



Notice

Citizens Financial Group, Inc.

June 6, 2014

To the holders of the 4.15% Subordinated Notes due 2022 issued under, and pursuant to the terms of, the Indenture, dated as of September 28, 2012, between Citizens Financial Group, Inc. and The Bank of New York Mellon, as Trustee:

Pursuant to Section 1206(c) of the Indenture, dated as of September 28, 2012, between Citizens Financial Group, Inc. (formerly known as RBS Citizens Financial Group, Inc.) and The Bank of New York Mellon, notice is hereby given that on April 16, 2014, RBS Citizens Financial Group, Inc. amended its certificate of incorporation to change its name to Citizens Financial Group, Inc. This notice is also being posted in the company's website.

CITIZENS FINANCIAL GROUP, INC.

By: 

Name: Robin S. Elkowitz

Title: Executive Vice President &
Secretary

Citizens Financial Group, Inc. is a subsidiary of The Royal Bank of Scotland Group plc. This notice is being provided to the holders of the 4.15% Subordinated Notes due 2022 (the "Subordinated Notes") issued by Citizens Financial Group, Inc. under the terms of the Indenture, dated as of September 28, 2012, between Citizens Financial Group, Inc., as issuer, and The Bank of New York Mellon, as Trustee, as amended, supplemented or modified from time to time. This notice is not intended for any other purpose.