

2014年8月6日

各 位

会 社 名 シティグループ・インク
(コード番号 8710 東証第一部)
問合せ先 東京都千代田区紀尾井町3番12号
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弁護士 杉本 文秀
(TEL . 03 - 3511 - 6133)

修正指定証書提出に関するお知らせ（開示事項の変更）

シティグループ・インクは、2014年5月8日付の「書換基本定款変更に関するお知らせ」において公表したとおり、2014年4月29日にシリーズM 6.300%固定配当/変動配当非累積優先株式にかかる指定証書（以下、「本指定証書」といいます。）をデラウェア州州務長官に提出しましたが、本指定証書第4条(a)において変動金利期間における利息支払日の記載が欠如していました。そこで、シティグループ・インクは、様式10-Qによる2014年8月1日付報告書の添付書類3.01の一部として修正指定証書を米国証券取引委員会に提出しましたのでお知らせいたします。上記報告書提出日現在有効な修正指定証書の全文（原文）は添付のとおりです。

なお、2014年5月8日付の「本邦以外の地域における優先株式シリーズMの発行について」において公表した内容に変更はございません。

変更内容

下線は変更部分を示します。

変更前	変更後
<p>Section 4. Dividends.</p> <p>(a) Rate. Holders shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee thereof, but only out of funds legally available therefor, noncumulative cash dividends on each share of Series M Preferred Stock in the amounts specified below in this Section 4, and no more, payable semiannually in arrears on each May 15 and November 15, beginning November 15, 2014, from and including the date of issuance; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (except if after May 15, 2024, that day falls in the next calendar month, in which case the payment of any dividend otherwise payable will be made on the first preceding Business Day), (i) on or prior to May 15, 2024, without any interest or other payment in respect of such postponement, and (ii) after May 15, 2024, with dividends accruing to the actual payment date (each such day on which dividends are payable a “Dividend Payment Date”). The period from and including the date of issuance</p>	<p>Section 4. Dividends.</p> <p>(a) Rate. Holders shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee thereof, but only out of funds legally available therefor, noncumulative cash dividends on each share of Series M Preferred Stock in the amounts specified below in this Section 4, and no more, payable (i) semiannually in arrears on each May 15 and November 15 (each, a “Dividend Payment Date”), beginning November 15, 2014, from and including the date of issuance <u>to, but excluding, May 15, 2024;</u> provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, <u>without any interest or other payment in respect of such postponement, and (ii) quarterly in arrears on each February 15, May 15, August 15 and November 15, beginning August 15, 2024, from and including May 15, 2024;</u> provided, however, if any such day is <u>not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, except if</u></p>

of the Series M Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a “Dividend Period.” Dividends on each share of Series M Preferred Stock will accrue on the liquidation preference of \$25,000 per share at a rate per annum equal to (i) 6.300%, for each Dividend Period from and including the date of issuance to, but excluding, May 15, 2024 and (ii) Three-month LIBOR plus 3.423%, for each Dividend Period from and including May 15, 2024. The record date for payment of dividends on the Series M Preferred Stock will be the record date fixed by the Board of Directors or any other duly authorized committee thereof that is not more than 30 nor less than 10 days prior to such Dividend Payment Date (each, a “Dividend Record Date”). Any such day that is a Dividend Record Date will be a Dividend Record Date whether or not such day is a Business Day. The amount of dividends payable on or prior to May 15, 2024 will be computed on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable after May 15, 2024 will be computed on the basis of a 360-day year and the actual number of days elapsed.

< 訳文 >

4. 配当金

(a) 割合

取締役会又は適法に授權された委員会による配当の宣言がなされた場合、本保有者は各本シリーズM優先株式につき、本第4条において下記で明記された金額の、非累積的な現金による配当を適法に利用可能な資金からのみ受領する権利を有し(これを超過して配当を受けない。) 当該配当は、発行日(同日を含む。) から毎年5月15日及び11月15日(初回支払日は2014年11月15日)の半期ごとに後払いで支払われる。但し、当該日が営業日でない場合は、営業日であれば当該日に支払われるべき配当の支払は翌営業日に行われ(2024年5月15日以降(同日を含まない。)) 当該日が翌暦月となる場合を除く。この場合、支払われるべき配当の支払は直前の営業日に行われる。) (i) 2024年5月15日まで(同日を含む。) の場合は当該延期による利息等の支払は発生せず、(ii) 2024年5月15日以降(同日を含まない。) の場合は実際の配当支払日までの配当が支払われる(以下、配当が支払われる日をそれぞれ「配当支払日」という。) 本シリーズM優先株式の発行日又は配当支払日(同日を含む。) 以後次の配当支払日(同日を含まない。) までの期間

that day falls in the next calendar month, in which case, the payment of any dividend otherwise payable will be made on the immediately preceding Business Day, with dividends accruing to the actual payment date (each such day on which dividends are payable for any Dividend Period (as defined below) after the Dividend Period to but excluding May 15, 2024, a “Dividend Payment Date”). The period from and including the date of issuance of the Series M Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a “Dividend Period.” Dividends on each share of Series M Preferred Stock will accrue on the liquidation preference of \$25,000 per share at a rate per annum equal to (i) 6.300%, for each Dividend Period from and including the date of issuance to, but excluding, May 15, 2024 and (ii) Three-month LIBOR plus 3.423%, for each Dividend Period from and including May 15, 2024. The record date for payment of dividends on the Series M Preferred Stock will be the record date fixed by the Board of Directors or any other duly authorized committee thereof that is not more than 30 nor less than 10 days prior to such Dividend Payment Date (each, a “Dividend Record Date”). Any such day that is a Dividend Record Date will be a Dividend Record Date whether or not such day is a Business Day. The amount of dividends payable on or prior to May 15, 2024 will be computed on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable after May 15, 2024 will be computed on the basis of a 360-day year and the actual number of days elapsed.

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を「配当期間」という。各本シリーズM優先株式1株にかかる配当は、1株あたり25,000米ドルの残余財産分配優先権に対し、(i)発行日(同日を含む。)から2024年5月15日まで(同日を含まない。)の各配当期間については、年率6.300%の割合で、(ii)2024年5月15日以降(同日を含む。)の各配当期間については、3ヶ月LIBOR+3.423%の割合で生じる。本シリーズM優先株式にかかる配当の支払に関する基準日は、取締役会又はその他適法に授權された委員会が該当する配当支払日の30日前から10日前までの間で基準日として決定する日(以下、当該日をそれぞれ「配当基準日」という。)とする。配当基準日は営業日であるか否かにかかわらず配当基準日とされる。2024年5月15日まで(同日を含む。)に支払われるべき配当金は、1ヶ月を30日、1年を12ヶ月とする1年360日をベースとして計算される。2024年5月15日以降(同日を含まない。)に支払われるべき配当金は、1年360日として、実際の経過日数をベースに計算される。

い。)また(ii)2024年5月15日以降(同日を含む。)につき、毎年2月15日、5月15日、8月15日及び11月15日(初回支払日は2024年8月15日)の四半期ごとに後払いで支払われる(但し、当該日が営業日でない場合は、営業日であれば当該日に支払われるべき配当の支払は翌営業日に行われる(当該日が翌暦月となる場合を除く。この場合、支払われるべき配当の支払は直前の営業日に行われ、実際の配当支払日までの配当が支払われる。))(以下、2024年5月15日(同日を含まない。)までの配当期間(以下に定義される。)が経過した後の配当期間につき配当が支払われる日をそれぞれ「配当支払日」という。)。本シリーズM優先株式の発行日又は配当支払日(同日を含む。)以後次の配当支払日(同日を含まない。)までの期間を「配当期間」という。各本シリーズM優先株式1株にかかる配当は、1株あたり25,000米ドルの残余財産分配優先権に対し、(i)発行日(同日を含む。)から2024年5月15日まで(同日を含まない。)の各配当期間については、年率6.300%の割合で、(ii)2024年5月15日以降(同日を含む。)の各配当期間については、3ヶ月LIBOR+3.423%の割合で生じる。本シリーズM優先株式にかかる配当の支払に関する基準日は、取締役会又はその他適法に授權された委員会が該当する配当支払日の30日前から10日前までの間で基準日として決定する日(以下、当該日をそれぞれ「配当基準日」という。)とする。配当基準日は営業日であるか否かにかかわらず配当基準日とされる。2024年5月15日まで(同日を含む。)に支払われるべき配当金は、1ヶ月を30日、1年を12ヶ月とする1年360日をベースとして計算される。2024年5月15日以降(同日を含まない。)に支払われるべき配当金は、1年360日として、実際の経過日数をベースに計算される。

Exhibit A

**FORM OF
6.300% FIXED RATE / FLOATING RATE
NONCUMULATIVE PREFERRED STOCK,
SERIES M**

<Omitted>

Citigroup Inc., a Delaware corporation (the “Company”), hereby certifies that [] (the “Holder”) is the registered owner of [] fully paid and non-assessable shares of the Company’s designated 6.300% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series M, with a par value of \$1.00 per share and a liquidation preference of \$25,000 per share (the “Series M Preferred Stock”). The shares of Series M Preferred Stock are transferable on the books and records of the Registrar, in person or by a duly authorized attorney, upon surrender of this certificate duly endorsed and in proper form for transfer. The designations, rights, privileges, restrictions, preferences and other terms and provisions of the Series M Preferred Stock represented hereby are and shall in all respects be subject to the provisions of the Certificate of Designations dated October 30, 2013 as the same may be amended from time to time (the “Certificate of Designations”). Capitalized terms used herein but not defined shall have the meaning given them in the Certificate of Designations. The Company will provide a copy of the Certificate of Designations to a Holder without charge upon written request to the Company at its principal place of business.

<Omitted>

< 訳文 >

別紙 A

**シリーズ M 6.300%固定配当 / 変動配当非累積
優先株式の様式**

< 中略 >

デラウェア法人であるシティグループ・インク(以下、「当会社」という。)は、[](以下、「本保有者」という。)が、[]の全額払込済みかつ追加払込義務のない、一株あたりの額面価格1.00米ドル、一株あたりの残余財産分配優先権25,000米ドルの

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当会社の指定されたシリーズM 6.300%固定配当 / 変動配当非累積優先株式（以下、「シリーズM優先株式」という。）の登録された所有者であることをここに証する。シリーズM優先株式は、適法に裏書され、移転のための適切な様式に従った本証書の引渡しによって、自ら又は適法に授權された代理人により、登録機関の帳簿及び記録上で移転することができる。本証書により表章されるシリーズM優先株式の指定、権利、特権、制限、優先権その他の条件及び条項は、全ての面において、随時変更されることのある2013年10月30日付指定証書（以下、「指定証書」という。）の条項に従っており、従うものとする。本証書において使用される大文字の用語で定義されていないものは、指定証書において与えられる意味と同様の意味を有するものとする。当会社は、当会社の事業における主たる所在地において当会社に対し書面による要求があった場合には、本保有者に指定証書の写しを無償で交付する。

< 後略 >

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< 後略 >

以上

CORRECTED CERTIFICATE OF DESIGNATIONS

OF

6.300% FIXED RATE / FLOATING RATE NONCUMULATIVE PREFERRED STOCK SERIES M

OF

CITIGROUP INC.

pursuant to Sections 103(f) and 151 of the
General Corporation Law of the State of Delaware

Citigroup Inc., a Delaware corporation (the "Company"), hereby certifies that:

On April 29, 2014, the Company filed with the Secretary of State of the State of Delaware the Certificate of Designations of 6.300% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series M (the "Certificate"), which was an inaccurate record of the corporate action referred to therein in that Section 4(a) of the Certificate omitted the interest payment dates for the floating rate interest period and contained similar typographical errors. The Certificate is hereby corrected to read, in its entirety, as set forth below:

1. The Restated Certificate of Incorporation of the Company (as amended through the date hereof, the "Certificate of Incorporation") fixes the total number of shares of all classes of capital stock that the Company shall have the authority to issue at six billion (6,000,000,000) shares of common stock, par value \$0.01 per share, and thirty million (30,000,000) shares of preferred stock, par value \$1.00 per share.

2. The Certificate of Incorporation expressly grants to the Board of Directors of the Company (the "Board of Directors") authority to provide for the issuance of the shares of preferred stock in series, and to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

3. Pursuant to the authority conferred upon a preferred stock committee (the "Preferred Stock Committee") by the Board of Directors, the Preferred Stock Committee, by action duly taken on April 23, 2014, adopted resolutions (i) authorizing the issuance and sale of up to 70,000 shares of the Company's preferred stock and (ii) approving this final form of Certificate of Designations of 6.300% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series M (the "Series M Preferred Stock") establishing the number of shares to be included in this Series M

Preferred Stock and fixing the designation, powers, preferences and rights of the shares of this Series M Preferred Stock and the qualifications, limitations or restrictions thereof as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "6.300% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series M" (the "Series M Preferred Stock"). Each share of Series M Preferred Stock shall be identical in all respects to every other share of Series M Preferred Stock.

Section 2. Number of Shares.

The number of authorized shares of Series M Preferred Stock shall be 70,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series M Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors, the Preferred Stock Committee or any other duly authorized committee thereof and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such increase or reduction, as the case may be, has been so authorized. The Company shall have the authority to issue fractional shares of Series M Preferred Stock.

Section 3. Definitions. As used herein with respect to Series M Preferred Stock:

"Appropriate Federal Banking Agency" means the "appropriate federal banking agency" with respect to the Company as that term is defined in Section 3(q) of the Federal Deposit Insurance Act of 1950, as amended, or any successor provision.

"Board of Directors" has the meaning set forth in the recitals above.

"Business Day" means any weekday that is not a legal holiday in New York City and is not a day on which banking institutions in New York City are authorized or required by law or regulation to be closed.

"Calculation Agent" means the Transfer Agent acting in its capacity as calculation agent for the Series M Preferred Stock, and its successors and assigns.

"Common Stock" means the common stock of the Company, par value \$0.01 per share, or any other shares of the capital stock of the Company into which such shares of common stock shall be reclassified or changed.

"Depository" means DTC or its nominee or any successor depository appointed by the Company.

"Dividend Payment Date" shall have the meaning set forth in Section 4(a) hereof.

"Dividend Period" shall have the meaning set forth in Section 4(a) hereof.

“Dividend Record Date” shall have the meaning set forth in Section 4(a) hereof.

“DTC” means The Depository Trust Company.

“Holder” means the Person in whose name the shares of the Series M Preferred Stock are registered, which may be treated by the Company, Calculation Agent, Transfer Agent, Registrar and paying agent as the absolute owner of the shares of Series M Preferred Stock for the purpose of making payment and for all other purposes.

“Junior Stock” means the Common Stock and any other class or series of stock of the Company now existing or hereafter authorized over which Series M Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Company.

“LIBOR Determination Date” means the second London Banking Day immediately preceding the first day of the relevant Dividend Period.

“London Banking Day” means any day on which commercial banks are open for general business (including dealings in deposits in United States dollars) in London.

“Nonpayment” shall have the meaning set forth in Section 7(b)(i) hereof.

“Officer” means the Chief Executive Officer, the Chairman, the Chief Administrative Officer, any Vice Chairman, the Chief Financial Officer, the Controller, the Chief Accounting Officer, the Treasurer, any Deputy Treasurer, any Assistant Treasurer, any Vice President, the General Counsel and Corporate Secretary and any Assistant Secretary of the Company.

“Person” means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint-stock company, limited liability company, trust, or other entity.

“Preferred Stock Director” shall have the meaning set forth in Section 7(b)(i) hereof.

“Preferred Stock Director Termination Date” shall have the meaning set forth in Section 7(b)(iv) hereof.

“Registrar” means the Transfer Agent acting in its capacity as registrar for the Series M Preferred Stock, and its successors and assigns.

“Regulatory Capital Event” means the good faith determination by the Company that, as a result of (i) any amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of the Series M Preferred Stock, (ii) any proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any share of the Series M Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations or policies with respect thereto that is announced after the initial issuance of any share of the Series M Preferred Stock, there is more than an insubstantial risk that the Company will not be entitled to treat the full liquidation preference amount of \$25,000 per share of the Series M Preferred Stock then outstanding as “tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal

Banking Agency) as then in effect and applicable, for so long as any share of the Series M Preferred Stock is outstanding.

“Reuters LIBOR01” means the display designated on the Reuters 3000 Xtra Service on page LIBOR01 Page (or such other page as may replace “Reuters LIBOR01” page on the service or such other service as may be nominated by the British Bankers’ Association or other administrator of LIBOR for the purpose of displaying London interbank offered rates for United States dollar deposits or loans).

“Series M Preferred Stock” shall have the meaning set forth in Section 1 hereof.

“Series M Preferred Stock Certificate” shall have the meaning set forth in Section 14(a) hereof.

“Three-month LIBOR” means the rate (expressed as a percentage per annum) for deposits in United States dollars for a three-month period commencing on the first day of a Dividend Period that appears on the Reuters LIBOR01 page as of 11:00 a.m. (London time) on the LIBOR Determination Date for that Dividend Period. If such rate does not appear on the Reuters LIBOR01 page, Three-month LIBOR will be determined on the basis of the rates at which deposits in United States dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than \$1 million are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Calculation Agent (after consultation with the Company), at approximately 11:00 a.m., London time, on the LIBOR Determination Date for that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest whole multiple of 0.00001%) of such quotations. If fewer than two quotations are provided, Three-month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest whole multiple of 0.00001%) of the rates quoted by three major banks in New York City selected by the Calculation Agent (after consultation with the Company), at approximately 11:00 a.m., New York City time, on the LIBOR Determination Date for that Dividend Period for loans in United States dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than \$1 million. However, if fewer than three banks selected by the Calculation Agent to provide quotations are quoting as described above, Three-month LIBOR for that Dividend Period will be the same Three-month LIBOR as determined for the previous Dividend Period or, in the case of the Dividend Period beginning on May 15, 2024, 0.2288%. The determination of Three-month LIBOR for each relevant Dividend Period by the Calculation Agent will (in the absence of manifest error) be final and binding.

“Transfer Agent” means Computershare Trust Company, N.A., a federally chartered national association, acting as Transfer Agent, Calculation Agent, Registrar and paying agent for the Series M Preferred Stock, and its successors and assigns.

“Trust” shall have the meaning set forth in Section 6(d).

Section 4. Dividends.

(a) **Rate.** Holders shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee thereof, but only out of funds legally available therefor, noncumulative cash dividends on each share of Series M Preferred Stock in the amounts specified below in this Section 4, and no more, payable (i) semiannually in arrears on each May 15 and November 15 (each, a "Dividend Payment Date"), beginning November 15, 2014, from and including the date of issuance to, but excluding, May 15, 2024; *provided, however*, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, without any interest or other payment in respect of such postponement, and (ii) quarterly in arrears on each February 15, May 15, August 15 and November 15, beginning August 15, 2024, from and including May 15, 2024; *provided, however*, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, except if that day falls in the next calendar month, in which case, the payment of any dividend otherwise payable will be made on the immediately preceding Business Day, with dividends accruing to the actual payment date (each such day on which dividends are payable for any Dividend Period (as defined below) after the Dividend Period to but excluding May 15, 2024, a "Dividend Payment Date"). The period from and including the date of issuance of the Series M Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "Dividend Period." Dividends on each share of Series M Preferred Stock will accrue on the liquidation preference of \$25,000 per share at a rate per annum equal to (i) 6.300%, for each Dividend Period from and including the date of issuance to, but excluding, May 15, 2024 and (ii) Three-month LIBOR plus 3.423%, for each Dividend Period from and including May 15, 2024. The record date for payment of dividends on the Series M Preferred Stock will be the record date fixed by the Board of Directors or any other duly authorized committee thereof that is not more than 30 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date"). Any such day that is a Dividend Record Date will be a Dividend Record Date whether or not such day is a Business Day. The amount of dividends payable on or prior to May 15, 2024 will be computed on the basis of a 360-day year of twelve 30-day months. The amount of dividends payable after May 15, 2024 will be computed on the basis of a 360-day year and the actual number of days elapsed.

(b) **Noncumulative Dividends.** If the Board of Directors or any duly authorized committee thereof does not declare a dividend on the Series M Preferred Stock for any Dividend Period prior to the related Dividend Payment Date, that dividend will not accrue, and the Company will have no obligation to pay, and Holders shall have no right to receive, a dividend for that Dividend Period on the related Dividend Payment Date or at any future time, whether or not dividends on the Series M Preferred Stock or any other series of preferred stock or common stock are declared for any subsequent period. References herein to the "accrual" of dividends refer only to the determination of the amount of such dividend and do not imply that any right to a dividend arises prior to the date on which a dividend is declared.

(c) **Priority of Dividends.** So long as any share of Series M Preferred Stock remains outstanding, unless as to a Dividend Payment Date full dividends on all outstanding shares of the Series M Preferred Stock have been declared and paid or declared and a sum sufficient for the payment of those dividends has been set aside for the Dividend Period then ending, the Company will not, and will cause its subsidiaries not to, during the next succeeding Dividend Period that commences on such Dividend Payment Date, declare or pay any dividend on, make any distributions relating to, or redeem, purchase, acquire or make a liquidation payment relating to, any Junior Stock, or make any guarantee payment with respect thereto, other than:

(i) purchases, redemptions or other acquisitions of shares of Junior Stock in connection with any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants;

(ii) purchases of shares of Common Stock pursuant to a contractually binding requirement to buy stock existing prior to the commencement of the then-current Dividend Period, including under a contractually binding stock repurchase plan;

(iii) as a result of an exchange or conversion of any class or series of Junior Stock for any other class or series of Junior Stock;

(iv) the purchase of fractional interests in shares of Junior Stock pursuant to the conversion or exchange provisions of such Junior Stock or the security being converted or exchanged;

(v) the purchase of Junior Stock by an investment banking subsidiary of the Company in connection with the distribution thereof; or

(vi) the purchase of Junior Stock by any investment banking subsidiary of the Company in connection with market-making or other secondary market activities in the ordinary course of the business of such subsidiary.

The restrictions set forth in the preceding provisions of this Section 4(c) shall not apply to any Junior Stock dividends paid by the Company where the dividend is in the form of the same stock (or the right to buy the same stock) as that on which the dividend is being paid.

Except as provided below, for so long as any share of Series M Preferred Stock remains outstanding, if dividends are not declared and paid in full upon the shares of Series M Preferred Stock and any class or series of stock of the Company now existing or hereafter authorized that ranks equally with the Series M Preferred Stock in the payment of dividends, all dividends declared upon shares of Series M Preferred Stock and such other stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the then-current Dividend Period per share of Series M Preferred Stock and accrued dividends for the then-current Dividend Period per share of such other stock (including, in the case of any such other stock that bears cumulative dividends, all accrued and unpaid dividends) bear to each other.

Subject to the foregoing, and not otherwise, such dividends payable in cash, stock or otherwise, as may be determined by the Board of Directors or any duly authorized committee thereof, may be declared and paid on any other class or series of stock of the Company from time to time out of any funds legally available for such payment, and Holders will not be entitled to participate in those dividends.

Section 5. Liquidation Rights.

(a) **Liquidation.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company, Holders shall be entitled, out of funds legally available therefor, before any distribution or payment may be made by the Company or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of stock ranking senior to or on parity with Series M Preferred Stock upon liquidation and the rights of the Company's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of \$25,000 per share (the "Series M Liquidation Preference"), plus any accrued dividends thereon from the last Dividend Payment Date to, but excluding, the date of the liquidation, dissolution or winding up if and to the extent declared but not yet paid. Holders shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company other than what is expressly provided for in this Section 5.

(b) **Partial Payment.** If the assets of the Company are not sufficient to pay in full the aforesaid liquidation distributions to the Holders and any liquidation distributions owed to holders of any class or series of stock of the Company ranking equally with the Series M Preferred Stock in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Company, the amounts paid to the Holders and to the holders of all such equally ranking stock shall be pro rata in accordance with the respective aggregate liquidating distributions to which they would otherwise be entitled.

(c) **Merger, Consolidation and Sale of Assets Not Liquidation.** For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Company shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company, nor shall the merger, consolidation or any other business combination transaction of the Company into or with any other corporation or Person or the merger, consolidation or any other business combination transaction of any other corporation or Person into or with the Company be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company.

Section 6. Redemption.

(a) **Optional Redemption.** The Company, at the option of its Board of Directors or any duly authorized committee thereof, may redeem out of funds legally available therefor, (i) in whole or in part, from time to time, the shares of Series M Preferred Stock at the time outstanding, on any Dividend Payment Date on or after May 15, 2024, or (ii) in whole but not in part at any time within 90 days following a Regulatory Capital Event, in each case at a redemption price equal to \$25,000 per share plus any declared and unpaid dividends, without accumulation of any undeclared dividends, to but excluding the redemption date, upon notice given as provided in Section 6(b) below.

(b) **Notice of Redemption.** Notice of every redemption of shares of Series M Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the Holders of such shares to be redeemed at their respective last addresses appearing on the stock register of the Company. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the Holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any Holder of shares of Series M Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series M Preferred Stock. Each notice shall state:

(i) the redemption date;

(ii) the total number of shares of Series M Preferred Stock to be redeemed and, if fewer than all the shares of a Holder are to be redeemed, the number of such shares to be redeemed;

(iii) the redemption price;

(iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price, if applicable;
and

(v) that dividends on the shares to be redeemed will cease to accrue on the redemption date.

Notwithstanding the foregoing, if the certificates evidencing the shares of Series M Preferred Stock are held of record by a depositary and any related depository shares are held of record by a Depositary or its nominee, the Company may give such notice in any manner permitted by the Depositary.

(c) **Partial Redemption.** In case of any redemption of only part of the shares of Series M Preferred Stock at the time outstanding, the shares of Series M Preferred Stock to be redeemed shall be selected (i) pro rata from the Holders in proportion to the number of shares of Series M Preferred Stock held by such Holders, (ii) by lot or (iii) in such other manner as the Board of

Directors or any duly authorized committee thereof may determine, in its sole discretion, to be fair and equitable; *provided, however*, that if for so long as the Series M Preferred Stock or depositary shares in respect thereof are listed on the New York Stock Exchange, the foregoing clause (iii) shall apply only if such method of selection is not then prohibited by any then applicable rule of the New York Stock Exchange or the New York Stock Exchange consents to or grants a waiver or exemption from such rule. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Series M Preferred Stock shall be redeemed from time to time.

(d) **Effectiveness of Redemption.** If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Company, separate and apart from its other assets, for the pro rata benefit of the Holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Company with a bank or trust company selected by the Board of Directors or any duly authorized committee thereof (the "Trust") in trust for the pro rata benefit of the Holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue on such redemption date, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the Holders thereof to receive the amount payable on such redemption from the Trust at any time after the redemption date from the funds so deposited, without interest. The Company shall be entitled to receive, from time to time, from the Trust any interest accrued on such funds, and the Holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Company, and in the event of such repayment to the Company, the Holders of the shares so called for redemption shall be deemed to be unsecured creditors of the Company for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Company, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) **General.** The Holders shall not be entitled to vote on any matter except as set forth in Section 7(b) below or as required by the Delaware General Corporation Law.

(b) **Special Voting Right.**

(i) **Voting Right.** If and whenever dividends on the Series M Preferred Stock or any other class or series of preferred stock that ranks on parity with Series M Preferred Stock as to payment of dividends and upon which voting rights equivalent to those granted by this Section 7(b) (i) have been conferred and are exercisable (any such class or series being referred to herein as "dividend parity stock") have not been paid in an

aggregate amount equal, as to any class or series, to at least three semi-annual or six quarterly Dividend Periods, as applicable, (whether consecutive or not) (a "Nonpayment"), the authorized number of directors constituting the Board of Directors shall be increased by two, and the Holders, together with holders of dividend parity stock, shall have the right, voting separately as a single class without regard to class or series (and with voting rights allocated pro rata based on the liquidation preference of each such class or series), to the exclusion of the holders of Common Stock, to elect two directors of the Company to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that it shall be a qualification for election of any such director that the election of such director shall not cause the Company to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Company's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the Holders together with holders of dividend parity stock is a "Preferred Stock Director."

(ii) **Election.** The election of the Preferred Stock Directors will take place at any annual meeting of stockholders or any special meeting of the Holders and any dividend parity stock, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Company may, and upon the written request (addressed to the secretary at the Company's principal office) of the holders of at least 20% of the voting power of the Series M Preferred Stock or the holders of at least 20% of the voting power of any series of dividend parity stock (with such voting power measured based on the voting power to elect Preferred Stock Directors), must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders at which Preferred Stock Directors are to be elected, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series M Preferred Stock and any dividend parity stock for the purposes of electing Preferred Stock Directors. The Preferred Stock Directors shall each be entitled to one vote per director on any matter.

(iii) **Notice of Special Meeting.** Notice for a special meeting to elect Preferred Stock Directors will be given in a similar manner to that provided in the Company's by-laws for a special meeting of the stockholders. If the secretary of the Company does not call a special meeting within 20 days after receipt of any such request, then any Holder may (at the expense of the Company) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Company. The Preferred Stock Directors elected at any such special meeting and each Preferred Stock Director elected at a subsequent annual or special meeting of stockholders, will be elected for term expiring upon the earlier of the Preferred Stock Director Termination Date and the next annual meeting of stockholders following such Preferred Stock Director's election. In case any vacancy in the office of a Preferred Stock Director occurs (other than prior to the initial election of the Preferred Stock Directors), the vacancy may be filled by the Preferred Stock Director remaining in office, or if none remains in office, by a plurality of the votes cast by the holders of Series M Preferred

Stock and any dividend parity stock, voting together as a single class, and the Preferred Stock Director so appointed or elected to fill such vacancy shall serve for a term expiring at the next annual meeting of the stockholders. Preferred Stock Directors may only be elected by the holders of Series M Preferred Stock and dividend parity stock in accordance with this Section 7. If the holders of Series M Preferred Stock and such dividend parity stock fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors pursuant to this Section 7, then any directorship not so filled shall remain vacant until such time as the holders of Series M Preferred Stock and such dividend parity stock elect a person to fill such directorship in accordance with this Section 7, or such vacancy is otherwise filled in accordance with this Section 7; and no such directorship may be filled by stockholders of the Corporation other than in accordance with this Section 7.

(iv) **Termination; Removal.** Whenever the Company has paid noncumulative dividends in full for at least two consecutive semi-annual or four consecutive quarterly Dividend Periods following a Nonpayment on the Series M Preferred Stock and on any dividend parity stock entitled to noncumulative dividends and has paid cumulative dividends in full on any dividend parity stock entitled to cumulative dividends, then the right of the Holders to elect the Preferred Stock Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods) (the time of such cessation, the "Preferred Stock Director Termination Date"). Upon a Preferred Stock Director Termination Date, the terms of office of the Preferred Stock Directors will immediately terminate, the persons then serving as Preferred Stock Directors shall immediately cease to be qualified to hold office as Preferred Stock Directors, the Preferred Stock Directors shall cease to be directors of the Company and the number of directors constituting the Board of Directors shall be automatically reduced, without any action by the Board of Directors or the stockholders of the Company, by the number of Preferred Stock Directors authorized immediately prior to such termination. Any Preferred Stock Director may be removed at any time without cause by the holders of a majority of the voting power of outstanding shares of the capital stock then entitled to vote in the election of Preferred Stock Directors, voting together as a single class (with such voting power measured based on the voting power to elect Preferred Stock Directors).

(c) **Senior Issuances; Adverse Changes.** So long as any shares of Series M Preferred Stock are outstanding, but subject to the final paragraph of this Section 7(c), in addition to any other vote or consent of holders of the Company's capital stock required by Delaware law, the vote or consent of the holders of at least two-thirds of the voting power of the Series M Preferred Stock and the holders of any other preferred stock entitled to vote thereon, voting together as a single class, given in person or by proxy at an annual or special meeting of stockholders, or given in writing without a meeting, will be necessary for effecting or validating any of the following actions, whether or not such approval is required by Delaware law:

(i) any amendment, alteration or repeal of any provision of the Company's certificate of incorporation (including the certificate of designations creating the Series M Preferred Stock) or the Company's by-laws that would alter or change the voting powers, preferences, economic rights or special rights of the Series M Preferred Stock so as to affect them adversely;

(ii) any amendment or alteration of the Company's certificate of incorporation to authorize or create, or increase the authorized amount of, any shares of, or any securities convertible into shares of, any class or series of the Company's capital stock ranking prior to the Series M Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution, or winding up of the Company; or

(iii) the consummation of a binding share exchange or reclassification involving the Series M Preferred Stock or a merger or consolidation of the Company with another entity, except that holders of Series M Preferred Stock will have no right to vote under this provision or otherwise under Delaware law if in each case (i) the Series M Preferred Stock remains outstanding or, in the case of any such merger or consolidation with respect to which the Company is not the surviving or resulting entity, is converted into or exchanged for preferred securities of the surviving or resulting entity or its ultimate parent, that is an entity organized and existing under the laws of the United States of America, any state thereof or the District of Columbia and that is a corporation for U.S. federal income tax purposes (or if such entity is not a corporation, the Company having received an opinion of nationally recognized counsel experienced in such matters to the effect that Holders will be subject to tax for U.S. federal income tax purposes with respect to such new preferred securities after such merger or consolidation in the same amount, at the same time and otherwise in the same manner as would have been the case under the Series M Preferred Stock prior to such merger or consolidation), and (ii) such Series M Preferred Stock remaining outstanding or such preferred securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the Series M Preferred Stock, taken as a whole;

provided, however, that, for the avoidance of doubt, any increase in the amount of the authorized or issued Series M Preferred Stock or authorized preferred stock or any securities convertible into preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock or any securities convertible into preferred stock ranking equally with and/or junior to the Series M Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or noncumulative) and/or the distribution of assets upon the Company's liquidation, dissolution or winding up will not be deemed to adversely affect the voting powers, preferences or special rights of the Series M Preferred Stock, and no stockholder will have the right to vote on such an increase, creation or issuance by reason of this Section 7.

If any amendment, alteration, repeal, share exchange, reclassification, merger or consolidation specified in this Section 7(c) would adversely affect the Series M Preferred Stock

but not all series of preferred stock of the Company, then only such series of preferred stock as are adversely affected by and entitled to vote on the matter shall vote on the matter together with the Series M Preferred Stock as a single class (in lieu of all other series of preferred stock) for purposes of the vote or consent required by this Section 7(c).

(d) **No Vote if Redemption.** No vote or consent of the Holders shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Company shall have redeemed or shall have called for redemption all outstanding shares of Series M Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

Section 8. Preemption and Conversion Rights.

The Holders shall not have any preemptive rights or conversion rights as a result of the terms hereof.

Section 9. Rank.

For the avoidance of doubt, the Board of Directors or any duly authorized committee thereof may, without the vote of the Holders, authorize and issue additional shares of Junior Stock or shares of any class or series of stock of the Company now existing or hereafter authorized that ranks equally with the Series M Preferred Stock in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Company.

Section 10. Reacquired Shares.

The Board of Directors shall take such actions as are necessary to cause the shares of Series M Preferred Stock which have been redeemed or otherwise purchased or acquired by the Company to be retired and restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 11. No Sinking Fund.

Shares of Series M Preferred Stock are not subject to the operation of a sinking fund.

Section 12. Transfer Agent, Calculation Agent, Registrar and Paying Agent.

The duly appointed Transfer Agent, Calculation Agent, Registrar and paying agent for the Series M Preferred Stock shall be Computershare Trust Company, N.A. The Company may, in its sole discretion, remove the Transfer Agent in accordance with the agreement between the Company and the Transfer Agent; *provided, however*, that the Company shall appoint a successor transfer agent who shall accept such appointment prior to the effectiveness of such removal. Upon any such removal or appointment, the Company shall send notice thereof by first-class mail, postage prepaid, to the Holders.

Section 13. Replacement Certificates for Mutilated, Destroyed, Stolen and Lost Certificates.

If physical certificates are issued, the Company shall replace any mutilated certificate at the Holder's expense upon surrender of that certificate to the Transfer Agent. The Company shall replace certificates that become destroyed, stolen or lost at the Holder's expense upon delivery to the Company and the Transfer Agent of satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be required by the Transfer Agent and the Company.

Section 14. Form.

(a) **Series M Preferred Stock Certificates.** Series M Preferred Stock shall be issued in certificated form in substantially the form attached hereto as Exhibit A (each, a "Series M Preferred Stock Certificate"). Exhibit A is hereby incorporated in and expressly made a part of this Certificate of Designations. The Series M Preferred Stock Certificates may have notations, legends or endorsements required by law, stock exchange rules, agreements to which the Company is subject, if any, or usage (provided that any such notation, legend or endorsement is in a form acceptable to the Company).

(b) **Signature.** Two Officers shall sign any Series M Preferred Stock Certificate for the Company, in accordance with the Company's by-laws and applicable law, by manual or facsimile signature. If an Officer whose signature is on a Series M Preferred Stock Certificate no longer holds that office at the time the Transfer Agent countersigned the Series M Preferred Stock Certificate, such Series M Preferred Stock Certificate shall be valid nevertheless. A Series M Preferred Stock Certificate shall not be valid until an authorized signatory of the Transfer Agent manually countersigns such Series M Preferred Stock Certificate. Each Series M Preferred Stock Certificate shall be dated the date of its countersignature.

Section 15. Taxes.

(a) **Transfer Taxes.** The Company shall pay any and all stock transfer, documentary, stamp and similar taxes that may be payable in respect of any issuance or delivery of shares of Series M Preferred Stock. The Company shall not, however, be required to pay any such tax that may be payable in respect of any transfer involved in the issuance or delivery of shares of Series M Preferred Stock, in a name other than that in which the shares of Series M Preferred Stock were registered, or in respect of any payment to any Person other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the Person otherwise entitled to such issuance, delivery or payment has paid to the Company the amount of any such tax or has established, to the satisfaction of the Company, that such tax has been paid or is not payable.

(b) **Withholding.** All payments and distributions (or deemed distributions) on the shares of Series M Preferred Stock shall be subject to withholding and backup withholding of tax to the extent required by law, subject to applicable exemptions, and amounts withheld, if any, shall be treated as received by Holders.

Section 16. Notices.

All notices referred to herein shall be in writing, and, unless otherwise specified herein, all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three Business Days after the mailing thereof if sent by registered or certified mail (unless first class mail shall be specifically permitted for such notice under the terms of this Certificate of Designations) with postage prepaid, addressed: (i) if to the Company, to its office at 399 Park Avenue, New York, New York 10043 (Attention: Corporate Secretary) or to the Transfer Agent at its office at 250 Royall Street, Canton, Massachusetts 02021, or other agent of the Company designated as permitted by this Certificate of Designations, or (ii) if to any Holder, to such Holder at the address of such Holder as listed in the stock record books of the Company (which may include the records of the Transfer Agent) or (iii) to such other address as the Company or any such Holder, as the case may be, shall have designated by notice similarly given.

Section 17. Other Rights Disclaimed.

The shares of Series M Preferred Stock have no voting powers, preferences or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Certificate of Incorporation of the Company.

IN WITNESS WHEREOF, this Corrected Certificate of Designations has been executed on behalf of the Company by its Chief Accounting Officer this 30th day of July, 2014.

CITIGROUP INC.

By: /s/ Jeffrey R. Walsh
Name: Jeffrey R. Walsh
Title: Chief Accounting Officer

Exhibit A

FORM OF
6.300% FIXED RATE / FLOATING RATE NONCUMULATIVE PREFERRED STOCK, SERIES M

Certificate Number _____ Number of Shares of Series M Preferred Stock _____

CUSIP NO.:

CITIGROUP INC.

6.300% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series M
(par value \$1.00 per share)
(liquidation preference \$25,000 per share)

Citigroup Inc., a Delaware corporation (the "Company"), hereby certifies that [] (the "Holder") is the registered owner of [] fully paid and non-assessable shares of the Company's designated 6.300% Fixed Rate / Floating Rate Noncumulative Preferred Stock, Series M, with a par value of \$1.00 per share and a liquidation preference of \$25,000 per share (the "Series M Preferred Stock"). The shares of Series M Preferred Stock are transferable on the books and records of the Registrar, in person or by a duly authorized attorney, upon surrender of this certificate duly endorsed and in proper form for transfer. The designations, rights, privileges, restrictions, preferences and other terms and provisions of the Series M Preferred Stock represented hereby are and shall in all respects be subject to the provisions of the Certificate of Designations dated April 29, 2014 as the same may be amended from time to time (the "Certificate of Designations"). Capitalized terms used herein but not defined shall have the meaning given them in the Certificate of Designations. The Company will provide a copy of the Certificate of Designations to a Holder without charge upon written request to the Company at its principal place of business.

Reference is hereby made to select provisions of the Series M Preferred Stock set forth on the reverse hereof, and to the Certificate of Designations, which select provisions and the Certificate of Designations shall for all purposes have the same effect as if set forth at this place.

Upon receipt of this certificate, the Holder is bound by the Certificate of Designations and is entitled to the benefits thereunder.

Unless the Registrar has properly countersigned, these shares of Series M Preferred Stock shall not be entitled to any benefit under the Certificate of Designations or be valid or obligatory for any purpose.

IN WITNESS WHEREOF, this certificate has been executed on behalf of the Company by its [Title] and by its [Title] this __ day of _____, _____.

CITIGROUP INC.

By: _____
Name:
Title:

By: _____
Name:
Title:

REGISTRAR'S COUNTERSIGNATURE

These are shares of Series M Preferred Stock referred to in the within-mentioned Certificate of Designations.

Dated:

COMPUTERSHARE TRUST COMPANY, N.A., as Registrar

By: _____

Name:

Title:

REVERSE OF CERTIFICATE

Dividends on each share of Series M Preferred Stock shall be payable at the rate provided in the Certificate of Designations.

The shares of Series M Preferred Stock shall be redeemable at the option of the Company in the manner and in accordance with the terms set forth in the Certificate of Designations.

The Company shall furnish without charge to each holder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class or series of share capital issued by the Company and the qualifications, limitations or restrictions of such preferences and/or rights.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned assigns and transfers the shares of Series M Preferred Stock evidenced hereby to:

(Insert assignee's social security or taxpayer identification number, if any)

(Insert address and zip code of assignee)

and irrevocably appoints:

as agent to transfer the shares of Series M Preferred Stock evidenced hereby on the books of the Transfer Agent. The agent may substitute another to act for him or her.

Date:

Signature:

(Sign exactly as your name appears on the other side of this Certificate)

Signature Guarantee: _____

(Signature must be guaranteed by an "eligible guarantor institution" that is a bank, stockbroker, savings and loan association or credit union meeting the requirements of the Transfer Agent, which requirements include membership or participation in the Securities Transfer Agents Medallion Program ("STAMP") or such other "signature guarantee program" as may be determined by the Transfer Agent in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.)