

SUPPLEMENTARY PROSPECTUS DATED 26 APRIL 2019



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 "**3rd Supplementary Prospectus**") to the Prospectus dated 14 December 2018 (as supplemented, the "**Prospectus**"), which comprises a base prospectus for the purpose of Directive 2003/71/EC (as amended or superseded), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and has been prepared in connection with the £40,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by, *inter alios*, The Royal Bank of Scotland Group plc (the "**Issuer**" or "**RBSG**"). Terms defined in the Prospectus have the same meaning when used in this 3rd Supplementary Prospectus.

This 3rd 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 3rd Supplementary Prospectus. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplementary Prospectus

The purpose of this 3rd Supplementary Prospectus is to:

- (a) incorporate by reference into the Prospectus:
 - (i) the April 2019 Segmental Reporting Restatement Document (as defined below);
 - (ii) the 25 April Director Change Announcement (as defined below); and
 - (iii) the RBSG Q1 2019 IMS (as defined below);
- (b) following the publication of the RBSG Q1 2019 IMS, update the statement of no significant change for RBSG; and
- (c) update certain information relating to legal proceedings.

Incorporation of Information by Reference

By virtue of this 3rd Supplementary Prospectus:

- (a) the unaudited Segmental Reporting Restatement Document of April 2019 (the "**April 2019 Segmental Reporting Restatement Document**"), which was published via the regulatory news service of the London Stock Exchange plc on 17 April 2019;

- (b) the announcement entitled "The Royal Bank of Scotland Group plc – Director Change" (the "**25 April Director Change Announcement**"), which was published via the regulatory news service of the London Stock Exchange plc on 25 April 2019; and
- (c) the unaudited Q1 2019 Interim Management Statement (excluding: (i) the row titled "*Pro forma CET 1 ratio, pre dividend accrual*" in, and footnote 5 to, the table under the heading "*Balance sheet related key metrics and ratios*" on page 2; and (ii) from the third sentence to the end of footnote 1 to the table under the heading "*NatWest Markets*" on page 6) (the "**RBSG Q1 2019 IMS**"), which was published via the regulatory news service of the London Stock Exchange plc on 26 April 2019,

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.

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://www.rbs.com> 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 3rd 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 3rd 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 3rd 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 trading or financial position of the Group taken as a whole since 31 March 2019 (the end of the last financial period for which the latest audited or interim financial information of the Group has been published).

Updating the legal proceedings disclosure set out in the Prospectus

The section entitled "Legal Proceedings" on page 72 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 230 to 235 of the 2018 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 page 17 of the RBSG Q1 2019 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 230 to 235 of the 2018 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 page 17 of the RBSG Q1 2019 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 3rd 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 3rd Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in this 3rd Supplementary Prospectus will prevail.

Save as disclosed in this 3rd Supplementary Prospectus no other significant new factor, material mistake or 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 3rd 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 3rd Supplementary Prospectus or the Prospectus.