RBS

Compliance with the Capital Requirements Directive (CRD IV)

Article 96 of the fourth Capital Requirements Directive ("CRD IV") requires an institution to set out a statement, on the institution's website, on how it complies with the requirements of Articles 88 to 95 of the Directive, some of which are implemented in the UK through the Prudential Regulation Authority ("PRA") Rulebook and the Senior Management Arrangements, Systems and Controls ("SYSC") manual of the Financial Conduct Authority ("FCA") Handbook.

The Royal Bank of Scotland Group plc ("RBSG") is a holding company. Its main UK banking subsidiaries are The Royal Bank of Scotland plc ("RBS"), National Westminster Bank Plc ("NWB"), Ulster Bank Limited ("UBL") NatWest Markets Plc ("NWM") and Coutts & Company ("Coutts"), (each "the company" and together "the CRD IV entities"). The RBS Group comprises RBSG and all of its subsidiaries.

RBS, NWB, UBL, NWM and Coutts are each authorised by the PRA and regulated by the FCA and the PRA. This document confirms that each of the CRD IV entities complies with the CRD IV requirements, which cover (1) Governance; (2) Remuneration; and (3) Reporting, as outlined below.

1. Governance

The management body ("the Board")

Sections 4.3A.1 R – 4.3A.7R of SYSC set the requirements for the management body including its role, its chairman, its members, induction and training of members and the number of directorships an individual director may hold.

The Board is the main decision-making forum for the company. Members of the Board are committed to observing high standards of corporate governance, integrity and professionalism. The Board is collectively responsible for the long-term success of the company and delivery of sustainable value to shareholders. The Board provides leadership of the company within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board's terms of reference include a formal schedule of matters specifically reserved for the Board's decision and are reviewed at least annually. A number of Board members are designated as "Senior Managers" under the PRA and FCA's Senior Managers' Regime. The role profiles of relevant directors reflect their regulatory responsibilities and they receive ongoing support to ensure they can demonstrate the reasonable steps they have taken to meet their regulatory responsibilities.

The role of Chairman is distinct and separate from that of the Chief Executive, with the Chairman leading the Board and the Chief Executive managing the company's business day to day. The Chairman's key responsibilities are to ensure the Board: is structured effectively; observes the highest standards of integrity and corporate governance; and sets the tone from the top in terms of culture and values. The Chairman is also responsible for: building a complementary Board with an appropriate balance of skills and personalities; considering succession planning; and fostering open and inclusive discussions at each Board / Committee meeting in order to challenge executives, where appropriate. The Chairman ensures that the performance of individual directors and of the Board as a whole is evaluated regularly and that the company maintains effective communication with shareholders and other stakeholders.

The Chief Executive's key responsibilities are to: exercise executive accountability for the relevant businesses; drive and deliver the strategy approved by the relevant Board and RBSG; and drive performance against financial plans. The Chief Executive consults regularly with the Chairman and Board on matters which may have a material impact on the company and drives the culture and values of the company, creating an environment where employees are engaged and committed to good customer outcomes. Additional responsibilities include leading, managing and developing the company's senior leadership team and ensuring it has effective frameworks and structures to identify, assess and mitigate risks.

The non-executive directors combine broad business and commercial experience with independent and objective judgement and they provide independent challenge to the executive directors and the leadership team. The balance between non-executive and executive directors enables the Board to provide clear and effective leadership across the company's business activities. Each company also has a comprehensive formal induction programme for new directors that includes visits to the key businesses and meetings with directors and senior management.

Compliance with the Capital Requirements Directive (CRD IV)

All directors are assessed for fitness and propriety prior to appointment and annually thereafter. On appointment, each director is provided with guidelines for referring conflicts of interest to the Board. Procedures are in place to ensure that the Board's management of conflicts of interest and its powers for authorising certain conflicts are operating effectively.

Non-executive directors must confirm they are able to allocate sufficient time to meet the expectations of the role as part of their appointment with the relevant company. Directors have been briefed on the limits on the number of other directorships that they can hold under the requirements of CRD IV. Each director is required to seek the agreement of the Board before accepting additional commitments that might affect the time the director is able to devote to his or her role as a non-executive director. The Board monitors the other commitments of the Chairman and directors and is satisfied that they are able to allocate sufficient time to enable them to discharge their duties and responsibilities effectively.

Role of the Nominations Committee

Sections 4.3A.8 R – 4.3A.10R of SYSC set the requirements for a nominations committee including its membership, resources, need for appropriate funding and activities.

Each CRD IV entity has a Nominations Committee which comprises solely of non-executive directors and the Chairman and operates as a Committee of the Board.

Each Nominations Committee is responsible for:
- reviewing the structure, size and composition of the Board and making recommendations to the Board on any necessary changes, having regard to the overall balance of skills, knowledge, experience and diversity on the Board; and
- considering and making recommendations in respect of appointments and membership of Board Committees and succession planning.

The Nominations Committee engages with consultants, considers potential candidates and recommends appointments of new directors to the Board. The Nominations Committee receives adequate funding for its activities. As an organisation, the RBS Group values and promotes inclusion in all areas of recruitment and employment. The Board supports this view and understands the need for a diverse mix of talented directors to effect strong decision-making.

Each CRD IV entity has a Boardroom Inclusion Policy which reflects the most recent industry targets and is aligned to the RBSG Inclusion Policy and Principles applying to the wider bank. This provides a framework to ensure that each Board attracts, motivates and retains the best talent and avoids limiting potential caused by bias, prejudice or discrimination. The Boardroom Inclusion Policy contains a number of measurable objectives, targets and ambitions reflecting the Board's ongoing commitment to inclusion progress. A copy of the RBSG policy is available on rbs.com>about us.

The Board aims to meet the highest industry standards and recommendations wherever possible. This includes, but is not limited to, aspiring to meet the targets set by the Hampton-Alexander Report: FTSE100 Women Leaders (33% female representation on the board) and the Parker Report: Beyond 1 by '21 (at least one director from an ethnic minority background on the Board) by the recommended target dates, 2020/2021. The policy supports RBS Group's ambition to aim for a 50/50 gender balance across all levels of the organisation by 2030.

RBSG will continue to aspire to meet best practice industry standards, as well as the standards contained in the Financial Reporting Council's UK Corporate Governance Code or other applicable Codes. We will continue to report on our progress annually where required. The balance of skills, experience, independence, knowledge and diversity on the Board, and how the Board operates together as a unit, is reviewed annually as part of the Board evaluation.

Compliance with the Capital Requirements Directive (CRD IV)

2. Remuneration

This section sets out how the CRD IV entities in the RBS Group comply with the Remuneration Chapter of the PRA Rulebook and the Remuneration Code of the FCA Handbook.

Remuneration policy

The RBS Group Remuneration Policy Principles ("the remuneration policy") are aligned to regulatory requirements and comply with the remuneration rules which are applicable based on the size, nature, scope and complexity of our activities. The requirements are applied at group, parent undertaking and subsidiary undertaking levels. The RBSG Performance and Remuneration Committee ("Group RemCo") reviews and approves the remuneration policy on an annual basis. An assessment of the implementation of the remuneration policy also takes place on an annual basis.

The remuneration policy is consistent with and promotes sound and effective risk management. It is aligned to the business strategy, objectives, values and long-term interests of the organisation as evidenced by our remuneration arrangements, our chosen performance metrics and effective risk management in line with the RBS Group's risk appetite.

There is a Group-wide conflicts of interest policy which requires the RBS Group to maintain and operate effective organisational and administrative arrangements which identify and manage conflicts of interest.

There are systems for capturing performance management goals, performance discussions and decisions. The performance management policy and process are documented on our internal website for all employees to access and training, support calls and documentation are provided throughout the year.

Remuneration structure

The RBS Group's approach to remuneration and remuneration policies promotes effective risk management through a clear distinction between fixed remuneration (base salary, allowances, benefits and employer pension contributions) which reflects the role undertaken by an individual; and variable remuneration (bonus and long-term incentive awards) which is reflective of performance and can be risk-adjusted.

Fixed pay must primarily reflect an employee's professional experience, organisational and role responsibilities, and geographic location. It is set at an appropriate level which is sufficient that the employee should not be reliant on variable pay and therefore is not incentivised to take excessive risks.

Variable pay must be linked to the RBS Group, business unit and individual performance. It is measured across a balanced scorecard including risk and control and other financial and non financial objectives (customer and people) in order to promote effective risk management. Performance is assessed against a combination of short-term and long-term targets. The variable remuneration component is designed to reflect sustainable and risk-adjusted performance against financial and strategic measures.

Depending on the amount of the variable remuneration and the role of the recipient, deferral is applied over a three to seven year period during which time unvested awards remain at risk of forfeiture through malus adjustment. Clawback provisions also apply to vested awards in line with regulatory requirements. An accountability review process is operated which allows the RBS Group to respond where new information would change variable pay decisions and the range of circumstances under which malus and clawback will be considered are described in the internal malus and clawback policy.

At least 50% of any variable remuneration for Material Risk Takers is delivered in shares with the shares subject to an appropriate retention period after vesting. The payment of variable remuneration does not limit our ability to maintain or strengthen our capital base. Variable pay proposals are reviewed against our capital adequacy framework to ensure that regulatory requirements are met. No variable remuneration is provided to non-executive directors so that they can maintain appropriate independence. Guaranteed awards are only used in exceptional circumstances to compensate new hires for awards forfeited from their previous employer, and are limited to the first year of service. Such awards are subject to RBS Group-wide policies on deferral, retention, malus and clawback. The policy for buy-out awards and early termination payments is in line with regulatory requirements. The RBS Group does not actively provide discretionary pension benefits outside legacy Defined Benefit pension plans and does not allow variable pay that would have otherwise been subject to deferral to be taken in pension form.

The Personal Account Dealing policy prohibits the use of any personal hedging strategies or remuneration-related or liability-related contracts of insurance, designed to lessen the impact of a reduction in value of variable pay awards. This condition is confirmed in participant award documentation and any breach may result in the award being cancelled. Material Risk Takers must expressly accept this term as a condition of grant. The RBS Group does not pay variable remuneration through vehicles or methods that facilitate the non-compliance with the requirements of Article 94(1)(q) of CRD IV or EU Regulation no.575/2013.

The RBS Group recognises that remuneration structures from 2014 onwards need to comply with the remuneration requirements of CRD IV, including the cap which limits the maximum ratio of variable to fixed remuneration. The RBS Group applies a 1:1 ratio (of variable to fixed remuneration) for Material Risk Takers. To date, RBSG has not sought approval from shareholders for the possible higher ratio of 2:1 (of variable to fixed remuneration). The level of variable remuneration can be calculated in line with EBA guidelines, including any available discount for long-term deferral. The remuneration policy includes the flexibility to pay no variable remuneration if this is not supported by the achievement of individual and business performance measures.

The RBSG Performance and Remuneration Committee ("Group RemCo")

Group RemCo is responsible for overseeing the establishment of the remuneration policy and for reviewing the effectiveness of its implementation. It also reviews performance, approves the variable pay pools and makes recommendations to the Board in respect of the remuneration arrangements for Executive Directors. Membership of Group RemCo consists of independent non-executive directors. No director is involved in decisions regarding their own remuneration.

Group RemCo is also responsible for approving remuneration and severance arrangements for members of the RBSG Executive Committee, other key executives and employees deemed to be High Earners as well as providing oversight of the remuneration framework for employees identified as Material Risk Takers. Group RemCo is responsible for reviewing and approving remuneration for the Group Chief Risk Officer and also any High Earners employed in risk management and compliance. The RBS Group control functions are assessed independently from the businesses they oversee and remuneration levels for control functions are benchmarked to ensure they are set at an appropriate level.

Group RemCo receives regular updates on regulatory developments and general remuneration issues, as well as market and benchmarking data to support its decisions. It receives information from a number of external and internal sources.

In carrying out its responsibilities, Group RemCo also has a clear focus on risk. This is achieved through risk input into bonus and long-term incentive plan design and target setting, a thorough risk review of performance when determining variable pay outcomes and through malus and clawback actions. Group RemCo is supported in this by the RBSG Board Risk Committee ("Group BRC") and the Risk function. Group RemCo works closely with Group BRC which provides valuable input on key risk and control issues; and there is regular interaction between Group RemCo and Group BRC to consider risk performance and malus matters (and clawback for awards granted in 2014 onwards). The approach includes both ex-ante and ex-post risk adjustments.

A robust process is used to assess risk performance using a range of measures including capital, liquidity and funding risk, credit risk, market risk, pension risk, compliance & conduct risk, financial crime, operational risk, business risk and reputational risk. This risk performance assessment is one of the key steps in the multi-step process for the determination of variable pay pools. This process also includes an assessment of performance across financial, customer and people measures. Consideration is also given to overall risk culture. The RBS Group's remuneration arrangements are in accordance with regulatory requirements and the steps taken to ensure appropriate and thorough risk adjustment are also fully disclosed and discussed with the PRA and the FCA.

Group RemCo takes account of the long-term interests of shareholders and other stakeholders when making decisions. A consultation is undertaken every year with RBSG's major shareholders and stakeholders on our remuneration approach with sufficient time for views to be considered prior to final approvals by Group RemCo.

The terms of reference of Group RemCo are reviewed at least annually and approved by the RBSG Board. Further details on the remuneration policy can be found in the 2018 RBSG Annual Report and Accounts, http://www.investors.rbs.com/reports-archive/2018.aspx.

Each of the CRD IV entities also has a Performance and Remuneration Committee ("the Subsidiary RemCos"). The Subsidiary RemCos are expected to ensure that the remuneration policies, procedures and practices being applied are appropriate at the legal entity level.

The key areas of focus for the Subsidiary RemCos include: reviewing and recommending, or where appropriate ratifying, remuneration arrangements for the entity's key employees; providing input on the proposed bonus pool for that entity, ensuring such proposals are adjusted for performance and risk and meet capital adequacy requirements at the legal entity level; and inputting to and subsequently adopting the RBS Group Remuneration Policy Principles. The Subsidiary RemCos must be able to act independently and the non-executive directors serving on these committees are supported by the necessary entity-specific management information in order to carry out their duties. Ultimate decision-making authority continues to rest with Group RemCo, reflecting its status as a committee of the ultimate parent and holding company.

3. Reporting

Country-by-country reporting

Article 89 of the Directive relates to country-by-country reporting.

The RBS Group will meet its requirements under this article in two parts for the reporting period ended 31 December 2018. The list of subsidiaries is included as note 10 on page 246 and following of the 2018 RBSG Annual Report and Accounts, see http://www.investors.rbs.com/reports-archive/2018.aspx. The income/profit/tax/subsidies/headcount by country disclosure will be included as part of the Sustainability section of rbs.com. The disclosure for 2018 is available from https://www.rbs.com/rbs/sustainability/responsible-business/our-tax-responsibilities.html

Public disclosure of return on assets

Article 90 of the Directive requires disclosure in a firm's annual report and accounts of its return on assets.

Details of the return on average total assets can be found in the Business review section of the 2018 RBSG Annual Report of the US SEC, Form 20-F filing , see page 39.
https://otp.tools.investis.com/clients/uk/rbs1/SEC/sec-show.aspx?FilingId=13262484&Cik=0000844150&Type=PDF&hasPdf=1