

## **Description of Citi's UK and EEA 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 UK and EEA.

The Conflicts of Interest Policy applies in relation to various Citi legal entities including but not limited to Citigroup Global Markets Europe AG (“**CGME**”), Citibank Europe plc (“**CEP**”) and Citigroup Global Markets Limited (“**CGML**”) (and their respective branches) and Citibank N.A., London Branch and Citibank N.A., Milan Branch.

Local language versions of this description are also available in some countries.

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 prevent or 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**

Citi seeks to ensure it is able to appropriately and effectively identify and manage potential conflicts. It may manage potential conflicts through avoidance, establishing Information Barriers or acting with an appropriate level of independence, and/or by providing appropriate disclosure of the conflict to affected clients.

In determining whether there is or may be a conflict of interest to which the Policy applies, Citi considers whether there is a material risk of damage to the client, taking into account 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 conducted on behalf of the client, which is distinct from the client's interest in that outcome;
- has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;

- carries on 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 monetary or non-monetary benefits of services.

Citi has identified that potential conflicts of interest could arise in the following general categories:

- (a) Citi and a client;
- (b) Two or more clients;
- (c) Citi employees and a client;
- (d) Citi and Citi employees;
- (e) Citi and a third-party (e.g. supplier of services to Citi); or
- (f) Within or between business lines or functions of Citi

Examples of where conflicts could arise include, but are not limited to, the following:

- Conflicts between Citi and Clients - Conflicts relating to Treating Clients Fairly;  
For example, when selling securities, Citi may receive inducements from fund companies and security issuers, including:
  - a) turnover-related sales follow-up commissions, paid to us by fund companies from the management fees they receive;
  - b) sales commissions paid by security issuers in the form of placement commissions;
  - c) corresponding markdowns on the issue price (discount/rebate) and sales follow-up commissions;
  - d) up-front fees paid to Citi, insofar as we levy these when selling investment units or other securities;
  - e) non-monetary inducements.

Citi may also provide success-related commissions and fixed remunerations to contractually independent tied agents who lead us to customers or transactions with or without reference to a specific transaction.

- Conflicts between Citi and Clients - Conflicts Relating to Competing with Clients;  
For example, Citi may seek to make investments for its own account in securities in which our clients are also seeking to invest.
- Conflicts between Citi and Clients - Multiple Involvement;  
For example, Citi may act as trustee to investors on a debt security and also act as a lender to the security issuer such that it may create a conflict of interest between Citi's obligations as Trustee and Citi's proprietary interests.
- Conflicts between Citi and Clients - Conflicts Relating to Use of Material Non-Public Information or Use of Private Information;  
For example, Citi may sell securities to clients at a time when it has access to private information regarding the debtor in connection with its lending or advisory business.
- Conflicts between Citi and Clients - Conflicts Relating to Manufacturing of Products;  
For example, Citi may develop a product that enables Citi to sell its own exposure in an entity to its clients.

- Conflicts between Clients or Groups of clients;  
For example, Citi may provide advisory services to a client on a transaction and at the same time provide financing to another client on the same transaction where the two clients have separate and/or competing interests.
- Conflicts between Citi Employees and the interests of Citi or the interests of Clients.  
For example, a Citi employee may have a personal investment in an issuer of securities and also provide investment recommendations to clients on that same issuer of securities.

## **Management of Conflicts**

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

- Procedures and systems to identify and record specific situations where there are competing or adverse interest;
- Citi, under the direct responsibility of the management board, operates an Independent Compliance Risk Management function, with a remit to monitor the identification, avoidance and the management of conflicts of interest.
- Trade surveillance and restriction systems including insider, and restricted (or freeze) lists to monitor the flow of inside information within the Firm and prohibit employees from misusing such information for the Firm's or their own account and to the detriment of clients;
- Oversight and approval by product committees, independent from the directly involved Citi representatives, covering (among other matters) transaction and product pricing, placing, and structure;
- Structural separation. Such separation may be physical or otherwise, including but not limited to information barriers, compensation arrangements and or management and supervisory structures;
- Oversight of contacts between and within businesses whose clients have adverse or competing interests with the clients of other business units;
- Policies and procedures ensuring fair and/or equal treatment of clients or classes of clients;
- Regulation of personal investment and business activities of Citi employees by Compliance to prevent conflicts of interest arising against the interests of clients;
- Training of employees;
- Rules governing the acceptance and granting of inducements, including disclosure of such arrangements to clients;
- The general or specific disclosure of conflicts of interest to clients where necessary, including but not limited to, instances where it is not considered possible to have sufficient arrangements to avoid or wholly manage a conflict of interest.

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