

CITIZENS FINANCIAL GROUP INC/RI  
Form DEFA14A  
April 08, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**CITIZENS FINANCIAL GROUP, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 05, 2015**

***CITIZENS FINANCIAL GROUP, INC.***

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 16, 2015

**Date:** May 05, 2015      **Time:** 9:00 AM  
EDT

**Location:** Citizens Financial Group, Inc.  
One Citizens Plaza

Providence, RI 02903

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement

#### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL*\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 21, 2015 to facilitate timely delivery.

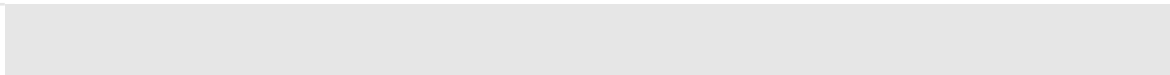
**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.



## Voting items

**The Board of Directors recommends that you**

**vote FOR the following:**

**1. Election of Directors**

**Nominees**

01	02	03	04	05
06	07	08	09	10
11	12			

01 02 Bruce A. Gandy      03 Anthony Di Iorio      04 Robert Gillespie      05 William P. Hankowsky  
06 07 Howard W. Leitch III      08 Charles J. (Bud) Koch      09 Arthur F. Ryan      10 Shivan S. Subramaniam  
11 12 Wendy A. Watson

**The Board of Directors recommends you vote FOR the following proposal(s):**

**2.** Ratify the appointment of our independent registered public accounting firm.

**3.** Advisory vote on executive compensation.

**The Board of Directors recommends you vote 1 YEAR on the following proposal:**

**4.** Advisory vote on the frequency of future advisory votes on executive compensation.

**The Board of Directors recommends you vote FOR the following proposal(s):**

**5.** Approve the material terms of the Citizens Financial Group, Inc. Performance Formula and Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.

**6.** Approve the material terms of the Citizens Financial Group, Inc. 2014 Omnibus Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, including the performance goals and individual award limitations.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.



**Reserved for Broadridge Internal Control Information**

**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO

BANKS AND BROKERS

AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

**Broadridge Internal Use Only**

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

Job #

Envelope #

Sequence #

# of # Sequence #