

Citizens Financial Group, Inc.
Audit Committee of the Board of Directors
Adopted February 13, 2025

Purpose of Committee	<p>The Audit Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Citizens Financial Group, Inc. (the “Company”) to:</p> <ol style="list-style-type: none"> 1. Assist the Board in its oversight of: <ol style="list-style-type: none"> a. The integrity of the financial statements of the Company; b. The appointment, qualifications, independence, performance and retention of the Company’s independent external auditor; c. The performance of the Company’s internal audit function (“Internal Audit”); d. The performance of the Company’s Conduct Office function; and e. Compliance by the Company with legal and regulatory requirements; 2. Prepare the Committee report that the Securities and Exchange Commission (the “SEC”) rules require to be included in the Company’s annual proxy statement; 3. Provide oversight of the actions of senior management, which is primarily responsible for the adequacy and effectiveness of the Company’s financial reporting process, systems of internal accounting and financial controls; and 4. Review any report made directly, or otherwise made known, to the Committee by attorneys employed or retained by the Company or its subsidiaries of a material violation of U.S. federal or state securities law, a material breach of fiduciary duty arising under U.S. federal or state law or a similar material violation of any U.S. federal or state law (a “material violation”), all in accordance with the provisions of 17 CFR Part 205, as amended from time to time (“Part 205”).
Membership	<ol style="list-style-type: none"> 1. <u>Number and Independence of Members</u>. The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements relating to directors and audit committee members (a) of the New York Stock Exchange (“NYSE”) and (b) under Section 10A(m) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and any related rules and regulations promulgated thereunder by the SEC.

	<ol style="list-style-type: none"> 2. <u>Financial Literacy and Financial Expertise</u>. Each member of the Committee must be “financially literate” as such qualification is interpreted by the Board in its business judgment, at the time of his or her appointment to the Committee (or must become financially literate within a reasonable period of time after his or her appointment). At least one member must have “accounting or related financial management expertise” in accordance with the rules of the NYSE. It is expected that at least one member of the Committee will be an “audit committee financial expert” (as defined by the applicable rules of the SEC) and may be the same person as that with “accounting or related financial management expertise”. 3. <u>Nomination and Chair</u>. The Nominating and Corporate Governance Committee shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board annually and as vacancies or newly created positions occur and may be removed by the Board at any time. The Board shall designate the Chairman of the Committee. 4. <u>Service on Multiple Audit Committees</u>. No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.
Meeting Frequency and Conduct	<ol style="list-style-type: none"> 1. The Committee may meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. 2. The Committee may meet simultaneously with the audit committee of the Company's subsidiary, Citizens Bank, National Association. 3. The Committee shall meet separately, periodically, with management, with Internal Audit and with the independent external auditor. 4. The Committee shall meet with the Board's Risk Committee as often as it determines is appropriate to carry out its responsibilities under this charter.

Attendees	The Committee shall invite such members of the Board, management or other parties to meetings of the Committee as the Committee deems appropriate to discharge its responsibilities under this charter.
Responsibilities of Committee	<p>In addition to any other responsibilities which may be delegated from time to time by the Board, the Committee is responsible for the matters set out below. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.</p> <ol style="list-style-type: none"> 1. <u>Governance of the Committee and Reporting to the Board.</u> The Committee shall exercise good governance of Committee matters generally, which shall include the following: <ol style="list-style-type: none"> a. At least annually, the Committee shall evaluate its own performance, assessing the skills and resources required to meet its obligations under this charter, and shall report to the Nominating and Corporate Governance Committee on such evaluation; b. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for approval; c. Maintain oversight of the keeping of the minutes and other relevant records of the Committee's meetings and activities, and make available its minutes to the Board, regulators and other appropriate parties, including to any directors of the Board upon requests made to the Corporate Secretary of the Company; d. Monitor pending and completed matters to ensure closure of open issues; e. To receive, where appropriate, minutes from the Company's subsidiary company audit committees, which may be, or have been established for regulatory or statutory purposes. 2. <u>Oversight of Conduct Office.</u> <ol style="list-style-type: none"> a. At least annually, the Committee shall evaluate the performance and operations of the Conduct Office including review of the Conduct Office Charter. Any material changes to the Conduct Office Charter will be approved by the Committee. b. The Committee shall review the Code of Business Conduct and Ethics and recommend any proposed changes to the Board.

- c. The Committee shall oversee compliance with the Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

3. Oversight of Internal Controls and Compliance with Regulatory Matters.

- a. The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the effectiveness of the Company's disclosure controls and internal control over financial reporting. The review of the Company's disclosure controls and internal control over financial reporting shall include:
- whether there are any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting;
 - any special audit steps adopted in light of material control deficiencies;
 - any changes in internal control over financial reporting during the most recent fiscal quarter that have materially affected or are reasonably likely to materially affect such internal controls;
 - understand the scope of Internal Audit's and the independent external auditor's review of internal control over financial reporting;
 - the implementation of actions taken by management to resolve significant deficiencies or material weaknesses in internal controls;
 - the basis for the annual report filed under Section 36 of the Federal Deposit Insurance Act and any reports under Section 404 of The Sarbanes-Oxley Act of 2002; and

- the certifications issued by the Chief Executive Officer and Chief Financial Officer required to be filed with the Company's 10-K and 10-Qs.
- b. The Committee shall review and discuss with the independent external auditor any audit issues or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the independent external auditor pursuant to established Public Company Accounting Oversight Board ("PCAOB") auditing standards, as amended, such as:
- any restrictions on the scope of the independent external auditor's activities or on access to requested information;
 - any accounting adjustments that were noted or proposed by the independent external auditor but were "passed" (as immaterial or otherwise);
 - any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
 - any management or internal control letter issued, or proposed to be issued, by the independent external auditor; and
 - any significant disagreements between management and the independent external auditor.
- c. In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the independent external auditor regarding the Company's financial reporting.
- d. The Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's financial risk assessment and financial risk management policies and practices.
- e. The Committee shall establish procedures for:
- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- f. The Committee shall prepare the Committee report that the SEC rules require to be included in the Company's annual proxy statement.
- g. The Committee shall review the Company's compliance with laws and regulations, including major legal and regulatory initiatives. The Committee shall also review any major litigation or investigations against the Company that may have a material impact on the Company's financial statements. The Committee shall meet and discuss these matters with management and others as appropriate, including the Chief Legal Officer.
- h. The Committee shall, at least annually, review the implementation, operation and effectiveness of compliance with regulations concerning Whistleblower Reports, including the procedures for the receipt, retention and treatment of complaints received regarding accounting, internal controls or auditing matters, and the confidential submission by employees of concerns regarding questionable accounting or auditing matters, or otherwise relating to the internal controls over financial reporting of the Company. As used herein, "Whistleblower Reports" means reports made by persons seeking protections and benefits of Section 21F of the Exchange Act.
4. Oversight of Cybersecurity
- a. The Committee shall receive regular reports from the Chief Security Officer and/or other members of management on the Company's technology and cybersecurity risks.
5. Oversight of Financial Reporting.
- a. The Committee shall meet to review and discuss with management, Internal Audit and the independent external auditor:
- the annual audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-K; and
 - the quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial

Condition and Results of Operations,” prior to the filing of the Company’s Form 10 Q.

- b. The Committee shall recommend to the Board whether the annual audited financial statements should be included in the Company’s annual report on Form 10-K.
- c. The Committee shall review with management, Internal Audit and the independent external auditor, in separate meetings whenever the Committee deems appropriate:
 - any analyses or other written communications prepared by management and/or the independent external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - the critical accounting policies and practices of the Company;
 - the effect of off-balance sheet transactions and structures;
 - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles; and
 - the effect of regulatory and accounting initiatives.
- d. The Committee, or the Chairman, shall review the Company’s earnings press releases prior to public dissemination, the type and presentation of information included in the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to the use of non-GAAP financial information as defined in Regulation G under the Exchange Act.
- e. The Committee, or the Chairman, may review any of the Company’s financial information and earnings guidance provided to analysts and ratings agencies and any of the Company’s other financial disclosures, such as earnings press releases, as the Chairman deems appropriate.

6. Oversight of Sustainability-related Disclosures

- a. The Committee shall receive periodic updates on compliance with applicable sustainability-related disclosure laws and regulations.
- b. The Committee shall review the internal control environment applicable to the Company's material sustainability-related disclosures and approve the inclusion thereof into relevant external reports.

7. Oversight of the Company's Internal Audit.

- a. At least annually, the Committee shall evaluate the performance, responsibilities, budget and staffing of Internal Audit and review and approve the internal audit plan, with reference to the appropriateness of the scope and timing of proposed coverage in relation to risk and any major changes in the internal audit plan that are recommended by Internal Audit. Such evaluation shall include a review of the responsibilities, budget and staffing of Internal Audit with the independent external auditor.
- b. The Committee shall review on a quarterly basis the status of the internal audit plan, the budget and the adequacy of staffing. Such review shall include receiving and reviewing quarterly reports prepared by Internal Audit on the status of remedial actions and seriously delinquent projects.
- c. The Committee shall approve all decisions regarding the appointment or removal of the senior officer or officers responsible for overseeing Internal Audit, and the annual compensation and salary adjustment of such officer or officers. At least annually, the Committee shall formally evaluate the performance of such senior officer or officers and report its findings to the Board.
- d. The Committee shall assess the ability of Internal Audit to operate with objectivity and on its own initiative, and to report its findings and assessments directly to the Committee or the Board through clear reporting lines.
- e. At least annually, the Committee shall review the charter of Internal Audit and assess compliance with such charter.
- f. The Committee shall determine the adequacy of corrective action taken in response to recommendations from Internal Audit.

- g. The Committee shall assess the overall effectiveness of Internal Audit.
 - h. In connection with its oversight responsibilities, the Committee shall have authority to resolve disagreements between management and Internal Audit.
 - i. The Committee shall make appropriate inquiries of management or the senior officer or officers responsible for overseeing Internal Audit to determine whether there are any significant difficulties, disagreements with management, or any scope or resource limitations that impede the ability of Internal Audit to execute its responsibilities.
 - j. The Committee shall receive communications from the senior officer or officers responsible for overseeing Internal Audit on the results of Internal Audit's activities or other matters that such officer or officers determines are necessary.
 - k. The Committee shall review the reports made by Internal Audit regarding conclusions, issues and recommendations resulting from the audit work carried out under the audit plan.
8. Oversight of the Company's Independent External Auditor.
- a. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (subject, if applicable, to shareholder ratification) ("independent external auditor"). Each such independent external auditor shall report directly to the Committee.
 - b. The Committee shall pre-approve the audit services and non-audit services to be provided by the Company's independent external auditor before the independent external auditor is engaged to render such services. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
 - c. The Committee shall discuss with the independent external auditor its responsibilities and any matters required to be communicated to the Committee under PCAOB standards, as they may be modified or supplemented, review and approve the planned scope and timing of the independent external auditor's annual audit plan(s) and discuss significant findings from the audit, including any problems or difficulties encountered.

- d. The Committee shall evaluate the independent external auditor's qualifications, performance and independence, including a review of such accounting firm's activities according to the standards set by the PCAOB. The Committee shall present its conclusions with respect to the independent external auditor to the full Board on a quarterly basis at its meeting next following each Committee meeting. As part of such evaluation, at least annually, the Committee shall:
- obtain and review a report or reports from the Company's independent external auditor:
 - describing the independent external auditor's independence, expertise, key staffing and lead audit rotation plans;
 - describing the independent external auditor's internal quality-control procedures;
 - describing any material issues raised by (i) the most recent internal quality-control review, or peer review, of the auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, including the PCAOB, within the preceding five years, and any corrective steps taken to deal with any such issues; and
 - describing all relationships between the independent external auditor and the Company consistent with applicable requirements of the PCAOB regarding the independent external auditor's communications with the Audit Committee concerning independence;
 - describing the independent external auditor's compliance procedures, including document retention; and
 - ensuring that Section 10A of the Exchange Act has not been implicated;
 - review and evaluate the lead audit partner of the independent external auditor team(s), as well as other senior members;

- confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law;
- consider whether the independent external auditor should be rotated, so as to assure continuing independent external auditor independence; and
- obtain the opinion of management and Internal Audit of the independent external auditor's performance.

e. The Committee shall establish policies for the Company's hiring of current or former employees of the independent external auditor.

9. Communications to and from the Committee.

- a. The Committee shall provide quarterly reports to the Board at its meeting next following each Committee meeting. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent external auditor, the performance of Internal Audit and any other matters that the Committee deems appropriate or is requested to include by the Board.
- b. The Chair of the Committee shall also provide other internal communications as appropriate, including information, as necessary, to the Board's Risk Committee to facilitate its promotion of a strong risk culture within the Company.
- c. The Committee shall have unfettered access to communicate with all management and other employees with respect to the matter under its purview to facilitate the fulfillment of its responsibilities.

10. Receipt, Retention and Consideration of Part 205 Reports.

- a. The Audit Committee shall adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation under Part 205 or any report under the Company's Professional Conduct Policy of a possible violation of law (a "Part 205 Report").
- b. Upon receipt of a Part 205 Report, the Committee shall:

- inform the Company's Chief Legal Officer and Chief Executive Officer of such report unless such notification would be futile; and
 - determine whether an investigation is necessary regarding any report of evidence of a material violation by the Company, its subsidiaries or any of their officers, directors, employees or agents.
- c. If the Committee determines an investigation is necessary or appropriate, the Committee shall:
- notify the full Board;
 - initiate an investigation, which may be conducted either by the Chief Legal Officer or by outside attorneys; and
 - retain such expert personnel as the committee deems necessary.
- d. At the conclusion of such investigation, the Committee shall:
- recommend that the Company implement an appropriate response to the evidence of a material violation, which appropriate response may include:
 - a finding that no material violation has occurred, is ongoing or is about to occur;
 - the adoption of appropriate remedial measures, including appropriate steps or sanctions to stop any material violations that are ongoing, to prevent any material violation that has yet to occur, and to remedy or otherwise appropriately address any material violation that has already occurred and to minimize the likelihood of its recurrence; or
 - the retention or direction of an attorney to review the reported evidence of a material violation and either (i) the Company has substantially implemented any remedial recommendations made by such attorney after a reasonable investigation and evaluation of the reported evidence or (ii) the attorney advises the Company that such

	<p>attorney may, consistent with his or her professional obligations, assert a colorable defense on behalf of the Company or its officers, directors, employees or agents, in any investigation or judicial or administrative proceeding relating to the reported evidence of a material violation; and</p> <ul style="list-style-type: none"> ▪ inform the Chief Legal Officer, the Chief Executive Officer and the Board of the results of any such investigation initiated by the Committee and the appropriate remedial measures to be adopted. <p>e. The Committee may take all other appropriate action, including the authority to notify the SEC, if the Company fails in any material respect to implement an appropriate response that the Committee has recommended for adoption by the Company.</p> <p>11. <u>Meetings with Bank Regulators.</u> Meet with representatives of bank regulatory bodies to promote open communication between the Committee and the bank and consumer protection regulators for CFG and its subsidiary, Citizens Bank, N.A.</p>
<p>Authority and Delegations</p>	<ol style="list-style-type: none"> 1. The Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisers and may request any officer or employee of the Company or the Company's outside counsel or independent external auditors to meet with members of, or advisers to, the Committee. 2. The Committee shall have available appropriate funding from the Company, as determined by the Audit Committee for payment of: <ol style="list-style-type: none"> a. Compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; b. Compensation to outside counsel and advisors that the Committee chooses to engage; and c. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. 3. The Committee is authorized (without seeking Board approval) to access all books, records, facilities, personnel, agents and advisors of

	<p>the Company as it deems necessary or appropriate to discharge its responsibilities under this charter.</p> <p>4. The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.</p>
Limitations Inherent in the Committee's Role	<p>It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent external auditor. Furthermore, while this Committee is responsible for discussing with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, it is the responsibility of the Chief Executive Officer and senior management to determine, monitor and control the appropriate level of the Company's exposure to risk.</p>