

Royal Bank of Scotland Group PLC - Results of General Meeting

Released 12:01 15-Dec-2009

The Royal Bank of Scotland Group plc ("RBS") - European Commission Final State Aid Approval and Results of General Meeting

15 December 2009

European Commission Final State Aid Approval

The European Commission announced yesterday that the College of Commissioners has given final approval under the State aid rules to the APS and to the State aid restructuring plan of The Royal Bank of Scotland Group ("RBS"). Having assessed the State aid and RBS's State aid restructuring plan, the European Commission is satisfied that the aid measures and the restructuring plan are in line with the European Commission's communications on State aid to the financial sector and, as such, are compatible with EU rules on State aid. The commitments required to be given by RBS are as set out in the Circular posted to RBS shareholders on 27 November 2009.

Results of General Meeting

Following the General Meeting held today, RBS announces the results of the poll vote for each resolution as follows. Resolutions 5 and 6 were passed as special resolutions.

	For	% of votes cast	Against	% of votes cast	Votes Withheld*
Resolution 1	7,441,556,814	99.42	43,732,082	0.58	41,141,675
To approve accession to the Asset Protection Scheme and the issue of B Shares and a Dividend Access Share.					
Resolution 2	47,063,561,858	99.92	39,462,819	0.08	68,207,914
To authorise the allotment of the B Shares, the Dividend Access Share and Ordinary Shares.					
Resolution 3	47,119,083,054	99.98	10,371,076	0.02	41,787,227
To authorise the capitalisation of reserves and the consolidation and division of share capital and/or sub-division of shares.					
Resolution 4	46,630,158,773	99.46	254,992,542	0.54	286,083,824
To approve and adopt the rules of the RBS 2010 Deferral Plan.					
Resolution 5	47,134,100,997	99.96	17,679,819	0.04	19,456,311
To approve the removal of the authorised share capital and other amendments to the Articles of Association.					
Resolution 6	47,063,303,732	99.88	56,877,455	0.12	51,341,430
To disapply pre-emption rights.					

HM Treasury were not permitted to vote on Resolution 1.

On 15 December 2009 the issued share capital of the Company conferring the right to vote at the General Meeting consisted of 56,365,721,284 ordinary shares of 25p each carrying one vote each on a poll, 400,000 5.5 per cent. cumulative preference

shares of £1 each carrying four votes each on a poll, and 500,000 11 per cent. cumulative preference shares of £1 each carrying four votes each on a poll. Therefore, the total number of voting rights in the Company as at 15 December 2009 was 56,369,321,284.

* A vote withheld is not a vote in law and, therefore, has not been 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 resolutions 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).

Contacts

Richard O'Connor, Head of Investor Relations, +44 (0) 20 7672 1758

For media enquiries:

Andrew McLaughlin, Group Director, Communications, +44 (0) 131 626 3868, +44 (0) 7786 111689

END