

May 23, 2024

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Depository Shares Each Representing a 1/40th Interest in a Share of 7.375% Fixed-Rate Non-Cumulative Perpetual Preferred Stock, Series H, of CITIZENS FINANCIAL GROUP, INC., under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink, appearing to be "M. J.", with a long horizontal flourish extending to the right.