

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成26年 5 月 7 日

【会社名】 シティグループ・インク  
(Citigroup Inc.)

【代表者の役職氏名】 ジミー・ヤン  
秘書役補佐  
(Jimmy Yang, Assistant Secretary)

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03-3511-6763/03-3511-6853/03-3511-6865

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## 1 【提出理由】

平成26年4月22日（ニューヨーク時間、以下別段の記載のない限り同じ。）開催のシティグループ・インク（以下「当社」という。）年次株主総会において決議事項が決議されましたので、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第9号の2並びに第19条の2の2の規定に基づき、本臨時報告書を提出するものであります。

## 2 【報告内容】

### (1) Date on which the Meeting was Held:

April 22, 2014

### (2) Matters Submitted to a Vote at the Meeting:

Proposal 1: Election of Directors

Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm

Proposal 3: Advisory Vote to Approve Citi's 2013 Executive Compensation

Proposal 4: Approval of the Citigroup 2014 Stock Incentive Plan

Proposal 5: Stockholder proposal requesting that executives retain a significant portion of their stock until reaching normal retirement age

Proposal 6: Stockholder proposal requesting a report on lobbying and grassroots lobbying contributions

Proposal 7: Stockholder proposal requesting that the Board institute a policy to make it more practical to deny indemnification for Directors

Proposal 8: Stockholder proposal requesting proxy access for shareholders

(3) Number of Votes Cast for or against, Number of Abstentions, Requirement for Adoption of Proposals and Results of Vote:

	For	Against	Abstained	Broker non-votes	Results (Ratio of Approval)
Michael L. Corbat	1,983,859,107	31,981,545	5,746,452	362,498,255	Approved
Duncan P. Hennes	1,994,124,941	21,374,113	6,088,046	362,498,259	Approved
Franz B. Humer	1,979,155,153	36,378,610	6,053,335	362,498,261	Approved
Michael E. O'Neill	1,970,829,790	44,951,480	5,805,595	362,498,494	Approved
Gary M. Reiner	1,994,302,673	21,304,907	5,979,517	362,498,262	Approved
Judith Rodin	1,801,203,352	214,456,487	5,927,263	362,498,257	Approved
Robert L. Ryan	1,975,523,344	40,063,282	6,000,530	362,498,203	Approved
Anthony M. Santomero	1,952,874,389	62,753,351	5,960,366	362,497,253	Approved
Joan E. Spero	1,978,758,139	36,760,592	6,068,371	362,498,257	Approved
Diana L. Taylor	1,951,922,265	61,500,869	8,163,672	362,498,553	Approved
William S. Thompson, Jr.	1,973,650,132	41,852,879	6,084,091	362,498,257	Approved
James S. Turley	1,991,933,802	23,619,714	6,033,590	362,498,253	Approved
Ernesto Zedillo Ponce de Leon	1,970,908,125	43,364,370	8,312,791	361,500,073	Approved
Proposal 2	2,337,420,247	39,881,988	6,783,124	0	Approved (98.04%)
Proposal 3	1,710,504,312	300,824,256	9,632,583	363,124,208	Approved (84.64%)
Proposal 4	1,948,047,842	63,483,525	9,429,787	363,124,205	Approved (96.39%)
Proposal 5	87,306,480	1,928,706,588	9,240,105	358,832,186	Defeated (4.31%)
Proposal 6	435,877,183	1,255,013,406	330,074,657	363,120,113	Defeated (21.57%)
Proposal 7	48,290,310	1,965,154,353	7,516,413	363,124,283	Defeated (2.39%)
Proposal 8	110,899,025	1,893,815,251	16,244,045	363,127,038	Defeated (5.49%)

(Note) The requirement for adoption of each of the proposals and how to count the votes were as follows:

Proposal	Voting Options	Requirement to Adopt the Proposal	Effect of Abstentions	Effect of “Broker Non-Votes”
Election of Directors.	For, against, or abstain on each nominee.	A nominee for director will be elected if the votes cast for such nominee exceed the votes cast against such nominee. (Note 1)	No effect.	No effect.
Ratification of KPMG.	For, against, or abstain.	The affirmative vote of a majority of the shares of common stock represented at the annual meeting and entitled to vote thereon. (Note 1)	Treated as votes against.	Brokers have discretion to vote. (Note 2)
Advisory vote to approve Citi’s 2013 executive compensation.	For, against, or abstain.	The affirmative vote of a majority of the shares of common stock represented at the annual meeting and entitled to vote thereon. (Note 1) (Note 3)	Treated as votes against.	No effect.
The Citigroup 2014 Stock Incentive Plan.	For, against, or abstain.	The affirmative vote of a majority of the shares of common stock represented at the annual meeting and entitled to vote thereon. (Note 1)	Treated as votes against.	No effect.
Four stockholder proposals.	For, against, or abstain.	The affirmative vote of a majority of the shares of common stock represented at the annual meeting and entitled to vote thereon. (Note 1)	Treated as votes against.	No effect.

Note 1: A majority in amount of the stock issued, outstanding and entitled to vote represented by the holders in person or by proxy shall be requisite at the meeting of stockholders to constitute a quorum for the these Proposals.

Note 2: KPMG’s appointment is a discretionary item. NYSE member brokers who do not receive instructions from beneficial owners may vote on this proposal as follows: (1) a Citi affiliated member is permitted to vote your shares in the same proportion as all other shares are voted with respect to this proposal; and (2) all other NYSE member brokers are permitted to vote your shares at their discretion.

Note 3: The result of the advisory vote to approve Citi’s 2013 executive compensation (Proposal 3) is not binding on the board, whether or not any resolution is passed under the voting standards described above. In evaluating the stockholder vote on the advisory resolution, the board will consider the voting results in their entirety.

(4) If a Certain Number of Voting Rights of Shareholders Present at the Meeting Were Not Calculated for Number of Votes, Reason Therefor:

Not applicable.