



Business Practices Committee Charter

May 2008

Mission

The Citi Business Practices Committee (the “Committee”) provides oversight and guidance necessary to ensure that Citi is implementing business practices that meet the highest standards of professionalism, integrity, and ethical behavior across the company. Each business, with the support of its respective control functions is responsible for ensuring that its business activities are carried out in full compliance with applicable law, rules and regulations. The purpose of the Business Practices effort is to identify and assess conflicts of interest and other reputational and franchise risks that may arise, even when business practices fall within the “letter of the law.”

Membership

The membership of the Committee shall include the members of the Executive Committee, Citi’s General Counsel and the Executive Director of Business Practices. The Chair of the Committee shall be appointed by the Chief Executive Officer.

Duties and Responsibilities

To achieve its mission, the Committee will:

- Ensure that a Business Practices Committee (BPC) has been established in each of Citi’s major business units;
- Monitor the activities of each business-level BPC for consistency with Citi’s core values as expressed in the Code of Conduct and our Shared Responsibilities;
- Review business practices issues that affect multiple business units or that may have corporate-wide reputational or franchise significance;
- Address constituency and regulatory concerns regarding business practices; and
- Provide periodic reports to the Board of Directors.

To assist the Committee in fulfilling its duties:

- The Executive Director of Business Practices shall be a member of each business-level BPC; and
- The Chair of the Citi BPC shall appoint a Liaison Committee responsible for managing appropriate escalation of cross business reputational and franchise risk issues.