





### **Citizens Financial Group At-A-Glance\***

13th largest U.S. Bank

\$160.5 billion in assets

\$119.6 billion

in deposits

**\$16.5** billion

market cap

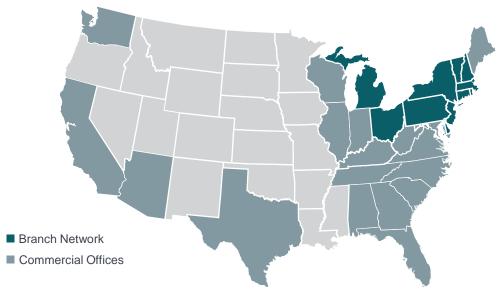
\$56.8 billion

of commercial loans

1,100

18,140





### Ratings: Citizens Bank, N.A.

(S&P / Moody's / Fitch)

L-T Issuer Rating: A- / Baa1 / BBB+

S-T Issuer Rating: A-2 / - / F2

L-T Deposits Rating: - / A1 / A-

S-T Deposits Rating: - / P-1 / F2

### **Capital Strength**

**Common Equity** 

Tier 1 Capital Ratio: 10.6%

Total Capital Ratio: 13.3%

Source: Thomson Reuters LPC and Citizens

\*As of December 31, 2018, Deposits exclude repurchase agreements. Colleague, ATM, and branch totals are rounded. Commercial loans figure include total commercial loans & leases. Credit ratings for CFG (except Moody's, which is for CFG bank subsidiaries) accurate as of December 31, 2018. Rankings of commercial bank holding companies as of December 31,2018. Market Cap as of January 18, 2019.

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### **Community Commitment At-A-Glance**

Commitment to our community is at the core of Citizens' culture

Citizenship is at the heart of who we are, rooted in the belief that when people and communities reach their potential, we all thrive.

Citizens Helping Citizens is our community engagement platform through which we build partnerships to develop neighborhoods, transform lives and stimulate economic renewal. We roll up our sleeves and work alongside our neighbors to build stronger communities.

Through our partnerships with Feeding America, Junior Achievement, Local Initiatives Support Corporation (LISC), and hundreds of local nonprofit organizations, we focus our efforts on specific areas that we believe will fortify the overall well being of our communities:

- Fighting Hunger
- Teaching Money Management
- Strengthening Communities

For more information, visit citizensbank.com/community



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Follow us on Instagram instagram.com/citizensbank



Follow us on LinkedIn linkedin.com/company/citizensbank

#### **Community Giving: 2018**

\$14 million

To support **community programs and events** across our footprint from Citizens
Bank and the Citizens Charitable
Foundation

\$921 thousand

In matching gifts, amplifying the generosity of our colleagues' charitable giving

350 thousand

People reached through financial literacy programming throughout our footprint

113 thousand

Hours given by our colleagues to nonprofit organizations where they serve on hundreds of boards and volunteer their time to help local communities

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# **Citizens' Full Suite of Corporate Banking Products**

TRADITIONAL CREDIT OFFERINGS	CAPITAL MARKETS & CORPORATE FINANCE ADVISORY	GLOBAL MARKETS OFFERINGS	TREASURY, DEPOSIT AND CASH MANAGEMENT
Commercial Loans  Revolving Lines of Credit / Term Loans  Asset-Based Lending  Owner-Occupied Real Estate	<ul> <li>Capital Markets</li> <li>Loan Syndications</li> <li>High Yield</li> <li>Loan Sales and Trading</li> <li>Public / Private Equity</li> </ul>	Interest Rate  Vanilla Swaps Forward Starting Strategies Structured Strategies Collars Embedded Floor Cancellable  Foreign Exchange Spot Exchange Services Forwards / NDFs Options Cross-Currency Swaps Online Dealing Daily Market Updates  Commodities Swaps Options Cross-Instrument Structures Customized Structures	Information Reporting - accessMONEY Manager® - accessMOBILE®
Asset Finance Capital Leases Tax Leases	M&A Advisory  Buy-Side / Sell-Side  Minority Recapitalizations		Liquidity Management  DDAs / MMAs / CDs  Overnight Sweep  Evergreen Time Deposit  Escrow Services  Payables and Receivables Management  Retail and Wholesale Lockbox  E-Z Deposit®  Integrated Receivables / Payables  Merchant Services  accessAPCard™  oneCard / Pcard
Trade Finance  Standby Letters of Credit Import Letters of Credit Supply Chain Finance	<ul> <li>Strategic / Financial Sales</li> <li>Structured Finance</li> <li>Buy-Side / Sell-Side</li> <li>Minority Recapitalizations</li> <li>Strategic / Financial Sales</li> </ul>		
	Asset Backed Finance  Asset Backed Securitization  Corporate Credit Securitization		
	Industry Verticals  Dedicated Industry Teams		

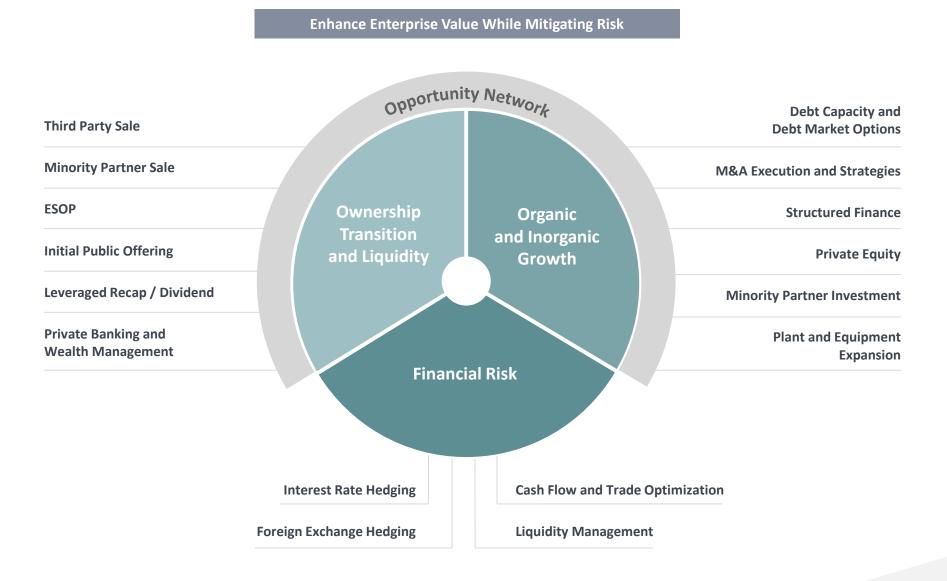
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### **Deep Industry Knowledge**

capital markets teams
with deep industry
experience can offer
better ideas, proven
solutions and value
beyond banking

Commercial **Chemicals Energy Real Estate Food and Beverage** Healthcare **Technology Consumer and** Convenience **Industrials** Retail and Fuels Aerospace and **Transportation and Business Services Defense** Logistics

# **Stakeholder Financial Objectives and Strategies**



# Citizens' Role in the Creation of Liquidity



Citizens' relationship teams interface with clients to discuss strategic objectives and provide a roadmap for financing



After arriving at an appropriate capital structure, Citizens' Syndicate desk will identify potential investors whose investment criteria match the financing needs



Citizens approaches these investors to gauge interest, negotiate terms and close



#### **Sources of Capital / Liquidity**

### **Continued Momentum for Citizens Capital Markets**

#### FY 2018 Top 10 for Middle Market League Categories

#6

#3

#6

Overall Middle Market (1)

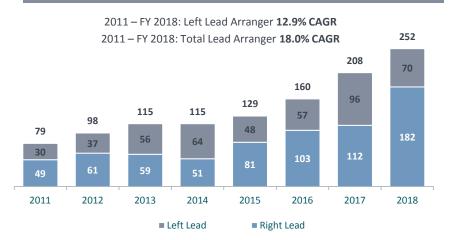
Sponsored Middle Market (2) Traditional Middle Market (3)

The origination and execution team is in excess of 50 professionals focused on providing capital markets advice and execution capabilities.

Our sales and trading platform is focused on distributing and supporting institutional transactions through strong relationships with Finance Companies, BDCs, Hedge Funds and CLOs.

1-Total \$ volume and # deals 2- Total # deals 3- Total \$ volume

#### FY 2018 U.S. Lead Arranged Transactions<sup>(1)</sup>



#### 1 Includes all transactions, excluding real estate transactions

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#### FY 2018 Middle Market<sup>(2)</sup> Bookrunner

Bookrunner	Volume (\$ in MM)	# of Deals
1. Wells Fargo & Company	23,802	157
2. JP Morgan	14,665	155
3. Bank of America Merrill Lynch	13,115	144
4. Antares Holdings	9,366	139
5. BMO Capital Markets	6,983	109
6. Citizens Financial Group	7,176	99
7. PNC Bank	7,806	92
8. Capital One Financial Corp	5,996	85
9. U.S. Bancorp	5,469	79
10. SunTrust Bank	5,897	70

#### FY 2018 Sponsored Middle Market<sup>(2)</sup> Bookrunner

Bookrunner	<b>Volume</b> (\$ in MM)	# of Deals
1. Antares Holdings	9,042	137
2. BMO Capital Markets	3,447	64
3. Citizens Financial Group	3,444	52
4. Madison Capital Funding LLC	3,031	44
5. Wells Fargo & Company	5,743	37
6. Bank of America Merrill Lynch	2,631	36
7. Capital One Financial Corp	1,508	30
8. Credit Suisse	3,059	27
9. PNC Bank	1,839	26
10. Jefferies	2,637	23

<sup>2</sup> Middle Market defined as Borrower Revenues and Deal Size ≤ \$500MM per LPC Source: Thomson Reuters LPC and Citizens

## **Enhanced M&A Capabilities**

Western Reserve, a division of Citizens Capital Markets, Inc., is a leading investment banking firm

What We Do	Financial Advisory Services		Focused Industry Verticals	
	<ul> <li>Mergers and Acquisitions (Sell-Side</li> <li>Capital Raising (Subordinated / Me</li> <li>Financial Opinions and Valuations</li> <li>Restructuring and Bankruptcy</li> </ul>		<ul><li>Consumer</li><li>Healthcare</li><li>Industrial</li></ul>	<ul><li>Real Estate</li><li>Services</li><li>Technology</li></ul>
Why We're Different	Dedicated Senior Attention	Long-Term Perspective		Global Reach
	<ul> <li>Managing Directors average nearly 30 years of experience</li> </ul>	<ul> <li>We put the long-term interests of our clients ahead of short-term financial gain</li> <li>Many of our client relationships have spanned a decade or longer, and</li> </ul>		<ul> <li>Oaklins, the world's most experienced mid-market M&amp;A advisory organization</li> </ul>
	<ul> <li>Collectively executed more than 600 transactions</li> <li>All investment banking professionals are FINRA licensed with Series 79, 24, and 63 designations as appropriate</li> </ul>			<ul> <li>47 investment banking firms in</li> <li>41 countries</li> </ul>
		several have entrus multiple engageme		<ul> <li>20% of Western Reserve transactions closed with an international counterparty</li> </ul>
	Industry Leading Clie	nts		Unparalleled Results

**Our Results** 

Western Reserve's reference list is extensive and is comprised of companies that are U.S. or global leaders in their respective industries.

Thoughtful advice, keen market insight and well-crafted transaction processes have resulted in over 80% of our sell-side engagements closing at valuation ranges that meet or exceed

expectations.

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