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. §§ 3106(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 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(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
Chairman of the Board & Chief Executive Officer
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 this report containing that individual.

Signature of Holding Company Director and Official

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

RUSD ID
C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2020
Month / Day / Year
N/A

Reportee's Legal Entity Identifier (LEI) (20-Character LEI Code)
N/A

Reportee's Name, Street, and Mailing Address
Citizens Financial Group, Inc.

Legal Title of Holding Company
One Citizens Plaza
(Mailing Address of the Holding Company) Street / P.O. Box
Providence, Rhode Island 02903
City State Zip Code

Same as above

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
John Ginolfi
VP, Dir. Reg Reporting
Name Title

401-260-2118
Area Code / Phone Number / Extension
401-260-9751
Area Code / FAX Number
John.Ginolfi@citizensbank.com
E-mail Address
www.citizensbank.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? □ No □ 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  ☐
2. a letter justifying this request has been provided separately  ☐

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

12/2019
CITIZENS FINANCIAL GROUP, INC.
DECEMBER 31, 2020

Citizens Financial Group, Inc. (CFG)
One Citizens Plaza
Providence, RI 02903
(DE)

CFG Service Corp.
28 State Street
Boston, MA 02109
(DE)
100% Owned

Citizens Capital Markets, Inc.
213800Q916LRZXR92S90
28 State Street
Boston, MA 02109
(MA)
100% Owned

Citizens Ventures, Incorporated
28 State Street
Boston, MA 02109
(MA)
100% Owned

Citizens Insurance Holdings, Inc.
One Citizens Plaza
Providence, RI 02903
(RI)
100% Owned

West Register Citizens Corp.
28 State Street
Boston, MA 02109
(DE)
100% Owned

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

Citizens Bank, National Association
DRMSV1Q0KXMENL01S80
One Citizens Plaza
Providence, RI 02903
(RI)
100% Owned
(See attached list of subsidiaries)

Citizens Charitable Foundation
One Citizens Plaza
Providence, RI 02903
(RI)
100% Owned

LEI not applicable unless otherwise noted
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 12/31/2020.

1. a) Name, city, state, country

The Vanguard Group
100 Vanguard Blvd.
Malvern, PA 19355

b) Country of Incorporation

United States

c) Number and Percentage of Each Class of Voting Securities

11.5%
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 12/31/2020.

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

9.5%
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 **12/31/2020**.

1. a) Name, city, state, country

   Capital International Investors  
   333 South Hope Street 55th FL  
   Los Angeles, CA 90071

b) Country of Incorporation

   United States

c) Number and Percentage of Each Class of Voting Securities

   8.2%
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 **12/31/2020**.

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

   5.5%
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 **12/31/2020**.

1. a) Name, city, state, country

Invesco Ltd.
1555 Peachtree Street NE, Suite 1800
Atlanta, GA 30309

b) Country of Incorporation

United States

c) Number and Percentage of Each Class of Voting Securities

5.0%
Report Item 4: Insiders

(1) Name, City, State, Country

Mary Ellen Baker
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 and Head of Business Services

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

   Executive Vice President and Head of Business Services, Citizens Bank, N.A.

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

   Member, Board of Foster Forward
   Member, Rhode Island Hospital Foundation

(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

Brendan Coughlin
Dedham, 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

Executive Vice President and Head of Consumer Banking

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

Executive Vice President and Head of Consumer Banking, Citizens Bank, 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

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.

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

Director and Head of Risk Committee, American Family Insurance Mutual Holding Co.
Director and Treasurer, Financial Accounting Foundation
Director, MIO Partners, Inc.
Adjunct Professor, Columbia University
Secretary, Visitation School Board of Trustees
Director, Economic Club of Minnesota
Director and Chair of Governance Committee, Economic Club of Minnesota

(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

Executive Vice President, Corporate Secretary and Deputy General Counsel

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

Executive Vice President, Corporate Secretary and Deputy General Counsel, Citizens Bank, 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

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

Executive Vice President, General Counsel and Chief Legal Officer

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

Executive Vice President, General Counsel and Chief Legal Officer, Citizens Bank N.A.

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

Member, Bank Policy Institute
Member, Georgetown Law Corporate Counsel Institute
Vice-Chairman, The Clearing House Association
Member, Boston Symphony Orchestra Board of Advisors

(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
Malcolm Griggs  
Providence, RI  
USA

None

None

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

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.

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

President, Wayne Avenue Enterprises, LLC
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
Senior Advisor, Alterra Property Group

(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
(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.

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

Chair, Children's Hospital of Pittsburgh Board of Trustees
Member, Children's Hospital of Pittsburgh Foundation Board of Directors
Member, University of Pittsburgh Medical Center Board of Directors
Director, the Katz Graduate School of Business Board of Visitors
Director, the Diocese of Pittsburgh Finance Council
Director, YMCA of Greater Pittsburgh
Director, John Carroll University
Chair, H.J. Hienz History Center

(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

Leo I. Higdon, Jr.
Charleston, SC
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.

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

Lead Director, Eaton Vance Corporation
Chairman, Encompass Health Corporation
Director, Charleston Symphony Orchestra

(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

   Executive Vice President and Chief Experience Officer

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

   Executive Vice President and Chief Experience Officer, Citizens Bank, 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

   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

Edward Joseph Kelly III
Charlottesville, VA
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.

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

Director, Metlife, 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

Charles J. Koch
Cleveland, OH
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.

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

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 and Chief Human Resource Officer

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

   Executive Vice President and Chief Human Resource Officer, Citizens Bank 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

   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

Robert Leary  
North Palm Beach, FL  
USA

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

Consultant, Olayan Group

(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.

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

Director, Intact Financial Corporation  
Member, National Forest Foundation Board  
Consultant, The Blackstone Group, 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

Terrance Lillis
Urbandale, IA
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.

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

Director, Mercy Medical Center
Treasurer, MercyOne Des Moines
Trustee, Diocese of Southwest Iowa
Member, American Academy of Actuaries
Fellow, Society of Actuaries
Treasurer, Command & General Staff College
Director, American Enterprise Mutual Holding Company
Chair, Simpson College Board of Trustees

(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
  Wellesley, 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

  Executive Vice President and Treasurer

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

  Executive Vice President and Treasurer, Citizens Bank N.A.
  Director and Treasurer, Citizens One Community Development Corporation
  Director, Citizens Ventures, Incorporated
  Director and President, Court Street Holdings, Inc.
  Director and Executive Vice President, CSB Investment Corp
  Director and Executive Vice President, Mass Investment Corp
  Director and Executive Vice President, Minuteman Investment Corporation
  Director and Executive Vice President, PA Investment Corp. I
  Director, PA Investment Corp. II
  Director and President, RI Realty Trust, Inc.
  Director, Citizens Capital Markets, Inc.
  Director and President, Citizens RI Investment Corp. IV

  (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

   Vice Chairman and Head of Commercial Banking

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

   Vice Chairman and Head of Commercial Banking, Citizens Bank, N.A.
   Director, Citizens Capital Markets, Inc.

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

   Member, University of Vermont Board of Trustees
   Member, University of Vermont Foundation Board of Directors
   Member, National Constitution Center Board of Trustees

(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

C. Jack Read
Johnston, 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 Accounting Officer and Controller

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

Executive Vice President, Chief Accounting Officer and Controller, Citizens Bank, 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

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

Michael Ruttledge
Johnston, 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 Information Officer and Head of Technology Services

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

   Executive Vice President, Chief Information Officer and Head of Technology Services, Citizens Bank, 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

   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

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.

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

Director, Lifespan Corporation
Director, Rhode Island Public Expenditure Council
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

   Theodore Swimmer
   Charlotte, NC
   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 Corporate Finance & Capital Markets

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

   Executive Vice President and Head of Corporate Finance & Capital Markets, Citizens Bank, N.A.
   Director, President and CEO of Citizens Capital Markets, Inc.

   (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

    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

       Executive Vice President and Chief Audit Officer

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

       Executive Vice President and Chief Audit Officer, Citizens Bank, N.A.

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

       Manager, JA Towne LLC

(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.)

       JA Towne LLC - 100%
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

President, Chairman, and Chief Executive Officer

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

President, Director, and Chief Executive Officer, Citizens Bank, N.A.

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

Director, Moody's Corporation
Member, The Clearing House Supervisory Board
Director, Bank Policy Institute
Director, Federal Reserve Bank of Boston
Director, Jobs for Massachusetts
Director, Partnership for Rhode Island

(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.

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

Director, Independent Order of the Foresters Live Insurance Company
Director, MD Private Trust
Board Member, Community Service Committee of Boston Children’s Hospital
Board Member, Advisory Board of Empathways
Member, 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

   John Woods
   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

   Vice Chairman and Chief Financial Officer

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

   Vice Chairman and Chief Financial Officer, Citizens Bank, 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

   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 Zuraitis
Springfield, IL.
USA

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

Director, President and 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.

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

Trustee & Chair, American Institute for Chartered Property and Casualty Underwriters

(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