



Pillar 3 Regulatory Disclosures

For the quarterly period ended September 30, 2020

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

TABLE OF CONTENTS

Glossary of Acronyms and Terms.....	2
Introduction.....	4
Report Overview.....	4
Scope of Application.....	4
Risk Governance.....	5
Capital Structure and Adequacy.....	6
Capital Structure.....	6
Capital Adequacy Process.....	8
Capital Conservation Buffer and Stress Capital Buffer	10
Credit Risk.....	11
Credit Risk Exposure.....	11
Counterparty Credit Risk-Related Disclosures.....	15
Credit Risk Mitigation.....	16
Securitization.....	16
Equities (Non-Trading).....	18
Market Risk.....	19
Appendix 1 - Citizens Financial Group, Inc. Pillar 3 Regulatory Disclosures Matrix	20
Appendix 2 - Forward-Looking Statements.....	23

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

GLOSSARY OF ACRONYMS AND TERMS

The following is a list of common acronyms and terms we regularly use in our financial reporting:

AACL	Adjusted Allowance for Credit Losses
ACL	Allowance for Credit Losses: Allowance for Loan and Lease Losses plus Reserve for Unfunded Lending Commitments
AFS	Available for Sale
AOCI	Accumulated Other Comprehensive Income (Loss)
BHC	Bank Holding Company
Board	The Board of Directors of Citizens Financial Group, Inc.
CBNA	Citizens Bank, National Association
CCAR	Comprehensive Capital Analysis and Review
CCB	Capital Conservation Buffer
CECL	Current Expected Credit Losses (ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments)
CET1	Common Equity Tier 1
CET1 capital ratio	Common Equity Tier 1 capital divided by total risk-weighted assets as defined under the U.S. Basel III Standardized approach
CFPB	Consumer Financial Protection Bureau
Citizens, CFG, the Company, we, us, or our	Citizens Financial Group, Inc. and its Subsidiaries
CRA	Community Reinvestment Act
CSA	Credit Support Annex
CVA	Credit Valuation Adjustment
Dodd-Frank Act	The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010
EGRRCPA	Economic Growth, Regulatory Relief, and Consumer Protection Act
FDIA	Federal Deposit Insurance Act
FHLB	Federal Home Loan Bank
FHLMC	Federal Home Loan Mortgage Corporation
FNMA	Federal National Mortgage Association
Form 10-K	Annual Report on Form 10-K
Form 10-Q	Quarterly Report on Form 10-Q
FR Y-9C	Regulatory Financial Statements for Bank Holding Companies
FRB or Federal Reserve	Board of Governors of the Federal Reserve System and, as applicable, Federal Reserve Bank(s)
GAAP	Accounting Principles Generally Accepted in the United States of America
GNMA	Government National Mortgage Association
MBS	Mortgage-Backed Securities
Mid-Atlantic	District of Columbia, Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, and West Virginia
Midwest	Illinois, Indiana, Michigan, and Ohio
Modified AACL Transition	The Day-1 CECL adoption entry booked to ACL plus 25% of subsequent CECL ACL reserve build
Modified CECL Transition	The Day-1 CECL adoption entry booked to retained earnings plus 25% of subsequent CECL ACL reserve build
New England	Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont
NRSRO	Nationally Recognized Statistical Ratings Organizations

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

OCC	Office of the Comptroller of the Currency
OTC	Over the Counter
Parent Company	Citizens Financial Group, Inc. (the Parent Company of Citizens Bank, National Association and other subsidiaries)
RWA	Risk-Weighted Assets
SCB	Stress Capital Buffer
SSFA	Simplified Supervisory Formula Approach
Tier 1 capital ratio	Tier 1 capital, which includes Common Equity Tier 1 capital plus non-cumulative perpetual preferred equity that qualifies as additional tier 1 capital, divided by total risk-weighted assets as defined under the U.S. Basel III Standardized approach
Tier 1 leverage ratio	Tier 1 capital, which includes Common Equity Tier 1 capital plus non-cumulative perpetual preferred equity that qualifies as additional tier 1 capital, divided by quarterly adjusted average assets as defined under the U.S. Basel III Standardized approach
Total capital ratio	Total capital, which includes Common Equity Tier 1 capital, tier 1 capital and allowance for credit losses and qualifying subordinated debt that qualifies as tier 2 capital, divided by total risk-weighted assets as defined under the U.S. Basel III Standardized approach
VaR	Value at Risk

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

INTRODUCTION

Citizens Financial Group, Inc. is one of the nation's oldest and largest financial institutions with \$179.2 billion in assets as of September 30, 2020. Our mission is to help customers, colleagues and communities each reach their potential by listening to them and understanding their needs in order to offer tailored advice, ideas and solutions. Headquartered in Providence, Rhode Island, we offer a broad range of retail and commercial banking products and services to individuals, small businesses, middle-market companies, large corporations and institutions. In Consumer Banking, we provide an integrated experience that includes mobile and online banking, a 24/7 customer contact center as well as the convenience of approximately 2,700 ATMs and 1,000 branches in 11 states in the New England, Mid-Atlantic, and Midwest regions. Consumer Banking products and services include a full range of banking, lending, savings, wealth management and small business offerings. In Commercial Banking, we offer corporate, institutional and not-for-profit clients a full range of wholesale banking products and services including lending and deposits, capital markets, treasury services, foreign exchange and interest rate products, and asset finance. More information is available at www.citizensbank.com.

Report Overview

We produce this report quarterly to update market participants regarding risk-based capital and risk exposures as required under U.S. regulations that interpret global regulatory standards known as "Basel III." The U.S. banking regulators refer to this ongoing requirement as "Pillar 3 Regulatory Disclosures." This report provides information on our capital structure, risk exposures, risk assessment processes, RWA and overall capital adequacy. This report also includes information on the methodologies used to calculate RWA. This report is unaudited and should be read in conjunction with our 2019 Form 10-K and Form 10-Q for the period ended September 30, 2020, which include important information on risk management policies and practices, and our September 30, 2020 FR Y-9C. Appendix 1 of this report contains references to specific sections of our 2019 Form 10-K and Form 10-Q for the period ended September 30, 2020 to facilitate location of applicable information.

This report may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statement that does not describe historical or current facts is a forward-looking statement, as discussed further in Appendix 2 of this report.

Scope of Application

The U.S. Basel III framework applies to CFG and its subsidiary bank, CBNA. CFG is a "standardized approach" and "AOCI opt-out" reporting institution under the U.S. Basel III Standardized approach. Our basis for consolidation used for regulatory financial statement reporting purposes is the same as the basis used for our financial statements prepared under GAAP. Please refer to Note 1 in our 2019 Form 10-K and Note 1 in our Form 10-Q for the period ended September 30, 2020 for more information on the basis for consolidation for financial reporting purposes.

Restrictions on transfers between CFG and CBNA

A number of regulations and statutes restrict transfers of funds and capital within CFG. CFG is a financial holding company and a BHC, regulated and supervised by the FRB. The OCC is the primary regulator and supervisor for CBNA. Applicable statutes and regulations that may pertain either to CFG, CBNA, and all entities as affiliates may restrict transfers of funds and capital between these entities.

Sections 23A and 23B of the Federal Reserve Act and FRB Regulation W are the primary restrictors of lending, borrowing, and otherwise transacting business between affiliates. Please refer to "Business - Regulation and Supervision - Transactions with Affiliates and Insiders" in our 2019 Form 10-K for a discussion of these regulations.

Restrictions on the payment of dividends and other capital distributions weighs most heavily on CBNA. The FRB expects a BHC to act as a "source of strength" to each individual subsidiary bank it holds, providing capital as needed. Consistent with this view, bank regulators ensure that a bank does not return capital to the BHC in a manner that would undermine its overall "safety and soundness." Therefore, CBNA is subject to specific qualitative and quantitative tests and examinations that may restrict it from paying dividends or otherwise returning capital to the

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Parent Company. For more information, please refer to “Business - Regulation and Supervision” in our 2019 Form 10-K for an overview of the general controls and restrictions imposed on distributions of capital by CBNA and “Management's Discussion and Analysis of Financial Condition and Results of Operations - Capital and Regulatory Matters” in our Form 10-Q for the period ended September 30, 2020 for details of CBNA's status versus its applicable regulatory minimums.

In addition, CFG and CBNA are subject to capital adequacy and liquidity standards. If CFG or CBNA fail to meet these standards, it could have an adverse effect on our financial condition and operations. Please refer to “Risk Factors - Risks Related to Regulations Governing Our Industry” in our 2019 Form 10-K and “Risk Factors” in our Form 10-Q for the period ended September 30, 2020 for additional information regarding these risks.

RISK GOVERNANCE

We are committed to maintaining a strong, integrated, and proactive approach to the management of all risks to which we are exposed in pursuit of our business objectives. A key aspect of our Board's responsibility as the main decision making body is setting our risk appetite to ensure that the levels of risk that we are willing to accept in the attainment of our strategic business and financial objectives are clearly understood.

To enable our Board to carry out its objectives, it has delegated authority for risk management activities, as well as governance and oversight of those activities, to a number of Board and executive management level risk committees. The Executive Risk Committee (“ERC”), chaired by the Chief Risk Officer, is responsible for oversight of risk across the enterprise and actively considers our inherent material risks, analyzes our overall risk profile and seeks confirmation that the risks are being appropriately identified, assessed and mitigated. Reporting to the ERC are the following additional committees covering specific areas of risk: Compliance and Operational Risk Committee, Model Risk Committee, Credit Policy Committee, Asset Liability Committee, Business Initiatives Review Committee, and the Conduct and Ethics Committee.

Please refer to “Management's Discussion and Analysis of Financial Condition and Results of Operations - Risk Governance” in our 2019 Form 10-K for additional information on our risk governance practices.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

CAPITAL STRUCTURE AND ADEQUACY

Capital Structure

We manage capital to ensure consistency with all applicable regulations and statutes, as well as with Board-approved internal policies established to ensure that the quantity and quality of current and projected capital will be adequate in relation to the risks that we assume across all lines of business. Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Capital and Regulatory Matters” in our Form 10-Q for the period ended September 30, 2020 for additional information. As of September 30, 2020, our regulatory capital instruments consisted of common equity that qualifies as CET1 capital, preferred stock that qualifies as additional tier 1 capital, and subordinated debt that qualifies as tier 2 capital. Table 1 below presents our regulatory capital instruments.

Table 1	
(in millions, except share and per share data)	As of September 30, 2020
Common Equity	
Common stock and related surplus, net of treasury stock	\$14,305
\$.01 par value, 1,000,000,000 shares authorized, 569,739,386 shares issued, and 427,073,084 shares outstanding	
Preferred Equity	
Preferred stock and related surplus	
\$25.00 par value, 100,000,000 shares authorized, liquidation preference of \$1,000 per share:	
Series A: 250,000 shares issued and outstanding	247
Series B: 300,000 shares issued and outstanding	296
Series C: 300,000 shares issued and outstanding	297
Series D: 300,000 ⁽¹⁾ shares issued and outstanding	293
Series E: 450,000 ⁽²⁾ shares issued and outstanding	437
Series F: 400,000 shares issued and outstanding	395
Total preferred stock and related surplus	\$1,965
Qualifying Subordinated Debt	
4.150% fixed-rate subordinated debt, due September 2022 (non-qualifying \$145) ⁽³⁾⁽⁴⁾	36
3.750% fixed-rate subordinated debt, due July 2024 (non-qualifying \$64) ⁽³⁾⁽⁴⁾	95
4.023% fixed-rate subordinated debt, due October 2024 (non-qualifying \$5) ⁽³⁾⁽⁴⁾	20
4.350% fixed-rate subordinated debt, due August 2025 (non-qualifying \$38) ⁽³⁾⁽⁴⁾	155
4.300% fixed-rate subordinated debt, due December 2025 ⁽⁴⁾	450
2.638% fixed-rate subordinated debt, due September 2032 ⁽⁴⁾	542
Total qualifying subordinated debt	\$1,298

⁽¹⁾ Represented by 12,000,000 depositary shares each representing a 1/40th interest and a liquidation preference of \$25 per depositary share.

⁽²⁾ Represented by 18,000,000 depositary shares each representing a 1/40th interest and a liquidation preference of \$25 per depositary share.

⁽³⁾ Per the U.S. Basel III Standardized rules, tier 2 capital instrument eligibility for inclusion in regulatory capital is phased out 20% per year, beginning five years prior to the applicable maturity date.

⁽⁴⁾ September 30, 2020 balances reflect the September 2020 completion of (i) \$621 million in private exchange offers for five series of outstanding subordinated notes whereby participants received a combination of our newly issued 2.638% fixed-rate subordinated notes due 2032 and an additional cash payment and (ii) \$11 million in related cash tender offers whereby validly tendered and accepted subordinated notes were purchased by us and subsequently canceled.

Our regulatory deductions from CET1 capital include goodwill and intangible assets net of deferred tax liabilities associated with goodwill and intangible assets. The U.S. Basel III capital rules also require additional capital deductions for mortgage servicing rights (“MSRs”), certain deferred tax assets (“DTAs”) and significant investments in the capital of unconsolidated financial institutions.

Effective for us on April 1, 2020, the CET1 deduction threshold for MSRs, certain DTAs and significant investments in the capital of unconsolidated institutions is 25%. As of September 30, 2020, we did not meet the threshold for these additional capital deductions. MSRs or DTAs not deducted from CET1 capital are assigned a 250% risk weight

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

and significant investments in the capital of unconsolidated financial institutions not deducted from CET1 capital are assigned an exposure category risk weight.

On January 1, 2020, we adopted the CECL accounting standard. In reaction to the COVID-19 pandemic, on September 30, 2020 the FRB and the other federal banking regulators adopted a final rule relative to regulatory capital treatment of ACL under CECL. This rule allowed electing banking organizations to delay the estimated impact of CECL on regulatory capital for a two-year period ending January 1, 2022, followed by a three-year transition period ending January 1, 2025 to phase-in the aggregate amount of the capital benefit provided during the initial two-year delay. As of September 30, 2020, \$584 million of the capital benefit has been accumulated for application to the three-year transition period.

As an “AOCI opt-out” institution, we are not required to recognize in regulatory capital the impacts of net unrealized gains and losses included within AOCI for debt securities that are available for sale or held to maturity, accumulated net gains and losses on cash flow hedges and certain defined benefit pension plan assets.

As of September 30, 2020, CET1 capital represented 74% of our total regulatory capital. Table 2 below presents our regulatory capital composition.

Table 2	
(in millions)	As of September 30, 2020
Common stock and related surplus, net of treasury stock	\$14,305
Retained earnings	6,189
Accumulated other comprehensive income	10
Total common shareholders' equity	20,504
Exclusions:	
Modified CECL transitional amount	584
Net unrealized (gains)/losses recorded in accumulated other comprehensive income, net of tax:	
Debt securities	(403)
Derivatives	(12)
Unamortized net periodic benefit costs	405
Deductions:	
Goodwill	(7,050)
Deferred tax liability associated with goodwill	377
Other intangible assets	(60)
Total common equity tier 1 capital	14,345
Qualifying preferred stock	1,965
Total tier 1 capital	16,310
Qualifying subordinated debt ⁽¹⁾	1,298
Allowance for credit losses	2,736
Exclusions from tier 2 capital:	
Modified AACL transitional amount	(698)
Excess allowance for credit losses ⁽²⁾	(219)
Adjusted allowance for credit losses	1,819
Total tier 2 capital	3,117
Total capital	\$19,427

⁽¹⁾ Non-qualifying subordinated debt excluded from regulatory capital is \$252 million.

⁽²⁾ Excess allowance represents the amount excluded from Tier 2 capital that is in excess of 1.25% of RWA, excluding market risk.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Capital Adequacy Process

Our assessment of capital adequacy begins with our risk appetite and risk management framework. This framework provides for the identification, measurement and management of material risks. For more information on our capital adequacy risk appetite and risk management framework, please refer to “Management's Discussion and Analysis of Financial Condition and Results of Operations - Capital and Regulatory Matters” in our 2019 Form 10-K and “Risk Factors” in our Form 10-Q for the period ended June 30, 2020.

In October 2019, the FRB and the other federal banking regulators finalized rules that tailor the application of the enhanced prudential standards to bank holding companies and depository institutions to implement the EGRRCPA amendments to the Dodd-Frank Act (“Tailoring Rules”). Under the Tailoring Rules, Category IV firms, such as us, are subject to biennial supervisory stress testing and are exempt from company-run stress testing and related disclosure requirements. Category IV firms are also no longer required to submit resolution plans. The FRB continues to supervise Category IV firms on an ongoing basis, including evaluation of the capital adequacy and capital planning processes during off-cycle years. We remain subject to the requirement to develop, maintain and submit an annual capital plan for review and approval by our Board of Directors (or one of its committees). On April 6, 2020, we submitted our 2020 Capital Plan to the FRB under the FRB’s 2020 CCAR process.

We develop a capital plan and conduct routine capital management activities in compliance with internal limits and operating targets that are established for each regulatory capital ratio. These limits and targets are intended to meet both regulatory and market expectations, while also ensuring an efficient return to shareholders. We set these internal limits and targets to comply with the U.S. Basel III minimums, which include the of CCB 2.5% for each risk-weighted capital ratio. Effective October 1, 2020, the static CCB of 2.5% was replaced by a dynamic Stress Capital Buffer (“SCB”) requirement based on each CCAR firm’s results under the supervisory stress test. Please refer to the related discussion in the “Capital Conservation Buffer and Stress Capital Buffer” section of this report.

On June 29, 2020, we announced key aspects of our 2020 Capital Plan, which includes maintaining quarterly common dividends at the current level of \$0.39 per share through the SCB window period ending third quarter 2021. We previously announced our intention to cease stock repurchases through December 31, 2020. We will continue to evaluate our distributions on a quarterly basis going forward.

In light of the heightened uncertainty related to the COVID-19 pandemic, the FRB has also taken certain actions to preserve capital at banks. Among those actions, the FRB imposed certain limitations on firms for third quarter of 2020, including mandatory suspension of share repurchases and capping common stock dividends at existing rates and the average net income over the preceding four quarters. On September 30, 2020, the FRB extended these limitations through the fourth quarter of 2020, and these limitations may be extended by the FRB quarter-by-quarter. Further, the FRB announced that it requires CCAR firms, like us, to conduct an additional round of stress tests and resubmit updated capital plans to reflect changes in the macroeconomic environment due to the COVID-19 pandemic. Consistent with the FRB’s mandate, we resubmitted our capital plan on November 2, 2020.

Regulations relating to capital planning, regulatory reporting, and stress capital buffer requirements applicable to firms like us are presently subject to rulemaking and potential further guidance and interpretation by the applicable federal regulators. We will continue to evaluate the impact of these and any other prudential regulatory changes, including their potential resultant changes in our regulatory and compliance costs and expenses.

For additional information, see “Business - Regulation and Supervision” and “Management's Discussion and Analysis of Financial Condition and Results of Operations - Capital and Regulatory Matters” in our 2019 Form 10-K and the Form 10-Q report for the period ended September 30, 2020.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Table 3 below presents the U.S. Basel III Standardized capital ratios for CFG and CBNA as of September 30, 2020. All ratios remained well above the U.S. Basel III minimums. Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Capital and Regulatory Matters” in our Form 10-Q for the period ended September 30, 2020 for additional information related to the calculation of our capital ratios.

Table 3			
Citizens Financial Group, Inc.			
	Ratio	Required Minimum plus Required CCB for Non- Leverage Ratios	FDIA Required Well-Capitalized Minimum for Purposes of Prompt Corrective Action ⁽¹⁾
CET1 capital	9.8%	7.0%	N/A
Tier 1 capital	11.2	8.5	N/A
Total capital	13.3	10.5	N/A
Tier 1 Leverage	9.5	4.0	N/A
Citizens Bank, National Association			
	Ratio	Required Minimum plus Required CCB for Non- Leverage Ratios	FDIA Required Well-Capitalized Minimum for Purposes of Prompt Corrective Action
CET1 capital	10.9%	7.0%	6.5%
Tier 1 capital	10.9	8.5	8.0
Total capital	12.9	10.5	10.0
Tier 1 Leverage	9.3	4.0	5.0

⁽¹⁾ Prompt corrective action provisions apply only to our insured depository institution, CBNA.

Table 4 below presents the composition of our RWA. Please refer to “Schedule HC-R - Part II Risk-Weighted Assets” in our September 30, 2020 FR Y-9C report for details on adjustments and deductions to calculate total RWA.

Table 4	
(in millions)	As of September 30, 2020
Corporate exposures	\$73,121
Other retail exposures	36,602
Other assets	14,416
Residential mortgage exposures	11,463
Mortgage backed securities - FNMA & FHLMC	2,254
Equities	2,135
Letters of credit	2,085
Past due loans (excluding Sovereigns, Guarantees & Home Lending)	1,602
Securitization exposures	730
High volatility commercial real estate	548
Exposures to sovereign entities	259
Exposures to depository institutions, foreign banks, and credit unions	47
Cleared transactions	24
Exposures to public sector entities	10
Default fund contributions	1
Total standardized RWA for credit risk exposure	\$145,297
Market risk	834
Total RWA	\$146,131

Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Capital and Regulatory Matters” in our Form 10-Q for the period ended September 30, 2020 for more information regarding capital ratios and the capital adequacy process.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Capital Conservation Buffer and Stress Capital Buffer

The U.S. Basel III rules currently impose a CCB on top of the regulatory minimum established for each of the three risk-weighted asset ratios. Under the U.S. Basel III Standardized rules, the effective minimum capital ratios are:

- 7.0% CET1 capital to RWA (minimum 4.5% plus 2.5% CCB);
- 8.5% Tier 1 capital (CET1 plus Additional Tier 1 capital) to RWA (minimum 6% plus 2.5% CCB); and
- 10.5% Total capital (Tier 1 capital plus Tier 2 capital) to RWA (minimum 8% plus 2.5% CCB).

As of September 30, 2020, CFG's CCB was 5.2%, well above the U.S. Basel III Standardized CCB of 2.5%. As a result, we are not subject to payout ratio limitations on our distributions or certain discretionary executive compensation. In reaction to the COVID-19 pandemic, on October 8, 2020, the FRB and the other federal banking regulators adopted a final rule relative to the definition of eligible retained income⁽¹⁾. As a result, eligible retained income at September 30, 2020 was \$263 million, consisting of the average net income over the preceding four quarters.

On March 4, 2020, the FRB finalized a SCB requirement that integrates regulatory capital requirements with the results of the FRB's supervisory stress tests by replacing the CCB of 2.5% with a dynamic SCB requirement. The new SCB requirement is based on the projected losses under the supervisory severely adverse scenario of each firm subject to CCAR plus four quarters of planned common stock dividends, subject to a floor of 2.5%. Under the SCB framework, the FRB will no longer object to capital plans on quantitative grounds and each firm will be required to maintain capital ratios above the sum of its minimum requirements and the SCB requirements to avoid restrictions on capital distributions and discretionary bonus payments. For Category IV firms, like us, the FRB has stated that the SCB will be re-calibrated with each biennial supervisory stress test and updated annually to reflect our planned common stock dividends. On October 1, 2020 our SCB of 3.4% became effective and will apply to our capital actions through September 30, 2021.

On September 30, 2020, the FRB issued a proposed rule to make conforming changes to its capital plan rule, stress capital buffer requirements, and capital planning requirements to be consistent with the Tailoring Rules framework. Under the proposal, Category IV firms, like us, would have the ability to elect to participate in the supervisory stress test and receive an updated SCB requirement in a year in which they are not subject to the supervisory stress test. For purposes of calculating the SCB in 2021, the proposed rule would require us to notify the FRB of our intention to participate in the 2021 supervisory stress test by February 15, 2021. In addition, the proposal would maintain the requirement for firms like us to submit capital plans annually but would generally remove the capital plan rule requirement to calculate forward-looking projections of capital under supervisory scenarios and also reduce compliance burden related to reporting requirements.

⁽¹⁾ Eligible retained income, effective March 31, 2020 is defined by regulations as the greater of (1) net income for the four preceding calendar quarters, net of any distributions and associated tax effects not already reflected in net income, and (2) the average of a banking organization's net income over the preceding four quarters.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

CREDIT RISK

Credit Risk Exposure

Table 5 below presents total credit risk exposures for our loans, loans held for sale, leases, contractual commitments to extend credit, and letters of credit. This table is categorized by counterparty types for both commercial and retail and loan products. Beginning in the first quarter of 2020 with the adoption of CECL, home equity loans, home equity lines of credit, home equity loans serviced by others and home equity lines of credit serviced by others were consolidated into home equity, and credit card and other retail were consolidated into other retail.

Please refer to “Management's Discussion and Analysis of Financial Condition and Results of Operations - Risk Governance - Credit Risk” in our 2019 Form 10-K for more information on credit risk governance.

Table 5	
(in millions)	As of September 30, 2020
Commercial	\$84,471
Commercial real estate	22,070
Leases	2,442
Total commercial	108,983
Residential mortgages	24,621
Home equity	28,763
Automobile	12,035
Education	11,949
Other retail	16,739
Total retail	94,107
Total	\$203,090

Our loan and lease credit related accounting policies are presented in Note 5 in our 2019 Form 10-K and Note 4 in our Form 10-Q for the period ended September 30, 2020.

Our investment securities portfolio includes U.S. Treasury and agency securities, agency mortgage-backed securities, and non-agency mortgage-backed securities and asset-backed securities. The most important element management relies on when assessing credit risk for U.S. Treasury and agency securities and agency mortgage-backed securities is the guarantee of the Federal Government or one of its agencies. When applicable, we consider geography as a factor when managing our investments in securities issued by state and political subdivisions. The credit risk for non-agency mortgage-backed securities and asset-backed securities is assessed based on senior to subordinated credit support levels and an analysis of the bond's underlying collateral characteristics. As a secondary measure, the non-agency mortgage-backed securities consider ratings by NRSRO, but not solely relied upon, to determine the creditworthiness of the issuance.

Please refer to Note 2 and Note 9 in our Form 10-Q for the period ended September 30, 2020 and the “Counterparty Credit Risk-Related Disclosures” section of this report for more information on our credit risk exposures related to investment securities and derivatives. Please refer to “Management's Discussion and Analysis of Financial Condition and Results of Operations - Net Interest Income” in our Form 10-Q for the period ended September 30, 2020 for average balances of our loans and leases and investment securities. The average credit risk exposure related to our OTC derivatives for the quarter ended September 30, 2020 was \$2.1 billion.

Please refer to Note 12 in our Form 10-Q for the period ended September 30, 2020 for more information on the credit risk exposure related to our off-balance sheet commitments (including contractual commitments to extend credit and letters of credit). The average credit risk exposure associated with our off-balance sheet credit commitments and letters of credit for the quarter ended September 30, 2020 was \$73 billion.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Table 6 below presents the geographic distribution of our loans, loans held for sale, leases, credit commitments and letters of credit. The geographic distribution presented in this table uses the address of the customer as the basis for classification. Amounts reported as “Other” include credit to customers outside of the Mid-Atlantic, Midwest, and New England regions, as well as certain exposures that we do not manage on a geographic basis, such as merchant point-of-sale financing.

Table 6					
As of September 30, 2020					
(in millions)	Mid-Atlantic	Midwest	New England	Other	Total
Commercial	\$30,392	\$10,271	\$19,933	\$23,875	\$84,471
Commercial real estate	6,398	2,282	2,788	10,602	22,070
Leases	636	460	187	1,159	2,442
Total commercial	37,426	13,013	22,908	35,636	108,983
Residential mortgages	12,208	1,457	5,089	5,867	24,621
Home equity	11,921	3,195	12,770	877	28,763
Automobile	3,751	1,906	1,679	4,699	12,035
Education	3,962	1,486	1,967	4,534	11,949
Other retail	5,095	1,918	4,326	5,400	16,739
Total retail	36,937	9,962	25,831	21,377	94,107
Total	\$74,363	\$22,975	\$48,739	\$57,013	\$203,090

Our gross commercial and retail charge-offs for the quarter-to-date period ended September 30, 2020 were \$171 million and \$86 million, respectively. Upon adoption of CECL effective January 1, 2020, our ACL reserve methodology changed to estimate expected credit losses over the contractual life of the loans and leases. The ACL reserve is measured based on groups of loans with similar risk characteristics and is not disaggregated on the basis of impairment method.

Please refer to Note 4 in our Form 10-Q for the period ended September 30, 2020 for more information on ACL including ACL balances and related year-to-date charge-off information. ACL and AACL are the same for the period ended September 30, 2020 since we did not have credit loss allowances on AFS debt securities or purchased credit deteriorated assets.

Table 7 below presents our loans and leases past due 90 days and on nonaccrual and loans past due 90 days and still accruing.

Table 7			
As of September 30, 2020			
(in millions)	90+ Days Past Due and Accruing ⁽¹⁾	90+ Days Past Due and Nonaccruing	Total 90+ Days Past Due
Commercial	\$3	\$103	\$106
Commercial real estate	—	56	56
Leases	—	2	2
Total commercial loans and leases	3	161	164
Residential mortgages	17	106	123
Home equity	—	235	235
Automobile	—	11	11
Education	2	4	6
Other retail	6	22	28
Total retail loans	25	378	403
Total	\$28	\$539	\$567

⁽¹⁾For residential mortgages, includes \$11 million of first lien residential mortgages that are 100% guaranteed by the Federal Housing Administration.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Table 8 below presents our impaired loan amounts categorized by geographic area. Impaired loans include nonaccruing larger balance commercial loans (greater than \$5 million carrying value), non-homogeneous commercial and commercial real estate loans, and restructured loans that are deemed troubled debt restructurings.

Table 8					
As of September 30, 2020					
(in millions)	Mid-Atlantic	Midwest	New England	Other	Total
Commercial	\$145	\$14	\$115	\$183	\$457
Commercial real estate	193	—	—	—	193
Leases	—	—	—	—	—
Total commercial loans and leases	338	14	115	183	650
Residential mortgages	79	31	38	52	200
Home equity	107	67	117	25	316
Automobile	12	7	3	19	41
Education	—	—	—	129	129
Other retail	10	3	7	9	29
Total retail loans	208	108	165	234	715
Total	\$546	\$122	\$280	\$417	\$1,365

The following table presents a summary of impaired loans with and without a related allowance:

Table 9			
As of September 30, 2020			
(in millions)	Impaired Loans With a Related Allowance	Impaired Loans Without a Related Allowance	Total Recorded Investment in Impaired Loans
Commercial	\$387	\$70	\$457
Commercial real estate	174	19	193
Total commercial loans	561	89	650
Residential mortgages	72	128	200
Home equity	67	249	316
Automobile	25	16	41
Education	109	20	129
Other retail	26	3	29
Total retail loans	299	416	715
Total	\$860	\$505	\$1,365

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Table 10 below presents a summary of our loans, loans held for sale and leases by remaining maturity or repricing date.

Table 10				
(in millions)	As of September 30, 2020			Total
	One Year or Less ⁽¹⁾	Over One Year Through Five Years	Over Five Years	
Commercial	\$35,861	\$8,111	\$1,502	\$45,474
Commercial real estate	13,705	931	253	14,889
Leases	540	1,445	303	2,288
Total commercial loans and leases	50,106	10,487	2,058	62,651
Residential mortgages	4,429	2,314	16,315	23,058
Home equity	10,195	329	1,798	12,322
Automobile	183	6,748	5,104	12,035
Education	14	1,189	10,428	11,631
Other retail	2,174	3,585	329	6,088
Total retail loans	16,995	14,165	33,974	65,134
Total	\$67,101	\$24,652	\$36,032	\$127,785

⁽¹⁾ Loans held for sale are included in One Year or Less Category.

Table 11 below presents a summary of our credit commitments and letters of credit by remaining maturity.

Table 11			
(in millions)	As of September 30, 2020		Total
	One Year or Less	Greater than One Year	
Credit commitments			
Commercial	\$9,488	\$27,377	\$36,865
Commercial real estate	805	6,376	7,181
Leases	96	58	154
Total commercial loans and leases	10,389	33,811	44,200
Residential mortgages	1,563	—	1,563
Home equity	1	16,440	16,441
Automobile	—	—	—
Education	318	—	318
Other retail	10,462	189	10,651
Total retail loans	12,344	16,629	28,973
Total credit commitments	22,733	50,440	73,173
Letters of credit	1,017	1,115	2,132
Total credit commitments and letters of credit	\$23,750	\$51,555	\$75,305

Please refer to Note 2 in our Form 10-Q for the period ended September 30, 2020 for a summary of securities by contractual maturity and “Schedule HC-R - Part II Risk-Weighted Assets” in our September 30, 2020 FR Y-9C for a summary of OTC derivative notional amounts by remaining maturity.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Counterparty Credit Risk-Related Disclosures

Counterparty exposure arises primarily from the OTC derivative transactions in our customer and institutional derivative portfolios. The amount of this exposure depends on the value of underlying market factors (e.g., interest and foreign exchange rates), which can be volatile and uncertain in nature. Counterparty exposure also arises (to a lesser extent) from our securities lending and borrowing activities, which includes entering into repurchase agreements.

The customer derivative portfolio consists of interest rate swap agreements and option contracts transacted to meet the financing needs of our customers. Swap agreements and interest rate options agreements are transacted to effectively minimize our market risk associated with the customer derivative products. The customer derivative portfolio also includes foreign exchange forward agreements and option contracts entered into on behalf of customers for the purpose of hedging exposure related to cash orders, loans, and deposits denominated in foreign currencies. We also enter into commodity swaps and option contracts on behalf of customers in our oil and gas vertical primarily, to mitigate commodity price volatility. Customer trades are primarily unsecured and are not subject to daily margin or posting of financial collateral. We commonly execute these trades concurrently with new loan transactions, with any business collateral received from a counterparty applied to both the derivative and loan. Accordingly, the underwriting process for establishing customer derivative credit limits is equivalent to the process used for corporate loan exposure. We establish these limits based on potential future exposure using stochastic models developed by F.I.S., a third party risk management software solution provider. The models utilize Monte Carlo methods consistent with industry practice and are subject to risk governance for model risk management and validation. We manage the credit risk of our customer derivative positions by diversifying our positions among various counterparties and in certain cases, transferring the counterparty credit risk related to interest rate swaps to third parties using risk participation agreements. When measuring the fair value of our customer derivative portfolio for GAAP financial reporting purposes, we include a CVA that reflects the credit quality of the swap counterparty, as well as factors in our own credit quality. For more information on our valuation methodologies, please refer to Note 19 in our 2019 Form 10-K.

Residential loan derivatives include loan commitments that allow residential mortgage customers to lock in the interest rate on a residential mortgage while the loan undergoes the underwriting process. We use forward sales contracts to protect the value of residential mortgage loans and loan commitments that are being underwritten for future sale to investors in the secondary market. We also hedge the fair market value movements of certain mortgage servicing rights using various interest rate derivative contracts.

The institutional derivative portfolio primarily consists of interest rate swap agreements used to hedge the interest rate risk associated with our loans and financing liabilities (e.g., borrowed funds, deposits, etc.). Institutional swaps and swaps executed to mitigate the market risk associated with our customer derivative products and residential loan derivatives include bilateral trades with dealers and cleared trades with central counterparties. These trades must comply with daily margin requirements where we post financial collateral based on pre-defined “posting thresholds”. Posting thresholds represent the amount of exposure that counterparties are willing to accept on an unsecured basis. We post collateral only when the market value of any outstanding swaps exceeds that threshold. Changes in our own creditworthiness do not generally have an impact on the amount of collateral posted given zero thresholds have become the market convention. Bilateral trades with dealers are subject to counterparty credit limits that cover replacement costs and potential changes in market value based on a ten day close out period. Cleared trades with central counterparties are subject to counterparty credit limits for initial margin requirements where we post collateral, but where the collateral is operationally commingled with initial margin owed to other clients of the clearing broker.

Our repurchase agreements are typically short-term transactions (i.e., overnight), but they may be extended to longer terms-to-maturity (not to exceed 270 days). We fully collateralize such transactions and account for them as secured borrowings in our financial statements. We establish counterparty credit limits to monitor our over-collateralized position, which represents the difference between the market value of the collateral pledged and the amount we borrow. When permitted by GAAP, we offset short-term receivables with short-term payables associated with our reverse repurchase agreements.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

On a daily basis we monitor counterparty credit exposures for counterparties with an established CSA to ensure appropriately sized collateral levels to cover risk. We manage collateral received from third parties and held pursuant to the terms of the governing CSA agreement for the counterparty, in either a tri-party custodial, segregated or an omnibus account. The collateral requirements are negotiated on each established CSA and primarily include cash in the form of U.S. Dollars.

Please refer to Note 9 in our Form 10-Q for the period ended September 30, 2020 for fair value of our derivative transactions on both a gross and net basis. The net basis presented represents the impact of enforceable master netting agreements as well as collateral paid and received.

Please refer to Note 2 in our Form 10-Q for the period ended September 30, 2020 for information on our repurchase agreements and Note 13 in our Form 10-Q for the period ended September 30, 2020 for the fair value of our repurchase agreements.

Credit Risk Mitigation

Our credit risk mitigation that is recognized for the purposes of reducing capital requirements is limited to implicit and explicit credit guarantees provided by the U.S. Government. We do not use collateral as a source of credit risk mitigation for the purposes of reducing capital requirements. Table 12 below presents our total exposure covered by guarantees and the risk-weighted amounts associated with each exposure.

Table 12			
(dollars in millions)			
As of September 30, 2020			
Guarantor	Guaranteed Exposure Amount	RWA	RW %
FNMA & FHLMC	\$11,293	\$2,258	20%
Federal Housing Administration (FHA)	988	198	20
Small Business Administration (SBA)	105	21	20
Federal Family Education Loan Program (FFELP) where 97% of exposure is guaranteed	36	7	20
Federal Family Education Loan Program (FFELP) where 98% of exposure is guaranteed	13	3	20
Veteran Affairs (VA)	23	5	20
United States Department of Agriculture (USDA)	12	2	20
Total implicit guarantees	\$12,470	\$2,494	20%
US Treasury & GNMA securities	\$12,280	\$—	0%
SBA Paycheck Protection Program	4,726	—	0
Export/Import	8	—	0
Total explicit guarantees	\$17,014	\$—	0%

SECURITIZATION

A securitization exposure is a transaction in which the credit risk of the underlying exposure transfers to third parties and is separated into two or more tranches. The performance of a securitization depends upon the performance of the underlying exposures or reference assets, all or substantially all of which are financial exposures. We participate in the securitization market as an investor and a lender in traditional securitization exposures, however not as an originator or sponsor. We invest in securitization exposures of third party issued non-agency MBS and other asset-backed securities. Other asset-backed securities are collateralized by education loans that we sold to a third-party sponsored VIE and we provided financing to the purchaser for a portion of the sales price of the asset-backed securities. We also may act as a securitization lender by entering into asset-backed securitization loans with third party sponsored special purpose entities that are designed to meet client needs for long-term financing of assets or working capital. We calculate the regulatory capital requirement for securitization exposure in accordance with

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

the U.S. Basel III Standardized approach. RWA for securitization exposures is determined using SSFA. The SSFA framework considers our seniority in the securitization structure and risk factors inherent in the underlying assets. For more information on our securities portfolio, please refer to Note 2 in our Form 10-Q for the period ended September 30, 2020.

We do not apply credit risk mitigation to our securitized exposures and do not have exposure to securitization guarantors. We do not have synthetic securitization exposure and all securitization exposures are held on our balance sheet.

Risk Management

We manage the risks related to securitization positions in accordance with the investment, credit, and interest rate risk management policies. Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Risk Governance” in our 2019 Form 10-K for more information on our credit risk and interest rate risk (i.e., non-trading risk) governance. For each securitization position, we perform due diligence on the credit worthiness of each position prior to entering into that position. Our due diligence procedures provide a comprehensive understanding of the features that would materially affect the performance of a securitization, and are commensurate with the complexity of each securitization position held.

Table 13 below presents our exposures receiving securitization capital treatment by collateral type and capital treatment method.

Table 13						
(in millions)	As of September 30, 2020					
	SSFA		1250%		Total	
	Exposure	RWA	Exposure	RWA	Exposure	RWA
Asset-backed securitization lending	\$2,358	\$471	\$—	\$—	\$2,358	\$471
Asset-backed securitization investment	813	163	—	—	813	163
Private label residential MBS	482	96	—	—	482	96
Total securitization exposure	\$3,653	\$730	\$—	\$—	\$3,653	\$730

Table 14 below presents our exposures receiving securitization capital treatment by capital treatment method and risk weighting.

Table 14						
(in millions)	As of September 30, 2020					
	SSFA		1250%		Total	
	Exposure	RWA	Exposure	RWA	Exposure	RWA
Securitizations by risk weight:						
= 0% to <= 20%	\$3,653	\$730	\$—	\$—	\$3,653	\$730
> 20% to <= 50%			—	—	—	—
> 50% to <= 100%			—	—	—	—
> 100% to <= 1250%			—	—	—	—
Total securitizations	\$3,653	\$730	\$—	\$—	\$3,653	\$730
Re-securitizations by risk weight:						
= 0% to <= 20%	\$—	\$—	\$—	\$—	\$—	\$—
Total re-securitizations	\$—	\$—	\$—	\$—	\$—	\$—
Total securitization exposure	\$3,653	\$730	\$—	\$—	\$3,653	\$730

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Accounting Policies

Our accounting policy for investments in securitized assets (i.e., “investments in debt securities”) is presented in Note 3 in our 2019 Form 10-K.

EQUITIES (NON-TRADING)

We hold equity securities to fulfill requirements of membership and participation in U.S. banking and payments systems. Our bank holds stock in the FRB and the FHLB. Our equity holdings are limited to immaterial amounts of stock. We also invest in fund and non-fund equities. The non-fund equities use the simple risk-weight approach and primarily consist of investments in community projects in conjunction with our commitment to the communities in which we operate. These investments also fulfill specific requirements imposed by the CRA as implemented by the U.S. regulatory agencies. In addition to CRA investments, we invest in renewable wind energy projects, providing benefits from returns generated by government incentives plus other tax attributes that come with ownership. We also have invested amounts in fund-related equity investments, consisting of money market mutual fund investments and separate account bank owned life insurance. The underlying assets of separate account bank owned life insurance consist primarily of treasuries, mortgaged-backed securities, and bonds. The fund-related equity investments use the full look-through approach to determine risk weight.

Our accounting policy for equity securities (i.e., “other investment securities”) is presented in Note 3 in our 2019 Form 10-K. We present methodologies for measuring the fair value of equity securities in Note 19 in our 2019 Form 10-K. The carrying value of our CRA investments are included in the other assets line in “Financial Statements - Consolidated Balance Sheets” in our Form 10-Q for the period ended September 30, 2020. Separate account bank-owned life insurance is included in the bank-owned life insurance line within the “Financial Statements - Consolidated Balance Sheets” in our Form 10-Q for the period ended September 30, 2020. Table 15 below presents our equity exposures and the risk-weighted amounts associated with each exposure.

Table 15			
(dollars in millions)	As of September 30, 2020		
	Exposure	RWA	RW %
Federal Reserve stock	\$577	\$—	0%
FHLB stock	20	4	20
Investments in Non-Fund Equities:			
CRA	1,593	1,593	100
Windfarm	410	410	100
Other Non-Fund Equities	8	8	100
Investment in Fund Equities:			
Separate account bank owned life insurance	262	109	41
Money market mutual fund investments	57	11	20
Total	\$2,927	\$2,135	

MARKET RISK

Non-Trading Risk

We are exposed to market risk as a result of non-trading banking activities. This market risk is substantially composed of interest rate risk, as we have no commodity risk and de minimis direct currency and equity risk. We also have market risk related to capital markets loan originations, as well as the valuation of our MSRs. Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Market Risk - Non-Trading Risk” in our Form 10-Q for the period ended September 30, 2020 for more information on our exposure to interest rate risk. Please refer to Note 9 in our Form 10-Q for the period ended September 30, 2020 for more information on our hedging policies and our processes for monitoring hedge effectiveness.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Trading Risk

We face market risk price volatility across a select range of interest rates, foreign exchange rates, and credit spreads through our client facilitation activities covering interest rate derivatives, foreign exchange products, and secondary loans. While we do not always meet the applicable reporting threshold of the Market Risk Rule, we nevertheless continually adhere to the Market Risk Rule covering our trading activities.

As of September 30, 2020, our market risk RWA was \$834 million, reflecting general market rate/price risk and specific risk. We do not model our specific risk through the VaR based process and thus a specific risk add-on is calculated under a standardized measurement method. We do not calculate incremental risk or comprehensive risk, as we take a standardized specific risk add-on, and we do not participate in correlation trading related activities.

For further discussion related to market risk governance, risk measurements, VaR methodology and validation, and regulatory capital, please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Risk Governance” in our 2019 Form 10-K and “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Market Risk” in our Form 10-Q for the period ended September 30, 2020.

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

APPENDIX 1 - CITIZENS FINANCIAL GROUP, INC. PILLAR 3 REGULATORY DISCLOSURES MATRIX

The disclosures required by the U.S. Basel III Standardized rule⁽¹⁾ are listed below. Most of these disclosures have been included in other financial reporting documents, and some in this report. This matrix provides a reference to the location of each required disclosure.

⁽¹⁾ Code of Federal Regulations, Part 217 - Capital Adequacy of Bank Holding Companies, Savings and Loan Holding Companies, and State Member Banks (Regulation Q).

Disclosure Requirement	Description	Pillar 3 reference	3Q20 10-Q	2019 10-K
1. Scope of application	Name of the top corporate entity	pg. 4	MD&A - Introduction	
	Descriptions of differences in basis for consolidating entities	pg. 4	Note 1 - Basis of Presentation	Note 1 - Basis of Presentation
	Restrictions on transfers of funds or total capital within the group	pg. 4		
	Aggregate amount of surplus capital of insurance subsidiaries	N/A		
	Aggregate amount of total capital that is less than minimum capital	N/A		
2. Capital structure	Terms and conditions of capital instruments	pg. 6		
	Capital composition	pg. 7		
3. Capital adequacy	Capital adequacy assessment process	pg. 8	MD&A - Capital and Regulatory Matters	MD&A - Capital and Regulatory Matters
	Capital ratios	pg. 9	MD&A - Capital and Regulatory Matters	MD&A - Capital and Regulatory Matters
	Risk-weighted assets by exposure type	pg. 9		
	Market risk-weighted assets	pg. 9		
4. Capital conservation buffer	Capital conservation buffer	pg. 10	MD&A - Capital and Regulatory Matters	MD&A - Capital and Regulatory Matters
	Calculated eligible retained income	pg. 10		
	Limitations of distributions and discretionary bonus payments	pg. 10		
5. Credit risk	Credit risk exposures	pg. 11		
	Policies and practices	pg. 5	Note 4 - Allowance for Credit Losses, Nonaccruing Loans and Leases, and Concentrations of Credit Risk	MD&A - Risk Governance
	Loans and related commitments	pg. 11	Note 3 - Loans and Leases & Note 12 - Commitments and Contingencies	Note 4 - Loans and Leases & Note 18 - Commitments and Contingencies
	Debt securities	pg. 11	Note 2 - Securities	Note 3 - Securities
	OTC derivatives	pg. 11	Note 9 - Derivatives & Note 13 - Fair Value Measurements	Note 13 - Derivatives

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Disclosure Requirement	Description	Pillar 3 reference	3Q20 10-Q	2019 10-K
	Geographic distribution of exposures	pg. 12		
	Allowance disaggregated on the basis of impairment methodology	pg. 12		
	Charge-offs during the period	pg. 12	Note 4 - Allowance for Credit Losses, Nonaccruing Loans and Leases, and Concentrations of Credit Risk	Note 5 - Allowance for Credit Losses, Nonperforming Assets, and Concentrations of Credit Risk
	Impaired loans by industry or counterparty	pg. 13	Note 4 - Allowance for Credit Losses, Nonaccruing Loans and Leases, and Concentrations of Credit Risk	Note 5 - Allowance for Credit Losses, Nonperforming Assets, and Concentrations of Credit Risk
	Past due loans by product	pg. 12	Note 4 - Allowance for Credit Losses, Nonaccruing Loans and Leases, and Concentrations of Credit Risk	Note 5 - Allowance for Credit Losses, Nonperforming Assets, and Concentrations of Credit Risk
	Impaired loans by geography	pg. 13		
	Reconciliation of changes in allowance	pg. 12	Note 4 - Allowance for Credit Losses, Nonaccruing Loans and Leases, and Concentrations of Credit Risk	Note 5 - Allowance for Credit Losses, Nonperforming Assets, and Concentrations of Credit Risk
	Remaining maturity of loans and loans held for sale	pg. 14		
	Remaining maturity of credit commitments and letters of credit	pg. 14		
6. Counterparty credit risk-related exposures	Policies and practices	pg. 15	Note 9 - Derivatives	Note 13 - Derivatives
	Counterparty risk exposure	pg. 15	Note 2 - Securities, Note 9 - Derivatives & Note 13 - Fair Value Measurements	Note 19 - Fair Value Measurements
	Credit derivatives purchased and sold	N/A		
7. Credit risk mitigation	Policies and processes	pg. 16		

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

Disclosure Requirement	Description	Pillar 3 reference	3Q20 10-Q	2019 10-K
	Exposures covered by eligible financial collateral	N/A		
	Exposures covered by guarantees/credit derivatives and related risk-weighted assets	pg. 16		
8. Securitization	Policies and practices	pg. 16		
	SPEs and affiliated entities	N/A		
	Accounting policies for securitization activities	pg. 18		
	Exposures securitized by the bank and resecuritizations	N/A		
	Securitization exposures by collateral type	pg. 17		
	Securitization exposures by risk weight	pg. 17		
9. Equities not subject to the market risk rule	Policies and practices	pg. 18	Note 7 - Variable Interest Entities	
	Amortized cost and fair value by type/nature and public versus nonpublic	pg. 18	Note 13 - Fair Value Measurements	
	Realized and unrealized gains (losses)	N/A		
	Capital requirements	pg. 18		
10. Interest rate risk for non-trading activities	Nature, assumptions and frequency of measurement	pg. 18	MD&A - Market Risk	MD&A - Market Risk
	Earnings sensitivity to rate movements	pg. 18	MD&A - Market Risk	MD&A - Market Risk

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

APPENDIX 2 - FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements regarding potential future share repurchases and future dividends as well as the potential effects of the COVID-19 pandemic on our business, operations, financial performance and prospects, are forward-looking statements. Also, any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “goals,” “targets,” “initiatives,” “potentially,” “probably,” “projects,” “outlook” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.”

Forward-looking statements are based upon the current beliefs and expectations of management, and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events. We caution you, therefore, against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. While there is no assurance that any list of risks and uncertainties or risk factors is complete, important factors that could cause actual results to differ materially from those in the forward-looking statements include the following, without limitation:

- Negative economic and political conditions that adversely affect the general economy, housing prices, the job market, consumer confidence and spending habits which may affect, among other things, the level of nonperforming assets, charge-offs and provision expense;
- The rate of growth in the economy and employment levels, as well as general business and economic conditions, and changes in the competitive environment;
- Our ability to implement our business strategy, including the cost savings and efficiency components, and achieve our financial performance goals;
- The COVID-19 pandemic and associated lockdowns and their effects on the economic and business environments in which we operate;
- Our ability to meet heightened supervisory requirements and expectations;
- Liabilities and business restrictions resulting from litigation and regulatory investigations;
- Our capital and liquidity requirements under regulatory capital standards and our ability to generate capital internally or raise capital on favorable terms;
- The effect of changes in interest rates on our net interest income, net interest margin and our mortgage originations, mortgage servicing rights and mortgages held for sale;
- Changes in interest rates and market liquidity, as well as the magnitude of such changes, which may reduce interest margins, impact funding sources and affect the ability to originate and distribute financial products in the primary and secondary markets;
- The effect of changes in the level of checking or savings account deposits on our funding costs and net interest margin;
- Financial services reform and other current, pending or future legislation or regulation that could have a negative effect on our revenue and businesses;
- A failure in or breach of our operational or security systems or infrastructure, or those of our third party vendors or other service providers, including as a result of cyber-attacks; and
- Management’s ability to identify and manage these and other risks.

In addition to the above factors, we also caution that the actual amounts and timing of any future common stock dividends or share repurchases will be subject to various factors, including our capital position, financial performance, capital impacts of strategic initiatives, market conditions and regulatory and accounting considerations, as well as any other factors that our Board of Directors deems relevant in making such a determination. Therefore, there can be no assurance that we will repurchase shares from or pay any dividends to holders of our common stock, or as to the amount of any such repurchases or dividends. Further, statements about the effects of the COVID-19 pandemic and associated lockdowns on our business, operations, financial performance and prospects may constitute forward-looking statements and are subject to the risk that the actual impacts may differ, possibly materially, from what is reflected in those forward-looking statements due to factors and future developments that are uncertain, unpredictable and in many cases beyond our control, including

CITIZENS FINANCIAL GROUP, INC.

September 30, 2020 Pillar 3 Regulatory Disclosures

the scope and duration of the pandemic, actions taken by governmental authorities in response to the pandemic, and the direct and indirect impact of the pandemic on our customers, third parties and us.

More information about factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in the “Risk Factors” section in Part II, Item 1A of our Form 10-Q for the period ended June 30, 2020 and Part I, Item 1A. of our Annual Report on Form 10-K for the year ended December 31, 2019.