

**Citizens Financial Group, Inc.**  
**Third Party Resource**  
**Code of Business Conduct and Ethics**



To: All Citizens Financial Group Third Party Resources

Our industry is one of the most heavily regulated in the United States. Yet, we know law and regulation can't be our only safeguards. Citizens Financial Group, Inc. relies on your good judgment and commitment to ethical behavior in the workplace to ensure we comply with regulatory requirements. We can truly do the right thing with the guidance found in the Citizens Financial Group, Inc. Third Party Resource Code of Business Conduct and Ethics.

All of us share the responsibility for living our values. Your cooperation is essential to upholding the company's standards of good banking and good citizenship. If you have questions or need assistance, please contact the Conduct and Ethics Office at [ConductandEthicsOffice@citizensbank.com](mailto:ConductandEthicsOffice@citizensbank.com).

Bruce Van Saun

A handwritten signature in black ink that reads "Bruce Van Saun". The signature is written in a cursive, flowing style.

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## **Policy Statement**

Citizens Financial Group, Inc.'s successful business operation depends not only on the competence of its employees, officers, directors, and third party resources but also upon its reputation for honesty, integrity, and lack of bias in the conduct of its business affairs. This Third Party Resource Code of Business Conduct & Ethics (the "Code"), along with the internal Code of Business Conduct and Ethics, establish the core standards of ethical conduct for our company and those working on our behalf including contractors and vendors. A separate but similar code is also in place for Bank Colleagues.

This Code applies to Citizens Financial Group, Inc.'s and its subsidiaries' (collectively referred to as "CFG") contractors, resources and others employed through third parties. They are responsible for reading and adhering to the Code as well as acting with honesty and integrity in all professional dealings related to CFG.

### **1. Introduction**

#### **1.1 Overview**

You must conduct yourself according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for CFG and for the individuals involved.

One of our most valuable assets is our reputation for honesty, professionalism and fairness. We must all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative.

Our culture is defined by four core values – serving customers, working together, doing the right thing and thinking long term – and keeps the customer at the heart of every decision. CFG conducts its business with integrity and in accordance with the following principles:

- Observe proper standards of market conduct;
- Foster accountability and transparency in our communications with customers, shareholders and other stakeholders;
- Manage conflict of interest risk appropriately;
- Maintain financial records in compliance with established accounting policies and principles;
- Require and encourage prompt internal reporting of any suspected violations of the Code, CFG's corporate policies, or the law; and
- Promote accountability for adherence to the Code.

While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, but rather set forth key guiding principles that represent CFG policies.

The Bank's Conduct and Ethics Office will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Bank's Audit Committee of the Board of Directors.

## **2.2 Compliance with Laws, Rules, Regulations and Policies**

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. You must not commit an illegal or unethical act or instruct others to do so for any reason. For the same reason, you are required to comply with the requirements of all applicable CFG policies, standards and related procedures.

If you believe that any practice raises questions as to compliance with this Code or applicable law, rule or regulation or if you otherwise have questions regarding any law, rule or regulation, please contact the appropriate office or individual within your employer. If you are uncomfortable speaking directly with your employer, you may contact the Conduct and Ethics Office via email or directly through any of the contacts listed in Appendix A: Reporting Conduct and Ethics Concerns or Obtaining Guidance.

Failure to comply with this Code as well as applicable CFG policies and procedures or any law, rule or regulation may result in Citizens terminating the contract with you or your employer, as well as potential civil or criminal liability.

## **2.3 Obtaining Guidance**

You must use good sense in considering what abiding by CFG's principles and standards requires—that includes knowing when to seek guidance on the appropriate course of conduct.

If you need further clarification regarding a particular provision of the Code or you need guidance in a specific situation, please contact the appropriate office or individual within your employer. If you are uncomfortable speaking directly with your employer, you may contact the Conduct and Ethics Office via email or directly through any of the contacts listed in Appendix A: Reporting Conduct and Ethics Concerns or Obtaining Guidance.

## **2.4 Reporting Violations of the Code**

If you know of, or suspect a violation of the Code, Bank policy, or business or HR practice, you must promptly report the matter. It is a violation of the Code for any supervisor, manager, or colleague to discourage anyone from filing a report or limiting the avenues in which to file a report; for example, instructing colleagues only to file reports with their direct managers.

Being directed to violate the Code by a supervisor, manager, or CFG employee, officer, or director is not a valid reason or excuse for committing the violation. If you are uncomfortable speaking directly with your employer, you may contact the Conduct and Ethics Office via email or directly through any of the contacts listed in Appendix A.

If you are not comfortable reporting a known or suspected violation in person, you may report anonymously, without fear of retaliation, by contacting the Right Call Hotline, at (877) 495-4727 or through the Right Call Website. If that is your choice, please provide sufficient information to enable CFG to properly investigate your report. You are encouraged to identify yourself in order to facilitate the investigation. Your report will be kept in confidence to the extent possible.

Making a report may not be an easy decision, but CFG has a strong commitment to protecting the integrity of our reporting system and the policy against retaliation. Reporting your concern enables CFG to resolve a potential problem, and you have an obligation to “do the right thing” by making a report whenever you suspect any violation of this Code. Reports are treated seriously and will be responded to appropriately. Retaliation against any individual who in good faith reports an issue or concern is not tolerated.

### **3. Protection of Customer and Company Assets**

#### **3.1 Fair Dealing**

You must deal fairly with customers, suppliers, competitors, the public and one another and in accordance with ethical business practices. No one may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. You must ensure that you fully understand customer needs before offering them products or services and you should place the customers’ needs ahead of offering or selling accounts or services just to meet incentive or performance objectives. No bribes, kickbacks or other similar payments in any form may be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action.

#### **3.2 Protection of Confidential Proprietary Information**

All corporate, customer, director, colleague and supplier information (other than information that is public knowledge as a result of authorized disclosure) is considered to be confidential, privileged and proprietary to CFG at all times during or following an individual’s affiliation with CFG. Protecting this information plays a vital role in our continued growth and ability to compete. All proprietary information must be maintained in strict confidence, and unauthorized disclosure is prohibited. Except for information that is protected from disclosure by any applicable law or privilege, nothing in this Code prohibits or limits communications with any federal, state, or local government agency or commission (“Government Agency”), or participation in any investigation or proceeding that may be conducted by any Government Agency, regarding suspected violations of law, including providing documents or other information, without notice to or approval from CFG.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to CFG, its customers or its suppliers if disclosed. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, employee medical information, customer and employee personal information (including social security

numbers, passwords, personal identification numbers and electronic access keys), suppliers lists and any unpublished financial or pricing information must also be protected.

We respect the property rights of other companies and their proprietary information and you are required to observe such rights.

Without exception, customer and bank information should be accessed on a need-to-know only basis, both internally within Citizens and externally with any third parties.

Your obligation to protect CFG's proprietary and confidential information continues even after you complete your work on behalf of CFG, and you must return all proprietary information in your possession upon this completion.

### **3.3 Protection and Proper Use of Company Assets**

Protecting company assets against loss, theft or other misuse is your responsibility. Loss, theft and misuse of company assets directly impact our profitability. Any suspected loss, misuse or theft should be reported to your employer. If you are uncomfortable speaking directly with your employer, you may contact Citizens' Conduct and Ethics Office.

### **3.4 Personal Investment Activities**

You and your immediate family members are prohibited from entering into investment transactions that would create, or give the appearance of creating, a conflict of interest between you, CFG and/or a customer. You must not accept offers to buy or sell securities at terms more favorable than those offered to the general public, which are available to you because of your working relationship within CFG.

Third Party Resources of a Citizens' broker-dealer should be aware of the additional restrictions and requirements contained in their broker-dealer Code of Conduct and Ethics and Compliance Policies and Procedures Manual.

### **3.5 Trading on Inside Information**

You must adhere to all applicable securities laws. Using non-public information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal. All such non-public information should be considered inside information and must never be used for personal gain.

### **3.6 Commitments**

You must not make any actual or implied commitments on CFG's behalf without proper authorization (e.g., a contract or sponsorship).

### **3.7 Limitation on Customer Advice**

Third Party Resources cannot give legal advice to customers on behalf of CFG. You should be careful in discussions with CFG customers and employees and refrain from saying

anything that might be interpreted as legal, tax or investment advice, except as may be appropriate in the performance of a fiduciary responsibility or as required in the ordinary course of business. No third party resource shall prepare, audit or certify any statement or document of a third party upon which CFG might have occasion to rely for lending or other purposes.

You should not recommend outside attorneys, accountants, insurance brokers, stockbrokers, real estate agents, etc., to CFG customers.

#### **4. Conflicts of Interest**

While performing services for or on behalf of CFG, you have an obligation to act in the best interest of CFG, and must endeavor to avoid situations that present a potential or actual conflict between your interest and the interest of CFG.

A “conflict of interest” occurs when a person’s private interest interferes in any way, or even appears to interfere, with the interest of CFG, including its subsidiaries and affiliates. A conflict of interest can arise when you take an action or have an interest that may make it difficult for you to perform your work objectively and effectively. Conflicts of interest may also arise when you (or your family members) receive improper personal benefits as a result of your work on behalf of CFG.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations which may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while associated with CFG that is in violation with the agreement between CFG and you and/or your employer.
- Accepting gifts of more than modest value or receiving personal discounts or other benefits as a result of your work on behalf of CFG.
- Competing with CFG for the purchase or sale of property, services or other interests that is in violation with the agreement between CFG and you and/or your employer.
- Accepting a business opportunity from a person doing business with or interested in doing business with CFG that is not available to other individuals on similar terms and is made available to you because of your work on behalf of CFG.
- Receiving a loan or guarantee of an obligation as a result of your work on behalf of CFG.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

CFG must rely on your character, integrity and judgment to avoid situations which may create a conflict of interest, or the appearance of a conflict. Third Party Resources must report actions that may involve a conflict of interest to their employer. If you have any



questions, consult your employer. If you are uncomfortable speaking directly with your employer, you may contact Citizens' Conduct and Ethics Office.

#### **4.1 Preferential Treatment in Providing Services**

Every customer, employee, and third party resource is entitled to courtesy and respect. We must provide a high level of professional service on a consistent basis. It is important to avoid improperly favoring the interests of certain customers, suppliers, government officials or other resources or employees or creating the appearance of such preferential treatment.

You may not process or approve any transactions for yourself or family members, including but not limited to: opening accounts, approving loans or overdrafts, processing deposits or payments, making investments, or transferring funds. Employees, vendors and resources of a Citizens' broker-dealer must comply with the requirements set forth within their broker-dealer Code of Conduct and Ethics, Compliance Policies and Procedures Manual.

#### **4.2 Gifts, Entertainment and Other Things of Value**

Any offer or receipt of a gift or entertainment must comply with the CFG Anti-Bribery and Corruption Policy which establishes thresholds for the recording and pre-approval of items.

Occasional business gifts to and entertainment of non-government employees in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of CFG business. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment, in any form, that would likely result in a feeling or expectation of personal obligation, should not be extended or accepted.

Practices that are acceptable in commercial business environments may be against the law or the policies governing federal, state or local government employees. Contact the Conduct and Ethics Office for guidance with regards to gifts and entertainment given or received by any CFG employees.

Except in certain limited circumstances, the Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value directly or indirectly to any "foreign official" for the purpose of obtaining or retaining business.

Third party resources performing work for a Citizens' broker-dealer may be subject to stricter limitations and must comply with the requirements set forth within their broker-dealer Code of Conduct and Ethics, Compliance Policies and Procedures Manual.

#### **4.3 Acting as a Fiduciary or Receiving a Bequest**

You or your family members may not accept appointments as executor, trustee, guardian, conservator, or other fiduciary or any appointment as consultant in connection with fiduciary matters, if related to the business of CFG or CFG's customers without prior approval from

CFG. Exceptions may be made in the case of family or personal relationships when circumstances make it clear that it is those relationships rather than the business of CFG that are the motivating factors.

#### **4.4 Purchase/Sale of Assets from a Fiduciary Account**

You are prohibited from purchasing assets from, or selling assets to, a trust, estate or other fiduciary account administered by CFG, other than in the ordinary course of performing your duties on behalf of CFG. This prohibition extends to any individuals who are acting on your behalf.

### **5. Outside Activities**

You must not engage in outside activities that interfere, compete or conflict or potentially conflict with the interest of CFG or impair your ability to meet your regular responsibilities to CFG. If you participate in non-profit activities or services as a representative of CFG, you must do so with the same level of ethics, professionalism and integrity exercised in the workplace and must comply with all requirements of this Code.

You must not commit CFG to an official sponsorship of a charitable or civic organization without the prior approval of the Bank's Corporate Affairs Department.

Third party resources of a Citizens' broker-dealer require additional disclosure and approval for some outside activities. Consult with your employer for these requirements.

#### **5.1 Political Activities and Contributions**

You may participate in political activities on your own time and in accordance with your political preferences. It must be clear that your participation is done as an individual and not as a representative of CFG. If you are considering becoming a candidate for an elected or appointed public office, you must advise your employer of your intention.

No political contributions in any form shall be offered or made on behalf of CFG, unless pre-approved by Citizens' Government Relations and the Conduct and Ethics Office. No assets, including time at work, use of CFG premises or equipment, or direct monetary payments, may be contributed to a political candidate, political action committee, or to support or oppose a ballot measure.

As an individual, you have the right to voluntarily participate in the political process. If you choose to participate in the political process you must do so as an individual, with your own money and on your own time, and not as a representative of CFG. Depending on your responsibilities related to CFG, your personal political contributions, and those of certain of your family members, could impact CFG's ability to continue to do business, or bid on new business, with government entities within certain jurisdictions in the United States.

## **5.2 Publications, Public Speaking and Honorariums**

You must seek written approval from CFG prior to referencing their work in any capacity. Furthermore, the content of any publication, presentation or speech notes that will be used must be approved by CFG.

## **6. Personal Conduct**

Integrity, transparency, and professionalism are the standards by which we are measured. You are expected to exhibit appropriate behavior outside of the workplace and to do not only what is legal but what is right, as this is a reflection upon CFG.

As financial services professionals, you are expected to be financially responsible in the handling of your personal affairs. You must not borrow from customers (other than members of your immediate family), CFG suppliers or CFG employees. Instead, you are encouraged to borrow only from recognized lending institutions.

## **7. Other Legal Obligations**

### **7.1 Anti-Money Laundering (AML) and Sanctions Compliance**

CFG is committed to keeping its banking services operating in full compliance with the law. You are CFG's lines of defense in preserving the integrity of those services.

We must be vigilant in determining the true identity of our customers in order to keep global financial and trading systems from being used as a channel for financing crime and terrorism. Business transactions will not be conducted with customers who fail to provide appropriate evidence of their identity or who provide misleading information.

CFG is required to comply with economic sanctions regulations that prohibit financial institutions from carrying out financial services for or to certain foreign governments or designated persons. CFG monitors its payment and other systems in order to identify any event that requires us to take action to freeze assets or report incidents to the authorities.

You must be alert to and report potential violations of or incidents relating to the AML and Sanctions policies and compliance programs.

### **7.2 Compliance with Antitrust Laws**

Antitrust laws prohibit anyone from entering into agreements (e.g., verbal or written, formal or informal) that could prevent, restrict or distort competition (i.e., prevent free market forces from operating). These arrangements include price fixing, information sharing and bid rigging.

### **7.3 Environment, Health and Safety**

CFG is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. We strive to provide a safe and healthy work environment for our employees and third parties and to avoid adverse impact and injury to the environment and communities in which we conduct our business.

If you become aware of or anticipate a situation that could have an adverse impact on matters related to workplace safety or the environment, please escalate to Citizens management.

### **7.4 Equal Opportunity, Non-Discrimination and Fair Employment**

CFG's policies for recruitment, advancement and retention of colleagues forbid discrimination on the basis of age, color, citizenship, disability or perceived disability, ethnicity, gender, gender identity or expression, genetic information, genetic characteristic, marital or domestic partner status, victim of domestic violence, family status/parenthood, military or veteran status, national origin, pregnancy/childbirth, colleague or a dependent's reproductive health decision making, race, religion, sexual orientation, or any other factor protected by federal, state and/or local laws. Our policies are designed to ensure that colleagues and third parties are treated, and treat each other, fairly and with respect and dignity. In keeping with this objective, conduct involving discrimination or harassment of others will not be tolerated. You are required to comply with CFG's policy on equal opportunity, non-discrimination and fair employment, copies of which are available online.

### **7.5 Integrity of Reports, Disclosures and Investigations**

CFG has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about our financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Commission and our other public communications must include full, fair, accurate, timely and understandable disclosure, and CFG has established a Disclosure Committee consisting of senior management to assist in monitoring such disclosures.

You must fully cooperate with audits conducted by internal audit staff, external auditing firms or with regulatory agencies. Questions raised by auditors or regulators must be responded to candidly and no adverse information in response to a question may be concealed.

You must fully cooperate with all internal investigations conducted by CFG, whether conducted by internal staff or by authorized external resources.

## **8. Waivers**

Any waivers of the provisions in this Code for executive officers or directors may only be granted by the Board of Directors and will be promptly disclosed to CFG's shareholders.

Any waivers of this Code may only be granted by the Conduct and Ethics Office (depending on the item requesting to be waived).

## **9. Amendments**

This Code must be reviewed annually by Managing Counsel, Employment and approved annually by the Head of Property and Procurement Corporate Services and the Chief Conduct and Ethics Officer.

Major changes to this Code applicable to the CEO and senior financial officers will be promptly disclosed to CFG's shareholders.

## **10. Revision History**

Original Policy Effective Date: April 25, 2019

Approved by the Chief Conduct and Ethics Officer: March 11, 2019

Approved by the Head of Property and Procurement Corporate Services and Chief Conduct and Ethics Officer: January 15, 2022

Version 2: January 15, 2022

## Appendix A: Reporting Conduct and Ethics Concerns or Obtaining Guidance

# Reporting Conduct and Ethics Concerns or Obtaining Guidance

The CFG Third Party Code of Business Conduct and Ethics addresses the most common issues you might encounter, but it can't cover everything. If you have questions or need to report concerns of possible violations of the Code, use these resources:

- **Contact the appropriate office or individual within your employer**
- **Email the Conduct and Ethics Office at [ConductandEthicsOffice@citizensbank.com](mailto:ConductandEthicsOffice@citizensbank.com)**
- **Contact the Chief Conduct and Ethics Officer or the Head of Conduct and Ethics Office**
- **Call the Right Call Hotline, at (877) 495-4727.** The Right Call hotline is available 24 hours a day, seven days a week, 365 days a year and is a confidential resource provided by an independent third party. No method of identifying callers is used and you may choose to remain anonymous when you call.
- **Use the Right Call Website**
- **Email the CFG Control Room at [CFG\\_ControlRoom@citizensbank.com](mailto:CFG_ControlRoom@citizensbank.com)**

If a situation involves an executive officer or director, you may report the Code violation to the Conduct and Ethics Office or the Chief Conduct and Ethics Officer, and the Conduct and Ethics Office will notify the Audit Committee and the Nominating and Corporate Governance Committee as appropriate.

If the situation involves the Conduct and Ethics Office, you may report the suspected violation directly to the Audit Committee by contacting the [Corporate Secretary](#).

In the case of accounting, internal controls, or auditing matters, you may report concerns directly to the Audit Committee by contacting the [Corporate Secretary](#).

During investigations, we keep the identities of colleagues and third party resources who report concerns confidential to the fullest extent possible. We ensure that questions and concerns are handled discreetly and thoroughly. Reports are treated seriously and will be responded to appropriately. Retaliation against any individual who in good faith reports an issue or concern is not tolerated.

## **Appendix B: Policies**

- Expense Management Policy
- Anti-Bribery and Corruption Policy