

SUPPLEMENTARY PROSPECTUS DATED 1 MAY 2020



The Royal Bank of Scotland Group plc

*(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980,
registered number SC045551)*

£40,000,000,000

Euro Medium Term Note Programme

This supplement (the "**4th Supplementary Prospectus**") to the Prospectus dated 21 November 2019 (as supplemented, the "**Prospectus**"), which comprises a base prospectus for the purpose of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the Prospectus Regulation and has been prepared in connection with the £40,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by, The Royal Bank of Scotland Group plc (the "**Issuer**" or "**RBSG**" and, together with its subsidiaries consolidated in accordance with International Financial Reporting Standards, the "**Group**"). Terms defined in the Prospectus have the same meaning when used in this 4th Supplementary Prospectus.

This 4th Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein.

The Issuer accepts responsibility for the information contained in this 4th Supplementary Prospectus. To the best of the knowledge of the Issuer such information is in accordance with the facts and makes no omission likely to affect its import.

Purpose of the Supplementary Prospectus

The purpose of this 4th Supplementary Prospectus is to:

- (a) incorporate by reference into the Prospectus:
 - (i) the March 2020 Director Change Announcement (as defined below);
 - (ii) the Response to Covid-19 Announcement (as defined below); and
 - (iii) the RBSG Q1 2020 IMS (as defined below);
- (b) following publication of the RBSG Q1 2020 IMS, update the statement of no significant change;
- (c) update the forward-looking statements information set out in the Prospectus;
- (d) update the risk factors set out in the Prospectus; and
- (e) update certain information relating to legal proceedings.

Incorporation of Information by Reference

By virtue of this 4th Supplementary Prospectus:

- (a) the announcement entitled "The Royal Bank of Scotland Group plc – Directorate Changes" (the "**March 2020 Director Change Announcement**"), which was published via the regulatory news service of the London Stock Exchange plc on 17 March 2020;
- (b) the announcement entitled "The Royal Bank of Scotland Group plc – Response to Covid-19" (the "**Response to Covid-19 Announcement**"), which was published via the regulatory news service of the London Stock Exchange plc on 1 April 2020; and
- (c) the unaudited Q1 2020 Interim Management Statement of the Group (excluding the row titled "*Pro forma CET 1 ratio, pre dividend accrual*" in, and footnote 4 to, the table under the heading "*Balance sheet key metrics and ratios*" on page 4) (the "**RBSG Q1 2020 IMS**"), which was published via the regulatory news service of the London Stock Exchange plc on 1 May 2020,

each of which has been (1) previously published and (2) filed with the Financial Conduct Authority, shall be incorporated in, and form part of, the Prospectus.

For at least ten years from the date of the Prospectus, a copy of any or all of the information which is incorporated by reference in the Prospectus can be obtained from the website of the Issuer at <https://investors.rbs.com/regulatory-news/company-announcements.aspx> and from the London Stock Exchange plc's website at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

If a document which is incorporated by reference in the Prospectus by virtue of this 4th Supplementary Prospectus itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this 4th Supplementary Prospectus.

It should be noted that, except as set forth above, no other portion of the above documents is incorporated by reference into the Prospectus. In addition, where sections of any of the above documents which are incorporated by reference into the Prospectus cross-reference other sections of the same document, such cross-referenced information shall not form part of the Prospectus, unless otherwise incorporated by reference herein. Those parts of the documents incorporated by reference which are not specifically incorporated by reference in this 4th Supplementary Prospectus are either not relevant for prospective investors or the information is included elsewhere in the Prospectus.

Statement of No Significant Change

There has been no significant change in the financial position or financial performance of the Group taken as a whole since 31 March 2020 (the end of the last financial period for which the latest audited or interim financial information of the Group has been published).

Updating the forward-looking statements information set out in the Prospectus

The section entitled "*Forward-looking Statements*" set out on page v of the Prospectus shall be deleted and replaced with the following:

"This Prospectus, including certain documents incorporated by reference herein, contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, such as statements that include, without limitation, the words 'expect', 'estimate', 'project', 'anticipate', 'commit', 'believe', 'should', 'intend', 'plan', 'could', 'probability',

'risk', 'Value-at-Risk (VaR)', 'target', 'goal', 'objective', 'may', 'endeavour', 'outlook', 'optimistic', 'prospects' and similar expressions or variations on these expressions. These statements concern or may affect future matters, such as the Group's future economic results, business plans and strategies. In particular, this Prospectus, including certain documents incorporated by reference herein, may include forward-looking statements relating to the Group in respect of, but not limited to: its regulatory capital position and related requirements, its financial position, profitability and financial performance (including financial, capital and operational targets), its access to adequate sources of liquidity and funding, increasing competition from new incumbents and disruptive technologies, its exposure to third party risks, its ongoing compliance with the UK ring-fencing regime and ensuring operational continuity in resolution, its impairment losses and credit exposures under certain specified scenarios, substantial regulation and oversight, ongoing legal, regulatory and governmental actions and investigations, the transition of LIBOR and IBOR rates to alternative risk free rates and the Group's exposure to economic and political risks (including with respect to terms surrounding Brexit and climate change), operational risk, conduct risk, cyber and IT risk, key person risk and credit rating risk. Forward-looking statements are subject to a number of risks and uncertainties that might cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statements. Factors that could cause or contribute to differences in current expectations include, but are not limited to, the final number of PPI claims and their amounts, legislative, political, fiscal and regulatory developments, accounting standards, competitive conditions, technological developments, interest and exchange rate fluctuations, general economic and political conditions and the uncertainty surrounding the COVID-19 pandemic and its impact on the Group. These and other factors, risks and uncertainties that may impact any forward-looking statement or the Group's actual results are discussed in the 2019 Annual Report and Accounts of RBSG and the RBSG Q1 2020 IMS. The forward-looking statements contained in this Prospectus, including certain documents incorporated by reference herein, speak only as of the date of such document and the Group does not assume or undertake any obligation or responsibility to update any of the forward-looking statements contained in this document, whether as a result of new information, future events or otherwise, except to the extent legally required."

Updating the risk factors set out in the Prospectus

The section entitled "*Risk Factors relating to the Issuer*" set out on page 6 of the Prospectus shall be deleted and replaced with the following:

"Prospective investors should consider the section entitled "*Risk Factors*" at pages 281 to 295 in the 2019 Annual Report and Accounts of RBSG as referred to in, and incorporated by reference into, this Prospectus and the section entitled "*Risk Factors*" on pages 29 to 31 in the RBSG Q1 2020 IMS as referred to in, and incorporated by reference into, this Prospectus."

Updating the legal proceedings disclosure set out in the Prospectus

The section entitled "*Legal Proceedings*" on page 75 of the Prospectus shall be deleted and replaced with the following:

"Legal Proceedings

For a description of the material governmental, legal or arbitration proceedings that RBSG and the Group face, see:

- (i) the section entitled "*Litigation, investigations and reviews*" in the "Notes" at pages 256 to 261 of the 2019 Annual Report and Accounts of RBSG as referred to in, and incorporated by reference into, this Prospectus; and
- (ii) the section entitled "*Litigation, investigations and reviews*" in the "Notes" at pages 27 to 28 of the RBSG Q1 2020 IMS as referred to in, and incorporated by reference into, this Prospectus."

Legal Proceedings

Other than as referred to in (i) the section entitled "*Litigation, investigations and reviews*" in the "Notes" at pages 256 to 261 of the 2019 Annual Report and Accounts of RBSG as referred to in, and incorporated by reference into, this Prospectus; and (ii) the section entitled "*Litigation, investigations and reviews*" in the "Notes" at pages 27 to 28 of the RBSG Q1 2020 IMS as referred to in, and incorporated by reference into, this Prospectus, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this 4th Supplementary Prospectus, a significant effect on the financial position or profitability of RBSG or the Group.

Other Information

To the extent that there is any inconsistency between any statement in this 4th Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in this 4th Supplementary Prospectus will prevail.

Save as disclosed in this 4th Supplementary Prospectus no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

The hyperlinks included in this 4th Supplementary Prospectus are included for information purposes only and the websites and their content are not incorporated into, and do not form part of, this 4th Supplementary Prospectus or the Prospectus.