

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

29 April 2020

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 21, 22, 24, 25, 27, 28 and 29 were passed as special resolutions.

	For	% of votes cast	Against	% of votes cast	Total votes cast as % of Voting Share Capital	Withheld *
Resolution 1 To receive the 2019 Report and Accounts	43,193,851,268	99.99	4,041,816	0.01	89.29%	239,058,916
Resolution 2 To approve the Directors' Remuneration Policy	39,142,662,676	90.14	4,281,775,516	9.86	89.76%	12,426,752
Resolution 3 To approve the Annual Report on Remuneration in the Directors' Remuneration Report	39,241,815,668	90.40	4,166,591,108	9.60	89.73%	28,522,020
Resolution 4 To declare a final dividend of 3 pence per ordinary share	Withdrawn					
Resolution 5 To declare a special dividend of 5 pence per ordinary share	Withdrawn					
Resolution 6 To re-elect Howard Davies as a Director	43,396,570,328	99.91	38,160,816	0.09	89.78%	2,215,524
Resolution 7 To elect Alison Rose-Slade as a Director	43,430,860,052	99.99	4,082,896	0.01	89.78%	2,011,964

Resolution 8 To re-elect Katie Murray as a Director	43,426,604,588	99.98	7,377,524	0.02	89.78%	2,954,820
Resolution 9 To re-elect Frank Dangeard as a Director	42,035,116,200	96.78	1,398,477,400	3.22	89.78%	3,346,660
<i>Approval of Frank Dangeard's re-election by independent shareholders only</i>	11,997,182,164	89.56	1,398,477,400	10.44	73.04%	3,346,660
Resolution 10 To re-elect Patrick Flynn as a Director	43,198,307,464	99.99	4,499,844	0.01	89.30%	234,146,420
<i>Approval of Patrick Flynn's re-election by independent shareholders only</i>	13,160,373,428	99.97	4,499,844	0.03	71.78%	234,146,420
Resolution 11 To re-elect Morten Friis as a Director	43,428,815,132	99.99	4,739,464	0.01	89.78%	3,401,440
<i>Approval of Morten Friis' re-election by independent shareholders only</i>	13,390,881,096	99.96	4,739,464	0.04	73.04%	3,401,440
Resolution 12 To re-elect Robert Gillespie as a Director	41,779,688,464	96.19	1,653,918,564	3.81	89.78%	3,349,256
<i>Approval of Robert Gillespie's re-election by independent shareholders only</i>	11,741,754,428	87.65	1,653,918,564	12.35	73.04%	3,349,256
Resolution 13 To elect Yasmin Jetha as a Director	43,429,190,080	99.99	4,487,112	0.01	89.78%	3,278,208

<i>Approval of Yasmin Jetha's election by independent shareholders</i>	13,391,256,044	99.97	4,487,112	0.03	73.04%	3,278,208
Resolution 14  To re-elect Baroness Noakes as a Director	43,421,372,608	99.97	12,504,312	0.03	89.78%	3,079,364
<i>Approval of Baroness Noakes' re-election by independent shareholders only</i>	13,383,438,572	99.91	12,504,312	0.09	73.04%	3,079,364
Resolution 15  To re-elect Mike Rogers as a Director	41,819,733,972	96.80	1,382,985,292	3.20	89.30%	234,237,020
<i>Approval of Mike Rogers' re-election by independent shareholders only</i>	11,781,799,936	89.49	1,382,985,292	10.51	71.78%	234,237,020
Resolution 16  To re-elect Mark Seligman as a Director	42,049,794,024	96.82	1,383,301,136	3.18	89.78%	3,409,124
<i>Approval of Mark Seligman's re-election by independent shareholders only</i>	12,011,859,988	89.67	1,383,301,136	10.33	73.03%	3,409,124
Resolution 17  To re-elect Lena Wilson as a Director	43,128,649,808	99.30	305,093,552	0.70	89.78%	3,209,972
<i>Approval of Lena Wilson's re-election by independent shareholders only</i>	13,090,715,772	97.72	305,093,552	2.28	73.04%	3,209,972
Resolution 18  To re-appoint Ernst & Young LLP as auditors	43,430,280,572	99.99	4,995,440	0.01	89.78%	1,671,872

Resolution 19  To authorise the Group Audit Committee to fix the remuneration of the auditors	43,432,590,384	99.99	2,953,800	0.01	89.78%	1,411,764
Resolution 20  To renew the directors' authority to allot shares in the Company	43,137,894,100	99.32	296,419,460	0.68	89.78%	2,640,224
Resolution 21  To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with an offer or issue of equity securities	43,407,035,288	99.94	27,124,212	0.06	89.78%	2,796,784
Resolution 22  To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with the purposes of financing a transaction	43,174,307,452	99.40	259,744,712	0.60	89.78%	2,903,884
Resolution 23  To renew the directors' authority to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares in relation to Equity Convertible Notes	43,174,515,236	99.40	259,403,192	0.60	89.78%	3,032,340

Resolution 24  To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with Equity Convertible Notes	43,166,050,844	99.39	266,893,896	0.61	89.78%	4,011,540
Resolution 25  To renew the authority to permit the holding of General Meetings at 14 clear days' notice	42,866,565,732	98.69	567,838,944	1.31	89.78%	2,504,180
Resolution 26  To renew the authority in respect of political donations and expenditure by the Company in terms of Section 366 of the Companies Act 2006	43,052,817,560	99.12	380,529,888	0.88	89.78%	3,577,856
Resolution 27  To renew the authority for the Company to purchase its own shares on a recognised investment exchange	43,172,922,656	99.40	261,947,636	0.60	89.78%	2,072,664
Resolution 28  To renew the authority to make off-market purchases of ordinary shares from HM Treasury	13,369,394,528	99.79	27,570,348	0.21	27.69%	2,045,896
Resolution 29  To amend the Company's Articles of Association	43,427,889,736	99.99	4,067,572	0.01	89.77%	4,985,540

Resolution 30	43,423,028,032	99.98	10,314,104	0.02	89.78%	3,600,416
To approve the Employee Share Ownership Plan						

\* 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 the amended Articles of Association and the 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: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

As at 27 April 2020 (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 48,379,236,768.

### Contact

RBS Media Centre  
+44 (0)131 523 4205

Legal Entity Identifier: 2138005O9XJIJN4JPN90