Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)), Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)), Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

i. Bruce Van Saun
Name of the Holding Company Director and Officer
Chief Executive Officer & Chairman
Title of the Holding Company Director and Officer

Attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

Reporter's Name, Street, and Mailing Address
RBS Citizens Financial Group, INC
One Citizens Plaza
(Mailing Address of the Holding Company) Street / P.O. Box
Providence RI 02903
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Jonathan Gaudioso Senior Vice President
Name Title
401-757-5430
Area Code / Phone Number / Extension
401-757-5333
Area Code / FAX Number
Jonathan.M.Gaudioso@citizensbank.com
E-mail Address
www.citizensbank.com
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:
☐ No

☐ in accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential.

Date of Signature
03/28/2014

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
☒ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only
RSSID ID
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data needed to complete the form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
RBS CITIZENS FINANCIAL GROUP, INC.
December 31, 2013

The Royal Bank of Scotland Group, plc
36 St. Andrew Square, Edinburgh, UK EH2 2YB

RBSG International Holdings Limited
24/25 St. Andrew Square, Edinburgh, UK EH21AF
99%

RBS Citizens Financial Group, Inc.
One Citizens Plaza, Providence, RI 02903
100%

RBS CEFM North America Corp.
101 Park Avenue, New York, NY 10178
1%

Citizens Capital Inc.
28 State Street, Boston, MA 02109
100%

St Paul Financial Development Corp
1215 Superior Ave. Cleveland, OH 44144
100%

CFG Investment Corp.
One Citizens Plaza, Providence, RI 02903
100%

JSA Financial Corporation
40 Court Street, Boston, MA 02109
100%

First Fed of Michigan International NV
62 de Ruyterkade, Curacao, Netherlands Antilles
100%

Great Banc Service Corporation
One Citizens Plaza, Providence, RI 02903
100%

Citizens Bank of Pennsylvania
1701 John F. Kennedy Blvd.
Philadelphia, PA 19103
100% (See attached list of subsidiaries)

Citizens Charitable Foundation
One Citizens Plaza, Providence, RI 02903
100%

West Register Citizens Corp.
28 State Street, Boston, MA 02109
100%

Citizens Plaza, Inc.
One Citizens Plaza, Providence, RI 02903
100%

Warwick Residential Mortgage Corp.
One Citizens Plaza, Providence, RI 02903
100%

New England Acceptance Corporation
875 Elm Street, Manchester, NH 03101
100%

RBS Citizens, National Association
One Citizens Plaza, Providence, RI 02903
100% (See attached list of subsidiaries)
The subsidiaries of RBS Citizens Financial Group, Inc. are:

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<th>Full legal names</th>
<th>City</th>
<th>State or country (if foreign)</th>
<th>State or country (if foreign) of incorporation</th>
<th>Ownership and control relationships</th>
<th>see instructions for details</th>
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**Notes:**
- The branch list is for informational purposes only and may not reflect all branches.
- For more detailed information, please visit [Citizens Financial Group](https://www.citizensbank.com).
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</table>
Report Item 3: Securities Holders

Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013.

1. a) Name, city, state, country

   RBSG International Holdings Limited*
   42 St. Andrew Square
   Edinburgh EH2 1AF

   * a wholly-owned subsidiary of The Royal Bank of Scotland plc

b) Country of Incorporation

   United Kingdom

c) Number and Percentage of Each Class of Voting Securities

   3,354 shares - common stock
   99.17%
Report Item 4: Insiders

(1) Name, City, State, Country
   David Boweman
   Rehoboth
   Massachusetts, USA

(2) Principal Occupation, if other than with the Bank Holding Company

   Head of Business Services of RBS Americas

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      Vice Chairman
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      Vice Chairman of RBS Citizens, N.A.
   (c) Title and Position with Other Businesses (include names of other businesses)
      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.)
      None
Report Item 4: Insiders

(1) Name, City, State, Country

Michael Cleary
Boston, MA
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position
   (a) Title and Position with the Bank Holding Company

   Group EVP, Head of Distribution

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

   None

   (c) Title and Position with Other Businesses (include names of other businesses)

   None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company

   None

   (b) In Subsidiaries (include names of subsidiaries)

   None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held.)

   None
Report Item 4. Insiders

(1) Name, City, State, Country

Brad Conner
Boston, MA
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position

(a) Title and Position with the Bank Holding Company

Vice Chairman

(b) Title and Position with Subsidiaries (include names of subsidiaries)

Vice Chairman of RBS Citizens, N.A.
Director of Citizens Auto Receivables, LLC
President & Director of Citizens Automobile Finance, Corp.
President & Director of Citizens Automobile Finance, Inc.
Director of Citizens CT Investment Corp IV
Director of Citizens Mortgage Corp
Director of Citizens NH Investment Corp IV
President of Citizens Plaza, Inc.
President & Director of Citizens RI Investment Corp IV
Director of First NH Mortgage Corp
President & Director of MA Investment Corp IV
President & Director Montgomery Service Corporation
President & Director of NY Investment Corp IV
President & Director of OH Investment Corp IV
President of VT Investment Corp IV

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country
   Richard Daingerfield
   Chatham, New Jersey, USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
       Executive Vice President and General Counsel

   (b) Title and Position with Subsidiaries (include names of subsidiaries)
       EVP and General Counsel RBS Citizens, N.A.
       EVP and General Counsel Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)
       None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
       None

   (b) In Subsidiaries (include names of subsidiaries)
       None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
       (List names of companies and percentage of voting securities held.)
       None
Report Item 4: Insiders

(1) Name, City, State, Country

Joseph R. Dewhurst
Providence
Rhode Island, USA

(2) Principal Occupation, if other than with the Bank Holding Company
None

(3) Title and position
(a) Title and Position with the Bank Holding Company

Group Executive Vice President & Treasurer

(b) Title and Position with Subsidiaries (include names of subsidiaries)

Group Executive Vice President & Treasurer - RBS Citizens, N.A.
Treasurer, Citizens Bank of Pennsylvania
President & Director - 1001 Services Inc
Director & EVP, CFG Investment Corp.
Director & Treasurer - 1215 Financial Center Association LTD
Director & Treasurer - CFG Appraisal, Inc.
Director & Treasurer - Charter One Community Development Corporation
Director & Treasurer - Servco Inc.
Director & Treasurer - Shore Holdings, Inc.
Director & Treasurer, CFG Service Corp.
Director & Treasurer, Citizens Investment Corp.
Director & Treasurer, Court Street Holdings, Inc
Director & Group EVP, CSB Investment Corp.
Trustee of GBI (IL) Capital Trust II
Director & Treasurer, JSA Financial Corporation
Director & Treasurer, Lexington Savings Corp.
Director & Group EVP, Mass Investment Corporation
Director & Group EVP, Minuteman Investments
Director & Treasurer, RI Realty Trust, Inc.
Director & EVP, PA Investment Corp.-1
Director & EVP, PA Investment Corp.-II
Director - Citizens Auto Receivables
Director - MA Investment Corp

(c) Title and Position with Other Businesses (include names of other businesses)

Partner (< 7%), Suffield Associates [Partners own a Parcel of Underdeveloped Real Estate]

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.)

None
RBS CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders

(1) Name, City, State, Country
   John Fawcett
   Staten Island
   New York, USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      Chief Financial Officer
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      Chief Financial Officer of RBS Citizens, N.A.
      Chief Financial Officer of Citizens Bank of Pennsylvania
   (c) Title and Position with Other Businesses (include names of other businesses)
      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 2.5% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.)
      None
Report Item 4: Insiders

(1) Name, City, State, Country

Sheldon Goldfarb
Chappaqua
New York, USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position
   (a) Title and Position with the Bank Holding Company

      Chief Legal Officer

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

      Chief Legal Officer of RBS Citizens, N.A.
      Chief Legal Officer of Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)

      General Counsel, RBS Americas
      Director - The Clearing House
      Trustee - Institute of International Bankers
      Director - Binghamton University Foundation
      Trustee - Shearay Tefila Temple

(4) Percentage of Voting Shares:

   (a) In the Bank Holding Company

      None

   (b) In Subsidiaries (include names of subsidiaries)

      None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held)

      None
RBS CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders

1. Name, City, State, Country

William P. Hankowsky
Philadelphia
Pennsylvania, USA

2. Principal Occupation, if other than with the Bank Holding Company

Chairman, President and CEO - Liberty Property Trust

3. Title and position
   (a) Title and Position with the Bank Holding Company

   Director

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

   Director of RBS Citizens, N.A.
   Director of Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)

   Director - Aqua America, Inc

4. Percentage of Voting Shares:
   (a) In the Bank Holding Company

   None

   (b) In Subsidiaries (include names of subsidiaries)

   None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held.)

   None
Report Item 4: Insiders

(1) Name, City, State, Country

Howard W. Hanna, III
Pittsburgh
Pennsylvania, USA

(2) Principal Occupation, if other than with the Bank Holding Company

Chairman and CEO of Hanna Holdings, Inc. (Howard Hanna Real Estate Services)

(3) Title and position

(a) Title and Position with the Bank Holding Company

   Director

(b) Title and Position with Subsidiaries (include names of subsidiaries)

   Director of RBS Citizens, N.A.
   Director of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

   None

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

   None

(b) In Subsidiaries (include names of subsidiaries)

   None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held.)

   None
RBS CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders

(1) Name, City, State, Country

Suheel Kamlani
Greenwich, CT
USA

(2) Principal Occupation, if other than with the Bank Holding Company

RBS Americas
Deputy CEO, Markets and International Banking
Royal Bank of Scotland Group plc
Management Committee Member

(3) Title and position

(a) Title and Position with the Bank Holding Company

None

(b) Title and Position with Subsidiaries (include names of subsidiaries)

None

(c) Title and Position with Other Businesses (include names of other businesses)

See 2 above

None

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country

John Donald Black Workman
Hong Kong, China

(2) Principal Occupation, if other than with the Bank Holding Company

Executive Chairman, APAC

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Executive Chairman, APAC of The Royal Bank of Scotland plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Rory Tappin
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Chief Executive, Wealth Management

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiary) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Chief Executive, Wealth Management of The Royal Bank of Scotland Group plc or Affiliates

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
(List names of companies and percentage of voting securities held) [OTHER NON-CFG COMPANIES]
N/A
Report Item 4: Insiders

(1) Name, City, State, Country

Christopher Paul Sullivan
Blue Fires, Crawley Down
UK

(2) Principal Occupation, if other than with the Bank Holding Company
CEO, Corporate Banking, RBS Group

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiarie) [IF APPLICABLE]
N/A
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
CEO, Corporate Banking of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held) [OTHER NON-CFG COMPANIES]
N/A
Report Item 4: Insiders

(1) Name, City, State, Country

Gary Stewart
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries: IF APPLICABLE)

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) of The Royal Bank of Scotland Group plc or Affiliates

N/A

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4. Insiders

(1) Name, City, State, Country

David Stephen
Holyport, Berkshire
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Chief Risk Officer

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Chief Risk Officer of The Royal Bank of Scotland Group plc or Affiliates

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
N/A
Report Item 4: Insiders

(1) Name, City, State, Country

Philip Scott
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries [IF APPLICABLE])

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) of The Royal Bank of Scotland Group plc or Affiliate

N/A

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

N/A
Report Item 4: Insiders

(1) Name, City, State, Country

Jon Pain
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Group Head of Conduct and Regulatory Affairs

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Group Head of Conduct and Regulatory Affairs of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
N/A
Report Item 4: Insiders

(1) Name, City, State, Country

John Owen
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Chief Executive, International Banking, RBS Group

(3) Title and position

[AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiary [IF APPLICABLE])

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Chief Executive, International Banking of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

N/A
Report Item 4: Insiders

(1) Name, City, State, Country

Sheila Noakes
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) of the Royal Bank of Scotland Group, plc or Affiliate
N/A

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
N/A
Report Item 4: Insiders

(1) Name, City, State, Country

Peter Nielsen
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Co-CEO Markets, RBS

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiary [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Co-CEO, Markets of The Royal Bank of Scotland Group, plc or Affiliate
Director, Bechop Limited
Director, RBS Asset Management
Board Member, Markit

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

Westring Pacific PTY Ltd = 100%
Sierra Finance LLC = 100%
Sierra 2Sea LLC = 50%

Lobos I LLC = 100%
Lobos III LLC = 100%
Report Item 4: Insiders

(1) Name, City, State, Country

Brendan Nelson
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) of The Royal Bank of Scotland Group plc or Affiliate
N/A

(4) Percentage of Voting Shares:
(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
(List names of companies and percentage of voting securities held) [OTHER NON-CFG COMPANIES]
None
Report Item 4: Insiders

(1) Name, City, State, Country

Simon McNamara  
Edinburgh, Scotland UK

(2) Principal Occupation, if other than with the Bank Holding Company

Chief Administration Officer

(3) Title and position  [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A  of RBS Citizens, N.A.

N/A  of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Chief Administration Officer, of The Royal Bank of Scotland Group, plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Andrew McLaughlin
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Head of Communications and Group Chief Economist

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Head of Communications and Group Chief Economist, The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(Include names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Ross Maxwell McEwan
Edinburgh, Scotland UK

(2) Principal Occupation, if other than with the Bank Holding Company

Chief Executive, The Royal Bank of Scotland Group, plc

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiary if APPLICABLE)

N/A of RBS Citizens, N.A.

N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Chief Executive, The Royal Bank of Scotland Group, plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Leslie D. Matheson
London, England UK

(2) Principal Occupation, if other than with the Bank Holding Company

Interim Chief Executive, UK Retail

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries [IF APPLICABLE]

N/A

N/A

N/A of RBS Citizens, N.A.

N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Interim Chief Executive, UK Retail, of The Royal Bank of Scotland Group, plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Nayan Kishidwala
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Director, Group Finance, RBS Group

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, NA.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Director, Group Finance, RBS Group of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
None
Report Item 4: Insiders

(1) Name, City, State, Country

Richard Kibble
Hartley Wittney, Hampshire, England UK

(2) Principal Occupation, if other than with the Bank Holding Company
Group Director of Strategy & Corporate Finance

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Group Director of Strategy & Corporate Finance of The Royal Bank of Scotland Group plc or Affiliate [ ]

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
None
Report Item 4: Insiders

(1) Name, City, State, Country

Sue-El Kamlani
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Co-CEO, Markets

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiary [IF APPLICABLE])

N/A of RBS Citizens, NA.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Co-CEO, Markets of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report item 4: Insiders

(1) Name, City, State, Country

Penelope Hughes
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A of RBS Citizens, N.A.

N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) [IF] of The Royal Bank of Scotland Group plc or Affiliate

N/A

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. [List names of companies and percentage of voting securities held.] [OTHER NON-CITIZENS COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Kevin Hanley
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Chief Architect

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries [IF APPLICABLE])
N/A of RBS Citizens, N.A
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Chief Architect of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
None
Report Item 4. Insiders

(1) Name, City, State, Country

Philip Hampton
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Chairman, The Royal Bank of Scotland Group plc

(3) Title and position  [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company  [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiary) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
Chairman of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company  [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
None
Report Item 4: Insiders

(1) Name, city, state, country

Robert Andrew Joseph Gillespie
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries IF APPLICABLE)

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) __________________________ of The Royal Bank of Scotland Group plc or Affiliate

N/A

(4) Percentage of Voting Shares

(a) in the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) in Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
Report Item 4. Insiders

(1) Name, City, State, Country

Anthony Di Iorio
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position

[AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries if applicable)

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) of The Royal Bank of Scotland Group plc or Affiliate

N/A

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Alison Davis
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) _______ of The Royal Bank of Scotland Group plc or Affiliate _______
N/A

(4) Percentage of Voting Shares:
(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (including partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
None
Report Item 4: Insiders

(1) Name, City, State, Country

John Cummins
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Group Treasurer

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
   N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
   N/A of RBS Citizens, N.A.
   N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)
   Group Treasurer of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
   None

(b) In Subsidiaries (include names of subsidiaries)
   None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
   None
Report Item 4: Insiders

(1) Name, City, State, Country

Charles J. Koch
Cleveland
Ohio, USA

(2) Principal Occupation, if other than with the Bank Holding Company

Former Chairman, President & CEO of Charter One Bank

(3) Title and position
   (a) Title and Position with the Bank Holding Company

   Director

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

   Director of RBS Citizens, N.A.
   Director of Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)

   Director of Home Properties, Inc. (HME)
   Director, Assurant Inc.
   Director, Federal Home Loan Bank of Cincinnati

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company

   None

   (b) In Subsidiaries (include names of subsidiaries)

   None

   (c) List names of other companies (includes partnerships) if 25% or more of voting
   securities are held. (List names of companies and percentage of voting
   securities held.)

   None
Report Item 4: Insiders

(1) Name, City, State, Country
   Susan LaMonica
   Allendale, New Jersey
   USA

(2) Principal Occupation, if other than with the Bank Holding Company

   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company

      Executive Vice President and Director of Human Resources RBS America and Citizens Financial Group, Inc.

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

      EVP and Director of Human Resources RBS Citizens, N.A.
      EVP and Director of Human Resources Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)

      None

(4) Percentage of Voting Shares:

   (a) In the Bank Holding Company

      None

   (b) In Subsidiaries (include names of subsidiaries)

      None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held)

      None
RBS CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders
(1) Name, City, State, Country
   Maria Leonard
   Smithfield, Rhode Island
   USA

(2) Principal Occupation, if other than with the Bank Holding Company

   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company

      Executive Vice President and Head of Group Internal Audit

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

      None

   (c) Title and Position with Other Businesses (include names of other businesses)

      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company

      None

   (b) In Subsidiaries (include names of subsidiaries)

      None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.)

      None
Report Item 4: Insiders

(1) Name, City, State, Country

Michael Lyublinsky
Westport, CT
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
       None
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
       None
   (c) Title and Position with Other Businesses (include names of other businesses)
       Co - Ceo RBS M&IB, Americas
       Co Head of Global Trading, RBS M&IB

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
       None
   (b) In Subsidiaries (include names of subsidiaries)
       None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
       (List names of companies and percentage of voting securities held )
       None
Report Item 4: Insiders

(1) Name, City, State, Country

Robert Matthews  
Boston, Massachusetts  
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position
   (a) Title and Position with the Bank Holding Company

Vice Chairman

(b) Title and Position with Subsidiaries (include names of subsidiaries)

Vice Chairman & Director of RBS Citizens, N.A.  
Director of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.)

None
RBS CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders
(1) Name, City, State, Country
   Robert McKillip
   Ridgewood, NJ
   USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      None
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      None
   (c) Title and Position with Other Businesses (include names of other businesses)
      RBS Americas Management Committee Member

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.)
      None
Report Item 4: Insiders

(1) Name, City, State, Country
   Mark Minter
   Pelham, NY
   USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      Executive Vice President and RBSCFG Wholesale Chief Credit Officer
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      None
   (c) Title and Position with Other Businesses (include names of other businesses)
      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.)
      None
RBS CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders

(1) Name, City, State, Country
   Robert Nelson
   Bristol, RI
   USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      EVP, Chief Compliance Officer
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      EVP, Chief Compliance Officer RBS Citizens, N.A.
      EVP, Compliance Officer Citizens Bank of Pennsylvania
   (c) Title and Position with Other Businesses (include names of other businesses)
      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
      (List names of companies and percentage of voting securities held.)
      None
Report Item 4  Insiders

(1) Name, City, State, Country

Brian O'Connell
Boston, MA
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position
(a) Title and Position with the Bank Holding Company

Regional Director, Technology Services

(b) Title and Position with Subsidiaries (include names of subsidiaries)

None

(c) Title and Position with Other Businesses (include names of other businesses)

None

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country
   Scott Owens
   Bridgeport, CT
   USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      Senior Vice President, Chief Credit Officer, Consumer Banking
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      None
   (c) Title and Position with Other Businesses (include names of other businesses)
      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.)
      None
Report Item 4: Insiders

(1) Name, City, State, Country

Kenneth Pfeifan
Villanova, PA
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position

(a) Title and Position with the Bank Holding Company

Chief Risk Officer RBS Americas

(b) Title and Position with Subsidiaries (include names of subsidiaries)

None

(c) Title and Position with Other Businesses (include names of other businesses)

None

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country

Arthur F. Ryan
Vero Beach, Fl
USA

(2) Principal Occupation, if other than with the Bank Holding Company

Former Chairman, President and CEO of Prudential Financial, Inc.

(3) Title and position

(a) Title and Position with the Bank Holding Company

Director

(b) Title and Position with Subsidiaries (include names of subsidiaries)

Director of RBS Citizens, N.A.
Director of Citizens Bank of Pennsylvania
Director, The Royal Bank of Scotland Group, plc

(c) Title and Position with Other Businesses (include names of other businesses)

Director (Non-Executive) - Regeneron Pharmaceutical

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country

Nancy Shanik  
Providence  
Rhode Island, USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position
   (a) Title and Position with the Bank Holding Company

   Chief Risk Officer, CFG, Group Executive Vice President

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

   None

   (c) Title and Position with Other Businesses (include names of other businesses)

   None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company

   None

   (b) In Subsidiaries (include names of subsidiaries)

   None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.  
   (List names of companies and percentage of voting securities held.)

   None
Report Item 4: Insiders

(1) Name, City, State, Country

Shivan S. Subramaniam
Providence, RI
USA

(2) Principal Occupation, if other than with the Bank Holding Company

Chairman and CEO, FM Global

(3) Title and position

(a) Title and Position with the Bank Holding Company

Director

(b) Title and Position with Subsidiaries (include names of subsidiaries)

Director of RBS Citizens, N.A.
Director of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Chairman, CEO & President - FM Global
Director - Lifespan
Director - Rhode Island Public Expenditure Council
Trustee - Bryant University

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country
   Bruce Van Saun
   Ridgewood, NJ
   USA

(2) Principal Occupation, if other than with the Bank Holding Company
   None

(3) Title and position
   (a) Title and Position with the Bank Holding Company
      Chairman and CEO
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      Chairman & CEO of RBS Citizens, N.A.
      Chairman & CEO of Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)
      None

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.)
      None
Report Item 4: Insiders

(1) Name, City, State, Country

Wendy Watson
Boston, MA
USA

(2) Principal Occupation, if other than with the Bank Holding Company

None

(3) Title and position

(a) Title and Position with the Bank Holding Company

Director

(b) Title and Position with Subsidiaries (include names of subsidiaries)

Director of RBS Citizens, N.A.
Director of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

None

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
(List names of companies and percentage of voting securities held.)

None
Report Item 4: Insiders

(1) Name, City, State, Country

Marita Zoraitis
Springfield, IL
USA

(2) Principal Occupation, if other than with the Bank Holding Company

President & CEO, The Horace Mann Companies

(3) Title and position
   (a) Title and Position with the Bank Holding Company

       Director

   (b) Title and Position with Subsidiaries (include names of subsidiaries)

       Director of RBS Citizens, N.A.
       Director of Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)

       President, P&C Companies of The Hanover Insurance Group, Inc.

(4) Percentage of Voting Shares:

   (a) In the Bank Holding Company

       None

   (b) In Subsidiaries (include names of subsidiaries)

       None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
   (List names of companies and percentage of voting securities held.)

       None
Report Item 4: Insiders

(1) Name, City, State, Country
   Elaine Arden
   Edinburgh, Scotland
   UK

(2) Principal Occupation, if other than with the Bank Holding Company
   Group HR Director

(3) Title and position [AS OF 31 DECEMBER 2013]
   (a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
      N/A
   (b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
      N/A of RBS Citizens, N.A.
      N/A of Citizens Bank of Pennsylvania
   (c) Title and Position with Other Businesses (include names of other businesses)
      Group HR Director of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
      None
   (b) In Subsidiaries (include names of subsidiaries)
      None
   (c) List names of other companies (includes partnerships) if 2.5% or more of voting securities are held.
      (List names of companies and percentage of voting securities held) [OTHER NON-CFG COMPANIES]
      None
Report Item 4: Insiders

(1) Name, City, State, Country
    Nathan Bostock
    London, England
    UK

(2) Principal Occupation, if other than with the Bank Holding Company
    Finance Director

(3) Title and position [AS OF 31 DECEMBER 2013]
    (a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
        N/A

    (b) Title and Position with Subsidiaries (include names of subsidiaries [IF APPLICABLE]
        N/A
        N/A
        of RBS Citizens, N.A.
        N/A
        of Citizens Bank of Pennsylvania

    (c) Title and Position with Other Businesses (include names of other businesses) Group Finance Director of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:
    (a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
        None

    (b) In Subsidiaries (include names of subsidiaries)
        None

    (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
        (List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
        None
Report Item 4: Insiders

(1) Name, City, State, Country
   James Alexander Brown
   Dublin, Ireland
   UK

(2) Principal Occupation, if other than with the Bank Holding Company
   Chief Executive, Ulster Bank

(3) Title and position [AS OF 31 DECEMBER 2013]
   (a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
      N/A

   (b) Title and Position with Subsidiaries (include names of subsidiary [IF APPLICABLE]
      N/A of RBS Citizens, N.A.
      N/A of Citizens Bank of Pennsylvania

   (c) Title and Position with Other Businesses (include names of other businesses)
      Chief Executive, Ulster Bank of The Royal Bank of Scotland Group plc or Affiliate _____

(4) Percentage of Voting Shares:
   (a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
      None

   (b) In Subsidiaries (include names of subsidiaries)
      None

   (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
      (List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]
      None
Report Item 4: Insiders

(1) Name, City, State, Country

Christopher Campbell
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Group General Counsel

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

General Counsel of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Mark Catton
Muck Hadham, Hertfordshire
England, UK

(2) Principal Occupation, if other than with the Bank Holding Company

Chief Executive, UK Corporate & Institutional Banking

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiary [IF APPLICABLE])

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Chief Executive, UK Corporate & Institutional Banking of The Royal Bank of Scotland Group plc or Affiliate

(4) Percentage of Voting Shares

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country
Nicholas Crapp
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company
Head of Group Internal Audit

(3) Title and position [AS OF 31 DECEMBER 2013]
(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]
N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) 
Head of Group Internal Audit of The Royal Bank of Scotland Group plc or Affiliate ___

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]
None

(b) In Subsidiaries (include names of subsidiaries)
None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held,
(List names of companies and percentage of voting securities held ) [OTHER NON-CFG COMPANIES]
None
Report Item 4: Insiders

(1) Name, City, State, Country

Alexander Crambie
Edinburgh, Scotland
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Non-Executive Director, The Royal Bank of Scotland Group plc

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses) ______________ of The Royal Bank of Scotland Group plc or Affiliate __________

N/A

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held.) [OTHER NON-CFG COMPANIES]

None
Report Item 4: Insiders

(1) Name, City, State, Country

Rory Collinan
London, England
UK

(2) Principal Occupation, if other than with the Bank Holding Company

Chief Executive, Capital Resolution Group

(3) Title and position [AS OF 31 DECEMBER 2013]

(a) Title and Position with the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

N/A

(b) Title and Position with Subsidiaries (include names of subsidiaries) [IF APPLICABLE]

N/A of RBS Citizens, N.A.
N/A of Citizens Bank of Pennsylvania

(c) Title and Position with Other Businesses (include names of other businesses)

Chief Executive, Capital Resolution Group of The Royal Bank of Scotland Group plc or Affiliate ___

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company [RBS CITIZENS FINANCIAL GROUP, INC.]

None

(b) In Subsidiaries (include names of subsidiaries)

None

(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

(List names of companies and percentage of voting securities held) [OTHER NON-CFG COMPANIES]

None