



New York Stock Exchange  
11 Wall Street  
New York, NY 10005

October 25, 2019

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 Depositary Shares Each Representing a 1/40th Interest in a Share of 5.000% Fixed-Rate Non-Cumulative Perpetual Preferred Stock, Series E of CITIZENS FINANCIAL GROUP, INC. under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink, appearing to read "Barry Sanyal", written in a cursive style.