

The Royal Bank of Scotland Group plc ("RBS") - Result of Annual General Meeting  
28 April 2010

Following the Annual General Meeting held today, RBS announces the results of the poll vote for each resolution as follows. Resolutions 13, 15 and 18 were passed as special resolutions.

|  | For            | % of<br>votes<br>cast | Against     | % of<br>votes<br>cast | Total<br>votes cast<br>as % of<br>Issued<br>Share<br>Capital | Withheld *  |
|--|----------------|-----------------------|-------------|-----------------------|--|-------------|
| Resolution 1<br><br>To approve the<br>accounts for the<br>year ended 31<br>December 2009           | 47,612,619,905 | 99.99                 | 4,982,653   | 0.01                  | 82.14  | 115,574,584 |
| Resolution 2<br><br>To approve the<br>Remuneration<br>Report for year<br>ended 31<br>December 2009 | 47,002,806,261 | 99.36                 | 302,628,674 | 0.64                  | 81.60  | 426,044,105 |
| Resolution 3<br><br>To elect Sir<br>Sandy Crombie<br>as a director                                 | 47,695,307,747 | 99.95                 | 22,950,545  | 0.05                  | 82.31  | 14,506,366  |
| Resolution 4<br><br>To elect Bruce<br>Van Saun as a<br>director                                    | 47,704,253,579 | 99.97                 | 13,140,856  | 0.03                  | 82.31  | 15,285,544  |
| Resolution 5<br><br>To elect Philip<br>Scott as a<br>director                                      | 47,705,530,399 | 99.98                 | 11,264,728  | 0.02                  | 82.31  | 15,289,884  |
| Resolution 6<br><br>To elect Penny<br>Hughes as a<br>director                                      | 47,695,858,464 | 99.95                 | 21,680,460  | 0.05                  | 82.31  | 15,130,185  |
| Resolution 7<br><br>To elect<br>Brendan Nelson<br>as a Director                                    | 47,704,172,315 | 99.97                 | 12,836,364  | 0.03                  | 82.31  | 15,839,722  |
| Resolution 8<br><br>To re-elect Joe<br>MacHale as a  | 47,697,876,484 | 99.96                 | 19,904,155  | 0.04                  | 82.31  | 14,938,197  |

|   |                |       |               |      |       |             |
|---|----------------|-------|---------------|------|-------|-------------|
| Director  |                |       |               |      |       |             |
| Resolution 9<br>To re-elect Philip Hampton as a Director                                      | 47,570,732,289 | 99.94 | 29,827,423    | 0.06 | 82.11 | 132,257,236 |
| Resolution 10<br>To re-appoint Deloitte LLP as auditors                                       | 47,593,967,778 | 99.97 | 15,113,898    | 0.03 | 82.13 | 123,789,799 |
| Resolution 11<br>To authorise the Audit Committee to fix the remuneration of the auditors     | 47,708,705,276 | 99.98 | 11,168,747    | 0.02 | 82.32 | 12,962,321  |
| Resolution 12<br>To renew the directors' authority to allot ordinary shares                   | 46,678,100,679 | 97.82 | 1,040,182,799 | 2.18 | 82.31 | 14,475,425  |
| Resolution 13<br>To renew the directors' authority to allot shares on a non-pre-emptive basis | 47,653,352,241 | 99.87 | 61,137,086    | 0.13 | 82.31 | 16,945,624  |
| Resolution 14<br>To approve consolidation and sub-division of shares                          | 47,697,356,079 | 99.96 | 17,292,471    | 0.04 | 82.31 | 16,688,771  |
| Resolution 15<br>To permit the holding of General Meetings at 14 days' notice                 | 47,201,937,420 | 98.92 | 516,021,138   | 1.08 | 82.31 | 13,056,473  |
| Resolution 16<br>To approve the RBS 2010 Long Term Incentive Plan                             | 46,957,540,414 | 99.20 | 379,630,975   | 0.80 | 81.66 | 394,090,986 |

|  |                |       |             |      |       |             |
|--|----------------|-------|-------------|------|-------|-------------|
| Resolution 17<br>To approve the renewal of the Employee Share Ownership Plan | 47,678,096,674 | 99.92 | 37,248,510  | 0.08 | 82.31 | 15,754,234  |
| Resolution 18<br>To adopt new Articles of Association                        | 47,583,382,368 | 99.96 | 20,625,621  | 0.04 | 82.12 | 127,385,971 |
| Resolution 19<br>To authorise political donations and political expenditure  | 47,453,037,734 | 99.68 | 150,469,478 | 0.32 | 82.12 | 127,733,816 |

\* 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 12, 13, 14, 15, 16, 17, 18, and 19 will shortly be available for inspection at the Financial Services Authority's Document Viewing Facility which is situated at: the Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS (telephone 020 7066 1000).

**Contact**

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