

Citizens Financial Group, Inc.
Citizens Bank, National Association

Executive Committee of the Board of Directors

Adopted February 14 2019

Purpose of Committee	The Executive Committee (the “Committee”) is established under each of the By-Laws of Citizens Financial Group, Inc. and Citizens Bank, National Association, (individually and collectively, the “Company”) to act for the full Board of Directors (the “Board”) in its absence and will typically handle matters requiring board review between full Board meetings. The Committee reports directly to the Board and exercises the authority set forth in this charter and any other responsibilities expressly delegated by the Board from time to time.
Membership	The Committee shall consist of Chief Executive Officer and two or more other Directors, such other Directors to be designated by the Board. 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 Chairperson of the Committee.
Meeting Frequency and Conduct	The Committee shall meet as often as it deems appropriate to carry out its responsibilities under this charter. The Chairperson 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 as needed.
Responsibilities of Committee	<p>In addition to any other responsibilities which may be expressly delegated by the Board from time to time, the Committee is responsible for acting for the full Board in its absence in the management and affairs of the Company as permitted by law.</p> <p>Unless otherwise provided by the Board, the business of the Committee shall be conducted in the same manner as is provided by the applicable Certificate of Incorporation and By-laws for actions by the Board. The Committee shall keep records of their meetings and shall report their actions to the Board at the next regular meeting.</p>
Authority and Delegations	<ol style="list-style-type: none"> 1. The Committee has the all the powers and authority to act on behalf of the Board as permitted by law. 2. The Committee is authorized (without seeking Board approval) to retain and terminate any advisors, including legal counsel and financial advisors, and may request any officer or employee of the Company or outside counsel or financial advisors to meet with members of the Committee. 3. The Committee shall have available appropriate funding from the Company, as determined by the Committee for payment of:

- a. Compensation to outside counsel and advisors that the Committee chooses to engage; and
 - b. Ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.
4. The Committee is authorized (without seeking Board approval) to access all books, records, facilities, personnel, agents and advisors of the Company as it deems necessary or appropriate to discharge its responsibilities under this charter.
 5. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Company.