

RBS Capital Funding Trust VII

Half Year Accounts and Management Report 2014

RBS CAPITAL FUNDING TRUST VII

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MANAGEMENT REPORT

Financial position and performance

RBS Capital Funding Trust VII (the “Trust”) reported a net loss of approximately \$25.8 million for the six months ended June 30, 2014 primarily related to the reduction in the effective interest rate on the investment securities. The revised effective interest rate was due to the change in expectations of future cash flows driven by the interest suspension period.

In 2014, the Trust employed no staff.

Outlook

Effective April 1, 2011, the Trust suspended interest payments on the Trust Securities through and including March 31, 2013. The Trust resumed interest payments on the Trust Securities for the quarter ended June 30, 2013.

Management does not expect any significant change in the activities of the Trust.

Management Disclosure

In accordance with the European Transparency Directive implemented in the Netherlands as part of the Act of Financial Supervision (Wet op het Financieel Toezicht (“WFT”)), we declare that, to the best of our knowledge:

1. the financial statements give a true and fair view, in all material respects, of the assets, liabilities, financial position and profit and loss of the Trust;
2. the report gives a true and fair view, in all material respects, of the Trust and its related entities as at June 30, 2014 and their state of affairs during 2014; and
3. the report describes the material risks that the Trust is facing.

Jan-Bart van Roon, President

Jason Hauf, Trustee

August 22, 2014

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF FINANCIAL CONDITION

JUNE 30, 2014 and DECEMBER 31, 2013

(Unaudited, In thousands except for share information)

| | 2014 | 2013 |
|--|---------------------|---------------------|
| ASSETS | | |
| Cash | \$ 1 | \$ 1 |
| Accrued interest receivable | 51,501 | 77,252 |
| Investment securities (Note 3) | | |
| Available-for-sale (cost \$1,800,000) | <u>1,735,200</u> | <u>1,510,560</u> |
| TOTAL ASSETS | <u>\$ 1,786,702</u> | <u>\$ 1,587,813</u> |
| LIABILITIES AND STOCKHOLDER'S (DEFICIT) EQUITY | | |
| LIABILITIES: | | |
| Trust securities (Note 4) | <u>\$ 1,800,000</u> | <u>\$ 1,800,000</u> |
| Total liabilities | <u>1,800,000</u> | <u>1,800,000</u> |
| STOCKHOLDER'S (DEFICIT) EQUITY: | | |
| Common stock, \$25 par value — authorized, issued and outstanding 40 shares | 1 | 1 |
| Accumulated other comprehensive loss | (64,800) | (289,440) |
| Retained earnings | <u>51,501</u> | <u>77,252</u> |
| Total stockholder's deficit | <u>(13,298)</u> | <u>(212,187)</u> |
| TOTAL LIABILITIES AND STOCKHOLDER'S (DEFICIT) EQUITY | <u>\$ 1,786,702</u> | <u>\$ 1,587,813</u> |

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF COMPREHENSIVE INCOME SIX MONTHS ENDED JUNE 30, 2014 and 2013 (Unaudited, In thousands)

| | 2014 | 2013 |
|-----------------------------|-------------------|------------------|
| Interest income (Note 3) | \$ 28,969 | \$ 28,969 |
| Interest expense (Note 4) | <u>54,720</u> | <u>53,726</u> |
| NET LOSS | (25,751) | (24,757) |
| Other comprehensive income | <u>224,640</u> | <u>40,320</u> |
| COMPREHENSIVE INCOME | <u>\$ 198,889</u> | <u>\$ 15,563</u> |

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF CHANGES IN STOCKHOLDER'S (DEFICIT) EQUITY

JUNE 30, 2014 and DECEMBER 31, 2013

(Unaudited, In thousands)

| | <u>Common Stock</u> | <u>Accumulated Other Comprehensive Income (Loss)</u> | <u>Retained Earnings</u> | <u>Total Stockholder's Equity (Deficit)</u> |
|--|-------------------------|--|------------------------------|---|
| BALANCE, JANUARY 1, 2013 | \$ 1 | \$ (308,160) | \$ 127,759 | \$ (180,400) |
| Unrealized gain on available-for-sale securities | - | 40,320 | - | 40,320 |
| Net loss | - | - | (24,757) | (24,757) |
| BALANCE, JUNE 30, 2013 | 1 | (267,840) | 103,002 | (164,837) |
| Unrealized loss on available-for-sale securities | - | (21,600) | - | (21,600) |
| Net loss | - | - | (25,750) | (25,750) |
| BALANCE, DECEMBER 31, 2013 | 1 | (289,440) | 77,252 | (212,187) |
| Unrealized gain on available-for-sale securities | - | 224,640 | - | 224,640 |
| Net loss | - | - | (25,751) | (25,751) |
| BALANCE, JUNE 30, 2014 | <u>\$ 1</u> | <u>\$ (64,800)</u> | <u>\$ 51,501</u> | <u>\$ (13,298)</u> |

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF CASH FLOWS

SIX MONTHS ENDED JUNE 30, 2014 and 2013

(Unaudited, In thousands)

| | 2014 | 2013 |
|---|-------------|-------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (25,751) | \$ (24,757) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Amortization of carrying value adjustment of Trust Securities | - | 26,366 |
| Change in assets: | | |
| Accrued interest receivable | 25,751 | (28,969) |
| Change in liabilities: | | |
| Accrued interest payable | - | 27,360 |
| Net cash provided by operating activities | - | - |
| CASH, BEGINNING OF YEAR | <u>1</u> | <u>1</u> |
| CASH, END OF PERIOD | <u>\$ 1</u> | <u>\$ 1</u> |
| <u>Supplemental cash flow information:</u> | | |
| Interest paid | \$ 54,720 | \$ - |

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

NOTES TO FINANCIAL STATEMENTS

AS OF JUNE 30, 2014 AND DECEMBER 31, 2013 AND FOR THE SIX MONTHS ENDED

JUNE 30, 2014 AND 2013

(Unaudited, Amounts in thousands unless otherwise noted)

1. ORGANIZATION AND NATURE OF OPERATIONS

The Trust is a wholly owned subsidiary of The Royal Bank of Scotland N.V. (the “Bank”), which is a wholly owned subsidiary of RBS Holdings N.V. (“Holdings”). Holdings is a wholly owned subsidiary of RFS Holdings B.V. (“RFS”), which itself is 97.7% owned by The Royal Bank of Scotland Group plc (“RBS”). The Trust is economically and financially dependent on the Bank and Holdings.

The United Kingdom (“UK”) Government is the ultimate majority shareholder of RBS. The UK Government’s shareholding is managed by UK Financial Investments Limited, a company wholly owned by the UK Government.

The Trust, a statutory trust, was formed under the Statutory Trust Act pursuant to the Amended and Restated Trust Agreement dated as of July 3, 2003 (the “Trust Agreement”), and as amended on September 27, 2007, and a Certificate of Trust filed with the Secretary of State of the State of Delaware on April 1, 2003 for the sole purpose of issuing and selling its preferred securities (the “Trust Securities”), which represent an undivided beneficial interest in assets of the Trust and investing the proceeds thereof in the RBS Capital Funding LLC VII (“Funding LLC”) preferred securities (the “LLC Securities”). Funding LLC used the proceeds from the issuance of the LLC Securities to invest in “Initial Intercompany Securities” issued by the Bank. Distributions, redemption and liquidation payments paid by the Funding LLC on the LLC Securities will pass through the Trust to pay distributions, redemption and liquidation payments on the Trust Securities. The Trust Securities are listed and traded on the NYSE Euronext exchange. The Bank of New York Trust Company, N.A., a Delaware Trustee, (“Trustee”) is the Trustee, Registrar, Property Trustee, and Paying Agent.

In the ordinary course of business, the Trust has transactions with affiliates. The Trust defines affiliates as wholly owned subsidiaries or branches of RBS unless otherwise indicated in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates — The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions regarding the fair value of the investment securities and amortized cost basis of the Trust Securities that affect the amounts reported in the financial statements and accompanying disclosures. These estimates and assumptions are based on management’s judgment and available information. Actual results could differ from those estimates.

The Trust’s policy is to consolidate all entities in which it owns more than 50% of the outstanding voting stock unless it does not control the entity. However, the Trust did not have a controlling financial interest in any entity in the periods presented in the accompanying financial statements. Further, the Trust consolidates any variable interest entity for which the Trust is the primary

RBS CAPITAL FUNDING TRUST VII

NOTES TO FINANCIAL STATEMENTS

AS OF JUNE 30, 2014 AND DECEMBER 31, 2013 AND FOR THE SIX MONTHS ENDED

JUNE 30, 2014 AND 2013

(Unaudited, Amounts in thousands unless otherwise noted)

beneficiary. However, the Trust has determined that it was not the primary beneficiary of any variable interest entity in the periods presented in the accompanying financial statements.

Investment Securities — The securities are classified as debt securities as they represent a preferred ownership interest in Funding LLC and by their terms must be redeemed by Funding LLC. The LLC Securities are classified as available-for-sale securities and measured at fair value with unrealized gains and losses reported as a component of accumulated other comprehensive income included in stockholder's equity. Interest income on the securities is recognized at the effective interest rate which is calculated using the interest rate method. Any changes in expectations of future cash flows are applied prospectively by adjusting the current effective interest rate. The investment securities are evaluated for impairment at each reporting date. With respect to the Trust investment securities, an other-than-temporary impairment is recognized if the Trust (a) intends to sell or expects to be required to sell the debt security before amortized cost is recovered or (b) does not expect to ultimately recover the amortized cost basis even if it does not intend to sell the security. Losses under (a) are recognized in earnings. Under (b) the credit loss component is recognized in earnings and any difference between fair value and the amortized cost basis net of the credit loss is reflected in other comprehensive income.

Fair Value Measurement — The Trust's available-for-sale investment securities are recorded at fair value on the Trust's statements of financial condition.

Fair value is defined as the price that could be received in an asset sale, or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Control Environment

The control environment for the determination of the fair value of financial instruments includes the development and review of the appropriate pricing model for the financial instruments. The Company ensures that this model has been appropriately reviewed and accepted as appropriate for the financial instruments being valued.

Valuation Hierarchy

The accounting guidance for fair value measurements establishes a framework for measuring fair value using a three level hierarchy based upon the market observability and reliability of inputs used to value assets and liabilities, and requires enhanced disclosures about fair value measurements. Fair value measurement accounting guidance does not dictate when fair value should be the basis to account for a financial instrument, nor does it prescribe which valuation technique should be used. An entity is required to choose appropriate valuation techniques based upon market conditions, availability, reliability, and observability of valuation inputs.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value based upon the transparency and observability of such inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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NOTES TO FINANCIAL STATEMENTS

AS OF JUNE 30, 2014 AND DECEMBER 31, 2013 AND FOR THE SIX MONTHS ENDED

JUNE 30, 2014 AND 2013

(Unaudited, Amounts in thousands unless otherwise noted)

Level 1 – Valuations are based upon unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Valuations are based upon either quoted prices for the same or like asset or liability in markets that are not active, or significant model inputs all of which are observable, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Valuations are based upon prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Such inputs reflect assumptions that the reporting entity believes would be used by market participants in valuing the asset or liability but that are unobservable.

The level within which a financial instrument is categorized under the fair value hierarchy is based on the lowest level input that is significant to the fair value measurement in its entirety. The Trust reviews its fair value hierarchy classifications periodically and changes in the observability of valuation inputs and in the significance of valuation inputs may result in a transfer between fair value hierarchy level categories. Any reclassifications are treated as if they occurred at the beginning of the reporting period.

The Trust's investment securities are classified as Level 2 at June 30, 2014 and December 31, 2013. The fair value of the investment securities was derived from the quoted price of a similar exchange-traded security.

Trust Securities—The Trust Securities are classified as a liability as the Trust Securities are mandatorily redeemable financial instruments with a redemption price equal to \$25 per security. The Trust Securities are held at amortized cost.

Federal Income Taxes—The Trust is a grantor trust for United States federal income tax purposes. As such, the Trust is considered a pass through entity and is not subject to federal or state income taxes.

3. INVESTMENT SECURITIES

A comparison of the cost and fair value of the available-for-sale securities at June 30, 2014 and December 31, 2013, respectively, is as follows:

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NOTES TO FINANCIAL STATEMENTS

AS OF JUNE 30, 2014 AND DECEMBER 31, 2013 AND FOR THE SIX MONTHS ENDED

JUNE 30, 2014 AND 2013

(Unaudited, Amounts in thousands unless otherwise noted)

| Investment Securities | Available-for-Sale | | |
|-----------------------|--------------------|------------------------------------|---------------|
| | Cost | Cumulative Unrealized Losses | Fair Value |
| June 30, 2014 | \$ 1,800,000 | \$ (64,800) | \$ 1,735,200 |
| December 31, 2013 | \$ 1,800,000 | \$ (289,440) | \$ 1,510,560 |

The cumulative unrealized losses for the investment securities have been in a continuous unrealized loss position for greater than twelve months. The unrealized losses on the Trust's investments securities are considered to be temporary as the Trust has the ability and intent to hold these investments until a recovery of fair value occurs, which may be upon redemption, and the redemption of such investment securities, at cost, is guaranteed by Holdings.

The investment securities are LLC Securities, issued by Funding LLC, that receive quarterly interest payments in arrears, when deemed declared by the Funding LLC's board of directors, at an annual rate of 6.08%. The LLC Securities are redeemable, at the option of the Funding LLC and with prior approval of Holdings and the Dutch Central Bank, in whole or in part, as of February 18, 2009 and at any time thereafter at the redemption price of \$25 per security. The LLC Securities are also redeemable at the redemption price of \$25 per security if a LLC special redemption event occurs. A LLC special redemption event would occur when the Dutch Central Bank notifies Holdings that the LLC Securities may not be included in the Tier 1 Capital of Holdings, if there is insubstantial risk that the LLC would be considered an "investment company" under the 1940 Act, or there is insubstantial risk that the Funding LLC will be subject to taxes due to a change in tax law.

Interest payments on the LLC Securities were suspended effective April 1, 2011 through March 31, 2013 and resumed effective April 1, 2013.

4. TRUST SECURITIES

A total of 72 million Trust Securities were issued and are outstanding at June 30, 2014 and December 31, 2013, with an initial price of \$25 per security (the liquidation preference), representing a total value of \$1.8 billion. The Trust Securities are non-cumulative and pay interest quarterly on the last day of March, June, September and December of each year, commencing in September 2003, at an annual rate of 6.08%. Interest payments on the Trust Securities will be made to the extent that the Trust has funds available for the payment of interest. Interest is paid through the property trustee who holds the interest received in respect to the LLC Securities for the benefit of the holders of the Trust Securities. Amounts available to the Trust for payment to the holders of the Trust Securities are limited to payments received by the Trust from LLC Funding or from Holdings. Upon the redemption of the LLC Securities, the proceeds from such repayment will simultaneously be applied to redeem a corresponding number of Trust Securities at the redemption price of \$25 per security.

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JUNE 30, 2014 AND 2013

(Unaudited, Amounts in thousands unless otherwise noted)

As the Trust did not receive interest payments during the period from April 1, 2011 through and including March 31, 2013, it suspended interest payments on the Trust Securities. In December 2010, the carrying value of the Trust Securities was reduced by \$200 million to reflect the impact of the change in future cash flows. The related gain was amortized as interest expense from April 1, 2011 through March 31, 2013. Interest payments on the Trust Securities resumed effective April 1, 2013.

The Trust Securities are traded on the NYSE Euronext exchange and have readily determinable fair values and are classified as Level 1 as of June 30, 2014 and December 31, 2013. The amortized cost and fair value of the Trust Securities as of June 30, 2014 and December 31, 2013 are as follows:

| Trust Securities | Carrying Value | Fair Value |
|-------------------|---------------------|---------------------|
| June 30, 2014 | <u>\$ 1,800,000</u> | <u>\$ 1,735,200</u> |
| December 31, 2013 | <u>\$ 1,800,000</u> | <u>\$ 1,510,560</u> |

In the event the Bank is notified by the Dutch Central Bank that the Bank's capital adequacy ratio would, after payment of the interest payment on the Initial Intercompany Securities, be less than the minimum capital adequacy requirements, a "Regulatory Event" would occur. Upon the occurrence of a Regulatory Event, the Trust Securities will be exchanged for perpetual, non-cumulative "Capital Securities" of the Bank, having equivalent liquidation preference, rights and restrictions in all material respects to the rights and restrictions of the Trust Securities.

5. GUARANTEES

Holdings irrevocably and unconditionally guarantees, on a subordinated basis, payment obligations under the LLC Securities, the Trust Securities and the Capital Securities.

6. SERVICING AGREEMENT

Pursuant to the Services Agreement, dated February 18, 2004 (and further amended on September 27, 2007 and May 23, 2012), RBS WCS Holding Company, in its capacity as "Advisor", renders various services to the Trust. Under the Services Agreement, the Advisor pays all of the Operating Expenses of the Trust. The services that are provided, but not limited to, are to administer the day-to-day operations and provide administrative, accounting and security holder relations. The Trust does not pay a service fee to RBS WCS Holding Company nor are such servicing costs allocated to the Trust or the holders of the Trust Securities.

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NOTES TO FINANCIAL STATEMENTS

**AS OF JUNE 30, 2014 AND DECEMBER 31, 2013 AND FOR THE SIX MONTHS ENDED
JUNE 30, 2014 AND 2013**

(Unaudited, Amounts in thousands unless otherwise noted)

7. SUBSEQUENT EVENTS

The Trust has evaluated subsequent events for adjustment to or disclosure in financial statements through August 22, 2014, the date the financial statements were available to be issued. No other recordable or disclosable events occurred through this date.

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