



DESCRIPTION OF CITI CONFLICTS OF INTEREST POLICY

Citi provides and is engaged in a wide range of financial services, including investment management, private banking, financing, securities trading, corporate and investment banking and research. In compliance with our statutory obligations this document describes the Conflicts of Interest Policy maintained by Citi in respect of regulated activities carried out within the European Economic Area.

Citi is committed to maintaining the highest professional standards and principles in providing services to its clients. The interests of clients must always come first, and Citi's policies and procedures, which address and manage conflicts of interest as may arise, are intended to ensure that those interests are well served.

To this end, Citi has policies and procedures in place to identify, consider and manage potential conflicts of interest and protect the integrity of its relationships with retail, institutional and eligible counterparty clients. All Citi employees must comply with Citi's policies and procedures and they may not do indirectly anything that they are prohibited from doing directly under these policies and procedures. Detailed internal policy documents and operating procedures may not be fully represented in the description that appears below.

For the purposes of ascertaining whether there is a conflict of interest, references to Citi employees include references to tied agents or other persons linked to us and our customers, and appointed representatives of Citi.

Identification of Conflicts

In the normal course of Citi's businesses, employees may become aware of an actual, potential or perceived conflict of interest, which should be escalated through normal escalation channels and/or appropriate governance/approval committees. In addition, conflicts can be identified through, among other things, supervision, surveillance, monitoring, testing and assessment programs.

Conflicts of interest may arise between Citi or its employees and clients, or between clients or groups of clients. Some examples include the use by a trading desk of a client's non-public information (that was gained through lending, underwriting, investment advisory or other activities) to the client's disadvantage; conducting a transaction that places Citi's own interests ahead of its obligations to clients; or, treating one client involved in a transaction more favorably than another client involved in that transaction. Transactions that are complex, highly structured or opaque, involve illiquid or hard-to-value instruments or assets, require the coordination of multiple internal groups (such as multiple trading desks or affiliated entities) or involve a significant asymmetry of information or transactional data among participants, can also give rise to actual, potential or perceived conflicts of interest.



Other examples of conflicts include if Citi or a Citi employee engages in self-dealing (when a fiduciary engages in a transaction with itself or related parties and interests), or benefits from undisclosed compensation or receives unreasonable compensation at the expense of the client.

In determining if there is an actual or potential conflict, Citi considers whether there is a significant risk of harm to the client, taking into account, among other things, whether Citi or a Citi employee:

- Is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- Has an interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;
- Has a financial or other incentive to favor the interest of another client or group of clients over the interests of the client;
- Engages in the same business as the client; or
- Receives or will receive from a person other than the client an inducement in relation to a service provided to the client, in the form of monies, goods or services, other than the standard commission or fee for that service.

Management of Conflicts

Citi manages conflicts through various policies, procedures and/or processes, which may, depending upon the conflict, include prevention or avoidance of conflicts, or appropriate disclosures, establishing information barriers, restructuring transactions, products or processes, and/or changing compensation incentives. In addition, relevant approval or other governance committees oversee and review certain potential or perceived conflicts. If the conflict cannot be appropriately managed and/or mitigated, Citi may decline to engage in the activity giving rise to the potential conflict.

Although not an exhaustive list, the primary methods that may be used by Citi to manage actual or potential conflicts of interest include:

- Oversight by relevant product approval, business, risk, control, regional, country, business selection, commitment, credit, conflicts or other committees, as well as



the Business Practices Committees (BPC) or Business Risk, Compliance and Control Committees (BRCC);

- Review of activity that includes new products or services (including manufacturing or distribution), complex transactions, structured products, significant information asymmetry or involvement of multiple Citi businesses or client interests;
- Review of significant changes in business, organization, information or compensation structure;
- Policies and/or procedures related to conflicts involving a specific line of business, product or service, including an inventory of material categories of conflicts;
- Policies and/or procedures regarding fair and/or impartial treatment of clients or classes of clients;
- Policies and/or procedures to maintain confidentiality of client information and prohibit the use or sharing of material non-public information;
- Policies and/or procedures to prohibit insider trading, front running, tying of services and other prohibited activities;
- Policies and/or procedures governing the acceptance and granting of inducements, including disclosure to clients;
- Policies and/or procedures governing gifts and entertainment or charitable contributions;
- Policies and/or procedures on activities involving public officials, including to prevent bribery, corruption and fraud;
- Processes and/or systems to identify specific situations where there are competing or adverse interests;
- Separation (which may be physical or otherwise) of personnel, business units or functions, including but not limited to information barriers, restrictions on types of activity or management and supervisory structures or other measures to prevent or limit any person from exercising inappropriate influence;
- General and/or specific disclosure of conflicts to clients where necessary;
- Oversight of contacts between and within businesses whose clients have adverse or competing interests with the clients of other business units;



- Trade surveillance and/or systems to restrict and/or monitor the flow of inside information within Citi and prohibit employees from misusing such information for Citi's or their own account and to the detriment of clients;
- Monitoring of personal investments and outside business activities of Citi employees to prevent and detect conflicts;
- Maintaining appropriate documentation and recordkeeping; and
- Training of Citi employees.

If you so request, we will be pleased to provide further details on the principles outlined above.