

**Final Terms dated 12 May 2020**  
**The Royal Bank of Scotland Group plc**  
**Legal entity identifier (LEI): 213800509XJ1JN4JPN90**  
**Issue of £1,000,000,000 Fixed to Fixed Rate Reset Tier 2 Notes due 14 August 2030**  
**under the £40,000,000,000**  
**Euro Medium Term Note Programme**

**MiFID II Product Governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**") or in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**PRIIPs Regulation**"), for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 21 November 2019 and the supplemental Prospectuses dated 2 December 2019, 19 December 2019, 14 February 2020, 1 May 2020 and 5 May 2020, which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented in order to obtain all the relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the supplemental Prospectuses are available for viewing at:

[https://www.rns-pdf.londonstockexchange.com/rns/2874U\\_1-2019-11-21.pdf](https://www.rns-pdf.londonstockexchange.com/rns/2874U_1-2019-11-21.pdf);

[https://www.rns-pdf.londonstockexchange.com/rns/4051V\\_1-2019-12-2.pdf](https://www.rns-pdf.londonstockexchange.com/rns/4051V_1-2019-12-2.pdf);

[https://www.rns-pdf.londonstockexchange.com/rns/5686X\\_1-2019-12-19.pdf](https://www.rns-pdf.londonstockexchange.com/rns/5686X_1-2019-12-19.pdf);

[https://www.rns-pdf.londonstockexchange.com/rns/1106D\\_1-2020-2-14.pdf](https://www.rns-pdf.londonstockexchange.com/rns/1106D_1-2020-2-14.pdf);

[https://www.rns-pdf.londonstockexchange.com/rns/7169L\\_1-2020-5-1.pdf](https://www.rns-pdf.londonstockexchange.com/rns/7169L_1-2020-5-1.pdf); and

[https://www.rns-pdf.londonstockexchange.com/rns/0217M\\_1-2020-5-5.pdf](https://www.rns-pdf.londonstockexchange.com/rns/0217M_1-2020-5-5.pdf).

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|---|--------------------|--------------------------------------|
| 1 | Issuer:            | The Royal Bank of Scotland Group plc |
| 2 | (i) Series Number: | 3512                                 |

(ii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3 Specified Currency or Currencies:	Pounds sterling ("£")
4 Aggregate Nominal Amount:	£1,000,000,000
5 Issue Price:	100 per cent. of the Aggregate Nominal Amount
6 (i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000
(ii) Calculation Amount:	£1,000
7 (i) Issue Date:	14 May 2020
(ii) Interest Commencement Date:	14 May 2020
8 Maturity Date:	14 August 2030
9 Interest Basis:	Reset Notes
10 Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11 Change of Interest Basis:	Not Applicable
12 Issuer Call Option:	Applicable
13 (i) Status of the Notes:	Tier 2 Notes
(ii) Date Board approval for issuance of Notes obtained:	Not Applicable

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14 Fixed Rate Note Provisions:	Not Applicable
15 Reset Note Provisions:	Applicable
(i) Initial Rate of Interest:	3.622 per cent. per annum payable semi-annually in arrear on each relevant Interest Payment Date
(ii) First Margin:	+3.55 per cent. per annum
(iii) Subsequent Margin:	Not Applicable
(iv) Interest Payment Date(s):	14 February and 14 August in each year from (and including) 14 August 2020 up to (and including) the Maturity Date
(v) Fixed Coupon Amount up to (but excluding) the First Reset Date:	£18.11 per Calculation Amount
(vi) Broken Amount(s):	£9.15 per Calculation Amount payable on the Interest Payment Date falling on 14 August 2020
(vii) First Reset Date:	14 August 2025
(viii) Subsequent Reset Date(s):	Not Applicable
(ix) Reset Reference Rate:	Sterling Reference Bond Rate
(x) Initial Sterling Bond Reference Rate:	0.073 per cent. per annum
(xi) Relevant Screen Page:	Not Applicable


(xii) Mid-Swap Rate:	Not Applicable
(xiii) Mid-Swap Maturity	Not Applicable
(xiv) Day Count Fraction:	Actual/Actual (ICMA)
(xv) Determination Dates:	14 February and 14 August in each year
(xvi) Business Day Convention:	Not Applicable
(xvii) Business Centre(s):	Not Applicable
(xviii) Calculation Agent (if not National Westminster Bank plc):	Not Applicable
(xix) Original Mid-Swap Rate Basis	Not Applicable
(xx) Initial Mid-Swap Rate Final Fallback	Not Applicable
(xxi) Reset Period Maturity Initial Mid-Swap Rate Final Fallback:	Not Applicable
(xxii) Last Observable Mid-Swap Rate Final Fallback:	Not Applicable
(xxiii) Subsequent Reset Rate Mid-Swap Rate Final Fallback:	Not Applicable
(xxiv) Subsequent Reset Rate Last Observable Mid-Swap Rate Final Fallback:	Not Applicable
16 Floating Rate Note Provisions:	Not Applicable
17 Zero Coupon Note Provisions:	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>	
18 Notice periods for Condition 5(b):	Minimum period: 5 days Maximum period: 30 days
19 Redemption for Capital Disqualification Event:	Applicable
Notice periods for Condition 5(c):	Minimum period: 5 days Maximum period: 30 days
20 Issuer Call:	Applicable
(i) Optional Redemption Date(s):	Any day from (and including) 14 May 2025 to (and including) 14 August 2025
(ii) Optional Redemption Amount(s):	£1,000 per Calculation Amount
(iii) Redeemable in part	No
(iv) If redeemable in part:	Not Applicable
(v) Notice periods:	Minimum period: 5 days Maximum period: 30 days
(vi) Selection Date:	Not Applicable
(vii) Publication of list of serial numbers for Notes in definitive form:	Not Applicable

(viii) Notification of period in relation to exchange of global Note:	Not Applicable
21 Redemption for Loss Absorption Disqualification Event:	Not Applicable
22 Final Redemption Amount:	£1,000 per Calculation Amount
23 Early Redemption Amount payable on redemption (a) for taxation reasons or (b) following the occurrence of a Capital Disqualification Event (in the case of Tier 2 Notes) or (c) following the occurrence of a Loss Absorption Disqualification Event (in the case of Ordinary Notes) or (d) on an event of default:	£1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24 Form of Notes:	
(a) Form:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon the occurrence of an Exchange Event
(b) NGN:	Yes
(c) CMU Notes:	No
25 Additional Financial Centre(s):	London
26 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
27 Whether TEFRA D/TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA D
28 Relevant Benchmark:	Not Applicable

Signed on behalf of The Royal Bank of Scotland Group plc:

By:   
 \_\_\_\_\_  
 Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 14 May 2020
- (ii) Estimate of total expenses relating to admission to trading: £4,790

### 2 RATINGS

Ratings:

The Notes to be issued are expected to be rated:  
S&P Global Ratings Europe Limited: BB+  
Moody's Investors Service Limited: Baa3  
Fitch Ratings Limited: BBB+

In accordance with S&P's ratings definitions available as at the date of these Final Terms on [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352), a long-term rating of "BB" indicates an obligation is regarded as having significant speculative characteristics. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposure to adverse conditions. An obligation rated "BB" is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitments on the obligation.

In accordance with Moody's ratings definitions available as at the date of these Final Terms on <https://www.moodys.com/ratings-process/Ratings-Definitions/002002>, a long-term rating of "Baa" indicates obligations that are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.

In accordance with Fitch's ratings definitions available as at the date of these Final Terms on <https://www.fitchratings.com/products/rating-definitions> a long-term rating of "BBB" indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.

### **3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **4 REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer: See "Use of Proceeds" in the Prospectus.

Estimated net proceeds: £996,300,000

### **5 YIELD**

Indication of yield: 3.623 per cent. per annum (semi-annual basis) up to the First Reset Date.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **6 OPERATIONAL INFORMATION**

- (i) ISIN: XS2172960481
- (ii) Common Code: 217296048
- (iii) CMU Instrument Number: Not Applicable
- (iv) Clearing System: Euroclear Bank SA/NV and Clearstream Banking S.A.
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery free of payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.
- (ix) Prohibition of Sales to EEA Retail Investors: Applicable