

Corporate Action Notice



December 5, 2018

Redemption

The Royal Bank Of Scotland Group plc
American Depositary Shares Representing Non-Cumulative USD Preference Shares Series S
DR CUSIP: 780097739 / DR ISIN: US7800977396
DR Ticker Symbol: RBS PR S
Ratio (DS: Underlying Shares): 1: 1

The Royal Bank of Scotland Group plc ("RBSG") has given notice to holders of the redemption on December 31, 2018 (the "Redemption Date"), in whole, of the Non-cumulative USD Preference Shares, Series S (ADS CUSIP: 780097739; ADS ISIN: US7800977396) with outstanding amount of US\$661,226,000.00 (the "Preference Shares") and the corresponding series of American Depositary Shares ("ADSs"), at the redemption price of US\$25.00 per Preference Share plus accrued dividends for the current dividend period to the Redemption Date, which dividend shall equal US\$0.412500 per Preference Share. The Preference Shares will cease to accrue dividends and shall be cancelled, as from the Redemption Date. The redemption amount with respect to the Preference Shares shall be paid out of distributable reserves of RBSG.

On the Redemption Date, the depositary for the American depositary receipts evidencing the ADSs will redeem the number of ADSs corresponding to the Preference Shares being redeemed at a price per ADS equal to the per share amount received by the depositary upon redemption of the Preference Shares. As from the Redemption Date, the holders of the ADSs representing the Preference Shares will, upon surrender of the ADSs, be entitled to receive funds deposited with The Bank of New York Mellon as depositary with respect to the Preference Shares, without interest. The ADSs will cease to trade on the New York Stock Exchange from the Redemption Date.

To learn more about DRs, please contact DRBrokerSolutions@bnymellon.com or visit our website at adrbnymellon.com.

PLEASE SEE INVESTOR DISCLOSURE ON LAST PAGE.

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