[C: Rule 14a-8 Proposal, October 26, 2014,
Revised February 20, 2015 per agreement with the company]
Proposal [X] - Proxy Access for Shareholders

Resolution

Shareholders ask the Citigroup Inc (C) board, to the fullest extent permitted by law, to amend our governing documents to allow shareholders to make board nominations as follows:

1. The Company proxy statement, form of proxy, and voting instruction forms shall include, listed with the board's nominees, alphabetically by last name, nominees of any party of one or up to twenty shareholders that have collectively held, continuously for three years, at least three percent of the Company's securities eligible to vote for the election of directors.

2. Board members and officers of the Company may not be members of any such nominating party of shareholders.

3. Parties nominating under these provisions may collectively make nominations numbering up to 20% of the Company's board of directors.

4. Preference will be shown to groups holding the greatest number of the Company's shares for at least three years.

5. Nominees may include in the proxy statement a 500 word supporting statement.

6. Each proxy statement or special meeting notice to elect board members shall include instructions for nominating under these provisions, fully explaining all legal requirements for nominators and nominees under federal law, state law and the company's governing documents.

Supporting Statement

- The right of shareholders to nominate board candidates is fundamental to good corporate governance and board accountability.
- Long-term owners of the Company should have a meaningful voice in nominating and electing directors.
- This proposal adopts popular 3% and 3-year eligibility thresholds.
- Limiting shareholder-nominated candidates to 20% means control remains with board nominees.
- Our Company's share price has substantially underperformed the S&P 500 during the latest one, five and ten year time-periods and received an overall ESG grade of 'F' from GMI Ratings.
- Rather than *independent* directors, we need directors who are *dependent* on, and accountable to, the *shareholders* who elect them.

- CFA Institute's *Proxy Access in the United States: Revisiting the Proposed SEC Rule* (download at http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2014.n9.1) found:
    - "proxy access has the potential to enhance board performance and raise overall US market capitalization by between $3.5 billion and $140.3 billion"
    - "none of the event studies indicate that proxy access reform will hinder board performance."
    - "proxy access would serve as a useful tool for shareowners in the United States and would ultimately benefit both the markets and corporate boardrooms."

The Council of Institutional Investors, whose members have $3 trillion invested, maintains the following policy:

> Access to the Proxy: Companies should provide access to management proxy materials for a long-term investor or group of long-term investors owning in aggregate at least three percent of a company's voting stock, to nominate less than a majority of the directors. Eligible investors must have owned the stock for at least two years. Company proxy materials and related mailings should provide equal space and equal treatment of nominations by qualifying investors.

Vote to enhance shareholder value:

Proxy Access for Shareholders – Proposal [X]