

**Citizens Financial Group, Inc.**

**Nominating and Corporate Governance Committee of the Board of Directors**

Adopted February 13, 2025

<b>Purpose of Committee</b>	<p>The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Citizens Financial Group, Inc. (the “Company”) to assist with the composition, organization, function and evaluation of the Board, including the recruitment and recommendation of director nominees and review of the independence, expertise and performance of the members of the Board and its committees; as well as to assist in the implementation of corporate governance principles applicable to the Board and the Company. The Committee exercises authority delegated by the Board, and reports directly to the Board.</p>
<b>Membership</b>	<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 listing standards and any other applicable laws, rules or regulations regarding independence. 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.</p> <p>The Board shall designate the Chairperson of the Committee.</p>
<b>Meeting Frequency and Conduct</b>	<p>The Committee shall meet as often as it determines is 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 consistent with this charter.</p>
<b>Responsibilities of Committee</b>	<p>In addition to any other responsibilities which may be expressly delegated by the Board from time to time, the Committee is responsible for the following matters:</p> <p><i>Board/Committee Nominees</i></p> <ol style="list-style-type: none"> <li>1. The Committee shall oversee recruitment for and identification of qualified individuals for membership on the Board.</li> <li>2. The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall: <ol style="list-style-type: none"> <li>a. Review candidates’ qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise</li> </ol> </li> </ol>

standards that are required under law or New York Stock Exchange listing standards for Audit Committee or other committee membership purposes);

- b. In evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors and reassess the independence of such directors, as appropriate;
- c. Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering director's and nominee's judgment, skills, expertise, background, experience and perspectives;
- d. At least annually, assess the independence of non-employee directors;
- e. Consider rotation of committee members and committee Chairpersons, as appropriate; and
- f. Consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

#### *Evaluating the Board and Its Committees*

- 1. At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- 2. At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

#### *Corporate Governance Matters*

- 1. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
- 2. The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

	<ol style="list-style-type: none"> <li>3. The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines for the Company's directors, and shall make a recommendation to the Board with respect to such request for a waiver. In addition, the Committee shall review any requests for waivers of the Code of Business Conduct and Ethics approved by the Audit Committee.</li> <li>4. The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.</li> <li>5. The Committee shall annually review and approve non-executive director compensation.</li> <li>6. The Committee shall develop and recommend to the Board the Company's Related Person Transaction Policy. The Committee shall review, and if appropriate, approve related person transactions in accordance with the Company's Related Person Transaction Policy. At least annually, the Committee shall review and reassess the adequacy of the Related Person Transaction Policy and recommend any proposed changes to the Board.</li> </ol> <p><i>Director Orientation and Continuing Education</i></p> <ol style="list-style-type: none"> <li>1. The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.</li> </ol> <p><i>Sustainability-related Matters</i></p> <ol style="list-style-type: none"> <li>1. The Committee shall oversee the Company's approach to sustainability-related activity and reporting.</li> </ol> <p><i>Reporting to the Board</i></p> <ol style="list-style-type: none"> <li>1. The Committee shall report to the Board periodically.</li> <li>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 Board on such evaluation.</li> <li>3. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.</li> </ol>
<b>Authority and Delegations</b>	<ol style="list-style-type: none"> <li>1. The Committee is authorized (without seeking Board approval) to retain and terminate any advisers, including legal counsel, and may request any officer or employee of the Company or the Company's outside</li> </ol>

counsel to meet with members of, or advisers to, the Committee.

2. The Committee shall have sole authority to retain any search firm on behalf of the Company to identify director candidates and shall approve fees and other retention terms related thereto.
3. The Committee shall have available appropriate funding from the Company, as determined by the Committee for payment of:
  - a. Compensation to outside counsel, advisors and search firms 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.