



**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE STATEMENT 1

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**18** Can any resulting loss be recognized? ▶ SEE STATEMENT 1

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE STATEMENT 1

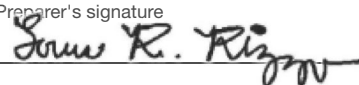
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ 5/20/2022  
Print your name ▶ YANINA REID Title ▶ SENIOR VP - HEAD OF TAX

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
LOUIS RIZZO		05-20-2022		P00846941
Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207		Phone no. 212-758-9700	
Firm's address ▶ 345 PARK AVE, NEW YORK, NEW YORK 10154-0102				

**Line 10 – CUSIP number**

CITIZENS FINANCIAL GROUP, INC. – CUSIP 174610 105

INVESTORS BANCORP, INC. - CUSIP 46146L101

**PART II: ORGANIZATIONAL ACTION**

THE INFORMATION CONTAINED HEREIN IS BEING PROVIDED PURSUANT TO THE REQUIREMENTS OF SECTION 6045B OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE “CODE”), AND INCLUDES A GENERAL SUMMARY REGARDING THE APPLICATION OF CERTAIN U.S. FEDERAL INCOME TAX LAWS AND REGULATIONS RELATING TO THE EFFECTS OF THE MERGER (AS DEFINED BELOW) ON THE TAX BASIS OF CITIZENS FINANCIAL GROUP, INC. (“CITIZENS”) COMMON STOCK RECEIVED IN THE MERGER IN EXCHANGE FOR THE INVESTORS BANCORP, INC. (“INVESTORS”) COMMON STOCK. THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE TAX ADVICE AND DOES NOT PURPORT TO BE COMPLETE OR TO DESCRIBE THE CONSEQUENCES THAT MAY APPLY TO PARTICULAR CATEGORIES OF STOCKHOLDERS. CITIZENS DOES NOT PROVIDE TAX ADVICE TO ITS STOCKHOLDERS. YOU SHOULD CONSULT YOUR OWN TAX ADVISOR REGARDING THE PARTICULAR CONSEQUENCES OF THE MERGER TO YOU, INCLUDING THE APPLICABILITY AND EFFECT OF ALL U.S. FEDERAL, STATE AND LOCAL AND FOREIGN TAX LAWS. YOU ALSO ARE URGED TO READ THE REGISTRATION STATEMENT OF CITIZENS FILED WITH THE SEC ON FORM S-4, DATED OCTOBER 5, 2021 (REGISTRATION NO. 333- 259590), NOTING ESPECIALLY THE DISCUSSION UNDER “MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES”.

**Line 14 - Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

ON APRIL 6, 2022, CITIZENS AND INVESTORS COMPLETED THEIR PREVIOUSLY ANNOUNCED MERGER TRANSACTION, PURSUANT TO WHICH INVESTORS MERGED WITH AND INTO CITIZENS (THE “MERGER”). THE TERMS OF THE MERGER ARE GENERALLY DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED JULY 28, 2021 (“THE MERGER AGREEMENT”) BY AND BETWEEN CITIZENS AND INVESTORS. PURSUANT TO THE MERGER AGREEMENT, AT THE EFFECTIVE TIME OF THE MERGER, EACH ELIGIBLE SHARE OF COMMON STOCK, \$0.01 PAR VALUE PER SHARE, OF INVESTORS (“INVESTORS COMMON STOCK”) WAS EXCHANGED FOR 0.297 SHARES OF COMMON STOCK, \$0.01 PAR VALUE PER SHARE, OF CITIZENS (“CITIZENS COMMON STOCK”), AND \$1.46 IN CASH. NOTWITHSTANDING THE FOREGOING, EACH OUTSTANDING SHARE OF INVESTORS COMMON STOCK SUBJECT TO A RESTRICTED STOCK AWARD UNDER THE 2015 COMPANY STOCK PLAN AUTOMATICALLY CONVERTED INTO RESTRICTED SHARES OF CITIZENS COMMON STOCK PURSUANT TO AN EXCHANGE RATIO DEFINED IN THE MERGER AGREEMENT.

THE MERGER IS INTENDED TO QUALIFY AS A REORGANIZATION WITHIN THE MEANING OF SECTION 368(A) OF THE INTERNAL REVENUE CODE OF 1986. NO FRACTIONAL SHARES OF CITIZENS COMMON STOCK WERE ISSUED IN THE MERGER. IN LIEU OF FRACTIONAL SHARES, ANY SHAREHOLDER OF INVESTORS COMMON STOCK RECEIVED CASH PAYMENT.

**Line 15 - Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

THE RECEIPT OF 0.297 SHARES OF CITIZENS COMMON STOCK (AND CASH IN LIEU OF FRACTIONAL SHARES) AND CASH OF \$1.46 IN EXCHANGE FOR EACH SHARE OF INVESTORS COMMON STOCK IS INTENDED TO BE PURSUANT TO A TRANSACTION THAT QUALIFIES AS A REORGANIZATION UNDER SECTION 368(A) OF THE CODE. ACCORDINGLY, A SHAREHOLDER'S AGGREGATE BASIS IN THE CITIZENS COMMON STOCK SHOULD EQUAL SUCH SHAREHOLDER'S AGGREGATE BASIS IN THE INVESTORS COMMON STOCK SURRENDERED IN THE MERGER, INCREASED BY THE AMOUNT OF TAXABLE GAIN (IF ANY) RECOGNIZED BY SUCH SHAREHOLDER IN THE MERGER AND DECREASED BY THE AMOUNT OF CASH RECEIVED BY SUCH SHAREHOLDER IN THE MERGER.

**Line 16 - Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

SEE ITEM 15 ABOVE.

**Line 17 - List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

SECTIONS 301, 302, 354, 368, 1001, 1012 AND 1223.

**Line 18 - Can any resulting loss be recognized?**

SHAREHOLDERS THAT RECEIVE SHARES IN CITIZENS COMMON STOCK WILL NOT RECOGNIZE ANY LOSS UPON RECEIPT OF SHARES OF CITIZENS COMMON STOCK. FOR SHAREHOLDERS THAT RECEIVE CASH IN LIEU OF A FRACTIONAL SHARE OF CITIZENS COMMON STOCK GENERALLY WILL RECOGNIZE GAIN OR LOSS EQUAL TO THE DIFFERENCE BETWEEN THE AMOUNT OF CASH RECEIVED AND THE BASIS ALLOCABLE TO THE FRACTIONAL SHARE OF CITIZENS COMMON STOCK.

**Line 19 - Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

THE MERGER WAS EFFECTIVE ON APRIL 6, 2022. FOR AN INVESTORS BANKCORP INC. STOCKHOLDER WHOSE TAXABLE YEAR IS THE CALENDAR YEAR, THE REPORTABLE TAX YEAR IS 2022.

WE STRONGLY URGE SHAREHOLDERS OF INVESTORS COMMON STOCK TO CONSULT THEIR PERSONAL TAX ADVISORS REGARDING THE TAX CONSEQUENCES OF THE MERGER.