

The Company held its 2013 annual stockholders' meeting on May 22, 2013. There were 56,682,195 shares of common stock outstanding and entitled to be voted, and 51,877,187 of those shares (91.52% of the outstanding shares) were represented in person or by proxy, at the Annual Meeting. The following is a summary of the proposals that were submitted to the stockholders for approval and a tabulation of votes with respect to each proposal:

**Proposal 1 – Amendment of Our Restated Certificate of Incorporation to Declassify our Board of Directors**

Votes For (% of outstanding shares)	Votes Against (% of outstanding shares)	Abstentions (% of outstanding shares)	Broker Non-Votes (% of outstanding shares)
48,658,632 (85.84%)	20,721 (.03%)	42,666 (.07%)	3,155,168 (5.57%)

Accordingly, greater than 80% of outstanding shares were voted in favor of this amendment and the amendment was approved.

**Proposal 2 – Amendment of Our Restated Certificate of Incorporation to Remove the Supermajority Vote Required to Amend Certain Provisions of Our Restated Certificate of Incorporation**

Votes For (% of outstanding shares)	Votes Against (% of outstanding shares)	Abstentions (% of outstanding shares)	Broker Non-Votes (% of outstanding shares)
48,659,370 (85.84%)	19,975 (.03%)	42,674 (.07%)	3,155,168 (5.57%)

Accordingly, greater than 80% of outstanding shares were voted in favor of this amendment and the amendment was approved.

**Proposal 3 – Amendment of Our Restated Certificate of Incorporation to Remove Inoperative Language Relating to Certain Former Rights of Citigroup Inc.**

Votes For (% of outstanding shares)	Votes Against (% of outstanding shares)	Abstentions (% of outstanding shares)	Broker Non-Votes (% of outstanding shares)
48,673,285 (85.87%)	7,821 (.01%)	40,913 (.07%)	3,155,168 (5.57%)

Accordingly, at least a majority of outstanding shares were voted in favor of this amendment and the amendment was approved.

**Proposal 4 - Election of Nine Directors (if Proposal 1 is Approved)**

The results of the voting on the election of directors are set forth below. There were 3,155,168 broker non-votes (5.57% of the outstanding shares) for each director on this proposal.

Nominee	Votes For (% of voted shares)	Votes Withheld (% of voted shares)
John A. Addison, Jr.	48,622,281 (99.88%)	59,738 (0.12%)
Joel M. Babbit	48,646,217 (99.84%)	75,802 (0.16%)
P. George Benson	48,650,645 (99.85%)	71,374 (0.15%)
Michael E. Martin	48,578,740 (99.71%)	143,279 (0.29%)
Mark Mason	48,437,447 (99.42%)	284,572 (0.58%)
Robert F. McCullough	48,664,951 (99.88%)	57,068 (0.12%)
D. Richard Williams	47,981,494 (98.48%)	740,525 (1.52%)
Barbara A. Yastine	48,674,391 (99.90%)	47,628 (0.10%)
Daniel A. Zilberman	48,560,794 (99.67%)	161,225 (0.33%)

Accordingly, each of the nine nominees received a plurality of the votes cast in favor of that director's election and was elected.

**Proposal 5 – Election of Three Directors (if Proposal 1 is Not Approved)**

This proposal was not put to a vote. Because Proposal 1 to declassify our Board of Directors was approved, Proposal 4 was voted upon instead of Proposal 5.

**Proposal 6 – Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm**

Votes For (% of voted shares)	Votes Against (% of voted shares)	Abstentions (% of outstanding shares)	Broker Non-Votes
51,702,346 (99.66%)	150,766 (0.29%)	24,075 (0.04%)	n/a

Accordingly, at least a majority of votes cast on the ratification of auditors were in favor of the proposal and the appointment of KPMG as independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified.