy, Citi's international consumer operations would be sold in a series of private transactions, while Citi's global corporate banking operations would be sold as a single unit through a private transaction. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CEP is primarily funded through a combination of retail and corporate deposits, as well as customer liabilities related to the Treasury and Trade Solutions and Securities Services businesses. CEP is further supported by interaffiliate borrowings and placements predominately with CBNA UK. CEP relies on a combination of capital provided by its direct parent and retained earnings to meet its regulatory capital requirements.

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

Operational Interconnections

CEP has operational interconnections with other Citi affiliates, both as a provider and as a recipient of services. The key interconnections relate to operational and technology functions (including infrastructure), global functions, applications and associated support services, and real estate, corporate functions and business support services. Providers of services to CEP include CBNA UK, CBNA Home Office, and CGML. Users of services provided by CEP include CBNA UK, CGML, and CBNA Home Office.

Following transfer to the Reorganization Trust, CEP 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 or CBNA 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.

F.2.c. CSL

Introduction

CSL is a subsidiary of CBNA and a licensed bank in Singapore and conducts a full range of consumer banking activities, including commercial banking activities for small and medium-sized enterprises.

As of December 31, 2020, total assets of CSL were $35 billion, primarily consisting of loans and leases, deposits with banks, interaffiliate lending, and investments. As of December 31, 2020, total liabilities of CSL were $32 billion, primarily consisting of deposits.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CSL was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues, net income, and third-party assets.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CSL, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CSL conducts activities as part of Citi's international consumer business. Under the Objects of Sale Divestiture Strategy, Citi's international consumer operations would be sold in a series of private transactions. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

The two main sources of funding for CSL are capital and customer deposits. Capital consists of common stock, retained earnings and capital reserve. CSL's primary funding connection is with CBNA Singapore.

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

Operational Interconnections

CSL is interconnected with other Citi affiliates from an operational and technology perspective and uses the services of Citi affiliates. In addition, CSL provides certain transaction processing services to Citi affiliates. Providers of services to CSL include CBNA Singapore, CTI, and CBNA Home Office. Users of services provided by CSL include CBNA Singapore and CBNA Home Office.

Following transfer to the Reorganization Trust, CSL 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 or CBNA 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.

F.2.d. CHKL

Introduction

CHKL is a subsidiary of CBNA and a fully licensed bank in Hong Kong. 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.

As of December 31, 2020, total assets of CHKL were $38 billion, primarily consisting of loans, deposits with banks, trading account assets, and investments. As of December 31, 2020, total liabilities of CHKL were $35 billion, primarily consisting of deposits.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CHKL was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues, net income, and third-party assets.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CHKL, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CHKL conducts activities as part of Citi's international consumer business. Under the Objects of Sale Divestiture Strategy, Citi's international consumer operations would be sold in a series of private transactions. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CHKL's financial interconnections stem largely from interaffiliate placements and deposit-taking activities. CHKL holds accounts at CBNA Hong Kong for various payment and settlement purposes.

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

Operational Interconnections

CHKL is operationally interconnected with Citi affiliates, both as service recipient and provider. CHKL receives functions and services from Citi affiliates in support of its business activities. CHKL also provides functions and services to support business activities of Citi affiliates. Providers of services to CHKL include CBNA Singapore, CBNA Hong Kong and CBNA Home Office. Users of services provided by CHKL include CBNA Hong Kong and CBNA Home Office.

Following transfer to the Reorganization Trust, CHKL 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 or CBNA 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.

F.2.e. CBNA UK

Introduction

CBNA UK is Citi's main banking vehicle in the United Kingdom and CBNA's largest non-U.S. branch. CBNA UK is one of the main centers for the Institutional Clients Group business in Western Europe, with numerous offerings, including:

- Treasury and Trade Solutions, including Global Payments, Liquidity Management Services, Export and Agency Finance;
- Banking, Capital Markets and Advisory including Corporate Lending, Issuer Services and Debt Capital Markets;
- Markets and Securities Services, including Global Custody, Direct Custody and Clearing, Securities Finance, Fund Services, G10 Rates, G10 Market Treasury, Foreign Exchange and Local Markets and Spread Products; and
- 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, 2020, total assets of CBNA UK were $253 billion, primarily consisting of deposits with banks, trading account assets, loans, investments, resale agreements, and other assets. As of December 31, 2020, total liabilities of CBNA UK were $253 billion, primarily consisting of deposits, trading account liabilities, repurchase agreements, and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA UK was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues, net income, and third-party assets.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CBNA UK, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CBNA UK conducts activities as part of the global corporate and consumer banking business as well as other Institutional Clients Group business lines. Under the Objects of Sale Divestiture Strategy, Citi's global corporate banking operations would be sold as a single unit through a private transaction. Citi's other Institutional Clients Group businesses operating through the banking entities would be segmented along their product offerings and sold in private transactions. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CBNA UK is primarily funded through third-party deposits and long-term and short-term unsecured interaffiliate borrowings. Funds are predominantly used by CBNA UK for lending (external as well as internal) and investment activities. The primary entities to which CBNA UK is connected include CBNA, CBNA Hong Kong, and CEP. A significant portion of total funding is used for consumer and corporate lending and also lending to group companies. CBNA UK also has an investment portfolio, which is represented by trading and investment securities.

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

Operational Interconnections

CBNA UK shares support services, such as information technology, back office, middle office, risk, finance, legal, compliance, and human resources, with Citi affiliates. CBNA UK also provides services to Citi affiliates, including finance, risk management, enterprise infrastructure and operations. Providers of services to CBNA UK include CGML, CEP, and CBNA Home Office. Users of services provided by CBNA UK include CBNA Home Office, CGML, and CEP.

Following transfer to the Reorganization Trust, CBNA UK 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 or CBNA 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.

F.2.f. CBNA Japan

Introduction

Citi's banking operations in Japan are conducted exclusively through CBNA Japan. CBNA Japan is a licensed bank branch 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, 2020, total assets of CBNA Japan were $30 billion, primarily consisting of deposits with banks, loans, resale agreements, and trading account assets. As of December 31, 2020, total liabilities of CBNA Japan were $29 billion, primarily consisting of deposits and trading account liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA Japan was designated an Operating MLE because it met certain qualitative assessment criteria.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CBNA Japan, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CBNA Japan conducts activities as part of Citi's global corporate banking business. Under the Objects of Sale Divestiture Strategy, Citi's global corporate banking operations, including activities conducted by CBNA Japan, would be sold as a single unit through a private transaction. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CBNA Japan's financial interconnections stem largely from its role as the main clearer of all Japanese Yen-related activity within Citi. CBNA Japan's primary funding connections are with CBNA.

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

Operational Interconnections

CBNA Japan is operationally interconnected with Citi affiliates, both as a service recipient and as a service provider. CBNA Japan receives functions and services from Citi affiliates in support of its business activities, including with respect to real estate, operations, and technology. CBNA Japan also provides functions and services to support business activities of Citi affiliates. Providers of services to CBNA Japan include CSJ, CBNA Home Office, and CBNA Singapore. Users of services provided by CBNA Japan include CBNA UK and CBNA Home Office.

Following transfer to the Reorganization Trust, CBNA Japan 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 or CBNA 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.

F.2.g. CBNA Hong Kong

Introduction

CBNA Hong Kong is CBNA's licensed branch in Hong Kong. CBNA Hong Kong provides corporate lending and deposit taking services, securities and fund 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, 2020, total assets of CBNA Hong Kong were $65 billion, primarily consisting of deposits with banks, loans, trading account assets, investments, cash and due from banks, and other assets. As of December 31, 2020, total liabilities of CBNA Hong Kong were $65 billion, primarily consisting of deposits, trading account liabilities, and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA Hong Kong was designated an Operating MLE because it met certain qualitative assessment criteria.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CBNA Hong Kong, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CBNA Hong Kong conducts activities as part of Citi's global corporate banking businesses. Under the Objects of Sale Divestiture Strategy, Citi's global corporate banking operations would be sold as a single unit through a private transaction. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CBNA Hong Kong's financial interconnections stem largely from interaffiliate placements and deposit-taking activities. CBNA Hong Kong's primary connections are with CBNA and CBNA UK.

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

Operational Interconnections

CBNA Hong Kong is interconnected with Citi affiliates from an operational perspective, both as a service recipient and as a service provider. CBNA Hong Kong receives functions and services from Citi affiliates in support of its business activities. CBNA Hong Kong also provides functions and services to support business activities of Citi affiliates. Providers of services to CBNA Hong Kong include CBNA Singapore and CBNA Home Office. Users of services provided by CBNA Hong Kong include CBNA Singapore and CBNA Home Office.

Following transfer to the Reorganization Trust, CBNA Hong Kong 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 or CBNA 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.

F.2.h. CBNA Singapore

Introduction

CBNA Singapore is CBNA's licensed branch in Singapore. CBNA Singapore provides securities services, cash management and trade services, and private banking activities and engages in foreign exchange and derivatives trading for institutional clients.

As of December 31, 2020, total assets of CBNA Singapore were $81 billion, primarily consisting of deposits with banks, loans, investments, trading account assets, cash and due from banks, and other assets. As of December 31, 2020, total liabilities of CBNA Singapore were $81 billion, primarily consisting of deposits, trading account liabilities, and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA Singapore was designated an Operating MLE because it met certain qualitative assessment criteria.

Resolution Strategy

As with the other entities described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CBNA Singapore, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CBNA Singapore conducts activities as part of Citi's global corporate banking businesses. Under the Objects of Sale Divestiture Strategy, Citi's global corporate banking operations would be sold as a single unit through a private transaction. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

The main source of funding for CBNA Singapore is customer deposits. CBNA Singapore also has interaffiliate transactions predominately with CSL and CBNA.

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

Operational Interconnections

CBNA Singapore is operationally interconnected with Citi affiliates, both as a service recipient and as a service provider. CBNA Singapore receives functions and services from Citi affiliates in support of its business activities. CBNA Singapore also provides functions and services to support business activities of Citi affiliates. Providers of services to CBNA Singapore include CTI and CTI (HK) Ltd. Users of services provided by CBNA Singapore include CBNA Home Office and CTI.

Following transfer to the Reorganization Trust, CBNA Singapore 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 or CBNA 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.

F.2.i. Citibanamex

Introduction

Citibanamex is a licensed commercial bank 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 under both Global Consumer Banking and the Institutional Clients Group. In Global Consumer Banking, Citibanamex offers retail banking, mortgages, credit cards, Citigold premier banking services and commercial banking for small and medium-sized companies. In the Institutional Clients Group, Citibanamex offers Markets and Securities Services and corporate and investment banking services, as well as private banking services.

As of December 31, 2020, total assets of Citibanamex were $65 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, 2020, total liabilities of Citibanamex were $55 billion, primarily consisting of deposits, repurchase agreements, trading account liabilities, and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. Citibanamex was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues, net income, and third-party assets.

Resolution Strategy

Under the SPOE Strategy, Citibanamex would be stabilized and transferred to the Reorganization Trust, where it would continue as a viable going concern. Following the stabilization of Citi's banking operations in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

Citibanamex operates both consumer and institutional business lines. Under the Objects of Sale Divestiture Strategy, Citi's international consumer operations would be sold in private transactions. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

Historically, Citibanamex has self-funded with deposits (e.g., deposit accounts, promissory notes, and time deposits) from clients and other sources of securities financing (e.g., repos). Deposits comprise the majority of the funding base and Citibanamex's deposits are mainly deposit accounts, promissory notes, and time deposits. No changes are expected in the ability to self-finance in the medium term. Currently, Citibanamex has a healthy short-term and structural liquidity position that exceeds internal guidelines.

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

Operational Interconnections

Global functions and services, including operations, finance, IT and human resources, are substantially conducted within Citibanamex. Following transfer to the Reorganization Trust, Citibanamex would not require continued support from Citi's shared service providers.

F.3. Broker Dealer Entities

F.3.a. CGMI

Introduction

CGMI is Citi's primary broker dealer in the United States. CGMI is a dealer, market-maker and underwriter in equities, fixed income securities and commodities, and provides a full range of products and services, including securities services, sales and trading, institutional brokerage, underwriting, and advisory services to a wide range of corporate, institutional, public sector, and high-net-worth clients. CGMI's activities also include securities lending and repurchase agreements, prime brokerage, and operational support for clearing and settlement activities.

As of December 31, 2020, CGMI had total assets of $366 billion and total liabilities of approximately $355 billion, respectively. CGMI's most significant assets and liabilities include securities borrowed or purchased under agreements to resell. Other significant assets include trading account assets and liabilities as well as broker dealer receivables and payables.

CGMI generates almost all of its revenues within North America. CGMI's principal revenues comprise investment banking fees, managed account fees and commissions, as well as interest and dividends.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CGMI was designated an Operating MLE because it met certain assessment criteria thresholds, including revenues, net income, and third-party assets.

Resolution Strategy

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

Once in the Reorganization Trust, CGMI 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 CGMI would be discontinued. At the end of the solvent wind-down, CGMI's assets would consist almost entirely of cash and unencumbered securities. After all positions were liquidated, CGMI would be dissolved and the final proceeds remitted to the Reorganization Trust.

Financial Interconnections; Capital and Funding

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

CGMI's liquidity is primarily derived from three sources: secured borrowings, unsecured borrowings (including subordinated debt), and its own capital. The businesses that operate out of CGMI predominantly use secured financing from unaffiliated third parties to fund inventory. The primary MLE financial interconnections for CGMI are with CGML on a secured basis and with Citicorp on an unsecured basis. All interaffiliate securities lending trades between CGMI and other Citi entities are conducted on an arm's-length basis. Interaffiliate securities lending transactions are undertaken to facilitate movement of collateral for matched book, short cover, or securities lending purposes.

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

Operational Interconnections

The businesses that operate out of CGMI rely on the operational capabilities of internal Citi functions, including employees, real estate, technology, middle office, and back office. Providers of services to CGMI include CBNA Home Office, CTI, and CGML. Users of services provided by CGMI include CBNA Home Office and CGML.

Following transfer to the Reorganization Trust and throughout the solvent wind-down, CGMI 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 or CBNA 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.

F.3.b. CGML

Introduction

CGML is Citi's primary broker dealer in the UK headquartered in London and operating globally, generating the majority of its business in the Europe, Middle East, and Africa region, with the remainder coming from Asia and the Americas.

CGML is a dealer, market-maker and underwriter in equities, fixed income securities, and commodities, and provides investment banking and advisory services to a wide range of corporate, institutional and government clients. CGML's trading activities, which are part of Citi's Markets and Securities Services division within the Institutional Clients Group, encompass cash plus exchange-traded and over-the-counter derivative markets. CGML's major counterparties are banks, other investment firms, investment managers, insurers, and hedge funds.

As of December 31, 2020, CGML had total assets of $268 billion. These were made up primarily of resale agreements and trading account assets, and cash collateral pledged. As of December 31, 2020, CGML had total liabilities of $249 billion. This was made up primarily of repurchase agreements and trading account liabilities, cash collateral held, bank loans, and overdrafts.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CGML was designated an Operating MLE because it met certain assessment criteria thresholds, including third-party assets.

Resolution Strategy

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

Once in the Reorganization Trust, CGML 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 CGML would be discontinued. At the end of the solvent wind-down, CGML's assets would consist almost entirely of cash and unencumbered securities. After all positions were liquidated, CGML would be dissolved and the final proceeds remitted to the Reorganization Trust.

Financial Interconnections; Capital and Funding

CGML funds itself through a combination of secured financing, equity, long-term subordinated debt, and long-term and short-term unsecured borrowings. Long-term structural liquidity is funded through subordinated debt, stockholders' equity, and interaffiliate loans with a maturity of greater than one year.

This financing model requires illiquid assets to be financed by long-term liabilities such as debt, equity, or long-term secured funding. The primary MLE financial interconnections for CGML are with CGMI and CGMJ on a secured basis and with Citicorp on an unsecured basis. All interaffiliate securities lending trades between CGML and other Citi entities are conducted on an arm's-length basis. interaffiliate securities lending transactions are undertaken to facilitate movement of collateral for matched book, short cover, or securities lending purposes.

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

Operational Interconnections

CGML has operational interconnections with other Citi affiliates, both as a provider and recipient of services. The key interconnections relate to front office traders and investment bankers, operational and technology functions (including infrastructure), global functions, applications and associated support services, and real estate, corporate functions and business support services. Providers of services to CGML include CBNA UK and Citigroup Parent. Users of services provided by CGML include CBNA UK, CBNA Home Office, and CGMI.

Following transfer to the Reorganization Trust and throughout the solvent wind-down, CGML 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 or CBNA 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.

F.3.c. CGMJ

Introduction

CGMJ is Citi's broker dealer in Japan. Through the Citi Markets and Securities Services business and Investment Banking 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, 2020, total assets of CGMJ were $31 billion, primarily consisting primarily of resale agreements, trading account assets, and deposits with banks. As of December 31, 2020, total liabilities of CGMJ were $29 billion, primarily consisting of repurchase agreements and other borrowings and trading account liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CGMJ was designated an Operating MLE because it met certain qualitative assessment criteria.

Resolution Strategy

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

Once in the Reorganization Trust, CGMJ 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 CGMJ would be discontinued. At the end of the solvent wind-down, CGMJ's assets would consist almost entirely of cash and unencumbered securities. After all positions were liquidated, CGMJ would be dissolved and the final proceeds remitted to the Reorganization Trust.

Financial Interconnections; Capital and Funding

CGMJ funds itself through a combination of secured financing, equity, long-term subordinated debt, and long-term and short-term unsecured borrowings. Long-term structural liquidity is funded through subordinated debt, stockholder's equity, and interaffiliate loans with a maturity of greater than one year.

This financing model requires illiquid assets to be financed by long-term liabilities such as debt, equity, or long-term secured funding. The primary MLE financial interconnections for CGMJ are with CGML on a secured basis and with Citicorp on an unsecured basis. All interaffiliate securities lending trades between CGMJ and other Citi entities are conducted on an arm's-length basis. Interaffiliate securities lending transactions are undertaken to facilitate movement of collateral for matched book, short cover, or securities lending purposes.

On a long-term basis, CGMJ is connected to the Citi network via additional paid-in capital and unsecured debt. CGMJ has no third-party capital. Subordinated long-term debt is attributable to interaffiliate debt, while non-subordinated long-term debt is attributable to third-party debt and interaffiliate debt.

Although CGMJ is largely self-funding on a day-to-day basis, overall capital is ultimately derived from other entities in Citi.

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

Operational Interconnections

Businesses operating out of CGMJ rely on the operational capabilities of Citi internal functions, including real estate and operations and technology. Providers of services to CGMJ include CSJ, CGMI, and CBNA Home Office. Users of services provided by CGMJ include CBNA UK, CGMI, and CGML.

Following transfer to the Reorganization Trust and throughout the solvent wind-down, CGMJ would require continued support from Citi's shared service organization and CSJ in particular. Citi has placed the vast majority of its critical shared services staff and assets in MLEs or CBNA 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.

F.3.d CGMHI

Introduction

CGMHI was designated as a MLE in July 2020. 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.

As of December 31, 2020, total assets of CGMHI were $87 billion. As of December 31, 2020, total liabilities of CGMHI were $52 billion.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CGMHI is the primary structured notes issuer for Citi and provides a significant source of funding.

Resolution Strategy

In support of its preferred SPOE Strategy, Citigroup Parent entered into the CSA with each of its Operating MLEs. The CSA is a legally enforceable contract requiring Citigroup Parent and Citicorp , as the IHC, to provide sufficient capital and liquidity support to the Operating MLEs to ensure the availability of adequate resources to affect Citi's preferred resolution strategy. After being designated as an operating MLE, CGMHI executed a joinder to the CSA and the related Security Agreement and thus became a party to both agreements.

Financial Interconnections; Capital and Funding

CGMHI is financially and contractually connected to the Citi network from both a long- term and a short-term funding perspective. The main sources of CGMHI's funding are unsecured borrowings from Citi affiliates and its own capital. CGMHI is not a regulated U.S. entity, and as such it is not required to maintain minimum capital levels set forth by U.S. regulators. Its day-to-day funding and liquidity interconnectedness is mainly derived from unsecured funding. CGMHI holds structured notes debt issuance program and places the issuance proceeds into interaffiliate network. CGMHI is the primary structured notes issuer for Citi and provides a significant source of funding.

Operational Interconnections

Other than serving as the primary structured notes issuer, CGMHI engages in no other operating business activities. The activity that operates out of CGMHI relies on the operational capabilities of internal Citi functions, including employees, real estate, technology, middle office, and back office.

Following transfer to the Reorganization Trust, CGMHI 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 or CBNA 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.

A portion of the proceeds of any issue of securities will be used by CGMHI and/or its subsidiaries for general corporate purposes.

F.4. Service MLEs

F.4.a. CTI

Introduction

CTI is a U.S. service provider legal entity for other lines of business within Citi. CTI provides certain critical Back Office and/or Middle Office ICG services to Citi's CBLs and COs. In addition, CTI houses the U.S. critical Real Estate properties (inclusive of data centers) and management services and Resource Management Organization, inclusive of U.S. Accounts Payable.

CTI is a non-risk-taking and non-client-facing entity. CTI does not engage in any banking, lending, or deposit-taking activities or in any securities activities.

As of December 31, 2020, total assets of CTI were $6 billion, primarily consisting of cash, premises (land and leasehold assets), equipment, software, and prepaid expenses. As of December 31, 2020, total liabilities of CTI were $5 billion, primarily consisting of accrued expenses, accounts payable, other liabilities, capital leases, and interaffiliate borrowings.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CTI was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CTI is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CTI would remain solvent and would continue to operate throughout Resolution. CTI would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. CTI has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

Under the Objects of Sale Divestiture Strategy, parts of CTI would be divested in an asset sale. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CTI derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CTI incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CTI also has 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

CTI depends on certain centralized functions such as human resources, legal, compliance, and finance, which are housed in entities outside of CTI. Providers of services to CTI include CBNA Home Office, CBNA Singapore, and CBNA UK. Users of services provided by CTI include CBNA Home Office and CGMI.

As a Service MLE, CTI provides key services to its affiliates which would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.b. CMI

Introduction

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, 2020, total assets of CMI were $9 billion, consisting primarily of consumer loans and leases, short term borrowings, and other assets. As of December 31, 2020, total liabilities of CMI were $4 billion, consisting primarily of interaffiliate long-term debt and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CMI was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

As described above, under the SPOE Strategy CBNA and its branches and subsidiaries, including CMI, would be stabilized and transferred to the Reorganization Trust, where they would continue as viable going concerns. Following the stabilization of CBNA and its subsidiaries and branches in the Reorganization Trust, they would be segmented and divested through a series of M&A and IPO transactions that retain the value of the franchises for the Citigroup Parent bankruptcy estate.

CMI operates as part of Citi's U.S. consumer business. Under the Objects of Sale Divestiture Strategy, Citi's U.S. consumer operations would be offered to the public in an IPO. The Objects of Sale Divestiture Strategy was developed based on the particular requirements and challenges of the specified hypothetical idiosyncratic failure scenario and associated assumptions mandated to Citi by regulators.

Financial Interconnections; Capital and Funding

CMI's business is dependent upon CBNA for liquidity, capital and funding. The day-to-day funding needs of the business are provided by CBNA via a general funding pool which is centrally managed by Citi Treasury. CMI's eligible mortgage assets are pledged to the secured borrowing programs of the Federal Home Loan Bank (FHLB) of New York and the Federal Reserve Bank of New York, which can be accessed, as required, to meet Citi's overall funding strategy. As a Service MLE, CMI is prefunded with at least six months of working capital.

Operational Interconnections

CMI relies upon the services of Citi affiliates and manages the servicing of mortgages owned by CBNA and certain other affiliates. Providers of services to CMI include CCSI USA, CTI, and CBNA Home Office. Users of services provided by CMI include CBNA Home Office.

Following transfer to the Reorganization Trust, CMI 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 or CBNA so that shared service providers will continue to provide key services in Resolution.

F.4.c. CTI (HK) Ltd

Introduction

CTI (HK) Ltd is the principal Hong Kong legal entity for a predominance of Citi's technology infrastructure in the Asia Pacific region. CTI (HK) Ltd is incorporated and domiciled in Hong Kong and supports the operations of MLEs and other affiliates. It provides end-user support to affiliates for desktop, voice, and video 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. CTI (HK) Ltd holds no assets outside of Hong Kong.

As of December 31, 2020, CTI (HK) Ltd had total assets of $291 million, consisting primarily of fixed assets (e.g., computer hardware), cash, and prepaid expenses. As of December 31, 2020, CTI (HK) Ltd had total liabilities of $169 million, consisting primarily of funds borrowed, long-term debt, and deferred tax liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CTI (HK) Ltd was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CTI (HK) Ltd is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CTI (HK) Ltd would remain solvent and would continue to operate throughout Resolution. CTI (HK) Ltd would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. CTI (HK) Ltd has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CTI (HK) Ltd or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CTI (HK) Ltd derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CTI (HK) Ltd incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CTI (HK) Ltd also has 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

CTI (HK) Ltd is interconnected with Citi affiliates from an operational perspective, both as service recipient and provider. CTI (HK) Ltd receives functions and services from Citi affiliates in support of its business activities. CTI (HK) Ltd also provides functions and services to support business activities of Citi affiliates. Users of services provided by CTI (HK) Ltd include CBNA Singapore.

As a Service MLE, CTI (HK) Ltd provides key services to its affiliates which would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.d. CCSI USA

Introduction

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, 2020, total assets of CCSI USA were $4 billion, primarily consisting of deposits with banks, cash, accounts receivable, premises, technology equipment, and software. As of December 31, 2020, total liabilities of CCSI USA were $3 billion, primarily consisting of provision for taxes, interaffiliate payables, and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CCSI USA was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CCSI USA is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CCSI USA would remain solvent and would continue to operate throughout Resolution. CCSI USA would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies.

As the Reorganization Trust sold or wound down the Operating MLEs, CCSI USA or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CCSI USA derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CCSI USA incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

CCSI USA has relied on the issuance of corporate guarantees by CBNA and Citigroup Parent in connection with certain facility leases.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CCSI USA also has 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

CCSI USA provides services to CBLs, including U.S. Retail Bank, U.S. Commercial Bank, U.S. Branded Cards, U.S. Consumer Mortgages, and U.S. Retail Services, as well as other U.S. and international businesses within Citi. CCSI USA also relies on the shared services of Citi's global functions, including legal, human resources, realty services, treasury, finance, and enterprise technology. Providers of services to CCSI USA include CTI and CBNA Home Office. Users of services provided by CCSI USA include CBNA Home Office and CMI.

As a Service MLE, CCSI USA provides key services to its affiliates which would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.e. Citishare

Introduction

Citishare is a non-bank subsidiary of CBNA that is organized in the United States. Citishare provides services to Citi's retail and card businesses globally, primarily as an internal processor of ATM and debit point of sale transactions. Citishare connects to ten payment networks, two ATM processors, and two authorization processors, providing access to a vast international network of ATMs.

As of December 31, 2020, total assets of Citishare were $41 million, primarily consisting of deposits with banks and cash and due from banks. As of December 31, 2020, total liabilities of Citishare were $6 million, primarily consisting of other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. Citishare was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

Citishare is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, Citishare would remain solvent and would continue to operate throughout Resolution. Citishare would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. Citishare has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, Citishare or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

Citishare derives its primary funding through fees from affiliates for the services it provides. In addition, Citishare derives revenues through fees from third parties (all of which were the result of Citi divestitures) to which it provides services. If and to the extent that there is a delay between the time when Citishare incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. Citishare also has 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

In addition to providing services to Citi affiliates, Citishare depends on certain centralized functions such as human resources, legal, compliance, treasury, credit, risk, operations and technology, and finance, which are housed in entities outside of Citishare. Providers of services to Citishare include CTI and CBNA Home Office.

As a Service MLE, Citishare provides key services to its affiliates which would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.f. CSJ

Introduction

CSJ is the principal Japanese legal entity for Citi's shared Operations & Technology services, including the subleasing of office spaces and infrastructure in Japan. CSJ provides a broad range of shared services to support the operations of CBNA Japan, CGMJ and other Citi subsidiaries in Japan and overseas. While CSJ's customers are mostly Citi affiliates, it also serves certain unaffiliated third-parties in Japan.

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 preventions, transition services, and business office, administration, executive and privacy services.

As of December 31, 2020, total assets of CSJ were $337 million, consisting primarily of cash and fixed assets. As of December 31, 2020, total liabilities of CSJ were $267 million, consisting primarily of funds borrowed.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CSJ was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CSJ is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CSJ would remain solvent and would continue to operate throughout Resolution. CSJ would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. CSJ has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CSJ or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CSJ derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CSJ incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CSJ also has 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

In addition to providing services to Citi affiliates, CSJ depends on certain centralized functions such as technology, which are provided by other Citi entities. Providers of services to CSJ include CTI and CBNA ROHQ. Users of services provided by CSJ include CGMJ and CBNA Japan.

As a Service MLE, CSJ provides key services to its affiliates which would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.g. CBS Costa Rica

Introduction

CBS Costa Rica is a non-bank subsidiary of CBNA organized in Costa Rica. CBS Costa Rica is part of the Citi Service Center business, which operates in multiple countries providing shared services to Citi businesses worldwide. CBS Costa Rica provides services to Citi affiliates solely in North America and Latin America. These services include Finance & Risk Operations, Human Resources Shared Services, Financial Planning and Analysis, Enterprise Supply Chain, KYC support units, Product Control, Regional Controllership, Security and Investigative Services, Internal Audit, General and Realty Services, and Citi Technology Infrastructure.

As of December 31, 2020, total assets of CBS Costa Rica were $149 million, consisting primarily of cash. As of December 31, 2020, total liabilities of CBS Costa Rica were $62 million, consisting primarily of interaffiliate borrowings.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBS Costa Rica was designated a Service MLE because it holds service assets needed to support Operating MLEs such as CBNA Home Office and Citibanamex.

Resolution Strategy

CBS Costa Rica is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CBS Costa Rica would remain solvent and would continue to operate throughout Resolution. CBS Costa Rica would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. CBS Costa Rica has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CBS Costa Rica or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CBS Costa Rica derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CBS Costa Rica incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CBS Costa Rica also has 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

CBS Costa Rica provides a variety of services to Citi affiliates in North America and Latin America. CTI is the primary provider of services to CBS Costa Rica. Users of services provided by CBS Costa Rica include CBNA Home Office and Citibanamex.

As a Service MLE, CBS Costa Rica provides key services to its affiliates that would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.h. CSIPL

Introduction

CSIPL is a non-bank subsidiary of CBNA incorporated in and operating solely in India. CSIPL provides a variety of analytics, technology, and other shared services to Citi affiliates in various regions. CSIPL's services include accounting, financial reporting, management reporting, application development, fund reporting and accounting, analytics, decision support, compliance monitoring, and vendor oversight services. Other significant operations are provided by the Research and Analytics centers of excellence, which support Institutional Clients Group, Consumer, Operations & Technology and Global Functions with research, advanced analytics, decision management, risk analytics, financial reporting, and financial planning and analysis services, among others. All of CSIPL's customers are Citi affiliates.

As of December 31, 2020, total assets of CSIPL were $585 million, consisting primarily of cash for operating funds, fixed assets, accounts receivable, and prepaid expenses. As of December 31, 2020, total liabilities of CSIPL were $243 million, consisting primarily of accrued expenses and other liabilities.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CSIPL was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CSIPL is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CSIPL would remain solvent and would continue to operate throughout Resolution. CSIPL would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. CSIPL has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CSIPL or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CSIPL derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CSIPL incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CSIPL also has 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

In addition to providing services to Citi affiliates, CSIPL depends on certain centralized functions such as technology, which are provided by other Citi entities. Providers of services to CSIPL include CBNA Singapore and CTI. Users of services provided by CSIPL include CBNA Home Office, CBNA Singapore, and CBNA UK.

As a Service MLE, CSIPL provides key services to its affiliates that would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.i. RBBIL

Introduction

RBBIL is principally a special purpose vehicle and does not undertake any banking or financial services activity. As of December 31, 2020, total assets of RBBIL were $1,655 million. As of December 31, 2020, total liabilities of RBBIL were $88 million.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. RBBIL was designated a Service MLE because it holds service assets needed to support CBNA UK, CGML, and CEP.

Resolution Strategy

RBBIL is a non-risk-taking Service MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, RBBIL would remain solvent and would continue to operate throughout Resolution. RBBIL would provide services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. RBBIL has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, RBBIL or its assets would either be sold with the corresponding business or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

RBBIL derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when RBBIL incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. RBBIL also has 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

As a Service MLE, RBBIL provides key services to its affiliates that would be needed in Resolution. Surviving operating entities would continue to pay for services received pursuant to the existing interaffiliate 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 interaffiliate payments are delayed in the initial period following Citi's entry into Resolution.

F.4.j. CBNA Ireland

Introduction

CBNA Ireland is a service branch of CBNA. CBNA Ireland provides key middle- and back-office functions for certain of Citi's Agency and Trust Securities Services and Treasury and Trade Solutions businesses. CBNA Ireland also provides technology support and realty and facilities management services for property that primarily houses CBNA Ireland and CEP employees. CBNA Ireland is a service entity only and does not undertake any banking or financial services activities.

As of December 31, 2020, total assets of CBNA Ireland were $292 million, primarily consisting of property, plant and equipment, and interaffiliate assets. As of December 31, 2020, total liabilities of CBNA Ireland were $297 million, primarily consisting of interaffiliate borrowings.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA Ireland was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CBNA Ireland is an MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CBNA Ireland would remain solvent and would continue to operate throughout Resolution providing services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. While it is expected that affiliates will continue to pay for services in Resolution, CBNA Ireland has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CBNA Ireland or its assets would either be sold with the corresponding businesses or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CBNA Ireland derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CBNA Ireland incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line. CBNA Ireland also has 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

CBNA Ireland has operational interconnections with other Citi affiliates, both as a provider and recipient of services. The key interconnections relate to operational and technology functions (including infrastructure), applications and associated support services, and real estate, corporate functions and business support services. Providers of services to CBNA Ireland include CBNA UK and CBNA Home Office. Users of services provided by CBNA Ireland include CEP, CBNA UK, and CTI.

Following transfer to the Reorganization Trust, CBNA Ireland 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 or CBNA 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.

F.4.k. CBNA ROHQ

Introduction

CBNA ROHQ is a Philippines service branch of CBNA. CBNA ROHQ provides services to CBNA's affiliates, subsidiaries, and branches. CBNA ROHQ does not provide banking services or accept deposits, or otherwise engage directly with the public.

CBNA ROHQ's services include, but are not limited to, financial reporting, vendor management, human resources shared services, and technology.

As of December 31, 2020, 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, 2020, total liabilities of CBNA ROHQ were $71 million, primarily consisting of interaffiliate borrowings, accrued expenses, and taxes.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA ROHQ was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CBNA ROHQ is an MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CBNA ROHQ would remain solvent and would continue to operate throughout Resolution providing services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. While it is expected that affiliates will continue to pay for services in Resolution, CBNA ROHQ has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CBNA ROHQ or its assets would either be sold with the corresponding businesses or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CBNA ROHQ derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CBNA ROHQ incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CBNA ROHQ also has 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

CBNA ROHQ depends on certain centralized functions such as technology, human resources, compliance, finance and realty services which are provided by Citi affiliates. Providers of services to CBNA ROHQ include CBNA Singapore and CTI. Users of services provided by CBNA ROHQ include CBNA Singapore and CBNA Home Office.

Following transfer to the Reorganization Trust, CBNA ROHQ 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 or CBNA 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.

F.4.l. CBNA Germany

Introduction

CBNA Germany is a branch of CBNA and holds a bank license in Germany. The main activities of CBNA Germany are: (i) providing backup data center services for CBNA UK; (ii) rendering of IT-infrastructure services; and (iii) providing loan portfolio management for the extension of credit facilities to clients in all industry sectors, including to corporate clients, financial institutions and banks as well as organizations in the public sector.

As of December 31, 2020, total assets of CBNA Germany were $25 billion in total assets, primarily consisting of deposits with banks. As of December 31, 2020, total liabilities of CBNA Germany were $25 billion, primarily consisting of deposits.

MLE Designation

MLEs are entities, including foreign offices and branches, that are significant to the maintenance of a CO or CBL. 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. CBNA Germany was designated a Service MLE because it holds service assets needed to support an Operating MLE.

Resolution Strategy

CBNA Germany is an MLE providing interaffiliate services based on formal interaffiliate service agreements with arm's-length pricing. Following the transfer to the Reorganization Trust, CBNA Germany would remain solvent and would continue to operate throughout Resolution providing services on arm's-length terms to other MLEs for as long as necessary to facilitate their own Resolution strategies. While it is expected that affiliates will continue to pay for services in Resolution, CBNA Germany has sufficient working capital to maintain operations for at least six months, in the event of a delay in recoveries from affiliates in Resolution.

As the Reorganization Trust sold or wound down the Operating MLEs, CBNA Germany or its assets would either be sold with the corresponding businesses or wound down if no longer needed to support Operating MLEs.

Financial Interconnections; Capital and Funding

CBNA Germany derives its primary funding through fees from affiliates for the services it provides. If and to the extent that there is a delay between the time when CBNA Germany incurs operating costs and the time it recovers those costs from its customers, it also has access to an interaffiliate credit line.

Citi's Service MLEs would be able to maintain their interaffiliate funding flows as needed in Resolution under the SPOE Strategy. CBNA Germany also has 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

CBNA Germany depends on certain centralized functions such as technology, human resources, compliance, finance, realty services and general support and services which are provided by Citi affiliates. Providers of services to CBNA Germany include CBNA UK and CGML. Users of services provided by CBNA Germany include CBNA UK.

Following transfer to the Reorganization Trust, CBNA Germany 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 or CBNA 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.

Resolution Planning Corporate Governance Structure and Processes

G. 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 has designated the Risk Management Committee to oversee the development of Citi's annual Resolution Plan submission and is kept well informed of progress of the annual submission via regular updates by the Head of Capital Planning.

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 providing oversight and strategic direction on Citi's annual Resolution Plan submission, including recommending the plan be submitted to the Board of Directors for final approval. The Risk Management Committee receives regular updates from the Head of Capital Planning on Citi's Resolution planning efforts, including (i) the latest 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 monitors Citi's aggregate capital structure, capital ratios, 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.

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 on key strategic issues related to Citi's Recovery and Resolution planning efforts. The Recovery and Resolution Steering Group consists of Citigroup Parent's Chief Financial Officer, Chief Risk Officer, General Counsel, Treasurer, as well as the CFO of CBNA and other senior management personnel. 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 Executive Working Group

The Recovery and Resolution Executive Working Group consists of senior leaders and is tasked with developing Citi's Resolution capabilities. The group provides oversight of the development of Citi's Resolution Plan with clearly-defined milestones and deliverables.

Capital Planning / Recovery and Resolution Planning Team

The Capital Planning / Recovery and Resolution Planning 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 significant program and project structure and controls for the Recovery and Resolution Plans by:

- Developing comprehensive project plans
- Maintaining a central Program Management Office (PMO) to coordinate plan development
- Maintaining central standards and templates to be used for plan development
- Developing 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 ensure integration of Resolution Plan activities being executed locally (e.g., in the UK) with the U.S.based global team (see additional details below)
- 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 core team, and for the extended project team, including international resources
- Driving continuous enhancements to the Citigroup Resolution Plans and embedding it into the BAU processes and governance

Citi has further strengthened the linkage between home and host Recovery and Resolution Plans, in order to drive consistency across the stress continuum, while recognizing the evolving regulatory requirements of home and host regulators. Citi's International RRP team functions across a complex global regulatory landscape to facilitate a common understanding of Citi's global RRP strategy and engages both home and host jurisdiction regulators to further emphasize the need for a consistent and global approach to managing the Firm during Recovery and Resolution.

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 2021, IA has developed a comprehensive risk-based assessment of the control environment surrounding the 2021 Citigroup Resolution Plan and management's response to regulatory guidance. Internal Audit's approach consists of four primary components: an annual risk assessment, quarterly business monitoring, continuous audit procedures and two risk-based audits concurrent to the preparation and development of the Plan.

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

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

H.1. Financial Summary - Citi Consolidated[3]

Net revenues ($ millions)	1Q 2021	4Q 2020	3Q 2020	2Q 2020	1Q 2020
Global Consumer Banking	7,037	7,305	7,173	7,339	8,174
Institutional Clients Group	12,220	9,279	10,353	12,137	12,484
Corporate / Other	70	(85)	(224)	290	73
Total Citigroup	19,327	16,499	17,302	19,766	20,731

Net income ($ millions)	1Q 2021	4Q 2020	3Q 2020	2Q 2020	1Q 2020
Global Consumer Banking	2,174	1,299	974	(658)	(741)
Institutional Clients Group	5,972	3,373	2,919	1,880	3,626
Corporate / Other	(169)	(347)	(716)	(165)	(337)
Continuing Operations	7,977	4,325	3,177	1,057	2,548
Discontinued Operations	(2)	6	(7)	(1)	(18)
Noncontrolling Interests	33	22	24	0	(6)
Total Citigroup	7,942	4,309	3,146	1,056	2,536

Citi consolidated ($ millions)	1Q 2021	4Q 2020	3Q 2020	2Q 2020	1Q 2020
Total assets	2,314,266	2,260,090	2,234,459	2,232,799	2,220,114
Total liabilities	2,110,993	2,059,890	2,039,864	2,040,413	2,026,788
Total equity	203,273	200,200	194,595	192,386	193,326

Capital Summary

Basel III ratios	1Q 2021	4Q 2020	3Q 2020	2Q 2020	1Q 2020
Common Equity Tier 1 Capital Ratio[4,5]	11.78%	11.73%	11.66%	11.50%	11.11%
Tier 1 Capital Ratio[3,4]	13.49%	13.31%	13.15%	12.98%	12.54%
Total Capital Ratio[3,4]	15.64%	15.61%	15.54%	15.45%	14.97%
Supplementary Leverage Ratio[3,6]	6.96%	7.00%	6.82%	6.64%	5.96%

[3] "Citigroup" refers to Citigroup Inc. and its consolidated subsidiaries.

[4] Commencing January 1, 2020, Citigroup's capital ratios reflect certain deferrals based on the modified regulatory capital transition provision related to the Current Expected Credit Loss (CECL) standard. For additional information, see the "Capital Resources" section in Citi's 2020 Annual Report on Form 10-K.

[5] Citi's reportable Common Equity Tier 1 (CET1) Capital, Tier 1 Capital and Total Capital ratios were the lower derived under the Basel III Advanced Approaches for all periods presented. This reflects the U.S. Basel III requirement to report the lower of risk-based capital ratios under both the Standardized Approach and Advanced Approaches in accordance with the Collins Amendment of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

[6] Commencing with the second quarter of 2020, Citigroup's Total Leverage Exposure (Supplementary Leverage ratio denominator) temporarily excluded U.S. Treasuries and deposits at Federal Reserve banks. This temporary Supplementary Leverage ratio relief expired as scheduled on March 31, 2021. For additional information, see the "Capital Resources" section in Citi's 2020 Annual Report on Form 10-K.

H.2. Funding and Liquidity

Overview

Adequate and diverse sources of funding and liquidity are essential to Citi's businesses. Funding and liquidity risks arise from several factors, many of which are mostly or entirely outside Citi's control, such as disruptions in the financial markets, changes in key funding sources, credit spreads, changes in Citi's credit ratings and macroeconomic, geopolitical and other conditions.

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 appropriately, so that Citi can operate under a variety of adverse circumstances, including potential Company-specific and / or market liquidity events in varying durations and severity, and (iv) satisfying regulatory requirements.

Citi's primary sources of funding include (i) deposits via Citi's bank subsidiaries, which are Citi's most stable and lowest cost source of long-term funding,(ii) long-term debt (primarily senior and subordinated debt) primarily issued at the parent and certain bank subsidiaries, and (iii) stockholders' equity. These sources may be supplemented by short-term borrowings, primarily in the form of secured funding transactions.

Citi's funding and liquidity framework ensures that the tenor of these funding sources is of sufficient term in relation to the tenor of its asset base. The goal of Citi's asset/liability management is to ensure that there is sufficient liquidity and tenor in the liability structure relative to the liquidity profile of the assets. This reduces the risk that liabilities will become due before assets mature or are monetized. This excess liquidity is held primarily in the form of HQLA.

High-Quality Liquid Assets (HQLA)

As set forth in the table below, Citi's average HQLA for 1Q 2021 were $534.8 billion, compared to $544.8 billion as of December 31, 2020.

$ billions	Citibank		Non-Bank and Other		Total	
	1Q 2021	4Q 2020	1Q 2021	4Q 2020	1Q 2021	4Q 2020
Available cash	276.6	304.3	3.0	2.1	279.6	306.4
U.S. Sovereign	85.0	77.8	67.7	64.8	152.7	142.6
U.S. Agency / Agency MBS	37.0	31.8	6.3	6.5	43.3	38.3
Foreign Government Debt[7]	43.6	39.6	13.7	16.2	57.3	55.8
Other Investment Grade	1.4	1.2	0.6	0.5	2.0	1.7
Total HQLA (average)	443.6	454.7	91.3	90.1	534.8	544.8

As of March 31, 2021, Citigroup had approximately $957 billion 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 available assets not already accounted for within Citi's HQLA to support FHLB and Federal Reserve Bank discount window borrowing capacity.

[7] 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.

In addition to internal 30-day liquidity stress testing performed for Citi's major entities, operating subsidiaries and countries, Citi also monitors its liquidity by reference to the 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 2021, Citi’s average LCR was 115%.

Funding Sources

Deposits

Citigroup’s end-of-period deposits as of March 31, 2021 were $1,301 billion. End-of-period deposits increased 10% year-over-year and 2% sequentially.

On an average basis, deposits increased 17% year-over-year and were largely unchanged sequentially. Excluding the impact of foreign currency translation into U.S. dollars for reporting purposes (FX translation), average deposits grew 15% from the prior-year period and declined 1% sequentially. The year-over-year increase reflected continued client engagement as well as the elevated level of liquidity in the financial system. On this basis, average deposits in GCB increased 18%, with strong growth across all regions.

Excluding the impact of FX translation, average deposits in ICG grew 15% year-over-year, primarily driven by growth in Treasury and trade solutions (TTS), as well as continued growth in the private bank and securities services.

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 multiyear contractual maturity structure.

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 8.9 years as of March 31, 2021, compared to 9.0 years as of the prior year and 8.6 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 what Citi refers to as 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.

As of March 31, 2021, total long-term debt outstanding was $256.3 billion, compared to $271.7 billion as of December 31, 2020 and $266.1 billion as of March 31, 2020. Citi's total long-term debt outstanding decreased year-over-year, primarily driven by declines in unsecured benchmark senior debt, FHLB borrowings and securitizations at the bank, partially offset by the issuance of unsecured benchmark senior debt and customer-related debt at the non-bank entities.

Citi's external TLAC and long-term debt totaled approximately $313 billion and $138 billion, respectively. As of March 31, 2021, Citi exceeded each of the minimum TLAC and long-term debt requirements.

Secured Funding Transactions and Short-Term Borrowings

Citi supplements its primary sources of funding with short term financings that generally include (i) secured funding transactions consisting of securities loaned or sold under agreements to repurchase, i.e., repos, and (ii) to a lesser extent, short-term borrowings consisting of commercial paper and borrowings from the FHLB and other market participants

Secured Funding Transactions

Secured funding is primarily accessed through Citi's broker dealer subsidiaries to fund efficiently both (i) secured lending activity and (ii) a portion of the securities inventory held in the context of market making and customer activities. Citi also executes a smaller portion of its secured funding transactions through its bank entities, which are typically collateralized by government debt securities. Generally, daily 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 securities inventory.

Secured funding of $219 billion as of March 31, 2021 declined 1% from the prior-year period and increased 10% sequentially. Excluding the impact of FX translation, secured funding declined 6% from the prior-year period and increased 12% sequentially, both driven by normal business activity. The average balance for secured funding was approximately $235 billion for the quarter ended March 31, 2021.

The portion of secured funding in the broker dealer subsidiaries that funds secured lending is commonly referred to as "matched book" activity. The majority of this activity is secured by high-quality, liquid securities such as U.S. Treasury securities, U.S. agency securities and foreign government debt securities. Other secured funding 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 matched book assets.

The remainder of the secured funding activity in the broker dealer subsidiaries serves to fund securities inventory held in the context of market making and customer activities. To maintain reliable funding under a wide range of market conditions, including under periods of stress, Citi manages these activities by taking into consideration the quality of the underlying collateral and establishing minimum required funding tenors. The weighted average maturity of Citi's secured funding of less liquid securities inventory was greater than 110 days as of March 31, 2021.

Citi manages the risks in its secured funding by conducting daily stress tests to account for changes in capacity, tenor, haircut, collateral profile and client actions. In addition, Citi maintains counterparty diversification by establishing concentration triggers and assessing counterparty reliability and stability under stress. Citi generally sources secured funding from more than 150 counterparties.

Short-Term Borrowings

Citi's short-term borrowings of $32 billion decreased 42% year-over-year, primarily driven by a decline in FHLB advances. Sequentially, short-term borrowings increased by 9%, driven by customer-related debt issuance.

Liquidity Stress Testing

Liquidity stress testing is performed for each of Citi's major entities, operating subsidiaries and/or countries. Stress testing and scenario analyses are intended to quantify the potential impact of an adverse liquidity event on the balance sheet and liquidity position, and to identify viable funding alternatives that can be utilized. 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. These conditions include expected and stressed market conditions as well as Company-specific events.

Liquidity stress tests are performed to ascertain potential mismatches between liquidity sources and uses over a variety of time horizons and over different stressed conditions. To monitor the liquidity of an entity, these stress tests and potential mismatches are calculated with varying frequencies, with several tests performed daily.

Given the range of potential stresses, Citi maintains contingency funding plans on a consolidated basis and for individual entities. These plans specify a wide range of readily available actions for a variety of adverse market conditions or idiosyncratic stresses.

For more discussion of Citi's funding and liquidity, see the 2020 Annual Report on Form 10-K (2020 Form 10-K) and Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021 (1Q 2021 Form 10-Q) filed with the Securities and Exchange Commission (SEC).

Description of Derivative and Hedging Activities

I. 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.

Customer Needs

In order to meet the needs of its clients, Citi includes an appropriate 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 evaluate whether 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 Citigroup Parent's and CBNA's Boards of Directors.

Hedging

As part of its commitment to manage the safety and soundness of the company, 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 2020 Form 10-K and 1Q 2021 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.

During the compliance period under the QFC Stay Rules, Citi actively engaged in efforts to conform its QFCs to the requirements of the rules. As of July 1, 2021, Citigroup Parent and over 250 of its subsidiaries, including all of its operating MLEs, have adhered to the ISDA 2020 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

J. 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 BAU 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 Payments Systems Risk Management Group provides a consistent framework for assessing, measuring, approving, monitoring, reporting, and mitigating risks related to FMIs. Payment systems 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 2021 Resolution Plan:

<table>
<tr><td>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</td><td rowspan="4">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</td></tr>
<tr><td>International Messaging Utility
• Society for Worldwide Interbank Financial Telecommunication</td></tr>
<tr><td>Payment Card Networks
• Mastercard
• Visa</td></tr>
<tr><td>FX Settlement
• CLS Bank International</td></tr>
</table>

Description of Foreign Operations

K. 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, 2021, GCB had 2,241 branches in 19 countries and jurisdictions. ICG's international presence is supported by trading floors in approximately 80 countries and a proprietary network in 96 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 strong global framework of governance, management, and oversight of the activities conducted in each country; supervision is the responsibility of senior management in the product areas, the regions and the global function managers. This international franchise management structure is designed to ensure that a core set of 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 by helping align local franchise objectives with global platforms and strategies.

In every country where Citi has facilities, there is a Citi Country Officer or Governance Head who serves as the lead representative of Citi in that country. The Citi Country Officer's responsibilities include protecting the Citi franchise and reputation, overseeing Country Risk Management, managing regulatory relationships, ensuring that appropriate controls (legal entity, compliance, legal and audit) are in place, managing liquidity, crisis management and escalating material issues to senior regional management.

Financial Overview

As indicated in the table below, in the first quarter of 2021, more than half of Citigroup's revenue was earned from banking operations outside of North America.[8] The following table shows Citigroup's financial results by geographic region for the first quarter of 2021.

[8] For these purposes, North America includes the U.S., Canada, and Puerto Rico.

Geographic region	Revenues		Income from continuing operations		Average assets	
	$ Million	%	$ Million	%	$ Billion	%
North America	9,326	48	4,655	58	1,261	54
EMEA	3,713	19	1,476	19	434	19
Latin America	2,144	11	699	9	124	5
Asia*	4,074	21	1,396	16	407	18
Corporate/Other	70	—	(169)	(2)	91	4
Total Citi	19,327	100	7,977	100	2,317	100

* Asia Global Consumer Banking includes the results of operations of Global Consumer Banking activities in certain EMEA countries for all periods presented.

North America

Business	Revenues	Income from continuing operations
	$ Million	$ Million
Institutional Clients Group	4,898	2,798
Global Consumer Banking	4,428	1,857

Europe, the Middle East and Africa (EMEA)

EMEA includes a diverse mix of developed and emerging markets. The following table shows a breakdown of EMEA's financial results by business segment for the first quarter of 2021.

Business	Revenues	Income from continuing operations
	$ Million	$ Million
Institutional Clients Group	3,713	1,476
Global Consumer Banking*	N/A	N/A

* Asia Global Consumer Banking includes the results of operations of Global Consumer Banking activities in certain EMEA countries for all periods presented.

Latin America

Citi has provided banking services in Latin America since 1904, when the firm started operations in Panama. Citi operates in Mexico, where its subsidiary bank, Citibanamex, is one of the country's largest banks with more than 30 million customer accounts. The following table shows a breakdown of Latin America's financial results by business segment for the first quarter of 2021.

Business	Revenues	Income from continuing operations
	$ Million	$ Million
Institutional Clients Group	1,136	646
Global Consumer Banking*	1,008	53

* Latin America Global Consumer Banking consists of Citi's consumer banking business in Mexico.

Asia (Asia Pacific and Japan)

Citi's legacy in the Asia region dates back more than a hundred years. Asia comprises Asia Pacific and Japan (which for management purposes is a separately reporting region). The following table includes a breakdown of Asia's financial results by business segment for the first quarter of 2021.

Business	Revenues	Income from continuing operations
	$ Million	$ Million
Institutional Clients Group	2,473	1,052
Global Consumer Banking*	1,601	264

* Asia Global Consumer Banking includes the results of operations of Global Consumer Banking activities in certain EMEA countries for all periods presented.

Material Supervisory Authorities

L. 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 2020 Form 10-K.

Holding Company Supervision

As a registered bank holding company and financial holding company, Citi is regulated and supervised by the 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 FDIC. The FDIC also has enforcement authority with respect to banking subsidiaries whose deposits it insures. In addition, the FDIC has established Division of Complex Institution Supervision Resolution which 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 provisionally registered with the Commodity Futures Trading Commission (CFTC) as a swap dealer.

Broker Dealers

Citi conducts securities underwriting, brokerage, and dealing activities in the U.S. through its ownership of CGMI, its primary broker dealer. CGMI is registered with the SEC as a broker dealer and as an investment adviser, registered with the CFTC as a futures commission merchant and commodity pool operator, and provisionally registered with the CFTC as a swap dealer. CGMI is also a member of the New York Stock Exchange and other principal U.S. securities exchanges, as well as the Financial Industry Regulatory Authority. 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.

M. Principal Officers of Citigroup Inc.

- Peter Babej, Chief Executive Officer, Asia Pacific
- Jane Fraser, Chief Executive Officer, Citigroup Inc.
- Sunil Garg, Chief Executive Officer, Citibank, N.A.
- David Livingstone, Chief Executive Officer, Europe, Middle East and Africa
- Mark Mason, Chief Financial Officer, Citigroup Inc.
- Mary McNiff, Chief Compliance Officer
- Karen Peetz, Chief Administrative Officer
- Anand Selva, Chief Executive Officer, Global Consumer Bank
- Ernesto Torres Cantu, Chief Executive Officer, Latin America
- Zdenek Turek, Chief Risk Officer
- Sara Wechter, Head of Human Resources
- Rohan Weerasinghe, General Counsel and Corporate Secretary
- Mike Whitaker, Head of Enterprise Infrastructure Operations & Technology
- Paco Ybarra, Chief Executive Officer, Institutional Clients Group

Overview of Material Management Information Systems

N. 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 and value-maximizing 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 2019 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 sharing of 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 ensures resiliency of all critical systems under stress, and that would facilitate smooth 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 functions, 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 a consolidated 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.

Citi's strategic management reporting platform provides dashboards that would be used by senior managers and analysts to detect early warning alerts to a trigger event in Resolution. It delivers cross-data set intelligence around trends, pattern detection, and other correlations, leveraging golden source data, data standards, and standard hierarchies. Its data coverage spans financial, organizational, location and site strategy, client profitability, credit exposure results, firm-wide single name exposure reporting, operational losses, and compliance and control assessment results.

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

O. Forward-Looking Statements

Certain statements in this public section are "forward-looking statements" within the meaning of the rules and regulations of the SEC. These statements are based on a hypothetical Resolution scenario of Citigroup Parent, certain assumptions required of Citi pursuant to such hypothetical resolution, and Citi's current beliefs with respect to a Resolution scenario. These statements are subject to risks, uncertainties, and changes in circumstances and are not binding on a 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, including, among others, regulatory review of Citi's 2021 Resolution Plan, Citi's ability to successfully implement the SPOE Strategy as well as actual market conditions and market, creditor, and counterparty reactions to any potential resolution event. Actual results and capital and other financial conditions may also differ materially due to the precautionary statements included herein and those contained in Citigroup Parent's filings with the SEC, including without limitation the "Risk Factors" section of Citigroup's 2020 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

P. Glossary

2020 Form 10-K	Citigroup Parent's Annual Report on Form 10-K for the year ended December 31, 2020
1Q 2021 Form 10-Q	Citigroup Parent's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021
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
CBS Costa Rica	Citi Business Services Costa Rica
CCSI USA	Citicorp Credit Services, Inc. (USA)
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.
CTI	Citigroup Technology Inc.
CTI (HK) Ltd	Citigroup Technology Infrastructure (Hong Kong) Ltd.
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