

Deutsche Bank Global Financial Services Conference

May 31, 2017

Brad Conner

Vice Chairman, Head of Consumer Banking

Forward-looking statements and use of key performance metrics and Non-GAAP financial measures

This document contains forward-looking statements within the Private Securities Litigation Reform Act of 1995. Any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “goals,” “targets,” “initiatives,” “potentially,” “probably,” “projects,” “outlook” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.”

Forward-looking statements are based upon the current beliefs and expectations of management, and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events. We caution you, therefore, against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. While there is no assurance that any list of risks and uncertainties or risk factors is complete, important factors that could cause actual results to differ materially from those in the forward-looking statements include the following, without limitation:

- negative economic conditions that adversely affect the general economy, housing prices, the job market, consumer confidence and spending habits which may affect, among other things, the level of nonperforming assets, charge-offs and provision expense;
- the rate of growth in the economy and employment levels, as well as general business and economic conditions;
- our ability to implement our strategic plan, including the cost savings and efficiency components, and achieve our indicative performance targets;
- our ability to remedy regulatory deficiencies and meet supervisory requirements and expectations;
- liabilities and business restrictions resulting from litigation and regulatory investigations;
- our capital and liquidity requirements (including under regulatory capital standards, such as the Basel III capital standards) and our ability to generate capital internally or raise capital on favorable terms;
- the effect of the current low interest rate environment or changes in interest rates on our net interest income, net interest margin and our mortgage originations, mortgage servicing rights and mortgages held for sale;
- changes in interest rates and market liquidity, as well as the magnitude of such changes, which may reduce interest margins, impact funding sources and affect the ability to originate and distribute financial products in the primary and secondary markets;
- the effect of changes in the level of checking or savings account deposits on our funding costs and net interest margin;
- financial services reform and other current, pending or future legislation or regulation that could have a negative effect on our revenue and businesses, including the Dodd-Frank Act and other legislation and regulation relating to bank products and services;
- a failure in or breach of our operational or security systems or infrastructure, or those of our third party vendors or other service providers, including as a result of cyber attacks; and
- management’s ability to identify and manage these and other risks.

In addition to the above factors, we also caution that the amount and timing of any future common stock dividends or share repurchases will depend on our financial condition, earnings, cash needs, regulatory constraints, capital requirements (including requirements of our subsidiaries), and any other factors that our board of directors deems relevant in making such a determination. Therefore, there can be no assurance that we will pay any dividends to holders of our common stock, or as to the amount of any such dividends.

More information about factors that could cause actual results to differ materially from those described in the forward-looking statements can be found under “Risk Factors” in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the United States Securities and Exchange Commission on February 24, 2017.

Key Performance Metrics and Non-GAAP Financial Measures and Reconciliations

Key Performance Metrics:

Our management team uses key performance metrics (KPMs) to gauge our performance and progress over time in achieving our strategic and operational goals and also in comparing our performance against our peers. We have established the following financial targets, in addition to others, as KPMs, which are utilized by our management in measuring our progress against financial goals and as a tool in helping assess performance for compensation purposes. These KPMs can largely be found in our periodic reports which are filed with the Securities and Exchange Commission, and are supplemented from time to time with additional information in connection with our quarterly earnings releases.

Our key performance metrics include:

- Return on average tangible common equity (ROTCE);
- Return on average total tangible assets (ROTA);
- Efficiency ratio;
- Operating leverage; and
- Common equity tier 1 capital ratio (Basel III fully phased-in basis).

In establishing goals for these KPMs, we determined that they would be measured on a management-reporting basis, or an operating basis, which we refer to externally as “Adjusted” or “Underlying” results. We believe that these “Adjusted” or “Underlying” results provide the best representation of our financial progress towards these goals as they exclude items that our management does not consider indicative of our on-going financial performance. KPMs that contain “Adjusted” or “Underlying” results are considered non-GAAP financial measures.

Non-GAAP Financial Measures:

This document contains non-GAAP financial measures. The tables in the appendix present reconciliations of our non-GAAP measures. These reconciliations exclude “Adjusted” or “Underlying” items, which are included, where applicable, in the financial results presented in accordance with GAAP. “Adjusted” or “Underlying” results, which are non-GAAP measures, exclude certain items as applicable, that may occur in a reporting period which management does not consider indicative of on-going financial performance.

The non-GAAP measures presented in the following tables include reconciliations to the most directly comparable GAAP measures and are: “noninterest income”, “total revenue”, “noninterest expense”, “pre-provision profit”, “income before income tax expense”, “income tax expense”, “effective income tax rate”, “net income”, “net income available to common stockholders”, “other income”, “salaries and employee benefits”, “outside services”, “amortization of software expense”, “other operating expense”, “net income per average common share”, “return on average common equity” and “return on average total assets”.

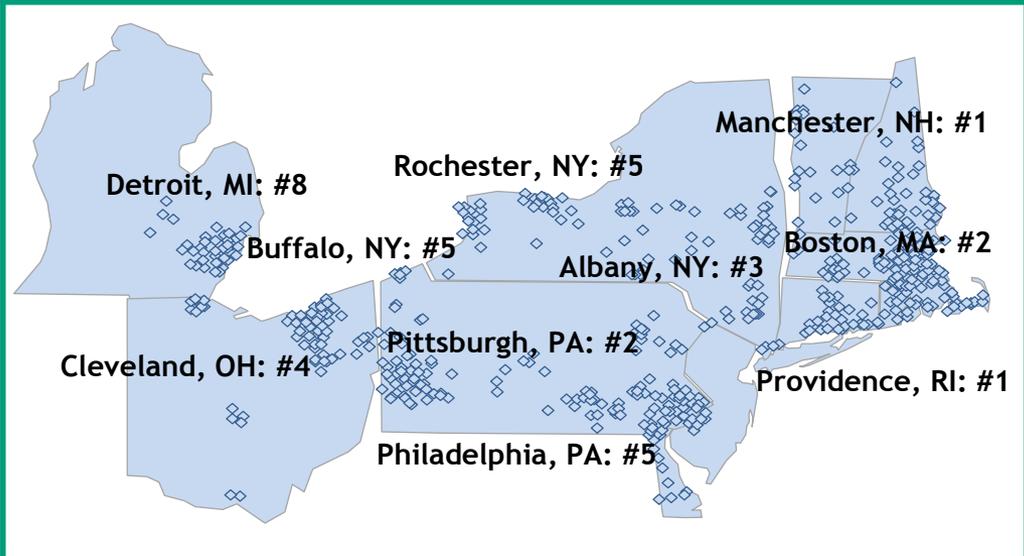
We believe these non-GAAP measures provide useful information to investors because these are among the measures used by our management team to evaluate our operating performance and make day-to-day operating decisions. In addition, we believe our “Adjusted” or “Underlying” results in any period reflect our operational performance in that period and, accordingly, it is useful to consider our GAAP results and our “Adjusted” or “Underlying” results together. We believe this presentation also increases comparability of period-to-period results.

Other companies may use similarly titled non-GAAP financial measures that are calculated differently from the way we calculate such measures. Accordingly, our non-GAAP financial measures may not be comparable to similar measures used by other companies. We caution investors not to place undue reliance on such non-GAAP measures, but instead to consider them with the most directly comparable GAAP measure. Non-GAAP financial measures have limitations as analytical tools, and should not be considered in isolation, or as a substitute for our results as reported under GAAP.

Solid franchise with leading positions in attractive markets

Retail presence in 11 states

Top 5 deposit market share in 9 of 10 largest MSAs⁽³⁾



- Leading deposit market share of 12.0% in top 10 MSAs⁽³⁾
 - #2 deposit market share in New England
- Relatively diverse economies/affluent demographics
- Serve 5 million+ individuals, institutions and companies
- ~17,500 colleagues

| Dimension ⁽¹⁾ | Rank ⁽²⁾ |
|--|---|
| Assets: \$150.3 billion | #12 |
| Loans: \$108.1 billion ⁽⁴⁾ | #11 |
| Deposits: \$112.1 billion | #12 nationally; Top 5 rank in 9/10 markets ⁽³⁾ |
| Branches: ~1,200 | #11 |
| ATM network: ~3,200 | #7 |
| Mortgage: \$15.4 billion | #13 nationally ⁽⁵⁾ |
| Education: \$7.2 billion | Top 4 rank nationally ⁽⁶⁾ |
| HELOC: \$14.0 billion | Top 5 rank: 9/9 markets ⁽⁷⁾ |
| Middle market lead/ joint lead bookrunner | #5 ⁽⁸⁾ |

Source: SNL Financial. Data as of 12/31/2016, unless otherwise noted.

1) CFG data as of March 31, 2017.

2) Ranking based on 03/31/2017 data, unless otherwise noted; excludes non-retail depository institutions, includes U.S. subsidiaries of foreign banks.

3) Source: FDIC, June 2016. Excludes “non-retail banks” as defined by SNL Financial. The scope of “non-retail banks” is subject to the discretion of SNL Financial, but typically includes: industrial bank and non-depository trust charters, institutions with more than 20% brokered deposits (of total deposits), institutions with more than 20% credit card loans (of total loans), institutions deemed not to broadly participate in the banking services market and other non-retail competitor banks.

4) Excludes held for sale.

5) Inside Mortgage Finance Publications, Inc. Copyright © 2017. Bank-only origination rank.

6) CFG estimate, based on published company reports, where available; private student loan origination data as of 12/31/2016.

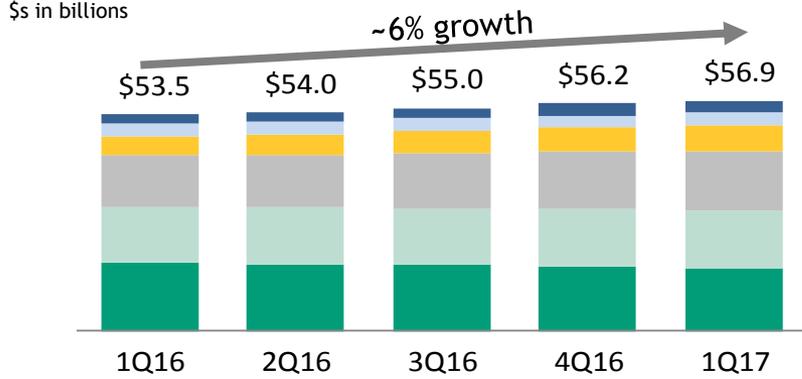
7) According to Equifax; origination volume as of 4Q16.

8) Thomson Reuters LPC, Loan syndications 4Q16 ranking based on number of deals for Overall Middle Market (defined as Borrower Revenues < \$500MM and Deal Size < \$500MM).

Consumer Banking

Results reflect strong loan growth, improving yields, and investment in talent, infrastructure, product and advisory capabilities

Robust loan growth



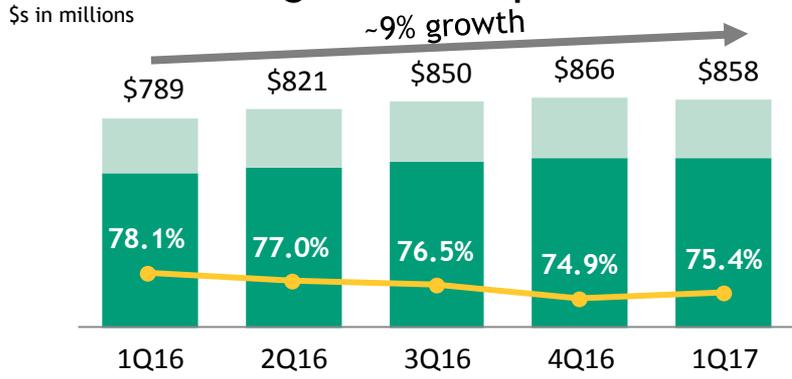
Deposits

| Quarter | 1Q16 | 2Q16 | 3Q16 | 4Q16 | 1Q17 |
|------------------------|--------|--------|--------|--------|--------|
| Deposits (\$ billions) | \$70.9 | \$71.9 | \$72.1 | \$73.1 | \$74.1 |

↑ ~5%

- Home equity
- Mortgage
- Business banking
- Auto
- Education
- Other

Driving revenue improvement



- Net interest income
- Noninterest income
- Efficiency ratio ⁽¹⁾

Recognition

Top 5
JD Power recognition
Mortgage servicing and originations⁽²⁾

Top 5
Business Banking⁽³⁾

10% better than peers
Customer branch experience⁽⁴⁾



2016 Javelin Mobile Banking Leader
in App Rating category⁽⁵⁾

Note: Loan and deposit balances represent average balances.

1) Please see important information on Key Performance Metrics and Non-GAAP Financial Measures at the beginning and end of this presentation for an explanation of our use of these metrics and non-GAAP financial measures and their reconciliation to GAAP financial measures, as applicable. "Adjusted" results exclude restructuring charges, special items and/or notable items, as applicable. "Underlying" results exclude a \$23 million benefit related to the settlement of certain state tax matters in the first quarter 2017.

2) JD Power survey results reflect 2015-2016 assessment period.

3) Greenwich survey period from October 1, 2015 to September 30, 2016.

4) JD Power survey results reflect 2015 - 2016 assessment period and derive from JD Power branch servicing assessment score.

5) Javelin Strategy & Research.

Continued Consumer Banking strength in 1Q17

Highlights

| \$s in millions | 1Q17 | 4Q16 | 1Q16 | 1Q17 change from | | | |
|----------------------------------|--------------|--------------|--------------|------------------|------------|--------------|-------------|
| | | | | 4Q16 | | 1Q16 | |
| | | | | \$ | % | \$ | % |
| Net interest income | \$ 638 | \$ 639 | \$ 581 | \$ (1) | — % | \$ 57 | 10 % |
| Noninterest income | 220 | 227 | 208 | (7) | (3) | 12 | 6 |
| Total revenue | 858 | 866 | 789 | (8) | (1) | 69 | 9 |
| Noninterest expense | 647 | 649 | 616 | (2) | — | 31 | 5 |
| Pre-provision profit | 211 | 217 | 173 | (6) | (3) | 38 | 22 |
| Provision for credit losses | 64 | 74 | 63 | (10) | (14) | 1 | 2 |
| Income before income tax expense | 147 | 143 | 110 | 4 | 3 | 37 | 34 |
| Income tax expense | 52 | 51 | 39 | 1 | 2 | 13 | 33 |
| Net income | \$ 95 | \$ 92 | \$ 71 | \$ 3 | 3 % | \$ 24 | 34 % |

Average balances

| \$s in billions | | | | | | | |
|---------------------------------------|---------|---------|---------|--------|-----|--------|-----|
| Total loans and leases ⁽²⁾ | \$ 57.3 | \$ 56.7 | \$ 53.7 | \$ 0.6 | 1 % | \$ 3.6 | 7 % |
| Total deposits | \$ 74.1 | \$ 73.1 | \$ 70.9 | \$ 1.0 | 1 % | \$ 3.3 | 5 % |

Credit metrics

| | | | | | |
|-----------------------|-------|-------|-------|---------|----------|
| Net charge-offs % | 0.46% | 0.52% | 0.47% | (6) bps | (1) bps |
| Nonperforming loans % | 0.94% | 0.96% | 1.06% | (2) bps | (12) bps |

Key performance metrics

| | | | | | |
|---------------------------------|------|------|------|--------|-----------|
| ROTCE ^(1,3) | 7.1% | 7.0% | 5.6% | 9 bps | 147 bps |
| Efficiency ratio ⁽¹⁾ | 75% | 75% | 78% | 51 bps | (267) bps |

- Positive operating leverage is driving strong growth in pre-provision profit — up 22% YoY
- Credit costs remain stable as growth continues in high-credit quality portfolios
- 34% YoY growth in net income, driving improvement in ROTCE, efficiency ratio⁽¹⁾
- On track to exceed 9% target ROTCE by 4Q17

1) Please see important information on Key Performance Metrics and Non-GAAP Financial Measures at the beginning and end of this presentation for an explanation of our use of these metrics and non-GAAP financial measures and their reconciliation to GAAP financial measures, as applicable.

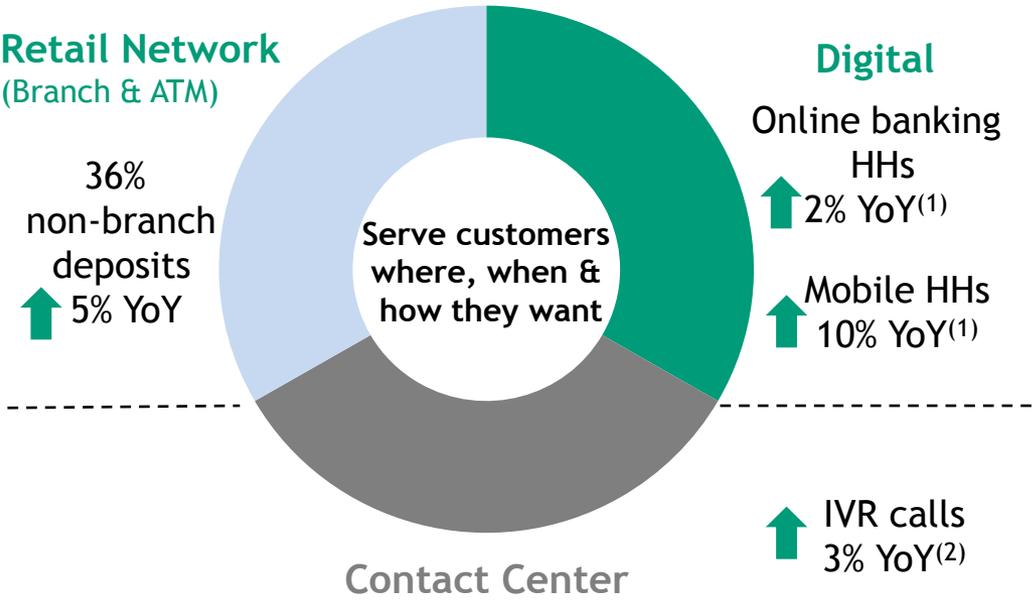
2) Includes held for sale.

3) Operating segments are allocated capital on a risk-adjusted basis considering economic and regulatory capital requirements. We approximate that regulatory capital is equivalent to a sustainable target level for tier 1 common equity and then allocate that approximation to the segments based on economic capital.

Consumer Banking – Delivering on a multi-year growth strategy

- 1 Further enhancing branch network efficiency and effectiveness
 - Evolving distribution to better meet changing consumer preferences and create integrated multi-channel experience
 - Focus on becoming trusted advisor and developing deeper customer relationships
- 2 Utilize segmentation strategies to drive primary household growth and attract, retain and deepen customer relationships
 - Enhancing Mass Affluent and Affluent offerings
- 3 Continue to optimize loan portfolio and deposit funding
 - Grow education refinance and personal unsecured; expand merchant partnership financing
 - Cost effectively grow deposit base through improved targeting
- 4 Leverage analytics, targeting and fulfillment capabilities
 - Improving customer acquisition and experience
- 5 Deliver continued improvement in fee income
 - Significant investments in Wealth and Mortgage capabilities showing results
- 6 Drive continuous improvement mindset and efficiencies

Evolving our integrated distribution and advice model



- ### Objectives
- Focus on end-to-end customer experience
 - Enable needs-based advice and solutions through programs such as Citizens Checkup
 - Migrate routine interactions to lower-cost channels
 - Streamline the physical network and reducing average branch size to ~3,600 from ~4,300 square feet⁽³⁾

How we are streamlining and transforming the physical network



| | | | | |
|--|---|---|---|---|
| <p>Flagship Branch 2021: 3%</p> | <p>Advice Branch 2021: 36%</p> | <p>Everyday Banking Branch 2021: 32%</p> | <p>In-store Branch 2021: 29%</p> | <p>Remote ATMs 2021: 353</p> |
|--|---|---|---|---|

1) Represents enrolled online and mobile households.
 2) IVR defined as interactive voice recognition technology.
 3) Expected average branch size in 2021 based upon March 2017 Company estimates.

Branch experience remains important to success

External measurement highlights consistent and significant progress

- Top 10% of companies for customer experience across all industries⁽¹⁾
- Second highest in customer experience (79%) among banks and 6.8 points above industry average⁽¹⁾
- Most improved bank with an 18 point increase 2017 vs. 2016⁽¹⁾
- 37 point increase in Branch satisfaction 2017 vs. 2016⁽²⁾
- Top 5 rank in key branch categories⁽²⁾



J.D. Power

Internal measures also show steady progress

- Successful migration to specialist model⁽³⁾

| | 1Q14 | 1Q17 | % change |
|-------------|--------|--------|----------|
| Tellers | ~2,600 | ~1,400 | --46% |
| UBs | ~2,100 | ~2,500 | ~+19% |
| LBs | ~160 | ~500 | ~+213% |
| SBs | | ~350 | nm |
| Mgmt./other | ~2,900 | ~1,600 | --45% |
| Total | ~7,760 | ~6,350 | --18% |

- Turnover continues to trend lower with 16% reduction YoY⁽⁴⁾
- Organizational Health Index shows strong improvement
 - 57 in 2015; 63 in 2016
- Survey results show strong scores around customer alignment, doing the right thing, recommend Citizens as a place to work

1) 2017 Temkin Experience Ratings, U.S., March 2017.

2) J.D. Power 2017 U.S. Retail Banking Satisfaction Study, April 2017. Top 5 reflects wait times and in-person best practices for J.D. Power-surveyed footprint.

3) UBs are Universal Bankers; LBs are Licensed Bankers; SBs are Small Business Specialists; Mgmt./other comprises branch managers, assistant branch managers, bankers and other FTE equivalents.

4) As of 1Q17. Based on twelve-trailing month voluntary retail turnover.

Our strategy focuses on customer segment needs

Segment⁽¹⁾

**Pre-Mass
Market
and Mass
Market**

~≤\$100,000

**Mass
Affluent**

~\$100,000
to
<\$500,000

Affluent

~\$500,000
to
<\$2,000,000

**High Net
Worth⁽²⁾**

~\$2,000,000+

**Small
Business**

Revenues
~≤ \$25 million
per annum

Approach

Maintain steady growth and accelerate shift to digital:

- Differentiate customer experience through branch, online & mobile channels
- Provide appropriate suite of products and services

Accelerate growth by providing:

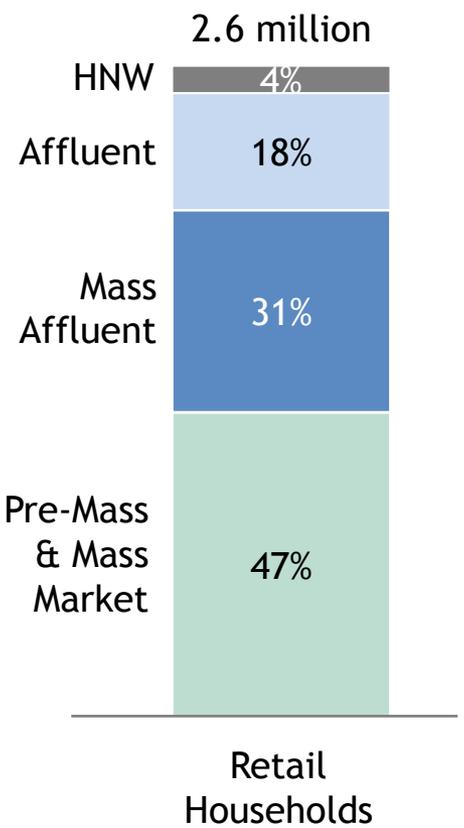
- Targeted products/services (Platinum, Premier)
- Personalized advisory services
- Attractive offers, with particular focus on home equity and Education Refinance
- Augmenting wealth advisory model to align with highest-opportunity clients

Maintain steady growth by providing:

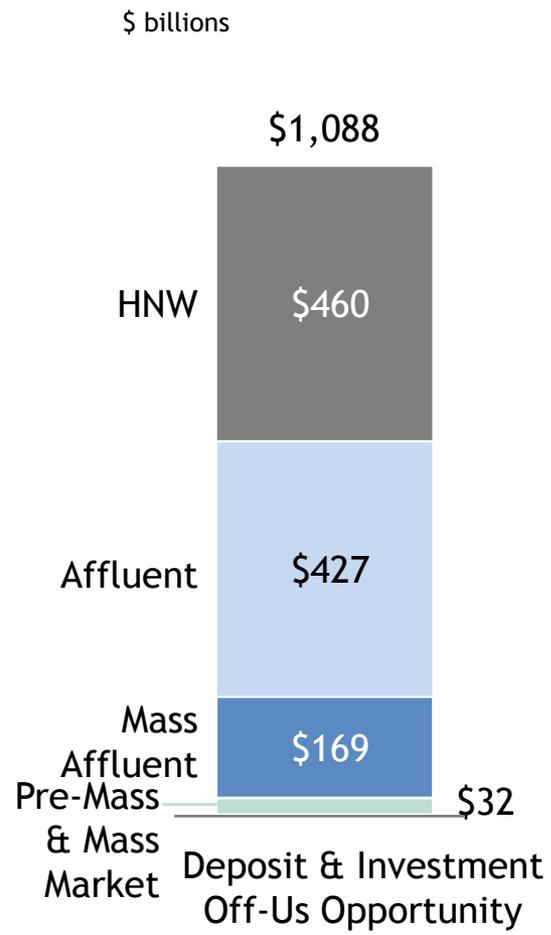
- Specialized products & services
- Wide range of lending & credit solutions
- Enhanced digital capabilities

With a heightened focus on the Mass Affluent and Affluent segments

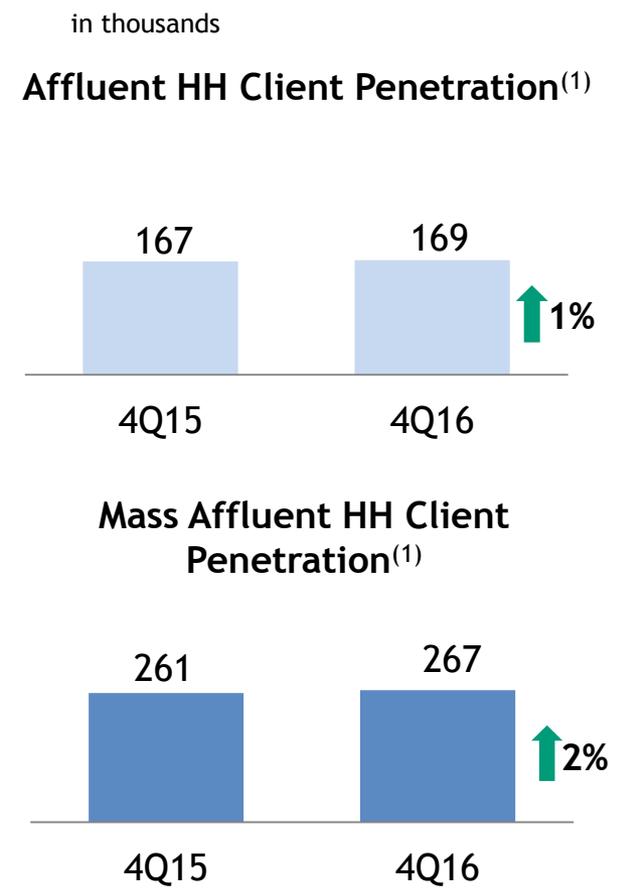
Target segments represent 49% of our retail households



They hold ~\$600B in assets outside of Citizens



Deepening remains an opportunity



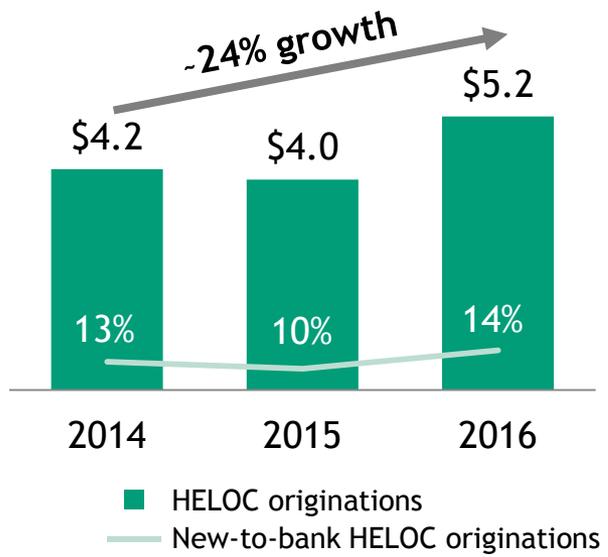
Source: Company data from AMP as of year-end 2016; includes Retail households only. Source also includes data from IXI that estimates total household assets.

1) Primary bank household with lending or investment product. Primary household defined as checking household with checking average balance >=\$100 and transactions >1 in each of the prior three months. Transactions include ACH credit, OLBP, ACH debit or checks written. Primary household with loan or investment product defined as primary household that also has a minimum of one loan or investment account.

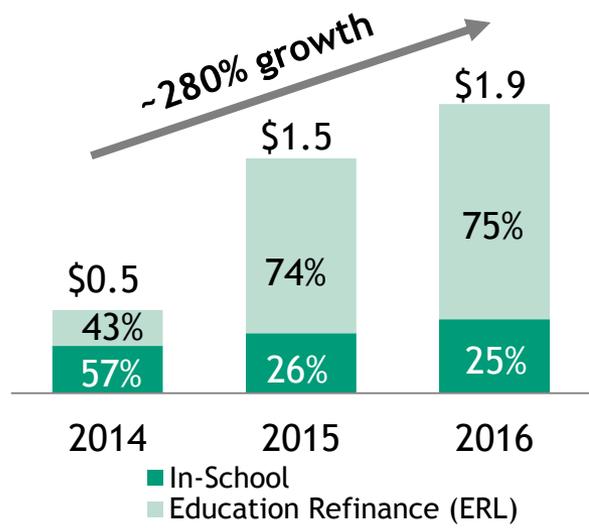
Building lending capabilities

\$ billions

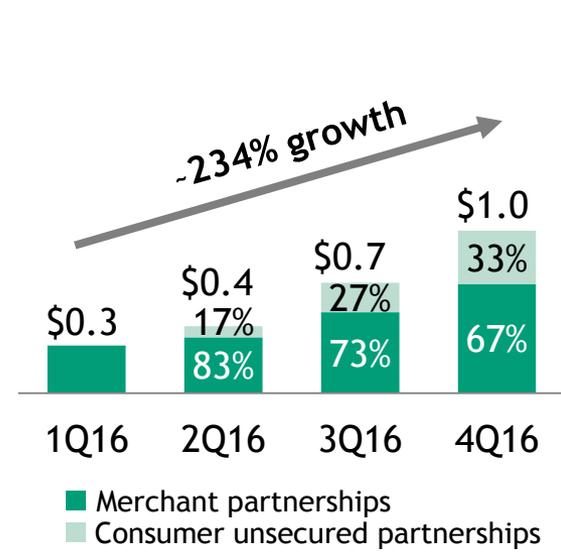
Home equity line of credit originations



Education originations



Consumer unsecured portfolio growth⁽²⁾



- 57% of new-to-bank home equity line of credit households are Mass Affluent or Affluent; up from 53% YOY⁽¹⁾
- Focused on continuous customer experience improvement:
 - Expanding distribution capabilities
 - Reducing cycle times
 - Recapturing end-of-draw runoff

- 54% of new-to-bank In-School and/or ERL households are Mass Affluent or Affluent⁽²⁾
- Differentiated product offering attractive to younger demographic
 - Multi-year loans
 - Education refinance

- Launched merchant partnership financing in 3Q15 with Apple relationship
- In 2016 and 2017, expanded our unsecured offerings with launches of high FICO score consumer unsecured installment products

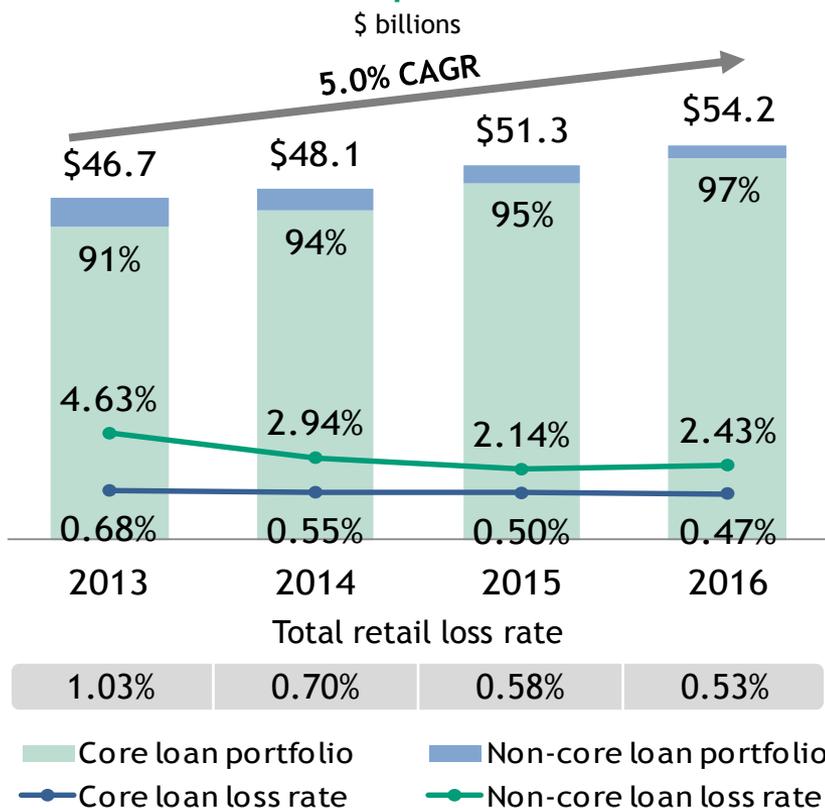
¹ As of 4Q16 and 4Q15, respectively. New-to-bank origination percentage based on households as percentage of total household HELOC originations. Source: AMP and Company data.

² As of 4Q16.

³ Excludes credit card and education portfolios.

Re-balancing loan mix to drive improved risk-adjusted returns

Retail loan performance



| | 2013 | | 2016 | |
|--|-------------------------|--------------|-------------------------|--------------|
| | Loan Mix ⁽¹⁾ | Loss rate | Loan Mix ⁽¹⁾ | Loss rate |
| Auto | 19% | 0.06% | 26% | 0.68% |
| Core home equity | 44 | 0.66 | 30 | 0.15 |
| Core resi mortgage | 18 | 0.38 | 25 | 0.08 |
| Education | | | | |
| Core education refi | — | — | 6 | 0.14 |
| Core Inschool ⁽²⁾ | 3 | 0.51 | 4 | 0.77 |
| Unsecured ⁽³⁾ | 4 | 3.70 | 4 | 2.34 |
| Core all other | 3 | 4.07 | 1 | 5.54 |
| Total core Consumer⁽⁴⁾ | 91% | 0.68% | 97% | 0.47% |
| Non-core home equity | 6% | 4.47% | 2% | 2.18% |
| Non-core education | 1 | 7.85 | 1 | 6.52 |
| Non-core other retail | 2 | 2.41 | 1 | (0.22) |
| Total non-core retail | 9% | 4.63% | 3% | 2.43% |
| Total retail | 100% | 1.03% | 100% | 0.53% |

- Consistent loan growth over 2013-2016 of 5.0% CAGR⁽⁴⁾
 - Paced by growth in high-quality mortgage, student, auto
- Yields up, return on capital up, charge-off trend favorable, stress losses down, non-core runoff provides benefit
- Expect core loss rates over next three years in ~45-50 bps range; total retail at ~50-55 bps

1) Shown as % of retail assets.

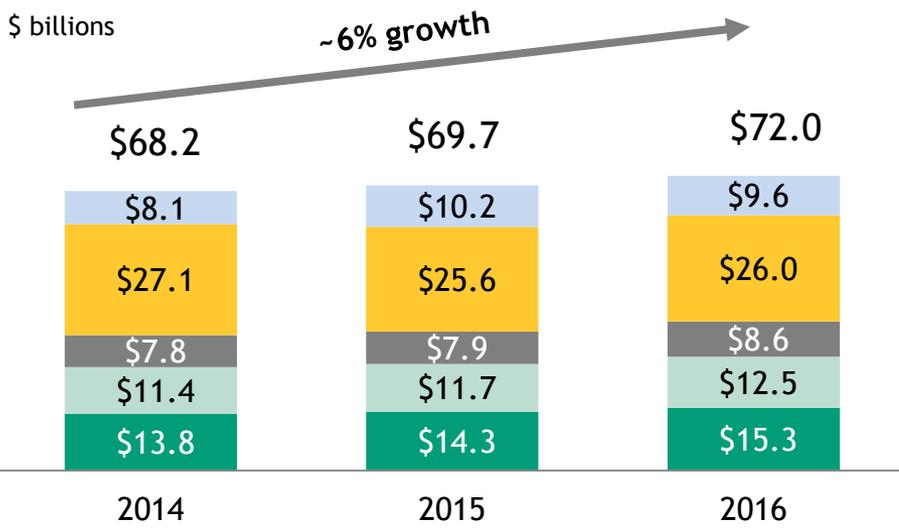
2) FFELP loans are included in InSchool.

3) Unsecured includes PERL, credit card and product financing.

4) Excludes Business Banking.

Robust deposit growth with continued pricing discipline

Consumer Banking deposits⁽¹⁾



| Deposit costs | 2014 | 2015 | 2016 | Change |
|---------------|------|------|------|----------|
| | .19% | .27% | .25% | ↑ ~6 bps |

- Noninterest bearing deposits
- Regular savings
- Checking with interest
- Money market
- Term other

- Continued focus on cost effectively growing deposits
 - Deposit costs remain well-controlled; up ~1 bp linked quarter and up ~4 bps YOY
- Launching initiatives to expand deposit-gathering capabilities through improved data analytics
 - Targeted customer promotional offers
- Efforts underway to focus to further refine and enhance deposit-gathering strategies

1) Average Consumer deposits exclude repurchase agreements.

Improving Targeting Direct Mail

- Rolling out **new targeting models** across all programs/products
- Centralizing **targeting execution** to a single, in-house platform
- Moving from product silo targeting to **holistic and personalized customer relationship targeting**
- Shifting to **targeted promotional deposit and lending offers**; ending the use of “mass promotions”

Enabling Sales Intelligence Alerts

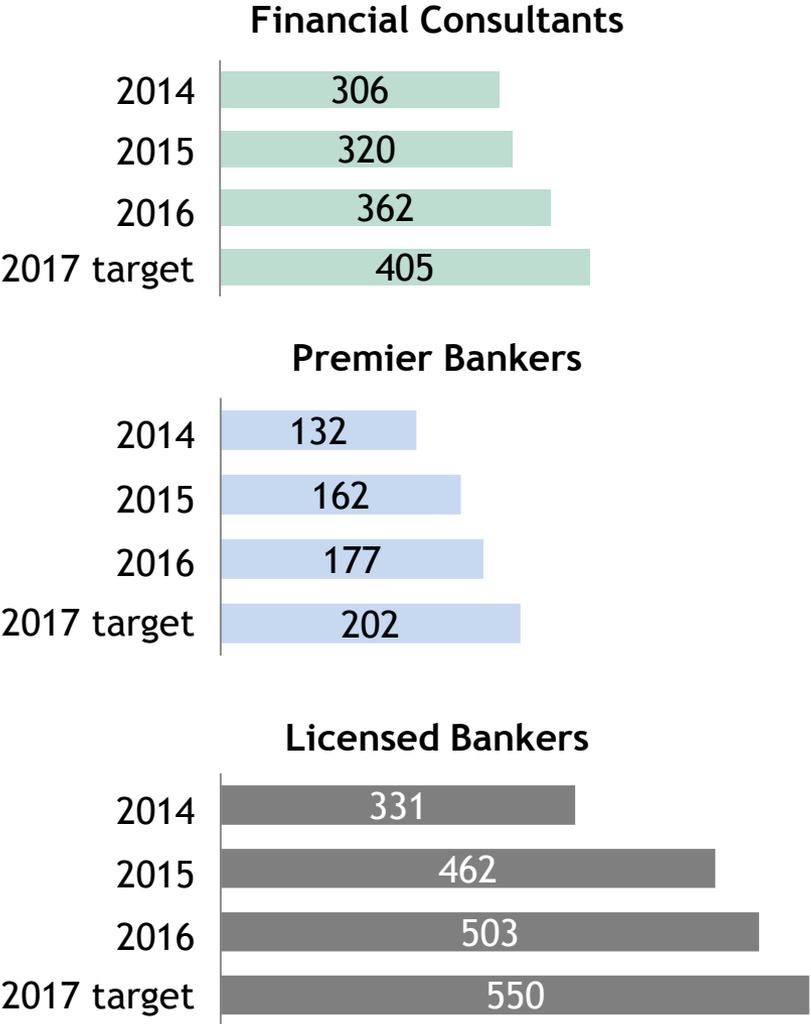
- Enabling and **empowering front-end colleagues** across channels to act as trusted advisors
- Providing relevant, actionable, and specific intelligence for **personalized customer treatment**
- Opportunity for **increased branch sales** by enabling pre-qualification

Expanding Sales Channels Future of Fulfillment

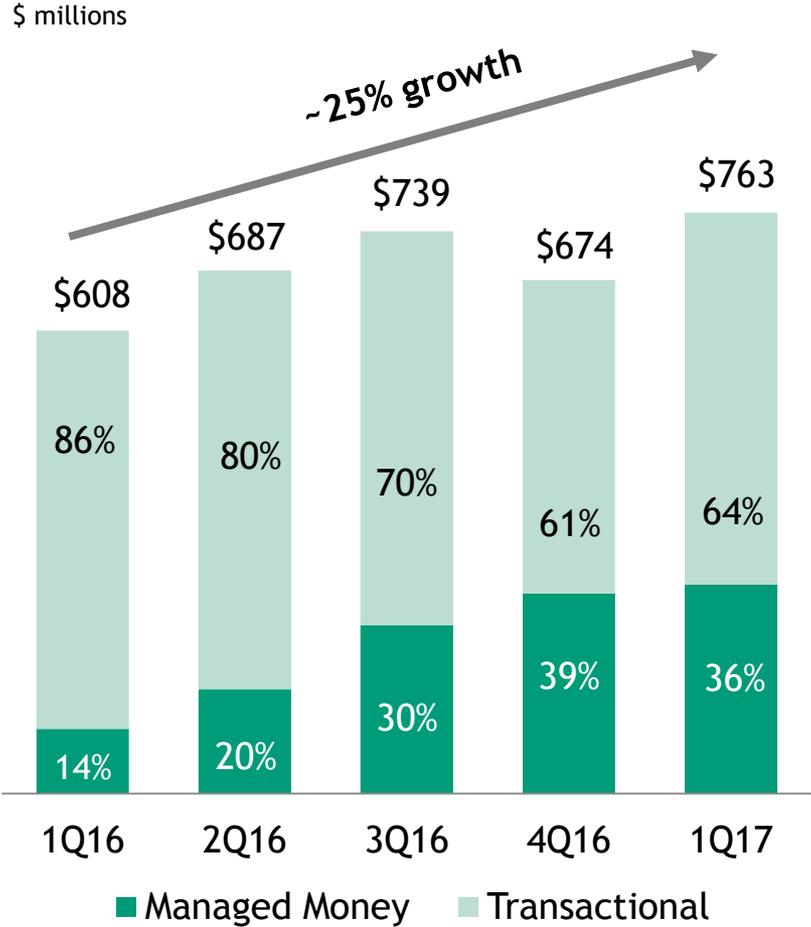
- Leveraging preassembled data and electronic documents to **streamline origination fulfillment**
- Expected to help position us as an industry leader with the use of data to **deliver true personalization from marketing through origination and fulfillment**
- **New technology will help enable optimized marketing spend**, reduce operational costs and originations timelines, with a goal of driving **improved revenue growth and profitability**

- **35% increase in marketing response rates in 2016**
- **25% reduction in marketing execution costs in 2016**
- **Expedited home equity fulfillment pilot successfully launched**

Growing advisory staff⁽¹⁾



Building momentum with investment sales⁽²⁾

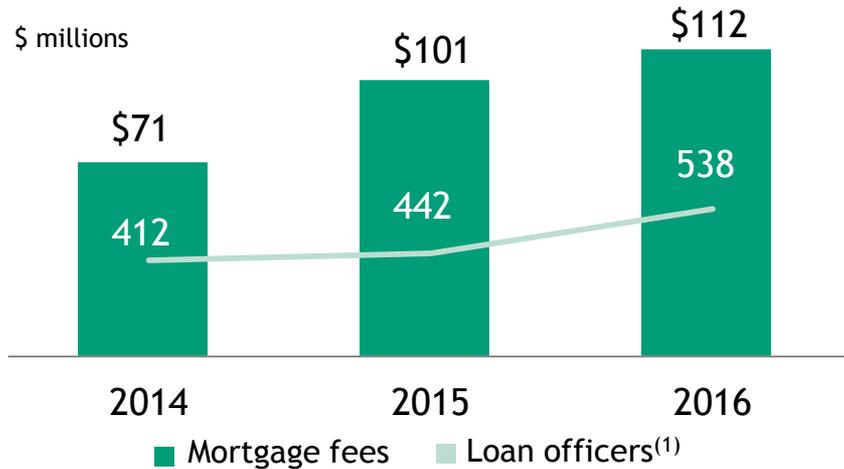


1) Data as of year-end for 2014, 2015 and 2016. Headcounts reflect full-time equivalents. 2017 data is estimated for year-end 2017 as of April 2017.

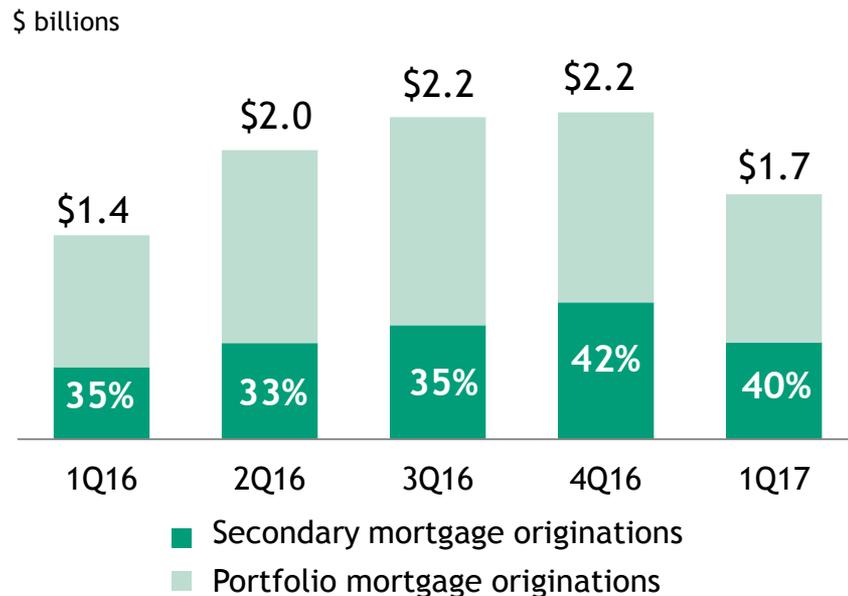
2) Investment sales through Citizens Investment Services.

Accelerating Mortgage fee growth

Growing mortgage fees



Improving origination mix



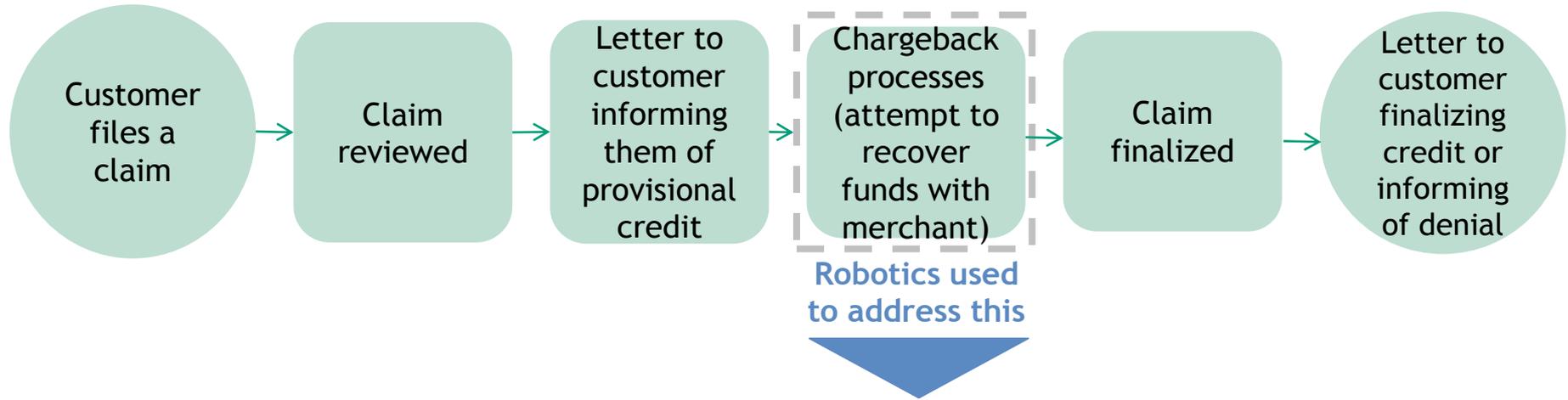
- Double digit growth in mortgage banking fees
- Expansion of sales force and focus on conforming expected to help drive fee growth and improved returns
- Expect continued market share growth to help mitigate impact of current mortgage market headwinds
- Multi-faceted approach: sales force expansion, product enhancements, channel optimization, improved operational efficiency

A mindset of continuous improvement

Benefits

- Improved customer experience
- Increased productivity
- Enhanced risk management
- Quicker implementation

Example: Using process automation for debit card chargeback processing to deliver recovery benefits for the bank



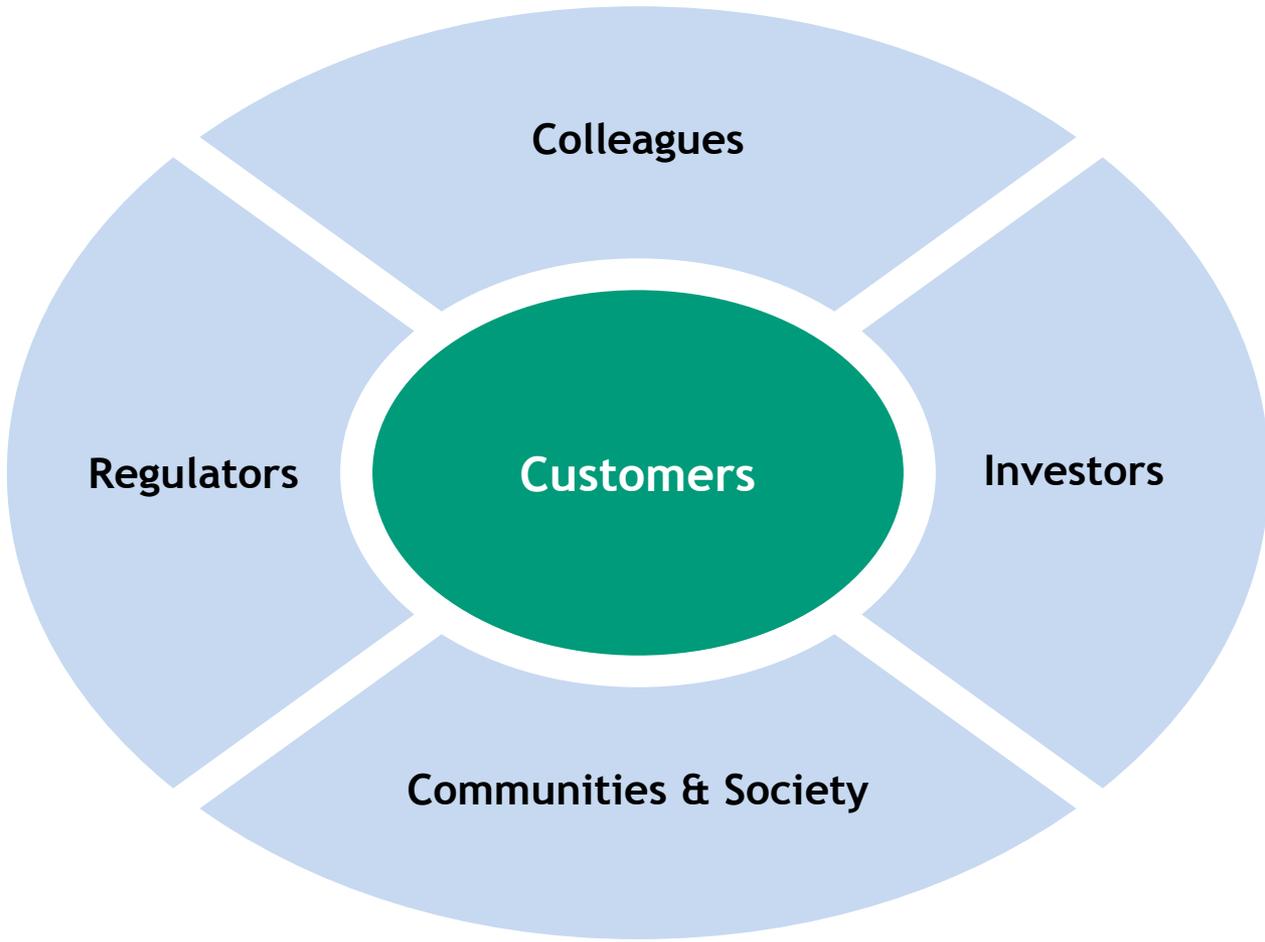
Early Results

- Reduced time per transaction from ~8 minutes to <2 minutes
- More than 35,000 chargebacks (\$3.5 million) filed since launch on March 1, 2017
- Expect volume and value of chargebacks processed by end of May 2017 will surpass total recovered losses for 2016

Key messages

- Consumer Banking continues to deliver strong growth and improving performance
- Adapting to the changing world of retail banking
- Remain focused on a customer-segment strategy
- Optimizing lending portfolio and enhancing deposit capabilities
- Investing to grow wealth and mortgage businesses
- Self-funding investment through continuous improvement

Appendix / Key performance metrics, Non-GAAP financial measures and reconciliations



Customer-centric culture

Our vision and credo guide us

Mission

To help our customers, colleagues and communities reach their potential

Vision

To be a top-performing bank distinguished by its customer-centric culture, mindset of continuous improvement and excellent capabilities

Credo

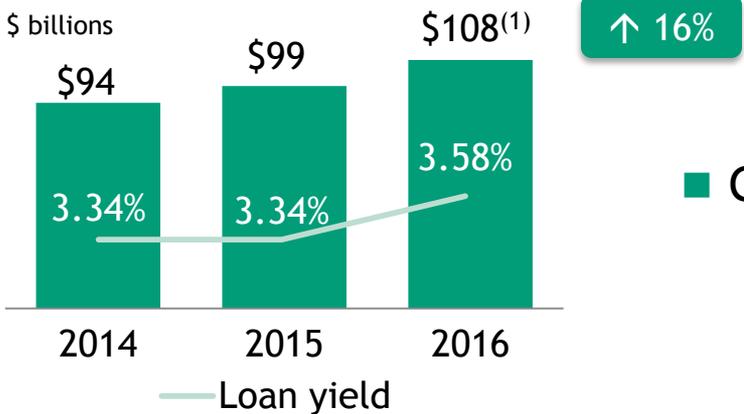
We perform our best every day so we can do more for our customers, colleagues, communities and shareholders

We strive to always exceed customer expectations, do the right thing, think long-term, work together

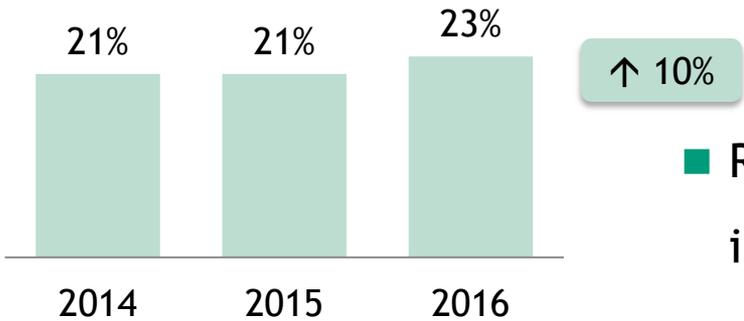
We are citizens helping citizens reach their potential

At Citizens, continue to smartly grow our balance sheet

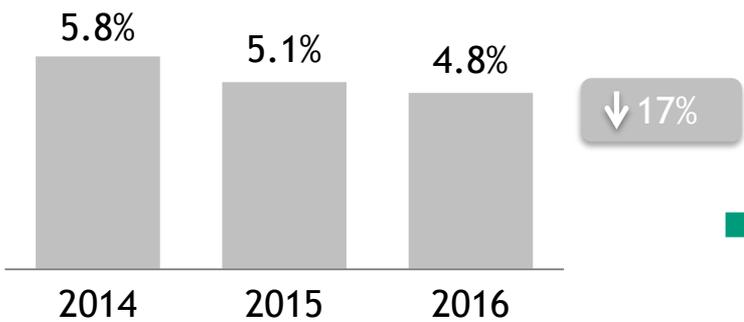
Total loans



■ Good loan growth with rising yields



■ Return on loan book regulatory capital improving⁽²⁾



■ Stress losses as a % of loans declining⁽³⁾

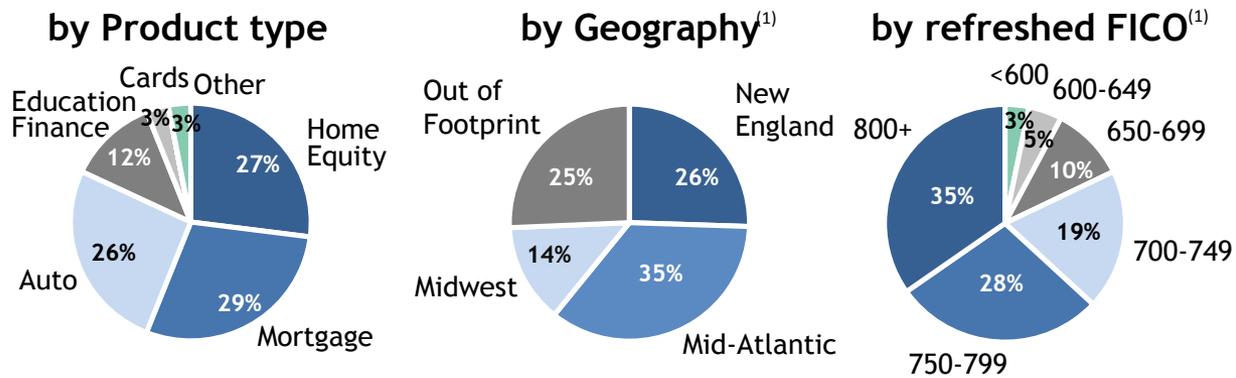
1) Period-end loan balances; includes held-for sale.
 2) Reflects after-tax return calculated as loan interest income/regulatory capital assuming a CET1 target of 10.5%.
 3) Total loan losses as a percentage of the total loan book based on FRB Severely Adverse Scenario 9-quarter horizon for 2014, 2015 and 2016.

Core retail portfolio

Highlights

- Weighted-average core FICO score of 760
- 63% of the retail portfolio has a FICO score of >750
- Core Mortgage - average portfolio FICO of 779 and LTV of 63%
 - 4Q16 originations of \$2.2 billion with weighted-average FICO of 767 and yield of 3.28%
- Auto Finance - Purchase only, no leasing, average portfolio FICO of 730
 - 64% new-car loans
 - 4Q16 originations of \$1.4 billion with weighted-average FICO score of 747 and weighted-average yield of 3.29%
- Education Lending
 - 95% of InSchool loans co-signed with average portfolio FICO of 774
 - 4Q16 InSchool originations of \$58 million with average FICO of 762 and 94% co-sign rate
 - 4Q16 organic refinance product originations of \$346 million with weighted-average FICO of 783

4Q16 \$54.5 billion core retail portfolio



| \$s in billions | 2013 | 2014 | 2015 | 2016 |
|-------------------|--------|--------|--------|--------|
| Period-end loans | \$43.2 | \$47.4 | \$50.7 | \$54.5 |
| Average loans | \$42.9 | \$45.1 | \$48.9 | \$52.3 |
| 30-Day past due % | 2.53% | 2.31% | 2.13% | 1.87% |
| NPL % | 2.31% | 1.68% | 1.53% | 1.02% |
| NCO % | 0.68% | 0.55% | 0.50% | 0.47% |

Note: excludes \$1.5 billion of non-core loans, including \$1.1 billion of home equity, \$291 million of education and \$173 million of residential mortgage.
 1) Portfolio balances as of December 31, 2016. Based on most current available FICO scores and collateral value. Loan term, lien position, risk rating, property type, industry sector and geographic stratifications current as of September 30, 2016, as applicable.

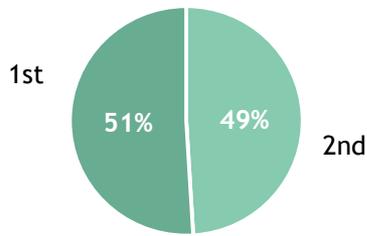
Core home equity portfolio⁽¹⁾

Highlights

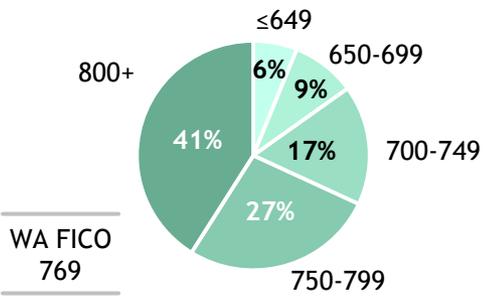
- 53% of the portfolio is secured by 1st lien
- Weighted-average FICO of 766
- 88% has an LTV of less than 80%
- 4Q16 HELOC originations of \$1.3 billion
 - Weighted-average FICO score of 790 and a weighted-average CLTV of 64.1%
 - 59% of originations are first-lien

4Q16 \$14.1 billion HELOC

by Lien position⁽²⁾

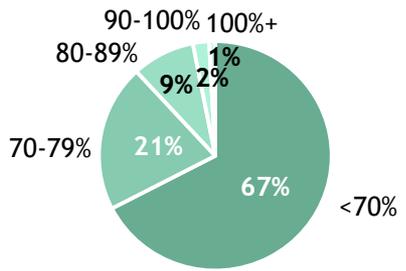


by Refreshed FICO⁽²⁾



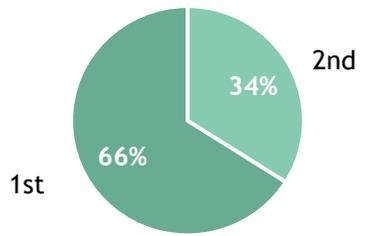
by Refreshed LTV^(2,3)

88% with LTV <80%

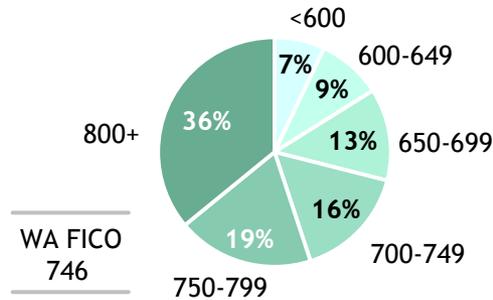


4Q16 \$1.8 billion HELOAN

by Lien position⁽²⁾

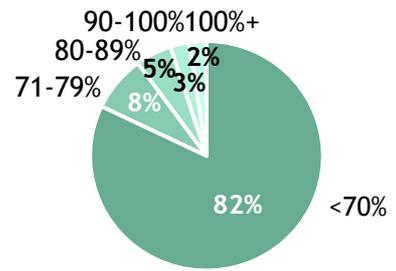


by Refreshed FICO⁽²⁾



by Refreshed LTV^(2,3)

90% with LTV <80%



| \$s in billions | 2013 | 2014 | 2015 | 2016 |
|-------------------|--------|--------|--------|--------|
| Period-end loans | \$20.1 | \$18.7 | \$17.1 | \$15.9 |
| Average loans | \$20.7 | \$19.4 | \$17.2 | \$16.5 |
| 30-Day past due % | 2.53% | 2.71% | 2.76% | 2.53% |
| NPL % | 2.93% | 2.41% | 2.35% | 2.13% |
| NCO % | 0.66% | 0.47% | 0.34% | 0.15% |

1) As of December 31, 2016. Excludes serviced by other portfolio.

2) Portfolio balances as of December 31, 2016. Based on most current available FICO scores and collateral value. Loan term, lien position, risk rating, property type, industry sector and geographic stratifications current as of December 31, 2016, as applicable.

3) LTV based on refreshed collateral values and assumes that any undrawn borrowing capacity is fully funded

HELOC payment shock management

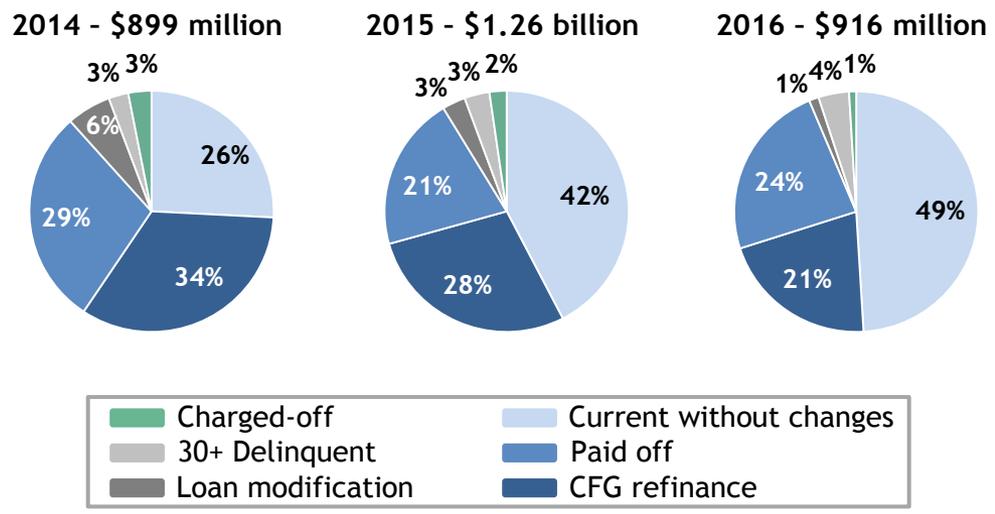
Highlights

- Between 2017 - 2019, \$3.1 billion in drawn balances (\$3.0 billion of undrawn balances) are scheduled to mature, or 22%, of the total drawn HELOC balances
 - Weighted average FICO of 762, and CLTV of 64% with 36% secured by 1st lien
 - In no single year is the maturing population balance greater than \$1.5 billion

Proactive mitigation efforts

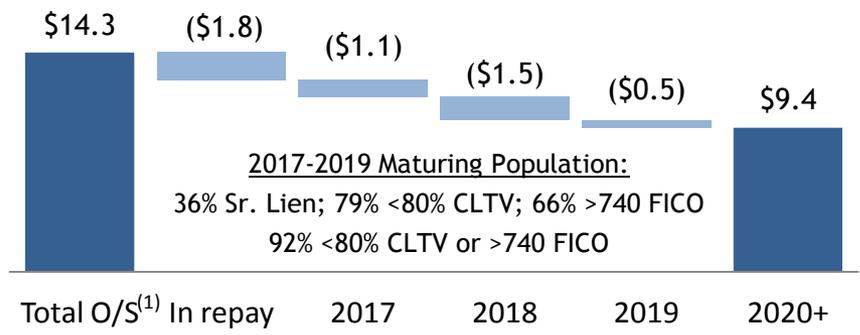
- Initiated comprehensive mitigation plan to manage exposure and assist customers through reset by offering alternative financing/forbearance options
 - Begin reaching out two years in advance of maturity dates
 - Policies, procedures and monitoring requirements; guidance on TDR/collateral dependency recognition
 - Enhanced product to maximize customer options - new 30-year, high-LTV HE loan product
 - Proactive assessment of unused lines before maturity to manage higher-risk customers

Maturing vintages as of December 31, 2016



Maturity schedule 2017 - 2019 as of December 31, 2016

\$s in billions



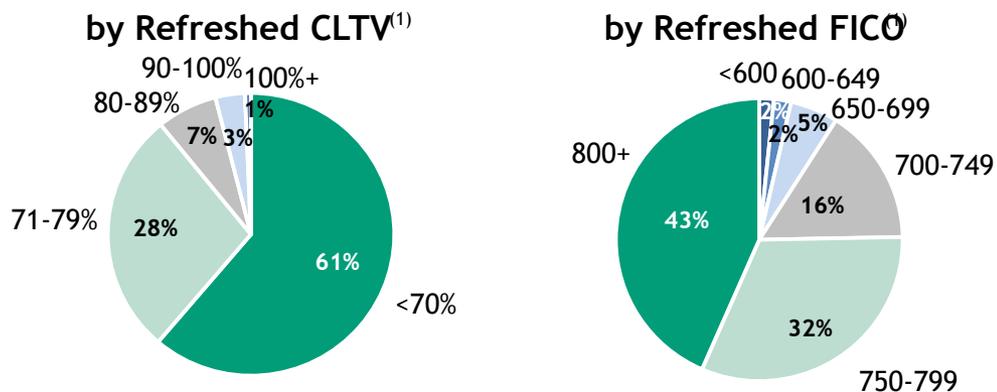
1) Includes serviced by other portfolio.

Core mortgage portfolio overview

Highlights

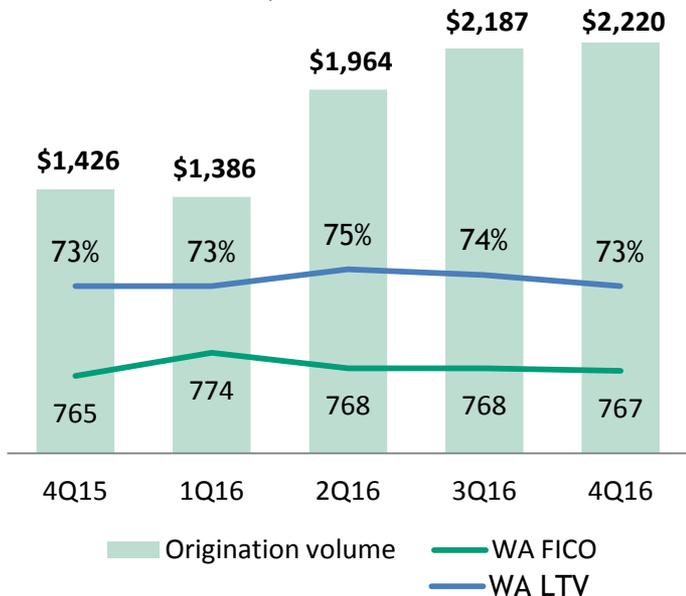
- Jumbo mortgages originated primarily within the Bank's lending footprint
- Predominately in-footprint with a weighted-average refreshed portfolio FICO score of 779 and CLTV of 63%
 - 4Q16 originations of \$2.2 billion with weighted-average FICO of 767 and yield of 3.28%
- OREO portfolio of 135 units at \$17.0 million

4Q16 \$14.9 billion core mortgage portfolio



Origination detail

\$s in millions



| \$s in billions | 2013 | 2014 | 2015 | 2016 |
|-------------------|-------|--------|--------|--------|
| Period-end loans | \$9.0 | \$11.5 | \$12.6 | \$14.9 |
| Average loans | \$8.6 | \$10.3 | \$12.0 | \$13.8 |
| 30-Day past due % | 4.68% | 3.44% | 2.58% | 1.80% |
| NPL % | 3.66% | 2.64% | 2.30% | 0.88% |
| NCO % | 0.38% | 0.16% | 0.07% | 0.08% |

Note: Excludes \$173 million of non-core mortgage loans as of December 31, 2016.

1) Portfolio balances as of December 31, 2016. Based on most current available FICO scores and collateral value. Loan term, lien position, risk rating, property type, industry sector and geographic stratifications current as of December 31, 2016, as applicable.

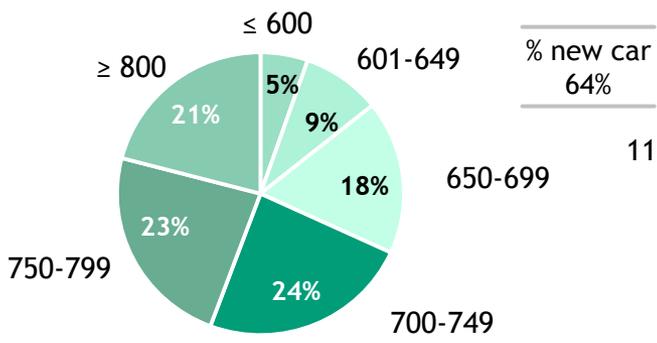
Auto portfolio credit metrics

Highlights ⁽¹⁾

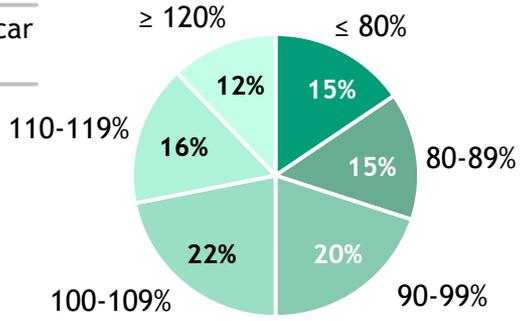
- Auto Finance portfolio - purchase only, no leasing, weighted-average FICO score of 730
 - 4Q16 originations of \$1.4 billion with weighted-average FICO score of 747 and weighted-average yield of 3.88%
- 68% of the portfolio has a FICO score of greater than 700, 54% \leq 72 months and 64% are new-car loans
 - Nearly 70% of the portfolio secured by pickups, SUVs or CUVs with only 13% secured by midsize vehicles⁽³⁾
- 76- to 84-month term originations have a weighted-average FICO score of 767

4Q16 \$13.9 billion Auto portfolio

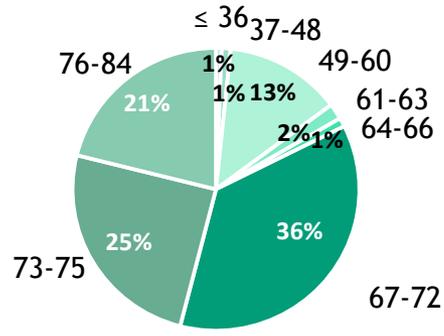
by Refreshed FICO score ^(1,2)



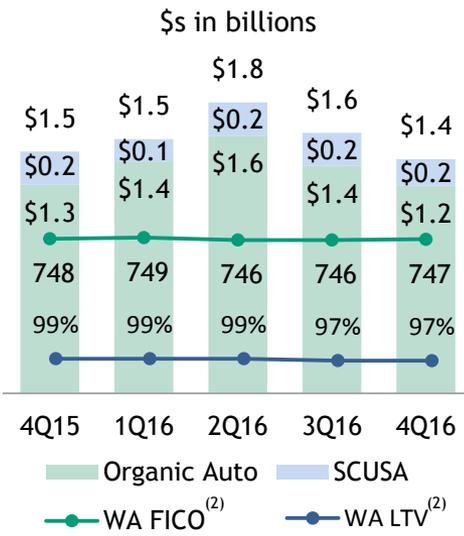
by Origination LTV ⁽²⁾



by Term ⁽²⁾
(months)



Auto + SCUSA Originations



| \$s in billions | 2013 | 2014 | 2015 | 2016 |
|-------------------|-------|--------|--------|--------|
| Period-end loans | \$9.4 | \$12.7 | \$13.8 | \$13.9 |
| Average loans | \$8.9 | \$11.0 | \$13.5 | \$14.0 |
| 30-Day past due % | 0.52% | 0.83% | 1.35% | 1.74% |
| NPL % | 0.18% | 0.17% | 0.30% | 0.36% |
| NCO % | 0.07% | 0.21% | 0.51% | 0.68% |

1) Assumes that for loans where refreshed FICO score information not available, the balance stratification is consistent with the remainder of the portfolio.
 2) Portfolio balances as of December 31, 2016. Based on most current available FICO scores. LTV ratio, loan term, lien position, risk rating, property type, industry sector and geographic stratifications current as of December 31, 2016, as applicable. LTV calculated utilizing actual invoice amount or Kelley Blue Book value.
 3) Portfolio collateral mix as of April 30, 2017.

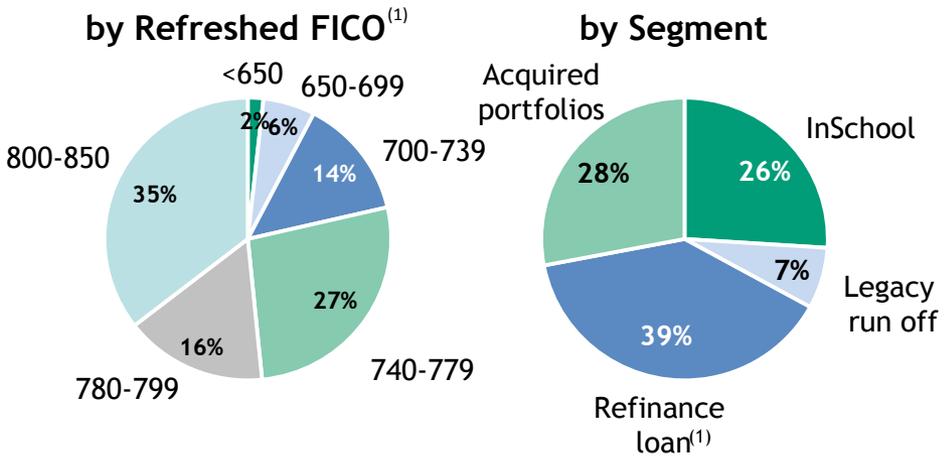
Core education finance portfolio overview

Highlights

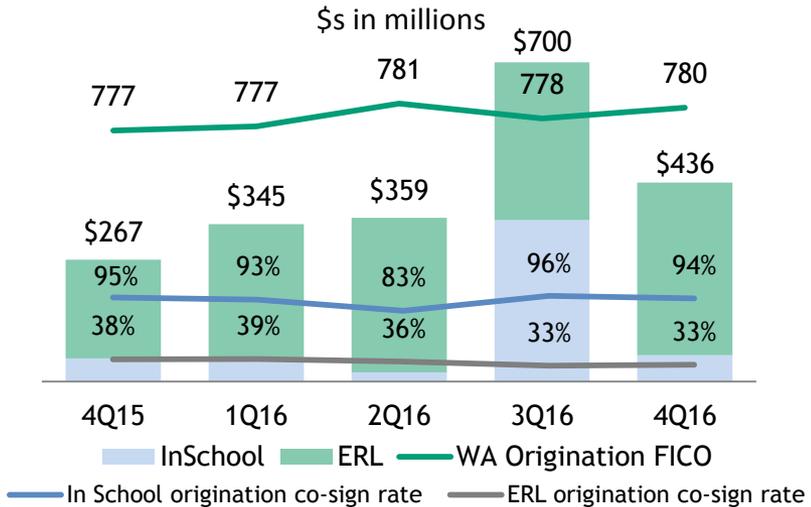
- Core education finance portfolio average FICO score of 774 and co-sign rate of 49%
- 95% of InSchool loans co-signed with average FICO of 774
 - 4Q16 InSchool originations of \$58 million with average FICO of 762 and 94% co-sign rate
- Total organic refinance portfolio of \$2.2 billion with weighted-average FICO of 780
 - 4Q16 organic refi product originations of \$346 million with weighted-average FICO of 783
- SoFi purchased portfolio balance of \$1.6 billion with average FICO of 773

| \$s in billions | 2013 | 2014 | 2015 | 2016 |
|-------------------|-------|-------|-------|-------|
| Period-end loans | \$1.8 | \$1.9 | \$4.0 | \$6.3 |
| Average loans | \$1.5 | \$1.7 | \$3.0 | \$5.3 |
| 30-Day past due % | 3.77% | 1.13% | 0.72% | 0.53% |
| NPL % | 1.80% | 0.53% | 0.45% | 0.25% |
| NCO % | 0.53% | 0.37% | 0.41% | 0.40% |

4Q16 \$6.3 billion core education finance portfolio



Origination Detail



Note: YoY delinquency and NPL improvement driven by sale of FFELP loans in 3Q 2014.

Previous origination data was based on amounts disbursed to students per quarter and represented balance sheet loan growth. Current data represents full amounts originated per quarter that have been committed to borrowers.

1) Portfolio balances as of December 31, 2016. Based on most current available FICO scores and collateral value. Loan term, lien position, risk rating, property type, industry sector and geographic stratifications current as of December 31, 2016, as applicable.

Consumer unsecured*

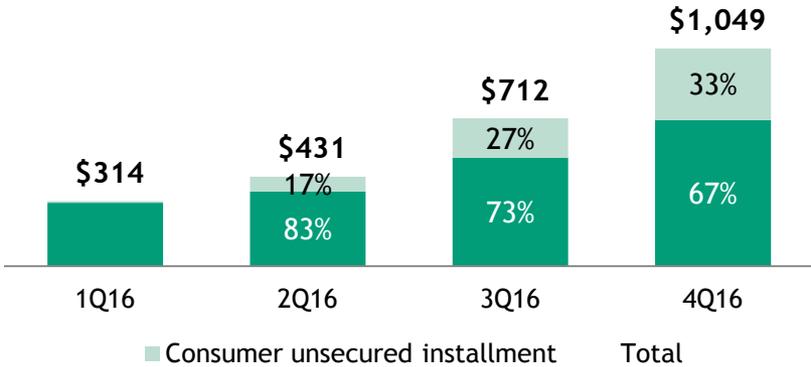
Highlights

- Launched merchant partnership financing in 3Q15 and in 2016 expanded our unsecured offerings with the launch of our consumer unsecured installment product
 - Originated ~\$1.2 billion unsecured loans in 2016 with weighted-average FICO score of 750
- Consumer unsecured installment product focuses on super prime and high-prime borrowers
 - Average term 5.5 years with portfolio weighted-average FICO of 765
- Developing strategic partnerships designed around high-quality merchant partnership offerings
 - Partnerships utilize loss-sharing arrangements
 - Apple partnership launched mid-2015
 - Vivint Smart Home and HP partnerships launched in 1Q17

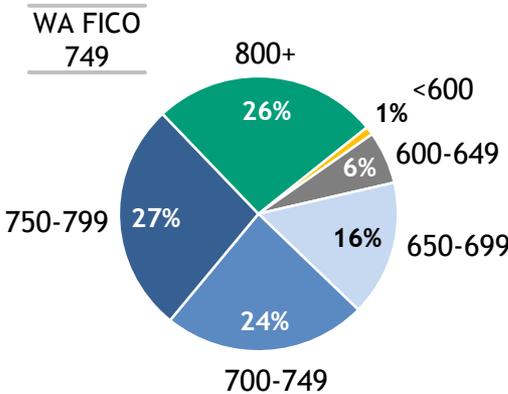
| \$s in millions | 1Q16 | 2Q16 | 3Q16 | 4Q16 |
|-------------------|-------|-------|-------|---------|
| Period-end loans | \$314 | \$431 | \$712 | \$1,049 |
| Average loans | \$265 | \$372 | \$504 | \$908 |
| 30-Day past due % | 1.00% | 1.48% | 1.16% | 0.97% |
| NPL % | 0.00% | 0.00% | 0.00% | 0.02% |
| NCO % | 0.00% | 0.00% | 0.03% | 0.17% |

Consumer unsecured portfolio

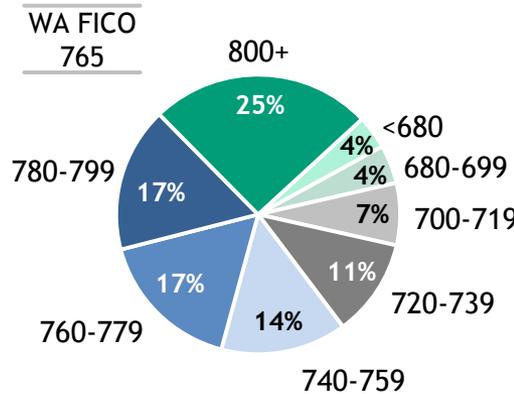
2016 growth trend
\$s in millions



4Q16 merchant partnership portfolio by origination FICO score⁽¹⁾



4Q16 consumer unsecured installment by refreshed FICO score



*Note: Excludes credit card and education portfolios.

1) Product finance portfolio represents strategic partnerships in which Citizens finances the purchase of a partner's product. Refreshed FICO score not available. FICO scores based on origination.

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | QUARTERLY TRENDS | | | | | | | | | |
|---|------------------|---------|---------|---------|---------|-------------|-------|-------|------|--|
| | 1Q17 | 4Q16 | 3Q16 | 2Q16 | 1Q16 | 1Q17 Change | | | | |
| | | | | | | 4Q16 | | 1Q16 | | |
| | | | | | | \$ | % | \$ | % | |
| Noninterest income, adjusted: | | | | | | | | | | |
| Noninterest income (GAAP) | \$379 | \$377 | \$435 | \$355 | \$330 | \$2 | 1 % | \$49 | 15 % | |
| Less: Notable items | — | — | 67 | — | — | — | — | — | — | |
| Noninterest income, adjusted (non-GAAP) | \$379 | \$377 | \$368 | \$355 | \$330 | \$2 | 1 % | \$49 | 15 % | |
| Total revenue, adjusted: | | | | | | | | | | |
| Total revenue (GAAP) | A \$1,384 | \$1,363 | \$1,380 | \$1,278 | \$1,234 | \$21 | 2 % | \$150 | 12 % | |
| Less: Notable items | — | — | 67 | — | — | — | — | — | — | |
| Total revenue, adjusted (non-GAAP) | B \$1,384 | \$1,363 | \$1,313 | \$1,278 | \$1,234 | \$21 | 2 % | \$150 | 12 % | |
| Noninterest expense, adjusted: | | | | | | | | | | |
| Noninterest expense (GAAP) | C \$854 | \$847 | \$867 | \$827 | \$811 | \$7 | 1 % | \$43 | 5 % | |
| Less: Notable items | — | — | 36 | — | — | — | — | — | — | |
| Noninterest expense, adjusted (non-GAAP) | D \$854 | \$847 | \$831 | \$827 | \$811 | \$7 | 1 % | \$43 | 5 % | |
| Pre-provision profit: | | | | | | | | | | |
| Total revenue (GAAP) | A \$1,384 | \$1,363 | \$1,380 | \$1,278 | \$1,234 | \$21 | 2 % | \$150 | 12 % | |
| Noninterest expense (GAAP) | C 854 | 847 | 867 | 827 | 811 | 7 | 1 | 43 | 5 | |
| Pre-provision profit (GAAP) | \$530 | \$516 | \$513 | \$451 | \$423 | \$14 | 3 % | \$107 | 25 % | |
| Pre-provision profit, adjusted: | | | | | | | | | | |
| Total revenue, adjusted (non-GAAP) | B \$1,384 | \$1,363 | \$1,313 | \$1,278 | \$1,234 | \$21 | 2 % | \$150 | 12 % | |
| Less: Noninterest expense, adjusted (non-GAAP) | D 854 | 847 | 831 | 827 | 811 | 7 | 1 | 43 | 5 | |
| Pre-provision profit, adjusted (non-GAAP) | \$530 | \$516 | \$482 | \$451 | \$423 | \$14 | 3 % | \$107 | 25 % | |
| Income before income tax expense, adjusted: | | | | | | | | | | |
| Income before income tax expense (GAAP) | \$434 | \$414 | \$427 | \$361 | \$332 | \$20 | 5 % | \$102 | 31 % | |
| Less: Income before income tax expense (benefit) related to notable items | — | — | 31 | — | — | — | — | — | — | |
| Income before income tax expense, adjusted (non-GAAP) | \$434 | \$414 | \$396 | \$361 | \$332 | \$20 | 5 % | \$102 | 31 % | |
| Income tax expense and effective income tax rate, adjusted: | | | | | | | | | | |
| Income tax expense (GAAP) | \$114 | \$132 | \$130 | \$118 | \$109 | (\$18) | (14%) | \$5 | 5 % | |
| Less: Income tax expense (benefit) related to notable items | — | — | 12 | — | — | — | — | — | — | |
| Income tax expense, adjusted (non-GAAP) | \$114 | \$132 | \$118 | \$118 | \$109 | (\$18) | (14%) | \$5 | 5 % | |
| Net income, adjusted: | | | | | | | | | | |
| Net income (GAAP) | E \$320 | \$282 | \$297 | \$243 | \$223 | \$38 | 13 % | \$97 | 43 % | |
| Add: Notable items, net of income tax expense (benefit) | — | — | (19) | — | — | — | — | — | — | |
| Net income, adjusted (non-GAAP) | F \$320 | \$282 | \$278 | \$243 | \$223 | \$38 | 13 % | \$97 | 43 % | |
| Net income available to common stockholders, adjusted: | | | | | | | | | | |
| Net income available to common stockholders (GAAP) | G \$313 | \$282 | \$290 | \$243 | \$216 | \$31 | 11% | \$97 | 45 % | |
| Add: Notable items, net of income tax expense (benefit) | — | — | (19) | — | — | — | — | — | — | |
| Net income available to common stockholders, adjusted (non-GAAP) | H \$313 | \$282 | \$271 | \$243 | \$216 | \$31 | 11 % | \$97 | 45 % | |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | QUARTERLY TRENDS | | | | | | | | | |
|---|------------------|-----------|-----------|-----------|-----------|-------------|---------|--------|----------|---------|
| | 1Q17 | 4Q16 | 3Q16 | 2Q16 | 1Q16 | 1Q17 Change | | | | |
| | | | | | | 4Q16 | | 1Q16 | | |
| | | | | | | \$/bps | % | \$/bps | % | |
| Operating leverage: | | | | | | | | | | |
| Total revenue (GAAP) | A | \$1,384 | \$1,363 | \$1,380 | \$1,278 | \$1,234 | \$21 | 1.54 % | \$150 | 12.16 % |
| Less: Noninterest expense (GAAP) | C | 854 | 847 | 867 | 827 | 811 | 7 | 0.83 | 43 | 5.30 |
| Operating leverage | | | | | | | | 0.71 % | | 6.86 % |
| Operating leverage, adjusted: | | | | | | | | | | |
| Total revenue, adjusted (non-GAAP) | B | \$1,384 | \$1,363 | \$1,313 | \$1,278 | \$1,234 | \$21 | 1.54 % | \$150 | 12.16 % |
| Less: Noninterest expense, adjusted (non-GAAP) | D | 854 | 847 | 831 | 827 | 811 | 7 | 0.83 | 43 | 5.30 |
| Operating leverage, adjusted (non-GAAP) | | | | | | | | 0.71 % | | 6.86 % |
| Efficiency ratio and efficiency ratio, adjusted: | | | | | | | | | | |
| Efficiency ratio | C/A | 61.68 % | 62.18 % | 62.88 % | 64.71 % | 65.66 % | (50) | bps | (398) | bps |
| Efficiency ratio, adjusted (non-GAAP) | D/B | 61.68 | 62.18 | 63.31 | 64.71 | 65.66 | (50) | bps | (398) | bps |
| Return on average common equity and return on average common equity, adjusted: | | | | | | | | | | |
| Average common equity (GAAP) | I | \$19,460 | \$19,645 | \$19,810 | \$19,768 | \$19,567 | (\$185) | (1%) | (\$107) | (1%) |
| Return on average common equity | G/I | 6.52 % | 5.70 % | 5.82 % | 4.94 % | 4.45 % | 82 | bps | 207 | bps |
| Return on average common equity, adjusted (non-GAAP) | H/I | 6.52 | 5.70 | 5.44 | 4.94 | 4.45 | 82 | bps | 207 | bps |
| Return on average tangible common equity and return on average tangible common equity, adjusted: | | | | | | | | | | |
| Average common equity (GAAP) | I | \$19,460 | \$19,645 | \$19,810 | \$19,768 | \$19,567 | (\$185) | (1%) | (\$107) | (1%) |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | — | — | — | — |
| Less: Average other intangibles (GAAP) | | — | 1 | 1 | 2 | 3 | (1) | (100) | (3) | (100) |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 531 | 523 | 509 | 496 | 481 | 8 | 2 | 50 | 10 |
| Average tangible common equity | J | \$13,115 | \$13,291 | \$13,442 | \$13,386 | \$13,169 | (\$176) | (1%) | (\$54) | —% |
| Return on average tangible common equity | G/J | 9.68 % | 8.43 % | 8.58 % | 7.30 % | 6.61 % | 125 | bps | 307 | bps |
| Return on average tangible common equity, adjusted (non-GAAP) | H/J | 9.68 | 8.43 | 8.02 | 7.30 | 6.61 | 125 | bps | 307 | bps |
| Return on average total assets and return on average total assets, adjusted: | | | | | | | | | | |
| Average total assets (GAAP) | K | \$148,786 | \$147,315 | \$144,399 | \$142,179 | \$138,780 | \$1,471 | 1 % | \$10,006 | 7 % |
| Return on average total assets | E/K | 0.87 % | 0.76 % | 0.82 % | 0.69 % | 0.65 % | 11 | bps | 22 | bps |
| Return on average total assets, adjusted (non-GAAP) | F/K | 0.87 | 0.76 | 0.77 | 0.69 | 0.65 | 11 | bps | 22 | bps |
| Return on average total tangible assets and return on average total tangible assets, adjusted: | | | | | | | | | | |
| Average total assets (GAAP) | K | \$148,786 | \$147,315 | \$144,399 | \$142,179 | \$138,780 | \$1,471 | 1 % | \$10,006 | 7 % |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | — | — | — | — |
| Less: Average other intangibles (GAAP) | | — | 1 | 1 | 2 | 3 | (1) | (100) | (3) | (100) |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 531 | 523 | 509 | 496 | 481 | 8 | 2 | 50 | 10 |
| Average tangible assets | L | \$142,441 | \$140,961 | \$138,031 | \$135,797 | \$132,382 | \$1,480 | 1 % | \$10,059 | 8 % |
| Return on average total tangible assets | E/L | 0.91 % | 0.79 % | 0.86 % | 0.72 % | 0.68 % | 12 | bps | 23 | bps |
| Return on average total tangible assets, adjusted (non-GAAP) | F/L | 0.91 | 0.79 | 0.80 | 0.72 | 0.68 | 12 | bps | 23 | bps |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | QUARTERLY TRENDS | | | | | | | | | |
|--|------------------|-------------|-------------|-------------|-------------|-------------|-------------|--------|--------------|-------|
| | 1Q17 | 4Q16 | 3Q16 | 2Q16 | 1Q16 | 1Q17 Change | | | | |
| | | | | | | 4Q16 | | 1Q16 | | |
| | | | | | | \$/bps | % | \$/bps | % | |
| Tangible book value per common share: | | | | | | | | | | |
| Common shares - at end of period (GAAP) | M | 509,515,646 | 511,954,871 | 518,148,345 | 529,094,976 | 528,933,727 | (2,439,225) | —% | (19,418,081) | (4%) |
| Common stockholders' equity (GAAP) | | \$19,600 | \$19,499 | \$19,934 | \$19,979 | \$19,718 | \$101 | 1 | (\$118) | (1) |
| Less: Goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | — | — | — | — |
| Less: Other intangible assets (GAAP) | | — | 1 | 1 | 2 | 3 | (1) | (100) | (3) | (100) |
| Add: Deferred tax liabilities related to goodwill (GAAP) | | 534 | 532 | 519 | 507 | 494 | 2 | — | 40 | 8 |
| Tangible common equity | N | \$13,258 | \$13,154 | \$13,576 | \$13,608 | \$13,333 | \$104 | 1% | (\$75) | (1%) |
| Tangible book value per common share | N/M | \$26.02 | \$25.69 | \$26.20 | \$25.72 | \$25.21 | \$0.33 | 1% | \$0.81 | 3% |
| Net income per average common share - basic and diluted, adjusted: | | | | | | | | | | |
| Average common shares outstanding - basic (GAAP) | O | 509,451,450 | 512,015,920 | 519,458,976 | 528,968,330 | 528,070,648 | (2,564,470) | (1%) | (18,619,198) | (4%) |
| Average common shares outstanding - diluted (GAAP) | P | 511,348,200 | 513,897,085 | 521,122,466 | 530,365,203 | 530,446,188 | (2,548,885) | — | (19,097,988) | (4) |
| Net income available to common stockholders (GAAP) | G | \$313 | \$282 | \$290 | \$243 | \$216 | \$31 | 11 | \$97 | 45 |
| Net income per average common share - basic (GAAP) | G/O | 0.61 | 0.55 | 0.56 | 0.46 | 0.41 | 0.06 | 11 | 0.20 | 49 |
| Net income per average common share - diluted (GAAP) | G/P | 0.61 | 0.55 | 0.56 | 0.46 | 0.41 | 0.06 | 11 | 0.20 | 49 |
| Net income available to common stockholders, adjusted (non-GAAP) | H | 313 | 282 | 271 | 243 | 216 | 31 | 11 | 97 | 45 |
| Net income per average common share - basic, adjusted (non-GAAP) | H/O | 0.61 | 0.55 | 0.52 | 0.46 | 0.41 | 0.06 | 11 | 0.20 | 49 |
| Net income per average common share - diluted, adjusted (non-GAAP) | H/P | 0.61 | 0.55 | 0.52 | 0.46 | 0.41 | 0.06 | 11 | 0.20 | 49 |
| Pro forma Basel III fully phased-in common equity tier 1 capital ratio¹: | | | | | | | | | | |
| Common equity tier 1 capital (regulatory) | | \$13,941 | \$13,822 | \$13,763 | \$13,768 | \$13,570 | | | | |
| Less: Change in DTA and other threshold deductions (GAAP) | | — | — | — | 1 | 1 | | | | |
| Pro forma Basel III fully phased-in common equity tier 1 capital | Q | \$13,941 | \$13,822 | \$13,763 | \$13,767 | \$13,569 | | | | |
| Risk-weighted assets (regulatory general risk weight approach) | | \$124,881 | \$123,857 | \$121,612 | \$119,492 | \$116,591 | | | | |
| Add: Net change in credit and other risk-weighted assets (regulatory) | | 247 | 244 | 228 | 228 | 232 | | | | |
| Pro forma Basel III standardized approach risk-weighted assets | R | \$125,128 | \$124,101 | \$121,840 | \$119,720 | \$116,823 | | | | |
| Pro forma Basel III fully phased-in common equity tier 1 capital ratio ¹ | Q/R | 11.1% | 11.1% | 11.3% | 11.5% | 11.6% | | | | |

¹ Basel III ratios assume certain definitions impacting qualifying Basel III capital, which otherwise will phase in through 2019, are fully phased-in. Ratios also reflect the required US Standardized methodology for calculating RWAs, effective January 1, 2015.

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | QUARTERLY TRENDS | | | | | 1Q17 Change | | | |
|---|------------------|-------|-------|-------|-------|-------------|------|------|------|
| | 1Q17 | 4Q16 | 3Q16 | 2Q16 | 1Q16 | 4Q16 | | 1Q16 | |
| | | | | | | \$ | % | \$ | % |
| Other income, adjusted | | | | | | | | | |
| Other income (GAAP) | \$24 | \$25 | \$87 | \$15 | \$20 | (\$1) | (4%) | \$4 | 20 % |
| Less: Notable items | — | — | 67 | — | — | — | — | — | — |
| Other income, adjusted (non-GAAP) | \$24 | \$25 | \$20 | \$15 | \$20 | (\$1) | (4%) | \$4 | 20 % |
| Salaries and employee benefits, adjusted: | | | | | | | | | |
| Salaries and employee benefits (GAAP) | \$444 | \$420 | \$432 | \$432 | \$425 | \$24 | 6 % | \$19 | 4 % |
| Less: Notable items | — | — | 11 | — | — | — | — | — | — |
| Salaries and employee benefits, adjusted (non-GAAP) | \$444 | \$420 | \$421 | \$432 | \$425 | \$24 | 6 % | \$19 | 4 % |
| Outside services, adjusted: | | | | | | | | | |
| Outside services (GAAP) | \$91 | \$98 | \$102 | \$86 | \$91 | (\$7) | (7%) | \$— | —% |
| Less: Notable items | — | — | 8 | — | — | — | — | — | — |
| Outside services, adjusted (non-GAAP) | \$91 | \$98 | \$94 | \$86 | \$91 | (\$7) | (7%) | \$— | —% |
| Occupancy, adjusted: | | | | | | | | | |
| Occupancy (GAAP) | \$82 | \$77 | \$78 | \$76 | \$76 | \$5 | 6 % | \$6 | 8 % |
| Less: Notable items | — | — | — | — | — | — | — | — | — |
| Occupancy, adjusted (non-GAAP) | \$82 | \$77 | \$78 | \$76 | \$76 | \$5 | 6 % | \$6 | 8 % |
| Equipment expense, adjusted: | | | | | | | | | |
| Equipment expense (GAAP) | \$67 | \$69 | \$65 | \$64 | \$65 | (\$2) | (3%) | \$2 | 3 % |
| Less: Notable items | — | — | — | — | — | — | — | — | — |
| Equipment expense, adjusted (non-GAAP) | \$67 | \$69 | \$65 | \$64 | \$65 | (\$2) | (3%) | \$2 | 3 % |
| Amortization of software, adjusted: | | | | | | | | | |
| Amortization of software (GAAP) | \$44 | \$44 | \$46 | \$41 | \$39 | \$— | —% | \$5 | 13 % |
| Less: Notable items | — | — | 3 | — | — | — | — | — | — |
| Amortization of software, adjusted (non-GAAP) | \$44 | \$44 | \$43 | \$41 | \$39 | \$— | —% | \$5 | 13 % |
| Other operating expense, adjusted: | | | | | | | | | |
| Other operating expense (GAAP) | \$126 | \$139 | \$144 | \$128 | \$115 | (\$13) | (9%) | \$11 | 10 % |
| Less: Notable items | — | — | 14 | — | — | — | — | — | — |
| Other operating expense, adjusted (non-GAAP) | \$126 | \$139 | \$130 | \$128 | \$115 | (\$13) | (9%) | \$11 | 10 % |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | FULL YEAR | | | | |
|---|------------|---------|---------|-------------|-------|
| | 2016 | 2015 | 2014 | 2016 Change | |
| | | | | \$ | % |
| Noninterest income, adjusted: | | | | | |
| Noninterest income (GAAP) | \$1,497 | \$1,422 | \$1,678 | \$75 | 5 % |
| Less: Special items | — | — | 288 | — | — |
| Less: Notable items | 67 | — | — | 67 | 100 |
| Noninterest income, adjusted (non-GAAP) | \$1,430 | \$1,422 | \$1,390 | \$8 | 1 % |
| Total revenue, adjusted: | | | | | |
| Total revenue (GAAP) | A \$5,255 | \$4,824 | \$4,979 | \$431 | 9 % |
| Less: Special items | — | — | 288 | — | — |
| Less: Notable items | 67 | — | — | 67 | 100 |
| Total revenue, adjusted (non-GAAP) | B \$5,188 | \$4,824 | \$4,691 | \$364 | 8 % |
| Noninterest expense, adjusted: | | | | | |
| Noninterest expense (GAAP) | C \$3,352 | \$3,259 | \$3,392 | \$93 | 3 % |
| Less: Restructuring charges and special items | — | 50 | 169 | (50) | (100) |
| Less: Notable items | 36 | — | — | 36 | 100 |
| Noninterest expense, adjusted (non-GAAP) | D \$3,316 | \$3,209 | \$3,223 | \$107 | 3 % |
| Pre-provision profit, adjusted: | | | | | |
| Total revenue, adjusted (non-GAAP) | \$5,188 | \$4,824 | \$4,691 | \$364 | 8 % |
| Less: Noninterest expense, adjusted (non-GAAP) | 3,316 | 3,209 | 3,223 | 107 | 3 |
| Pre-provision profit, adjusted (non-GAAP) | \$1,872 | \$1,615 | \$1,468 | \$257 | 16 % |
| Income before income tax expense, adjusted: | | | | | |
| Income before income tax expense (GAAP) | E \$1,534 | \$1,263 | \$1,268 | \$271 | 21 % |
| Less: Income before income tax expense (benefit) related to restructuring charges and special items | — | (50) | 119 | 50 | 100 |
| Less: Income before income tax expense (benefit) related to notable items | 31 | — | — | 31 | 100 |
| Income before income tax expense, adjusted (non-GAAP) | F \$1,503 | \$1,313 | \$1,149 | \$190 | 14 % |
| Income tax expense, adjusted: | | | | | |
| Income tax expense (GAAP) | G \$489 | \$423 | \$403 | \$66 | 16 % |
| Less: Income tax expense (benefit) related to restructuring charges and special items | — | (19) | 44 | 19 | 100 |
| Less: Income tax expense (benefit) related to notable items | 12 | — | — | 12 | 100 |
| Income tax expense, adjusted (non-GAAP) | H \$477 | \$442 | \$359 | \$35 | 8 % |
| Net income, adjusted: | | | | | |
| Net income (GAAP) | I \$1,045 | \$840 | \$865 | \$205 | 24 % |
| Add: Restructuring charges and special items, net of income tax expense (benefit) | — | 31 | (75) | (31) | (100) |
| Add: Notable items, net of income tax expense (benefit) | (19) | — | — | (19) | (100) |
| Net income, adjusted (non-GAAP) | J \$1,026 | \$871 | \$790 | \$155 | 18 % |
| Net income available to common stockholders, adjusted: | | | | | |
| Net income available to common stockholders (GAAP) | K \$1,031 | \$833 | \$865 | \$198 | 24 % |
| Add: Restructuring charges and special items, net of income tax expense (benefit) | — | 31 | (75) | (31) | (100) |
| Add: Notable items, net of income tax expense (benefit) | (19) | — | — | (19) | (100) |
| Net income available to common stockholders, adjusted (non-GAAP) | L \$1,012 | \$864 | \$790 | \$148 | 17 % |
| Effective income tax rate, adjusted: | | | | | |
| Effective income tax rate | G/E 31.88% | 33.52% | | (164) | bps |
| Effective income tax rate, adjusted: | H/F 31.74 | 33.67 | | (193) | bps |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | | FULL YEAR | | | | |
|---|-----|------------------|------------------|------------------|----------------|---------------|
| | | 2016 | 2015 | 2014 | 2016 Change | |
| | | | | | 2015 | |
| | | | | \$/bps | % | |
| Operating leverage: | | | | | | |
| Total revenue (GAAP) | A | \$5,255 | \$4,824 | | \$431 | 8.93 % |
| Less: Noninterest expense (GAAP) | C | 3,352 | 3,259 | | 93 | 2.85 |
| Operating leverage | | | | | | <u>6.08 %</u> |
| Operating leverage, adjusted: | | | | | | |
| Total revenue, adjusted (non-GAAP) | B | \$5,188 | \$4,824 | | \$364 | 7.55 % |
| Less: Noninterest expense, adjusted (non-GAAP) | D | 3,316 | 3,209 | | 107 | 3.33 |
| Operating leverage, adjusted (non-GAAP) | | | | | | <u>4.22 %</u> |
| Efficiency ratio and efficiency ratio, adjusted: | | | | | | |
| Efficiency ratio | C/A | 63.80 % | 67.56 % | 68.12 % | (376) | bps |
| Efficiency ratio, adjusted (non-GAAP) | D/B | 63.92 | 66.52 | 68.70 | (260) | bps |
| Return on average common equity and return on average common equity, adjusted: | | | | | | |
| Average common equity (GAAP) | M | \$19,698 | \$19,354 | \$19,399 | \$344 | 2 % |
| Return on average common equity | K/M | 5.23 % | 4.30 % | 4.46 % | 93 | bps |
| Return on average common equity, adjusted (non-GAAP) | L/M | 5.14 | 4.46 | 4.07 | 68 | bps |
| Return on average tangible common equity and return on average tangible common equity, adjusted: | | | | | | |
| Average common equity (GAAP) | M | \$19,698 | \$19,354 | \$19,399 | \$344 | 2 % |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | — | — |
| Less: Average other intangibles (GAAP) | | 2 | 4 | 7 | (2) | (50) |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 502 | 445 | 377 | 57 | 13 |
| Average tangible common equity | N | <u>\$13,322</u> | <u>\$12,919</u> | <u>\$12,893</u> | <u>\$403</u> | 3 % |
| Return on average tangible common equity | K/N | 7.74 % | 6.45 % | 6.71 % | 129 | bps |
| Return on average tangible common equity, adjusted (non-GAAP) | L/N | 7.60 | 6.69 | 6.13 | 91 | bps |
| Return on average total assets and return on average total assets, adjusted: | | | | | | |
| Average total assets (GAAP) | O | \$143,183 | \$135,070 | \$127,624 | \$8,113 | 6 % |
| Return on average total assets | I/O | 0.73 % | 0.62 % | 0.68 % | 11 | bps |
| Return on average total assets, adjusted (non-GAAP) | J/O | 0.72 | 0.64 | 0.62 % | 8 | bps |
| Return on average total tangible assets and return on average total tangible assets, adjusted: | | | | | | |
| Average total assets (GAAP) | O | \$143,183 | \$135,070 | \$127,624 | \$8,113 | 6 % |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | — | — |
| Less: Average other intangibles (GAAP) | | 2 | 4 | 7 | (2) | (50) |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 502 | 445 | 377 | 57 | 13 |
| Average tangible assets | P | <u>\$136,807</u> | <u>\$128,635</u> | <u>\$121,118</u> | <u>\$8,172</u> | 6 % |
| Return on average total tangible assets | I/P | 0.76 % | 0.65 % | 0.71 % | 11 | bps |
| Return on average total tangible assets, adjusted (non-GAAP) | J/P | 0.75 | 0.68 | 0.65 | 7 | bps |

Key performance metrics, Non-GAAP financial measures and reconciliations

§s in millions, except share, per share and ratio data

| | FULL YEAR | | | | | |
|---|-----------|-------------|-------------|-------------|--------------|------|
| | | 2016 | 2015 | 2014 | 2016 Change | |
| | | | | | 2015 | |
| | | | | | \$/bps | % |
| Tangible book value per common share: | | | | | | |
| Common shares - at end of period (GAAP) | Q | 511,954,871 | 527,774,428 | 545,884,519 | (15,819,557) | (3%) |
| Common stockholders' equity (GAAP) | | \$19,499 | \$19,399 | \$19,268 | \$100 | 1 |
| Less: Goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | — | — |
| Less: Other intangible assets (GAAP) | | 1 | 3 | 6 | (2) | (67) |
| Add: Deferred tax liabilities related to goodwill (GAAP) | | 532 | 480 | 420 | 52 | 11 |
| Tangible common equity | R | \$13,154 | \$13,000 | \$12,806 | \$154 | 1 % |
| Tangible book value per common share | R/Q | \$25.69 | \$24.63 | \$23.46 | \$1.06 | 4 % |
| Net income per average common share - basic and diluted, adjusted: | | | | | | |
| Average common shares outstanding - basic (GAAP) | S | 522,093,545 | 535,599,731 | 556,674,146 | (13,506,186) | (3%) |
| Average common shares outstanding - diluted (GAAP) | T | 523,930,718 | 538,220,898 | 557,724,936 | (14,290,180) | (3) |
| Net income available to common stockholders (GAAP) | K | \$1,031 | \$833 | \$865 | \$198 | 24 |
| Net income per average common share - basic (GAAP) | K/S | 1.97 | 1.55 | 1.55 | 0.42 | 27 |
| Net income per average common share - diluted (GAAP) | K/T | 1.97 | 1.55 | 1.55 | 0.42 | 27 |
| Net income available to common stockholders, adjusted (non-GAAP) | L | 1,012 | 864 | 790 | 148 | 17 |
| Net income per average common share - basic, adjusted (non-GAAP) | L/S | 1.94 | 1.61 | 1.42 | 0.33 | 20 |
| Net income per average common share - diluted, adjusted (non-GAAP) | L/T | 1.93 | 1.61 | 1.42 | 0.32 | 20 |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | FULL YEAR | | | | | | | | | |
|---------------------------------------|------------------|--------------------|---------------------------------------|------------------|--------------------|---------------------------------------|------------------|--------------------|---------------------------------------|---------|
| | 2016 | | | 2015 | | | 2014 | | | |
| | Consumer Banking | Commercial Banking | Total Consumer and Commercial Banking | Consumer Banking | Commercial Banking | Total Consumer and Commercial Banking | Consumer Banking | Commercial Banking | Total Consumer and Commercial Banking | |
| Net income (GAAP) | A | \$345 | \$631 | \$976 | \$262 | \$579 | \$841 | \$182 | \$561 | \$743 |
| Risk-adjusted regulatory capital | B | \$5,166 | \$5,071 | \$10,237 | \$4,739 | \$4,666 | \$9,405 | \$4,665 | \$4,174 | \$8,839 |
| Return on adjusted regulatory capital | A/B | 6.68 % | 12.44 % | 9.53 % | 5.53 % | 12.41 % | 8.94 % | 3.90 % | 13.43 % | 8.40 % |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | THREE MONTHS ENDED MAR 31, | | | | THREE MONTHS ENDED DEC 31, | | | | THREE MONTHS ENDED SEPT 30, | | | | |
|--|----------------------------|-----------------------------|------------|--------------|----------------------------|----------------------------|------------|--------------|-----------------------------|------------|----------|--------------|-----------|
| | 2017 | | | | 2016 | | | | 2016 | | | | |
| | Consumer | Commercial | Other | Consolidated | Consumer | Commercial | Other | Consolidated | Consumer | Commercial | Other | Consolidated | |
| Net income available to common stockholders: | | | | | | | | | | | | | |
| Net income (loss) (GAAP) | A | \$95 | \$180 | \$45 | \$320 | \$92 | \$172 | \$18 | \$282 | \$92 | \$162 | \$43 | \$297 |
| Less: Preferred stock dividends | | — | — | 7 | 7 | — | — | — | — | — | — | 7 | 7 |
| Net income available to common stockholders | B | \$95 | \$180 | \$38 | \$313 | \$92 | \$172 | \$18 | \$282 | \$92 | \$162 | \$36 | \$290 |
| Return on average tangible common equity: | | | | | | | | | | | | | |
| Average common equity (GAAP) | | \$5,460 | \$5,528 | \$8,472 | \$19,460 | \$5,275 | \$5,278 | \$9,092 | \$19,645 | \$5,190 | \$5,172 | \$9,448 | \$19,810 |
| Less: Average goodwill (GAAP) | | — | — | 6,876 | 6,876 | — | — | 6,876 | 6,876 | — | — | 6,876 | 6,876 |
| Average other intangibles (GAAP) | | — | — | — | — | — | — | 1 | 1 | — | — | 1 | 1 |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | — | — | 531 | 531 | — | — | 523 | 523 | — | — | 509 | 509 |
| Average tangible common equity | C | \$5,460 | \$5,528 | \$2,127 | \$13,115 | \$5,275 | \$5,278 | \$2,738 | \$13,291 | \$5,190 | \$5,172 | \$3,080 | \$13,442 |
| Return on average tangible common equity | B/C | 7.06 % | 13.18 % | NM | 9.68 % | 6.97 % | 12.94 % | NM | 8.43 % | 7.04 % | 12.50 % | NM | 8.58 % |
| Return on average total tangible assets: | | | | | | | | | | | | | |
| Average total assets (GAAP) | | \$58,660 | \$49,243 | \$40,883 | \$148,786 | \$58,066 | \$48,024 | \$41,225 | \$147,315 | \$56,689 | \$47,902 | \$39,808 | \$144,399 |
| Less: Average goodwill (GAAP) | | — | — | 6,876 | 6,876 | — | — | 6,876 | 6,876 | — | — | 6,876 | 6,876 |
| Average other intangibles (GAAP) | | — | — | — | — | — | — | 1 | 1 | — | — | 1 | 1 |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | — | — | 531 | 531 | — | — | 523 | 523 | — | — | 509 | 509 |
| Average tangible assets | D | \$58,660 | \$49,243 | \$34,538 | \$142,441 | \$58,066 | \$48,024 | \$34,871 | \$140,961 | \$56,689 | \$47,902 | \$33,440 | \$138,031 |
| Return on average total tangible assets | A/D | 0.66 % | 1.48 % | NM | 0.91 % | 0.63 % | 1.42 % | NM | 0.79 % | 0.64 % | 1.35 % | NM | 0.86 % |
| Efficiency ratio: | | | | | | | | | | | | | |
| Noninterest expense (GAAP) | E | \$647 | \$190 | \$17 | \$854 | \$649 | \$187 | \$11 | \$847 | \$650 | \$181 | \$36 | \$867 |
| Net interest income (GAAP) | | 638 | 346 | 21 | 1,005 | 639 | 347 | — | 986 | 621 | 327 | (3) | 945 |
| Noninterest income (GAAP) | | 220 | 134 | 25 | 379 | 227 | 122 | 28 | 377 | 229 | 123 | 83 | 435 |
| Total revenue (GAAP) | F | \$858 | \$480 | \$46 | \$1,384 | \$866 | \$469 | \$28 | \$1,363 | \$850 | \$450 | \$80 | \$1,380 |
| Efficiency ratio | E/F | 75.41 % | 39.80 % | NM | 61.68 % | 74.90 % | 39.83 % | NM | 62.18 % | 76.46 % | 40.21 % | NM | 62.88 % |
| | | THREE MONTHS ENDED JUNE 30, | | | | THREE MONTHS ENDED MAR 31, | | | | | | | |
| | | 2016 | | | | 2016 | | | | | | | |
| | | Consumer | Commercial | Other | Consolidated | Consumer | Commercial | Other | Consolidated | | | | |
| Net income available to common stockholders: | | | | | | | | | | | | | |
| Net income (loss) (GAAP) | A | \$90 | \$164 | (\$11) | \$243 | \$71 | \$133 | \$19 | \$223 | | | | |
| Less: Preferred stock dividends | | — | — | — | — | — | — | 7 | 7 | | | | |
| Net income available to common stockholders | B | \$90 | \$164 | (\$11) | \$243 | \$71 | \$133 | \$12 | \$216 | | | | |
| Return on average tangible common equity: | | | | | | | | | | | | | |
| Average common equity (GAAP) | | \$5,110 | \$5,040 | \$9,618 | \$19,768 | \$5,089 | \$4,790 | \$9,688 | \$19,567 | | | | |
| Less: Average goodwill (GAAP) | | — | — | 6,876 | 6,876 | — | — | 6,876 | 6,876 | | | | |
| Average other intangibles (GAAP) | | — | — | 2 | 2 | — | — | 3 | 3 | | | | |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | — | — | 496 | 496 | — | — | 481 | 481 | | | | |
| Average tangible common equity | C | \$5,110 | \$5,040 | \$3,236 | \$13,386 | \$5,089 | \$4,790 | \$3,290 | \$13,169 | | | | |
| Return on average tangible common equity | B/C | 7.09 % | 13.04 % | NM | 7.30 % | 5.59 % | 11.19 % | NM | 6.61 % | | | | |
| Return on average total tangible assets: | | | | | | | | | | | | | |
| Average total assets (GAAP) | | \$55,660 | \$47,388 | \$39,131 | \$142,179 | \$55,116 | \$45,304 | \$38,360 | \$138,780 | | | | |
| Less: Average goodwill (GAAP) | | — | — | 6,876 | 6,876 | — | — | 6,876 | 6,876 | | | | |
| Average other intangibles (GAAP) | | — | — | 2 | 2 | — | — | 3 | 3 | | | | |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | — | — | 496 | 496 | — | — | 481 | 481 | | | | |
| Average tangible assets | D | \$55,660 | \$47,388 | \$32,749 | \$135,797 | \$55,116 | \$45,304 | \$31,962 | \$132,382 | | | | |
| Return on average total tangible assets | A/D | 0.65 % | 1.39 % | NM | 0.72 % | 0.52 % | 1.18 % | NM | 0.68 % | | | | |
| Efficiency ratio: | | | | | | | | | | | | | |
| Noninterest expense (GAAP) | E | \$632 | \$186 | \$9 | \$827 | \$616 | \$187 | \$8 | \$811 | | | | |
| Net interest income (GAAP) | | 602 | 314 | 7 | 923 | 581 | 300 | 23 | 904 | | | | |
| Noninterest income (GAAP) | | 219 | 122 | 14 | 355 | 208 | 99 | 23 | 330 | | | | |
| Total revenue (GAAP) | F | \$821 | \$436 | \$21 | \$1,278 | \$789 | \$399 | \$46 | \$1,234 | | | | |
| Efficiency ratio | E/F | 76.98 % | 42.88 % | NM | 64.71 % | 78.08 % | 46.74 % | NM | 65.66 % | | | | |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | QUARTERLY TRENDS | | | | | | | |
|--|------------------|-------------|-------------|-------------|-------------|---------|--------------|---------|
| | 1Q17 | 4Q16 | 1Q16 | 1Q17 Change | | | | |
| | | | | 4Q16 | | 1Q16 | | |
| | | | \$/bps | % | \$/bps | % | | |
| Income before income tax expense (GAAP) | A | \$434 | \$414 | \$332 | \$20 | 4.8 % | \$102 | 30.7 % |
| Income tax expense and effective income tax rate, underlying: | | | | | | | | |
| Income tax expense (GAAP) | B | \$114 | \$132 | \$109 | (\$18) | (13.6)% | \$5 | 4.6 % |
| Less: Settlement of certain state tax matters | | (23) | — | — | (23) | (100.0) | (23) | (100.0) |
| Income tax expense, underlying | C | \$137 | \$132 | \$109 | \$5 | 3.8 % | \$28 | 25.7 % |
| Effective income tax rate (GAAP) | B/A | 26.36 % | 31.90 % | 32.87 % | (554) bps | | (651) bps | |
| Effective income tax rate, underlying | C/A | 31.56 | 31.90 | 32.87 | (34) bps | | (131) bps | |
| Net income, underlying: | | | | | | | | |
| Net income (GAAP) | D | \$320 | \$282 | \$223 | \$38 | 13.5 % | \$97 | 43.5 % |
| Less: Settlement of certain state tax matters | | 23 | — | — | 23 | 100.0 | 23 | 100.0 |
| Net income, underlying | E | \$297 | \$282 | \$223 | \$15 | 5.3 % | \$74 | 33.2 % |
| Net income available to common stockholders, underlying: | | | | | | | | |
| Net income available to common stockholders (GAAP) | F | \$313 | \$282 | \$216 | \$31 | 11.0 % | \$97 | 44.9 % |
| Less: Settlement of certain state tax matters | | 23 | — | — | 23 | 100.0 | 23 | 100.0 |
| Net income available to common stockholders, underlying | G | \$290 | \$282 | \$216 | \$8 | 2.8 % | \$74 | 34.3 % |
| Return on average common equity and return on average common equity, underlying: | | | | | | | | |
| Average common equity (GAAP) | H | \$19,460 | \$19,645 | \$19,567 | (\$185) | (0.9)% | (\$107) | (0.5)% |
| Return on average common equity | F/H | 6.52 % | 5.70 % | 4.45 % | 82 bps | | 207 bps | |
| Return on average common equity, underlying | G/H | 6.05 | 5.70 | 4.45 | 35 bps | | 160 bps | |
| Return on average tangible common equity and return on average tangible common equity, underlying: | | | | | | | | |
| Average common equity (GAAP) | H | \$19,460 | \$19,645 | \$19,567 | (\$185) | (0.9)% | (\$107) | (0.5)% |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | — | — | — | — |
| Less: Average other intangibles (GAAP) | | — | 1 | 3 | (1) | (100.0) | (3) | (100.0) |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 531 | 523 | 481 | 8 | 1.5 | 50 | 10.4 |
| Average tangible common equity | I | \$13,115 | \$13,291 | \$13,169 | (\$176) | (1.3)% | (\$54) | (0.4)% |
| Return on average tangible common equity | F/I | 9.68 % | 8.43 % | 6.61 % | 125 bps | | 307 bps | |
| Return on average tangible common equity, underlying | G/I | 8.98 | 8.43 | 6.61 | 55 bps | | 237 bps | |
| Return on average total assets and return on average total assets, underlying: | | | | | | | | |
| Average total assets (GAAP) | J | \$148,786 | \$147,315 | \$138,780 | \$1,471 | 1.0 % | \$10,006 | 7.2 % |
| Return on average total assets | D/J | 0.87 % | 0.76 % | 0.65 % | 11 bps | | 22 bps | |
| Return on average total assets, underlying | E/J | 0.81 | 0.76 | 0.65 | 5 bps | | 16 bps | |
| Return on average total tangible assets and return on average total tangible assets, underlying: | | | | | | | | |
| Average total assets (GAAP) | J | \$148,786 | \$147,315 | \$138,780 | \$1,471 | 1.0 % | \$10,006 | 7.2 % |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | — | — | — | — |
| Less: Average other intangibles (GAAP) | | — | 1 | 3 | (1) | (100.0) | (3) | (100.0) |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 531 | 523 | 481 | 8 | 1.5 | 50 | 10.4 |
| Average tangible assets | K | \$142,441 | \$140,961 | \$132,382 | \$1,480 | 1.0 % | \$10,059 | 7.6 % |
| Return on average total tangible assets | D/K | 0.91 % | 0.79 % | 0.68 % | 12 bps | | 23 bps | |
| Return on average total tangible assets, underlying | E/K | 0.85 | 0.79 | 0.68 | 6 bps | | 17 bps | |
| Net income per average common share - basic and diluted, underlying: | | | | | | | | |
| Average common shares outstanding - basic (GAAP) | L | 509,451,450 | 512,015,920 | 528,070,648 | (2,564,470) | (0.5)% | (18,619,198) | (3.5)% |
| Average common shares outstanding - diluted (GAAP) | M | 511,348,200 | 513,897,085 | 530,446,188 | (2,548,885) | (0.5) | (19,097,988) | (3.6) |
| Net income available to common stockholders (GAAP) | F | \$313 | \$282 | \$216 | \$31 | 11.0 | \$97 | 44.9 |
| Net income per average common share - basic (GAAP) | F/L | 0.61 | 0.55 | 0.41 | 0.06 | 10.9 | 0.20 | 48.8 |
| Net income per average common share - diluted (GAAP) | F/M | 0.61 | 0.55 | 0.41 | 0.06 | 10.9 | 0.20 | 48.8 |
| Net income available to common stockholders, underlying | G | 290 | 282 | 216 | 8 | 2.8 | 74 | 34.3 |
| Net income per average common share - basic, underlying | G/L | 0.57 | 0.55 | 0.41 | 0.02 | 3.6 | 0.16 | 39.0 |
| Net income per average common share - diluted, underlying | G/M | 0.57 | 0.55 | 0.41 | 0.02 | 3.6 | 0.16 | 39.0 |

Key performance metrics, Non-GAAP financial measures and reconciliations

\$s in millions, except share, per share and ratio data

| | FOR THE THREE MONTHS ENDED | | | | | | | | | | | | | | | |
|--|----------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|-------------|
| | MAR. 31, 2017 | DEC. 31, 2016 | SEP. 30, 2016 | JUNE 30, 2016 | MAR. 31, 2016 | DEC. 31, 2015 | SEP. 30, 2015 | JUNE 30, 2015 | MAR. 31, 2015 | DEC. 31, 2014 | SEP. 30, 2014 | JUNE 30, 2014 | MAR. 31, 2014 | DEC. 31, 2013 | SEP. 30, 2013 | |
| Total revenue, adjusted: | | | | | | | | | | | | | | | | |
| Total revenue (GAAP) | A | \$1,384 | \$1,363 | \$1,380 | \$1,278 | \$1,234 | \$1,232 | \$1,209 | \$1,200 | \$1,183 | \$1,179 | \$1,161 | \$1,473 | \$1,166 | \$1,158 | \$1,153 |
| Less: Special items | | — | — | — | — | — | — | — | — | — | — | 288 | — | — | — | — |
| Less: Notable items | | — | — | 67 | — | — | — | — | — | — | — | — | — | — | — | — |
| Total revenues, adjusted (non-GAAP) | B | \$1,384 | \$1,363 | \$1,313 | \$1,278 | \$1,234 | \$1,232 | \$1,209 | \$1,200 | \$1,183 | \$1,179 | \$1,161 | \$1,185 | \$1,166 | \$1,158 | \$1,153 |
| Noninterest expense, adjusted: | | | | | | | | | | | | | | | | |
| Noninterest expense (GAAP) | C | \$854 | \$847 | \$867 | \$827 | \$811 | \$810 | \$798 | \$841 | \$810 | \$824 | \$810 | \$948 | \$810 | \$818 | \$788 |
| Less: Restructuring charges and special items | | — | — | — | — | — | — | — | 40 | 10 | 33 | 21 | 115 | — | 26 | — |
| Less: Notable items | | — | — | 36 | — | — | — | — | — | — | — | — | — | — | — | — |
| Noninterest expense, adjusted (non-GAAP) | D | \$854 | \$847 | \$831 | \$827 | \$811 | \$810 | \$798 | \$801 | \$800 | \$791 | \$789 | \$833 | \$810 | \$792 | \$788 |
| Efficiency ratio and efficiency ratio, adjusted: | | | | | | | | | | | | | | | | |
| Efficiency ratio | C/A | 62 % | 62 % | 63 % | 65 % | 66 % | 66 % | 66 % | 70 % | 68 % | 70 % | 70 % | 64 % | 69 % | 71 % | 68 % |
| Efficiency ratio, adjusted (non-GAAP) | D/B | 62 | 62 | 63 | 65 | 66 | 66 | 66 | 67 | 68 | 67 | 68 | 70 | 69 | 68 | 68 |
| Net income, adjusted: | | | | | | | | | | | | | | | | |
| Net income (GAAP) | E | \$320 | \$282 | \$297 | \$243 | \$223 | \$221 | \$220 | \$190 | \$209 | \$197 | \$189 | \$313 | \$166 | \$152 | \$144 |
| Add: Restructuring charges and special items, net of income tax expense (benefit) | | — | — | — | — | — | — | — | 25 | 6 | 20 | 13 | (108) | — | 17 | — |
| Add: Notable items, net of income tax expense (benefit) | | — | — | (19) | — | — | — | — | — | — | — | — | — | — | — | — |
| Net income, adjusted (non-GAAP) | F | \$320 | \$282 | \$278 | \$243 | \$223 | \$221 | \$220 | \$215 | \$215 | \$217 | \$202 | \$205 | \$166 | \$169 | \$144 |
| Net income per average common share - diluted, and net income per average common share - diluted, adjusted: | | | | | | | | | | | | | | | | |
| Net income available to common stockholders (GAAP) | G | \$313 | \$282 | \$290 | \$243 | \$216 | \$221 | \$213 | \$190 | \$209 | \$197 | \$189 | \$313 | \$166 | \$152 | \$144 |
| Add: Restructuring charges and special items, net of income tax expense (benefit) | | — | — | — | — | — | — | — | 25 | 6 | 20 | 13 | (108) | — | 17 | — |
| Add: Notable items, net of income tax expense (benefit) | | — | — | (19) | — | — | — | — | — | — | — | — | — | — | — | — |
| Net income available to common stockholders, adjusted (non-GAAP) | H | \$313 | \$282 | \$271 | \$243 | \$216 | \$221 | \$213 | \$215 | \$215 | \$217 | \$202 | \$205 | \$166 | \$169 | \$144 |
| Average common shares outstanding - diluted (GAAP) | P | 511,348,200 | 513,897,085 | 521,122,466 | 530,365,203 | 530,446,188 | 530,275,673 | 533,398,158 | 539,909,366 | 549,798,717 | 550,676,298 | 560,243,747 | 559,998,324 | 559,998,324 | 559,998,324 | 559,998,324 |
| Net income per average common share - diluted | G/P | \$0.61 | \$0.55 | \$0.56 | \$0.46 | \$0.41 | \$0.42 | \$0.40 | \$0.35 | \$0.38 | \$0.36 | \$0.34 | \$0.56 | \$0.30 | \$0.27 | \$0.26 |
| Net income per average common share - diluted, adjusted (non-GAAP) | H/P | 0.61 | 0.55 | 0.52 | 0.46 | 0.41 | 0.42 | 0.40 | 0.40 | 0.39 | 0.39 | 0.36 | 0.37 | 0.30 | 0.30 | 0.26 |
| Return on average tangible common equity and return on average tangible common equity, adjusted: | | | | | | | | | | | | | | | | |
| Average common equity (GAAP) | | \$19,460 | \$19,645 | \$19,810 | \$19,768 | \$19,567 | \$19,359 | \$19,261 | \$19,391 | \$19,407 | \$19,209 | \$19,411 | \$19,607 | \$19,370 | \$19,364 | \$19,627 |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 |
| Less: Average other intangibles (GAAP) | | — | 1 | 1 | 2 | 3 | 3 | 4 | 5 | 5 | 6 | 6 | 7 | 7 | 8 | 9 |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 531 | 523 | 509 | 496 | 481 | 468 | 453 | 437 | 422 | 403 | 384 | 369 | 351 | 342 | 325 |
| Average tangible common equity | J | \$13,115 | \$13,291 | \$13,442 | \$13,386 | \$13,169 | \$12,948 | \$12,834 | \$12,947 | \$12,948 | \$12,730 | \$12,913 | \$13,093 | \$12,838 | \$12,822 | \$13,067 |
| Return on average tangible common equity | G/J | 9.68 % | 8.43 % | 8.58 % | 7.30 % | 6.61 % | 6.75 % | 6.12 % | 6.60 % | 5.90 % | 6.53 % | 6.12 % | 5.81 % | 9.59 % | 5.24 % | 4.71 % |
| Return on average tangible common equity, adjusted (non-GAAP) | H/J | 9.68 | 8.43 | 8.02 | 7.30 | 6.61 | 6.75 | 6.60 | 6.67 | 6.73 | 6.76 | 6.22 | 6.28 | 5.24 | 5.24 | 4.34 |
| Return on average total tangible assets and return on average total tangible assets, adjusted: | | | | | | | | | | | | | | | | |
| Average total assets (GAAP) | K | \$148,786 | \$147,315 | \$144,399 | \$142,179 | \$138,780 | \$136,298 | \$135,103 | \$135,521 | \$133,325 | \$130,671 | \$128,691 | \$127,148 | \$123,904 | \$120,393 | \$117,386 |
| Less: Average goodwill (GAAP) | | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 | 6,876 |
| Less: Average other intangibles (GAAP) | | — | 1 | 1 | 2 | 3 | 3 | 4 | 5 | 5 | 6 | 6 | 7 | 7 | 8 | 9 |
| Add: Average deferred tax liabilities related to goodwill (GAAP) | | 531 | 523 | 509 | 496 | 481 | 468 | 453 | 437 | 422 | 403 | 384 | 369 | 351 | 342 | 325 |
| Average tangible assets | L | \$142,441 | \$140,961 | \$138,031 | \$135,797 | \$132,382 | \$129,887 | \$128,676 | \$129,077 | \$126,866 | \$124,192 | \$122,193 | \$120,634 | \$117,372 | \$113,851 | \$110,826 |
| Return on average total tangible assets | E/L | 0.91 % | 0.79 % | 0.86 % | 0.72 % | 0.68 % | 0.67 % | 0.68 % | 0.59 % | 0.67 % | 0.63 % | 0.61 % | 1.04 % | 0.57 % | 0.53 % | 0.52 % |
| Return on average total tangible assets, adjusted (non-GAAP) | F/L | 0.91 | 0.79 | 0.80 | 0.72 | 0.68 | 0.67 | 0.68 | 0.67 | 0.69 | 0.69 | 0.66 | 0.68 | 0.57 | 0.59 | 0.52 |

