

## The Royal Bank of Scotland Group plc - Result of Annual General Meeting

4 May 2016

Following the Annual General Meeting held today, The Royal Bank of Scotland Group plc announces the results of the poll vote for each resolution as follows. Resolutions 17, 19, 20 and 22 were passed as special resolutions.

|   | For            | % of votes cast | Against     | % of votes cast | Total votes cast as % of Voting Share Capital | Withheld * |
|---|----------------|-----------------|-------------|-----------------|---|------------|
| Resolution 1<br>To receive the accounts for the year ended 31 December 2015 and the reports of the directors and auditors therein | 42,870,073,884 | 99.98           | 7,232,572   | 0.02            | 91.62   | 3,265,972  |
| Resolution 2<br>To approve the Annual Report on Remuneration in the Directors' Remuneration Report                                | 42,686,046,288 | 99.56           | 188,029,796 | 0.44            | 91.61   | 6,603,412  |
| Resolution 3<br>To elect Howard Davies as a director  | 42,820,770,396 | 99.86           | 57,943,312  | 0.14            | 91.62   | 1,842,668  |
| Resolution 4<br>To re-elect Ross McEwan as a director   | 42,858,022,712 | 99.95           | 20,963,832  | 0.05            | 91.62   | 1,494,752  |
| Resolution 5<br>To re-elect Ewen Stevenson as a director  | 42,857,042,372 | 99.95           | 21,687,276  | 0.05            | 91.62   | 1,748,848  |
|   |                |                 |             |                 |   |            |

|   |                |       |            |      |       |           |
|---|----------------|-------|------------|------|-------|-----------|
| Resolution 6<br>To re-elect<br>Sandy<br>Crombie as a<br>director  | 42,842,323,048 | 99.92 | 36,365,244 | 0.08 | 91.62 | 1,780,668 |
| <i>Approval of<br/>Sandy<br/>Crombie's re-<br/>election by<br/>independent<br/>shareholders<br/>only</i>    | 9,104,388,972  | 99.60 | 36,365,244 | 0.40 | 69.99 | 1,780,668 |
| Resolution 7<br>To re-elect<br>Alison Davis<br>as a director  | 42,830,426,776 | 99.89 | 48,327,684 | 0.11 | 91.62 | 1,803,624 |
| <i>Approval of<br/>Alison Davis's<br/>re-election by<br/>independent<br/>shareholders<br/>only</i>          | 9,092,492,700  | 99.47 | 48,327,684 | 0.53 | 69.99 | 1,803,624 |
| Resolution 8<br>To re-elect<br>Morten Friis as<br>a director  | 42,859,044,320 | 99.95 | 19,603,572 | 0.05 | 91.62 | 1,907,624 |
| <i>Approval of<br/>Morten Friis'<br/>re-election by<br/>independent<br/>shareholders<br/>only</i>           | 9,121,110,244  | 99.79 | 19,603,572 | 0.21 | 69.99 | 1,907,624 |
| Resolution 9<br>To re-elect<br>Robert<br>Gillespie as a<br>director   | 42,857,289,076 | 99.95 | 21,423,500 | 0.05 | 91.62 | 1,841,792 |
| <i>Approval of<br/>Robert<br/>Gillespie's re-<br/>election by<br/>independent<br/>shareholders<br/>only</i> | 9,119,355,000  | 99.77 | 21,423,500 | 0.23 | 69.99 | 1,841,792 |
| Resolution 10<br>To re-elect<br>Penny Hughes<br>as a director   | 42,858,666,604 | 99.95 | 20,069,352 | 0.05 | 91.62 | 1,811,844 |

|  |                |       |            |      |       |           |
|--|----------------|-------|------------|------|-------|-----------|
| <i>Approval of Penny Hughes' re-election by independent shareholders only</i>    | 9,120,732,528  | 99.78 | 20,069,352 | 0.22 | 69.99 | 1,811,844 |
| Resolution 11<br>To re-elect Brendan Nelson as a director                        | 42,853,467,756 | 99.94 | 25,256,916 | 0.06 | 91.62 | 1,823,480 |
| <i>Approval of Brendan Nelson's re-election by independent shareholders only</i> | 9,115,533,680  | 99.72 | 25,256,916 | 0.28 | 69.99 | 1,823,480 |
| Resolution 12<br>To re-elect Baroness Noakes as a director                       | 42,850,946,232 | 99.93 | 27,899,072 | 0.07 | 91.62 | 1,702,644 |
| <i>Approval of Baroness Noakes' re-election by independent shareholders only</i> | 9,113,012,156  | 99.69 | 27,899,072 | 0.31 | 69.99 | 1,702,644 |
| Resolution 13<br>To elect Mike Rogers as a director                              | 42,853,845,328 | 99.95 | 23,536,232 | 0.05 | 91.62 | 3,170,756 |
| <i>Approval of Mike Rogers' election by independent shareholders only</i>        | 9,115,911,252  | 99.74 | 23,536,232 | 0.26 | 69.98 | 3,170,756 |
| Resolution 14<br>To appoint Ernst & Young LLP as auditors                        | 42,873,971,708 | 99.99 | 5,545,120  | 0.01 | 91.63 | 1,212,452 |
| Resolution 15<br>To authorise  | 42,876,148,532 | 99.99 | 3,127,204  | 0.01 | 91.62 | 1,365,892 |

|   |                |       |             |      |       |            |
|---|----------------|-------|-------------|------|-------|------------|
| the Group Audit Committee to fix the remuneration of the auditors   |                |       |             |      |       |            |
| Resolution 16<br><br>To renew the directors' authority to allot securities  | 42,617,034,176 | 99.39 | 260,313,764 | 0.61 | 91.62 | 3,294,572  |
| Resolution 17<br><br>To renew the directors' authority to allot equity shares on a non pre-emptive basis  | 42,506,422,492 | 99.26 | 316,339,872 | 0.74 | 91.50 | 57,955,464 |
| Resolution 18<br><br>To renew the directors' authority to allot shares or grant rights to subscribe for or to convert any security into shares in connection with the issue of Equity Convertible Notes | 42,603,829,928 | 99.36 | 274,661,504 | 0.64 | 91.62 | 2,225,520  |
| Resolution 19<br><br>To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with the issue of Equity Convertible Notes                                   | 42,317,590,584 | 98.69 | 560,893,256 | 1.31 | 91.62 | 2,243,864  |
| Resolution 20<br><br>To permit the  | 42,150,049,380 | 98.30 | 729,250,516 | 1.70 | 91.62 | 1,416,720  |

|  |                |       |             |      |       |           |
|--|----------------|-------|-------------|------|-------|-----------|
| holding of General Meetings at 14 days' notice   |                |       |             |      |       |           |
| Resolution 21<br><br>To renew the authority in respect of political donations and expenditure by the Company in terms of Section 366 of the Companies Act 2006 | 42,367,621,296 | 98.81 | 508,465,256 | 1.19 | 91.62 | 4,576,532 |
| Resolution 22<br><br>To renew the authority for the Company to purchase its own shares on a recognised investment exchange                                     | 42,769,863,048 | 99.75 | 109,333,876 | 0.25 | 91.62 | 1,524,428 |

\* A vote Withheld is not a vote in law and is not counted in the calculation of the proportion of votes "For" and "Against" a resolution.

In accordance with the UK Listing Authority's listing rules, copies of resolutions that do not constitute ordinary business at an annual general meeting will shortly be available for inspection at the National Storage Mechanism which is located at: [www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do)

As at 29 April 2016 (being the latest date by which shareholders who wanted to vote at the Annual General Meeting must have been entered on the company's Register of Members) the total number of voting rights in the company was 46,798,773,168.

### Contact

RBS Media Centre  
+44 (0)131 523 4205