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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3108(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611(a); and sections 113, 165, 312, 518, and 609 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5469(b)(1)). 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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Bruce Van Saun
Name of the Holding Company Director and Official
Chief Executive Officer & Chairman
Title of the Holding Company Director and Official

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.

Signature of Holding Company Director and Official

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

Date of Signature

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

RSSD ID
C.I.

Is confidential treatment requested for any portion of this report submission? ................................. 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one):

1. a letter justifying this request is being provided along with the report ........................................ 0
2. a letter justifying this request has been provided separately .......................................................... 0

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

FR 116 Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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**Note:** The table above lists office locations and address details for different divisions. Each entry includes the division name, office location, city, state, zip code, and address details. The table format is consistent with the provided data.
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 12/31/2016.

1. a) Name, city, state, country

BlackRock Inc.
55 East 52nd Street
New York, NY 10055

b) Country of Incorporation

United States

c) Number and Percentage of Each Class of Voting Securities

8.6%
CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

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 12/31/2016.

1. a) Name, city, state, country

The Vanguard Group
10 Vanguard Blvd.
Malvern, PA 19355

b) Country of Incorporation

United States

c) Number and Percentage of Each Class of Voting Securities

9.26%
CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

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 12/31/2016.

1. a) Name, city, state, country

State Street Corporation
One Lincoln Street
Boston, MA 02111

b) Country of incorporation

United States

c) Number and Percentage of Each Class of Voting Securities

5.65%
Report Item 4: Insiders

(1) Name, City, State, Country

Mary Ellen Baker
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

Head of Business Services

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

Head of Business Services, Citizens Bank, N.A.
Head of Business Services, 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

Randall Black
Providence, 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

Controller

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

Controller, Citizens Bank, N.A.
Controller, Citizens Bank of Pennsylvania

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

President, Operating Manager, Vice President, Secretary, and Treasurer of R Black, LLC

(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 Casady
Boston, MA
USA

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

Chairman of the Board and Chief Executive Officer, LPL Financial Holdings 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, Citizens Bank, N.A.
Director, Citizens Bank of Pennsylvania

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

Director, Financial Services Roundtable

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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.)

Vestigo Ventures, LLC - 50% voting securities held
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, Consumer Banking

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

Vice Chairman, Consumer Banking, Citizens Bank, N.A.
Vice Chairman, Consumer Banking, Citizens Bank of Pennsylvania
President & Director of Citizens Automobile Finance, Corp.
Director of Citizens CT Investment Corp IV
Director of Citizens NH Investment Corp IV
President of Citizens Plaza, Inc.
President & Director of Citizens RI Investment Corp IV
Director of First NII Mortgage Corp
President & Director of MA Investment Corp IV
President & Director Montgomery Service Corporation
President of NY Investment Corp IV
President of VT Investment Corp IV

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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

Christine M. Cumming
Brooklyn, 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

Director

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

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

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

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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

Anthony Di Iorio
Hilton Head, SC
USA

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

Former Chief Financial Officer, Deutsche Bank A.G.

(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, Citizens Bank, N.A.
Director, 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

Less than one percent ownership interest in all classes of Citizens Financial Group’s voting securities.

(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

Robin Elkowitz
Stamford, 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

Corporate Secretary and Deputy General Counsel

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

Corporate Secretary and Deputy General Counsel, Citizens Bank N.A.
Corporate Secretary and Deputy 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

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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 Essex
Providence, 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, Citizens Bank, N.A.
EVP, Chief 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

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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 Fawcett
   Stamford, 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

       EVP, Chief Financial Officer

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

       EVP, Chief Financial Officer, Citizens Bank N.A.
       EVP, Chief Financial Officer, Citizens Bank of Pennsylvania

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

       Board member, Rabobank UAH

(4) Percentage of Voting Shares:

   (a) In the Bank Holding Company

       Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

   (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

Stephen Gannon
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
   EVP and General Counsel
   Chief Legal Officer

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

Less than one percent ownership interest in all classes of Citizens Financial Group’s voting securities.

(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

Malcolm Griggs
Providence, 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

Executive Vice President, Chief Risk Officer

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

Executive Vice President, Chief Risk Officer, Citizens Bank N.A.
Executive Vice President, Chief Risk 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

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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

William P. Hankowsky
Philadelphia, PA
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, Citizens Bank, N.A.
   Director, Citizens Bank of Pennsylvania

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

   Liberty Property Limited Partnership
   Director, Aqua America, Inc
   Director, Delaware River Waterfront Corporation
   Director, Greater Philadelphia Chamber of Commerce
   Director, Philadelphia Convention and Visitors Bureau
   Director, Pennsylvania Academy of the Fine Arts
   Director, Philadelphia Shipyard Development Corporation

(4) Percentage of Voting Shares:

   (a) In the Bank Holding Company

   Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

   (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, PA
USA

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

Chairman and CEO, Hanna Holdings 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, Citizens Bank, N.A.
   Director, Citizens Bank of Pennsylvania

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

   Chairman and CEO, Howard Hanna Real Estate Services, Inc
   Chair, Children’s Hospital of Pittsburgh Board of Trustees
   Member, Children’s Hospital of Pittsburgh of UPMC Board of Trustees
   Director, LaRoche College
   Director, the Katz Graduate School of Business Board of Visitors
   Director, University of Pittsburgh
   Director, the Diocese of Pittsburgh Finance Council
   Director, YMCA of Greater Pittsburgh

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

   Less than one percent ownership interest in all classes of Citizens Financial Group’s voting securities.

   (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.)

   None
CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

Report Item 4: Insiders
(1) Name, City, State, Country

Leo L. Higdon, Jr.
Charleston, SC
USA

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

Past President of Connecticut College

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

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

   Lead Director, Eaton Vance Corporation
   Non-Executive Chairman, HealthSouth Corporation

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

   Less than one percent ownership interest in all classes of Citizens Financial Group’s voting securities.

   (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

Elizabeth Johnson
Westwood, 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

EVP and Chief Marketing Officer

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

EVP and Chief Marketing Officer, Citizens Bank, N.A.
EVP and Chief Marketing 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

Less than one percent ownership interest in all classes of Citizens Financial Group’s voting securities.

(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
CITIZENS FINANCIAL GROUP, INC.
Providence, Rhode Island

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December 31, 2016

Report Item 4: Insiders

(1) Name, City, State, Country

Charles J. Koch
Cleveland, OH
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, Citizens Bank, N.A.
Director, Citizens Bank of Pennsylvania

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

Director, Assurant Inc. (AIIZ)
Director, Federal Home Loan Bank of Cincinnati
Trustee, Case Western Reserve University

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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, 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

      Executive Vice President, Chief Human Resource Officer

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

      Executive Vice President, Chief Human Resource Officer, Citizens Bank N.A.
      Executive Vice President, Chief Human Resource 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

      Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

   (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

   David Lindenauer  
   Weston, 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

      Treasurer

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

      Treasurer, Citizens Bank N.A.  
      Treasurer, 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

      Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

   (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

Donald H. McCree
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

EVP and Head of Commercial Banking

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

EVP, Head of Commercial Banking, Citizens Bank, N.A.
EVP, Head of Commercial Banking, 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

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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
Cranston, 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, Technology Services

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

EVP, Technology Services, Citizens Bank N.A.
EVP, Technology Services, 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

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

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

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

   Director (Non-Executive) - Regeneron Pharmaceutical Inc

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

   Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

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

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

Director, Lifespan Corporation
Director, Rhode Island Public Expenditure Council
Trustee, Bryant University
Director, LSC Communications Inc.

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

(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
   Jason Towne
   Providence, 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 Audit Officer
   (b) Title and Position with Subsidiaries (include names of subsidiaries)
      EVP, Chief Audit Officer, Citizens Bank, N.A.
      EVP, Chief Audit 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
      Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.
   (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 Chief Executive Officer

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

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

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

Director, Moody’s Corporation
Member, Federal Advisory Counsel
Member, The Clearing House Supervisory Board
Member, National Constitution Center (not for profit)

(4) Percentage of Voting Shares:

(a) In the Bank Holding Company

Less than one percent ownership interest in all classes of Citizens Financial Group’s voting securities.

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

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

       Director, MD Financial Holdings
       Director, DAS Canada Insurance Company
       Director, Independent Order of the Foresters Life Insurance Company
       Director, MD Private Trust
       Board Member, Community Service Committee of Boston Children's Hospital
       Board Member, Advisory Board of Crittenten Women's Union
       Member of the Editorial Board of the "Intelligent Outsourcer" Journal

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

       Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

   (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 Zaraitis
Springfield, IL
USA

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

President & CEO, The Horace Mann Educators Corporation

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

   (c) Title and Position with Other Businesses (include names of other businesses)
       
       Trustee - American Institute for Chartered Property and Casualty Underwriters
       Trustee - LL Global

(4) Percentage of Voting Shares:

   (a) In the Bank Holding Company

       Less than one percent ownership interest in all classes of Citizens Financial Group's voting securities.

   (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