

Letter to shareholders

Financial results for the year ended 31 December 2012
and the 2013 Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser (who, in the United Kingdom, should be authorised under the Financial Services and Markets Act 2000).

If you have sold or transferred all your shares in The Royal Bank of Scotland Group plc please pass this document and the accompanying proxy form to the stockbroker, bank or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

The attention of shareholders is drawn to the Notice of the Annual General Meeting of the company which appears in Section 1 of this letter. The Annual General Meeting will be held on Tuesday, 14 May 2013 at 2.00 pm in the RBS Conference Centre, RBS Gogarburn, Edinburgh EH12 1HQ.

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Philip Hampton
Chairman



PO Box 1000
RBS Gogarburn
Edinburgh EH12 1HQ

Telephone: 0131 556 8555

4 April 2013

Dear Shareholder

I enclose our 2012 Annual Review and Summary Financial Statement, or our full Report and Accounts. I also have pleasure in inviting you to attend our Annual General Meeting which will be held in the RBS Conference Centre, RBS Gogarburn, Edinburgh EH12 1HQ on Tuesday, 14 May 2013 at 2.00 pm.

The Notice of Meeting and supporting information accompany and form part of this letter. A location map is provided at the end of this document.

Yours sincerely

A handwritten signature in black ink, appearing to read "Philip Hampton", written in a cursive style.

Section 1

Notice of Meeting

Notice is hereby given that the forty-fifth Annual General Meeting of the members of The Royal Bank of Scotland Group plc will be held in the RBS Conference Centre, RBS Gogarburn, Edinburgh EH12 1HQ on Tuesday, 14 May 2013, at 2.00 pm for the following purposes:

1. To receive and approve the accounts for the financial year ended 31 December 2012 and the reports of the directors and auditors thereon.
2. To approve the Remuneration Report contained within the Report and Accounts for the financial year ended 31 December 2012.
3. To re-elect Sandy Crombie as a director.
4. To re-elect Alison Davis as a director.
5. To re-elect Tony Di Iorio as a director.
6. To re-elect Philip Hampton as a director.
7. To re-elect Stephen Hester as a director.
8. To re-elect Penny Hughes as a director.
9. To re-elect Brendan Nelson as a director.
10. To re-elect Baroness Noakes as a director.
11. To re-elect Art Ryan as a director.
12. To re-elect Bruce Van Saun as a director.
13. To re-elect Philip Scott as a director.
14. To re-appoint Deloitte LLP as auditors.
15. To authorise the Group Audit Committee to fix the remuneration of the auditors.
16. To renew the directors' authority to allot securities.
17. To renew the directors' authority to allot equity securities on a non pre-emptive basis.
18. To renew and extend the directors' authority to offer shares in lieu of a cash dividend.
19. To permit the holding of General Meetings at 14 days' notice.
20. To authorise political donations and expenditure by the Group in terms of Section 366 of the Companies Act 2006.

The resolutions to be proposed as additional business at the Annual General Meeting in respect of items 16 to 20 above are set out in full in Appendix 1 to the circular letter to shareholders dated 4 April 2013 of which this Notice forms part. Information on all the resolutions is contained in section 2.

By order of the Board,
Aileen Taylor
Secretary
36 St Andrew Square, Edinburgh.

21 March 2013

Notes:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, as amended, the company gives notice that only those shareholders entered on the register of members of the company at close of business on 10 May 2013, or, if the Annual General Meeting is adjourned, on the register of members of the company 48 hours before the time of the adjourned meeting, will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. In each case, changes to entries on the register after close of business on 10 May 2013 will be disregarded in determining the rights of any person to attend or vote at the meeting and the number of votes any person may cast at the meeting.
2. Every member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of the member. A proxy need not be a member of the company. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member. A form appointing a proxy is enclosed with this notice and may be returned in the enclosed pre-paid envelope. To appoint a proxy, (a) the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be completed and sent to the company's transfer office at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 5 below, or (c) the proxy appointment must be registered electronically on the website at www.rbs.com/e-proxy, in each case so as to be received no later than 2.00 pm on 10 May 2013. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. Any person to whom this Annual General Meeting Notice has been sent, whose shares are held on their behalf by another person and who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
4. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 2 above and 5 below do not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders.
5. CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so through the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Please refer to the CREST manual at www.euroclear.com/CREST.

6. As at 18 March 2013 (being the latest practicable date prior to the printing of this Notice), the issued share capital of the company conferring the right to vote at the Annual General Meeting consisted of 6,108,006,952 ordinary shares carrying four votes each on a poll, 400,000 5.5 per cent. cumulative preference shares carrying four votes each on a poll, 500,000 11 per cent. cumulative preference shares carrying four votes each on a poll, and 10,130 Non Cumulative Dollar Preference Shares Series U carrying one vote each on a poll. Therefore, the total number of voting rights in the company as at 18 March 2013 was 24,435,637,938.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or good order of the meeting that the question be answered.
9. A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at www.rbs.com.
10. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the company has been required under section 527 of the Companies Act 2006 to publish on a website.
11. You may not use any electronic address provided in either this Notice of Annual General Meeting or any related documents (including the form of proxy) to communicate with the company for any purposes other than those expressly stated.
12. The following documents will be available for inspection at the company's registered office and at Linklaters LLP, One Silk Street, London EC2Y 8HQ during normal business hours until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting:
 - (i) copies of the executive directors' service contracts; and
 - (ii) copies of the letters of appointment for non-executive directors.

Section 2

Information on the Resolutions to be proposed at the Annual General Meeting

At the meeting there will be a number of items of ordinary business. These are:

Report and Accounts (resolution number 1) You will be asked to approve the 2012 Report and Accounts.

Remuneration Report (resolution number 2) You will be asked to approve the Remuneration Report. The Remuneration Report can be found in the Governance section of the Report and Accounts and a summary is included in the Annual Review and Summary Financial Statement.

Election of Directors (resolutions numbered 3 to 13) Under the company's articles of association, any director appointed since the last Annual General Meeting and any directors with more than three years' service since their last re-election must seek election or re-election. However, in accordance with the recommendations set out in the UK Corporate Governance Code (the "Code"), all of the company's directors will retire and submit themselves for re-election on an annual basis.

All of the non-executive directors offering themselves for re-election are highly experienced and have a broad knowledge of the international financial services industry. In view of their career experience and connections with other organisations, the board of directors of the company (the "Board") considers that they each bring valuable skills to the Board and provide an objective perspective.

The Code requires that, when non-executive directors are proposed for election or re-election, confirmation is given that, following formal evaluation, their performance continues to be effective and demonstrates commitment to the role of non-executive director. The performance of the non-executive directors has been formally evaluated by the Chairman and each is considered to be effective and to demonstrate commitment to the role.

Biographical details of all the directors are contained in the Annual Review and Summary Financial Statement and in the Report and Accounts.

Auditors (resolutions numbered 14 and 15) You will be asked to vote on the re-appointment of Deloitte LLP as the company's auditors until the next Annual General Meeting, and to authorise the Group Audit Committee to fix the auditors' remuneration. The company's audit committee has recommended to the Board that Deloitte LLP be re-appointed. Details of the auditors' remuneration can be found in Note 5 of the Notes on the Accounts in the Report and Accounts.

In addition you will be asked to vote on the following items of additional business:

Authority to allot securities (resolution number 16) This resolution will, if approved, renew the directors' authority to allot shares or grant rights to subscribe for, or convert any security into, shares. The authority will replace the authority given to the directors at the Annual General Meeting in 2012.

The relevant resolution is set out in Appendix 1. Sub-paragraph (i) of the resolution, if passed, will give the directors authority to allot shares, or grant rights to subscribe for, or convert any security into, shares, up to an aggregate nominal value of £2,036,002,317, representing one-third of the company's issued ordinary share capital on 18 March 2013 (the latest practicable date before the printing of the Notice).

In accordance with the institutional guidelines issued by the Association of British Insurers (“ABI”), sub-paragraph (ii) of the resolution, if passed, will give the directors authority to allot, including the shares referred to in sub-paragraph (i) of the resolution, shares in the company in connection with a pre-emptive offer by way of a rights issue to shareholders up to a maximum nominal amount of £4,072,004,634, representing two-thirds of the company’s issued ordinary share capital on 18 March 2013 (the latest practicable date before the printing of the Notice). As at that date, the company did not hold any treasury shares.

The company has passed resolutions renewing the directors’ allotment authority at the Annual General Meeting for a number of years. As part of capital planning related to macro-prudential discussions with the Prudential Regulation Authority, the directors may consider and approve new issuance in an amount not to exceed £300 million sold by way of a dribble out mechanism over the balance of 2013 to neutralise in part the capital impacts of discretionary coupon payments. Other than the above the directors have no present intention to exercise the authority.

It is considered prudent to maintain the maximum flexibility permitted by institutional guidelines. If they do exercise the authority in sub-paragraph (ii) of the resolution the directors intend to follow emerging best practice as regards its use (including as regards the directors standing for re-election in certain cases), as recommended by the ABI. The authority would remain in force until the end of the Annual General Meeting in 2014 or the close of business on 30 June 2014, whichever is the earlier.

Authority to allot equity securities free from pre-emption restrictions (resolution number 17) This resolution (which will be proposed as a special resolution and requires the approval of three-quarters of the votes cast at the meeting) will, if approved, renew the directors’ authority to allot equity securities for cash, free from the pre-emption restrictions set out in the Companies Act 2006. This authority is limited to allotments of equity securities up to an aggregate nominal value of £305,400,347 (representing 5% of the issued ordinary share capital of the company), and to allotments in connection with a rights issue. The authority will also include any sale by the company of shares held as treasury shares. Paragraph (B) of the resolution, if passed, will renew the authority in the company’s articles of association to disapply any statutory pre-emption rights which holders of B Shares or the Dividend Access Share in the company would otherwise have. The relevant resolution is set out in Appendix 1.

If approved, the authority will expire at the end of the Annual General Meeting in 2014 (or the close of business on 30 June 2014 if earlier). The directors intend to observe the institutional guidelines in respect of allotments of shares for cash. These presently require that no more than 7½% of the issued ordinary share capital should be allotted for cash on a non pre-emptive basis in any rolling three-year period.

Renewal and extension of Scrip Dividend Authority (resolution number 18) This resolution renews the directors’ authority to offer shares in lieu of a cash dividend on the ordinary shares and extends it to the Class B shares. The current authority in relation to the ordinary shares expires at the 2013 Annual General Meeting and whilst the company does not offer such a facility at present the directors believe that flexibility to do so should be preserved. The authority, if approved, will remain in force until the Annual General Meeting held in 2018. The relevant resolution is set out in Appendix 1.

Notice periods for General Meetings (resolution number 19) The Companies Act 2006 extended the notice period for general meetings of a company to 21 days. The Companies Act 2006 does, however, allow companies to retain a 14 day notice period provided that certain conditions are met, including the passing of an appropriate resolution at an Annual General Meeting. The resolution, which will be proposed as a special resolution, will enable the company to retain the flexibility of holding general meetings (other than an Annual General Meeting) on 14 days’ notice.

It is intended that the shorter notice period will only be used where it is, in the opinion of the directors, merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the company’s Annual General Meeting in 2014, when it is intended that a similar resolution will be proposed. The relevant resolution is set out in Appendix 1.

Political donations (resolution number 20) The Companies Act 2006 requires companies to seek prior shareholder approval for any political donations or political expenditure in respect of an EU political party or other EU political organisation or an independent election candidate in the EU. Neither the company nor any of its subsidiaries has any intention of making any EU political donation or incurring any EU political expenditure. However the definitions of political donations and political expenditure used in the Companies Act 2006 are very widely drafted, and we have been advised that the definitions could include activities such as allowing staff paid leave to act as local councillors or to stand for election in local government, national or European parliament elections. In keeping with most companies, our employment policies do allow paid leave in these circumstances. Contributions to “think tanks” or bodies such as those concerned with policy review and law reform or with the representation of the business community or sections of it may also be deemed to be political donations or expenditure as defined by the Companies Act 2006.

The penalties for breach of the legislation are severe, even if the breach is inadvertent. At the Annual General Meeting in 2012 shareholders approved a resolution to protect the company and its officers by approving political donations and expenditure of up to £100,000 per annum in aggregate across the Group. We now seek to renew this authority up to an aggregate of £100,000 which will not be used for any purpose other than a continuation of our normal business and employment practices. The approval will, if granted, expire at the Annual General Meeting of the company in 2014. The relevant resolution is set out in Appendix 1.

Recommendation

The Board considers that all the proposals described in this letter are in the best interests of the company and its shareholders as a whole, and recommend all shareholders to vote in favour of all the resolutions, as the Board intends to do in respect of their own beneficial holdings.

Section 3

General information in relation to the Annual General Meeting and Report and Accounts

Report and Accounts

Unless you have elected for electronic communication you will have received either:

- (1) the full “Report and Accounts”. This is sent only to shareholders who have asked to receive it or who have not previously had the opportunity of choosing which document they wish to receive; or
- (2) the “Annual Review and Summary Financial Statement” which includes the Chairman’s statement, the Group Chief Executive’s review and Divisional review. The main difference from the Report and Accounts is that the accounting information has been summarised.

If you wish to change your election in this regard please contact our Registrar on +44 (0)870 702 0135 or write to Computershare at the address provided in the contact details section.

Shareholder questions

At the Annual General Meeting members attending the meeting have the right to ask questions, as stated in Note 8 of the Notice of meeting. You can also write to us with your questions at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or contact us at rbsagm@computershare.co.uk and we will respond to your questions as soon as possible. Our customer services and shareholder enquiries teams at the meeting will also be pleased to help you.

Forms of Proxy and voting at the Annual General Meeting

A Form of Proxy is enclosed which covers all resolutions to be proposed at the Annual General Meeting and which is for use by holders of ordinary shares and cumulative preference shares. If you are a person nominated under section 146 of the Companies Act 2006 to enjoy information rights, please read Note 3 to the Notice of the Meeting.

Completed Forms of Proxy should be returned in the pre-paid envelope as soon as possible, but in any event no later than 2.00 pm on 10 May 2013. In addition, it is now possible to appoint and instruct your proxy electronically by following the instructions on the enclosed Form of Proxy. Completion of a Form of Proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish. To appoint more than one proxy (each of whom must be appointed to exercise rights attached to different shares held by you), see Note 2 on the reverse of the Form of Proxy.

At the Annual General Meeting we will disclose, for each resolution, the total of the proxy votes received and any votes cast at the meeting, the proportion for and against each resolution and the number of votes withheld. Votes withheld will not be counted in the calculation of the proportion of votes ‘for’ and ‘against’ a resolution.

Voting at the Annual General Meeting in respect of each resolution will be conducted by way of a poll. Voting on a poll is more transparent and equitable, since it allows the votes of all shareholders who wish to vote to be taken into account, and it reflects evolving best practice. Shareholders who attend the meeting will still be able to ask questions relevant to the business of the meeting prior to voting on the resolutions.

Arrangements for shareholders in need of assistance at the Annual General Meeting

Special arrangements have been made to help shareholders in need of assistance. An induction loop will be available for shareholders who are hard-of-hearing and shareholders wishing to use this service should ask the ushers for directions to the seats with the optimum signal. There will also be facilities for shareholders who are wheelchair users. Anyone who accompanies a shareholder who is in need of assistance will be admitted to the meeting.

Contact Details

Shareholder enquiries Registrar Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ Telephone: +44 (0)870 702 0135 Facsimile: +44 (0)870 703 6009	RBS Secretariat The Royal Bank of Scotland Group plc PO Box 1000 Gogarburn Edinburgh EH12 1HQ Telephone: +44 (0)131 556 8555 Facsimile: +44 (0)131 626 3081	Registered office 36 St Andrew Square Edinburgh EH2 2YB Telephone: +44 (0)131 556 8555 Website: www.rbs.com	Auditors Deloitte LLP, Chartered Accountants and Registered Auditors, Edinburgh
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Appendix 1

The following resolutions (numbered as in the Notice of Meeting) will be proposed as additional business at the Annual General Meeting of the company convened for Tuesday, 14 May 2013 at 2.00 pm in the RBS Conference Centre, RBS Gogarburn, Edinburgh EH12 1HQ.

Resolutions 17 and 19 will be proposed as special resolutions.

16. Ordinary Resolution

That the Directors be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

- (i) up to an aggregate nominal amount of £2,036,002,317 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Companies Act 2006) allotted under sub-paragraph (ii) below in excess of £2,036,002,317); and
- (ii) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum nominal amount of £4,072,004,634 (such amount to be reduced by any shares allotted or rights granted under sub-paragraph (i) above) in connection with an offer by way of a rights issue (that is, an offer to subscribe for further securities by means of the issue of a renounceable letter or other negotiable document which may be traded for a period before payment for the securities is due):
 - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities if this is required by the rights of those equity securities or, if the Directors consider it necessary, as permitted by the rights of those equity securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 30 June 2014, save that the Company may before such expiry (A) pursuant to the authority conferred by sub-paragraph (i), make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for, or convert securities into, shares to be granted, after such expiry and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority so conferred had not expired, and (B) pursuant to the authority conferred by sub-paragraph (ii), make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority so conferred had not expired.

This authority is in addition and without prejudice to any other subsisting unutilised authorities conferred upon the Directors under section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

17. Special Resolution

That subject to the passing of Resolution 16:

- (A) the Directors be and are hereby generally and unconditionally empowered pursuant to section 571(1) of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by Resolution 16 or by way of a sale of treasury shares, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under Resolution 16(ii), by way of a rights issue as described in that Resolution only) to or in favour of (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, and (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or any stock exchange or any other matter; and
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i)), of equity securities pursuant to the authority granted under Resolution 16(i), and/or by virtue of section 560(3) of the Companies Act 2006, up to a maximum nominal amount of £305,400,347.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 30 June 2014, unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired. Compliance with the limit in sub-paragraph (ii) shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the Companies Act 2006), by reference to the aggregate nominal amount of such shares which may be allotted pursuant to such rights.

This power is in addition and without prejudice to any other subsisting unexercised powers conferred upon the Directors under section 95 of the Companies Act 1985 or section 571 of the Companies Act 2006; and

- (B) the powers conferred on the Directors by sub-paragraphs (1) and (2) of article 11(B) of the Company's articles of association be renewed for the period ending at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 30 June 2014.

18. Ordinary Resolution

That the Directors are hereby authorised:

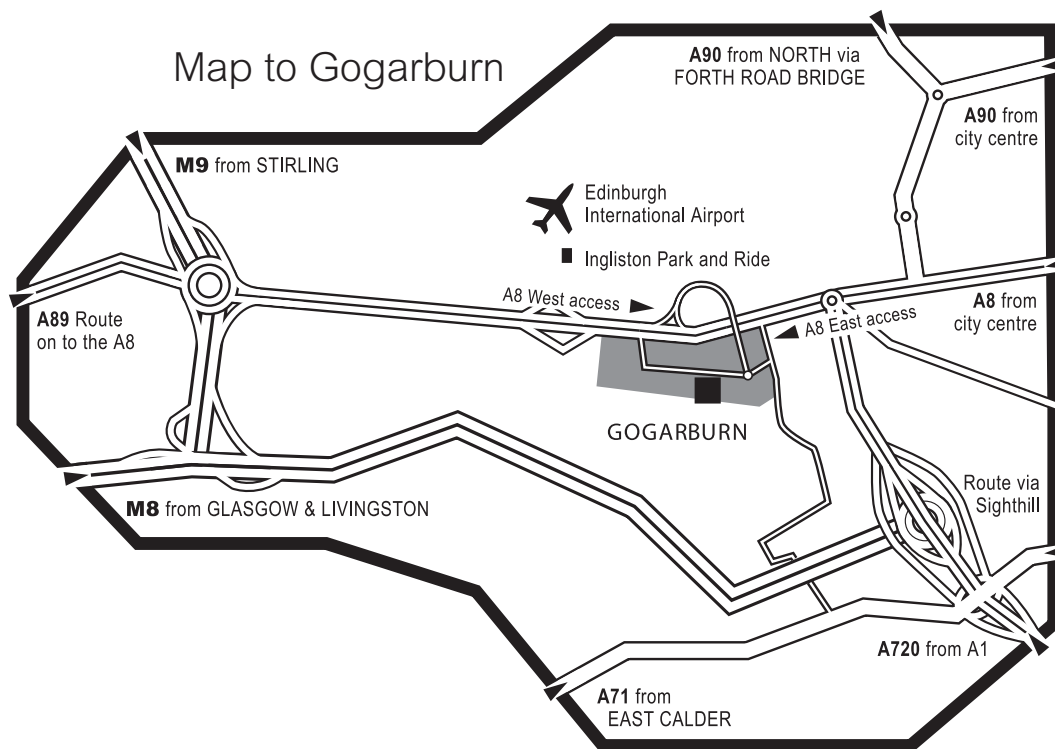
- (A) to exercise the power contained in Article 133 of the Articles of Association of the company so that to the extent determined by the Directors the holders of ordinary shares be permitted to elect to receive new ordinary shares in the capital of the company, credited as fully paid, instead of all or part of any dividend declared or paid on ordinary shares of the company after the date of passing of this resolution and before the Annual General Meeting in 2018;
- (B) to capitalise the appropriate nominal amount of additional ordinary shares, falling to be allotted pursuant to elections made as aforesaid, out of the amount standing to the credit of the reserves of the company, to apply such sum in paying up such ordinary shares and to allot such ordinary shares to members of the company validly making such elections;
- (C) to exercise the power contained in Article 134 of the Articles of Association of the company so that to the extent determined by the Directors the holders of Class B shares be permitted to elect to receive new ordinary shares in the capital of the company, credited as fully paid, instead of all or part of any dividend declared or paid on Class B shares of the company after the date of passing of this resolution and before the Annual General Meeting in 2018; and
- (D) to capitalise the appropriate nominal amount of additional ordinary shares, falling to be allotted pursuant to elections made in respect of (C) above, out of the amount standing to the credit of the reserves of the company, to apply such sum in paying up such ordinary shares and to allot such ordinary shares to members of the company validly making such elections.

19. Special Resolution

That a General Meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

20. Ordinary Resolution

That, in accordance with section 366 of the Companies Act 2006 (the "2006 Act") the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised during the period commencing on the date of this resolution and ending on the date of the Annual General Meeting of the Company to be held in 2014 or on 30 June 2014, whichever is the earlier to: (a) make political donations to political parties and/or independent election candidates, (b) make political donations to political organisations other than political parties, and (c) incur political expenditure, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 and the amount authorised under each of (a), (b) and (c) above shall also be limited to such amount. Such maximum amounts may consist of sums in any currency converted into sterling at such rate as the Directors may in their absolute discretion determine. For the purposes of this resolution, the terms 'political donations', 'political parties', 'political organisations', 'independent election candidates' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the 2006 Act.



RBS Gogarburn is served by the 35 Lothian Bus to and from the city centre and the airport all day. An RBS shuttle bus will run from the public transport stop in RBS Gogarburn to the RBS Conference Centre.

Edinburgh Park and South Gyle stations are approximately two miles from RBS Gogarburn. Waverley Station is in the city centre, approximately eight miles from the site.

To find out more about public transport to RBS Gogarburn, visit www.travelinescotland.com

Limited private parking is available at RBS Gogarburn. For booking information please call 0131 626 9000. Shareholders may also park at the Ingliston Park and Ride and use the 35 Lothian bus service to connect to RBS Gogarburn.

