

**The Royal Bank of Scotland Group plc**

(the “Issuer”)

**NOTICE OF REDEMPTION**

To the Noteholder of its  
\$2,000,000,000 7.500% Perpetual Subordinated Contingent Convertible  
Additional Tier 1 Capital Notes (the “Notes”)

**ISIN:** US780099CJ48

**CUSIP:** 780099 CJ4

NOTICE IS HEREBY GIVEN via DTC, in accordance with the contingent convertible securities indenture dated August 10, 2015 (the “Base Indenture”) and the second supplemental indenture dated August 10, 2015 to the Base Indenture (the “Second Supplemental Indenture” and together with the Base Indenture, the “Indenture”) between the Issuer, The Royal Bank of Scotland Group plc and The Bank of New York Mellon, acting through its London Branch as Trustee, that pursuant to Section 2.13 of the Second Supplemental Indenture, all of the outstanding Notes shall be redeemed by the Issuer on August 10, 2020 (the “Redemption Date”) at 100% of principal amount, together with accrued and unpaid interest to (but excluding) the Redemption Date, and subsequently cancelled;

NOTICE IS HEREBY FURTHER GIVEN that on the Redemption Date, the redemption price will, subject to the satisfaction of the conditions set forth in the Indenture, become due and payable upon each Note being redeemed and that, subject to certain exceptions in the Indenture, interest will cease to accrue on the Redemption Date.

This notice is subject to the terms of the Indenture.

On the Redemption Date, the redemption price will become due and payable in respect of the Notes. Unless the Issuer shall default in the payment of the redemption price, interest on the Notes ceases to accrue on and after the Redemption Date, and the only remaining right of the holders of the Notes is to receive payment of the redemption price upon surrender of the Notes as specified herein.

The CUSIP number is included herein solely for the convenience of the registered owners of the Notes. No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers either as printed on the Notes or as contained in this Notice of Redemption. Any redemption of the Notes shall not be affected by any defect in or omission of such identification numbers.

**SECURITIES HELD IN BOOK-ENTRY FORM WILL BE REDEEMED IN ACCORDANCE WITH THE APPLICABLE PROCEDURES OF THE DEPOSITORY TRUST COMPANY.**

**IMPORTANT U.S. BACKUP WITHHOLDING TAX INFORMATION**

In accordance with United States federal tax laws, payers may be required to withhold 24% from the payment upon redemption to certain U.S. recipients who have not provided a complete IRS Form W-9. If you need a copy of the IRS Form W-9 you should be able to obtain one from your local bank or the IRS website ([www.irs.gov](http://www.irs.gov)). If you have not previously furnished us or the relevant payer, as applicable, with an IRS Form W-9, please forward a correctly completed IRS Form W-9 together with your Notes to avoid any such withholding. Payees who are required to provide their correct

taxpayer identification number on IRS Form W-9 and who fail to do so may also be subject to a penalty.

Payers may also be required to withhold 24% from the redemption proceeds if paid to or for non-U.S. persons who fail to certify their exempt status by properly completing the applicable IRS Form W-8 (which can be obtained from the IRS website).

Dated: June 29, 2020

**The Royal Bank of Scotland Group plc**

By: 

Name: DONAL QU Aid

Title: RBS TREASURER

*[RBSG Signature page to Notice of Redemption]*