

Citizens Financial Group, Inc.

Citizens Bank, N.A.

Compensation and Human Resources Committee of the Board of Directors

Amended February 13, 2025

Purpose and Scope	<p>The Compensation and Human Resources Committee (the “<u>Committee</u>”) is created by the Board of Directors (the “<u>Board</u>”) of Citizens Financial Group, Inc. (the “<u>Company</u>”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership necessary to operate according to the procedures provided in this Charter.</p>
Membership	<p>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 of the New York Stock Exchange. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and satisfy the requirements of “outside directors” pursuant to Section 162(m) of the Internal Revenue Code, as amended. 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 and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.</p>
Meeting Frequency and Conduct	<p>The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. 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.</p> <p>No executive should attend that portion of any meeting where such executive’s performance or compensation is discussed, unless specifically invited by the Committee.</p>
Responsibilities	<p>This section describes some of the oversight responsibilities of the Committee, but is not intended to be exhaustive.</p> <p><i>Executive Compensation</i></p> <ol style="list-style-type: none"> 1. The Committee shall periodically review the Company’s executive compensation plans and programs, including but not limited to a consideration of market practice. 2. The Committee shall annually approve goals for the CEO and facilitate an annual review of the CEO performance, including seeking input regarding the CEO’s effective risk management, the adequacy of the risk oversight function, and the company’s overall risk exposure. 3. The Committee shall at least annually, review and approve the total compensation and each element (base salary, cash incentive, long-term equity awards) of compensation for the CEO and each of the Company’s

other executive officers (as defined in Section 16 of the Exchange Act of 1934, as amended) ("Executive Officers").

4. In reviewing and approving CEO and Executive Officer compensation, the Committee shall evaluate the performance of the CEO and other Executive Officers (with input from the CEO on the performance of the other Executive Officers), including each executive's effective risk management, and shall consider such other factors as the Committee deems appropriate and in the best interests of the Company..
5. The Committee shall review and approve employment agreements and offer letters for the CEO and the Company's other Executive Officers and any payments to be received in the event of a termination of employment, whether or not included in employment agreements or offer letters.

Director Compensation

1. The Committee shall, at least annually, review compensation (including equity-based compensation) for the Company's directors, with input from its independent compensation consultant. Any proposed changes to director compensation shall be approved by the Committee and then recommended by the Committee to the Nominating and Corporate Governance Committee as well as the Board for approval.

Compensation and Benefit Plans

1. The Committee shall review the Company's executive cash incentive and all equity-based plans and significant amendments to such plans (subject, if applicable, to stockholder approval), including plans of the Company that are subject to Board approval.
2. The Committee shall periodically review the various benefit plans maintained by the Company covering substantially all employees. The Committee may review other material benefit plans as deemed appropriate in its discretion.
3. The Committee shall periodically review the cost of the Company's retirement plans and the adequacy of funding of retirement plans. The Committee may appoint a separate committee, made up of employees of the Company to administer and manage the investments of employee benefit plans maintained by the Company.

Talent Management, Succession, and Other Human Capital Initiatives

1. The Committee shall, in consultation with the Company's CEO, at least annually review the Company's talent management and management succession planning, including with respect to CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO and other key positions.
2. The Committee shall receive periodic updates regarding the Company's talent management and development programs as well as succession planning beyond the executive level.

	<ol style="list-style-type: none"> 3. The Committee shall periodically review the Company's inclusion initiatives and programs. 4. The Committee shall periodically review such other Human Capital initiatives as recommended by the Chief Human Resources Officer of the Company. <p><i>Disclosure</i></p> <ol style="list-style-type: none"> 1. The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable. <p><i>Reporting to the Board</i></p> <ol style="list-style-type: none"> 1. The Committee shall report to the Board periodically. 2. 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. 3. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval. <p><i>Clawback</i></p> <ol style="list-style-type: none"> 1. The Committee shall oversee the Citizens Financial Group, Inc. Clawback Policy and other policies regarding the clawback of compensation as applied to executive and other Company incentive programs. <p><i>Compliance with Regulatory Requirements</i></p> <ol style="list-style-type: none"> 1. The Committee shall oversee the compliance of all compensation and benefit plans with all applicable regulations and required regulatory filings. <p><i>Risk Assessment</i></p> <ol style="list-style-type: none"> 1. On an annual basis, the Committee shall review and assess risks arising from the Company's compensation policies and practices to ensure that the plans appropriately balance risk and reward, are operating within the Company's risk appetite, and that any such risks are not reasonably likely to have a material adverse effect on the Company.
Authority and Delegations	<p>The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation, and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or</p>

receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the rules of the New York Stock Exchange.

The Committee may delegate its authority to subcommittees, the Chair of the Committee, or senior management when it deems it appropriate and in the best interests of the Company, as permitted under applicable law.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.