

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

N97324 *Citigroup Pty Limited ABN 88 004 325 080 of Citigroup Centre, 2 Park Street, Sydney NSW 2000 ("Citibank")*

- (b) Short description of business carried on by that person:
(Refer to direction 3)

Citigroup provides banking and financial services.

- (c) Address in Australia for service of documents on that person:

*Daniel Richmond
Counsel
Citigroup Pty Limited
Citigroup Centre
Level 22, 2 Park Street
Sydney NSW 2000*

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Citibank provides a range of banking services to retail bank customers. Some of these services include access to the Citibank Dining Program whereby Citibank customers who use a Citibank issued credit or debit card to pay for a meal at a restaurant are given a complimentary bottle of wine. The proposed arrangement relates to the circumstances under which restaurants can participate in the Citibank Dining Program.

- (b) Description of the conduct or proposed conduct:
(Refer to direction 4)

Citibank proposes to allow selected restaurants to participate in the Citigroup Dining Program. As a condition of participation the restaurant is required to purchase a quantity of wine from Citibank's nominated wine supplier. In exchange for this commitment, Citibank shall procure that the wine supplier provides wine to the restaurant at no additional charge for on-supply to the Citibank customer and promote the restaurant's participation in the program to its customers.

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:
(Refer to direction 5)

Restaurants in Australia

- (b) Number of those persons:

- (i) At present time:

Approximately 250

- (ii) Estimated within the next year:
(Refer to direction 6)

Up to 1,000

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not Applicable

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

The proposed conduct will benefit participating restaurants by Citibank customers being incentivised to dine at their establishments and more generally having the profile of their business raised by Citibank's marketing of the Citibank Dining Program.

The proposed conduct will benefit the public at large by allowing Citibank to offer innovative rewards, promoting competition in the banking and loyalty scheme markets.

- (b) Facts and evidence relied upon in support of these claims:

The Citibank Dining Program has been operated by an external party on Citibank's behalf for the previous two years. Under this arrangement that party contracts with restaurants in conjunction a related body corporate responsible for the provision of wine under broadly similar terms as indicated above. The change of contracting entities has warranted the submission of this notification but the concept is otherwise well established. The Citibank Dining Program has been warmly received by both participating restaurants and customers.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

The relevant markets are the provision of consumer banking and financial services and the supply of wine.

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:
(Refer to direction 9)

Citibank does not consider that the proposed conduct will result in any lessening of competition in the relevant market(s) nor result in any conceivable public detriment because:

- *Restaurants are not obliged to participate in the Citibank Dining Program*
- *Restaurants are otherwise at liberty to procure wine from other suppliers and offer that wine to customers on any terms they see fit.*
- *Citibank's market share is not significant enough to indicate that restaurants would be at an unreasonable disadvantage if they did not participate in the Citibank Dining Program.*
- *Competition in the both the banking and alcohol supply market is vigorous and there are many competitors. For the reasons set out at*

4 above, the notified conduct will promote competition in this market and provide public benefit.

- (b) Facts and evidence relevant to these detriments:

We refer to 6(a) above

7. Further information

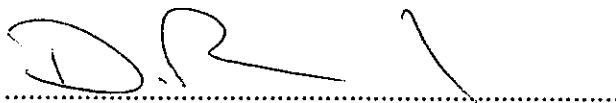
- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

*Daniel Richmond
Citigroup Pty Limited
Citigroup Centre
Level 22, 2 Park Street
Sydney NSW 2000*

Telephone 02 8225 4987

Dated 12 March 2014

Signed by/on behalf of the applicant



(Signature)

Daniel Richmond

(Full Name)

Citigroup Pty Limited

(Organisation)

Counsel

(Position in Organisation)

DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.