**For filings with the FSA include the annex**

**For filings with issuer exclude the annex**

**TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESi**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | | |  | |
| **1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:** ii | | | The Royal Bank of Scotland Group plc | |
| **2. Reason for the notification** (please tick the appropriate box or boxes): | | | | |
| An acquisition or disposal of voting rights | | | |  |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | | | |  |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments | | | |  |
| An event changing the breakdown of voting rights | | | | x |
| Other (please specify): |  | | |  |
| **3. Full name of person(s) subject to the notification obligation:** iii | | The Solicitor for the affairs of Her Majesty’s Treasury | | |
| **4. Full name of shareholder(s)**  (if different from 3.):iv | |  | | |
| **5. Date of the transaction and date on which the threshold is crossed or reached:** v | | 31 January 2013 | | |
| **6. Date on which issuer notified:** | | 1 February 2013 | | |
| **7. Threshold(s) that is/are crossed or reached:** vi, vii | | Crossed percentage threshold of 65% | | |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **8. Notified details:** | | | | | | | | | | | | | | | | | | |
| **A: Voting rights attached to shares** viii, ix | | | | | | | | | | | | | | | | | | |
| **Class/type of shares**  if possible using the ISIN CODE | **Situation previous to the triggering transaction** | | | | | | | **Resulting situation after the triggering transaction** | | | | | | | | | | |
| **Number of Shares** | | | **Number of Voting Rights** | | | | **Number of shares** | | | **Number of voting rights** | | | **% of voting rights x** | | | | |
| **Direct** | | | **Direct** xi | | **Indirect** xii | **Direct** | | | **Indirect** | |
| GB00B7T77214 | 3,964,483,519 | | | 15,857,934,076 | | | | 3,964,483,519 | | | 15,857,934,076 | |  | 65.28% | | |  | |
|  |
|  | | | | | | | | | | | | | | | | | | |
| **B: Qualifying Financial Instruments** | | | | | | | | | | | | | | | | | | |
| **Resulting situation after the triggering transaction** | | | | | | | | | | | | | | | | | | |
| **Type of financial instrument** | | | **Expiration date** xiii | | | **Exercise/  Conversion Period** xiv | | | | | | **Number of voting rights that may be acquired if the instrument is exercised/ converted.** | | | | **% of voting rights** | | |
|  | | |  | | |  | | | | | |  | | | |  | | |
|  | | | | | | | | | | | | | | | | | | |
| **C: Financial Instruments with similar economic effect to Qualifying Financial Instruments** xv, xvi | | | | | | | | | | | | | | | | | | |
| **Resulting situation after the triggering transaction** | | | | | | | | | | | | | | | | | | |
| **Type of financial instrument** | | **Exercise price** | | | **Expiration date** xvii | | **Exercise/ Conversion period** xviii | | | **Number of voting rights instrument refers to** | | | | | **% of voting rights** xix, xx | | | |
| Series 1 class B shares | | £5.00 (subject to adjustment) | | | - | | Anytime | | | Up to 20,400,000,000 (depending on extent of conversion into ordinary shares) | | | | | **Nominal** | | | **Delta** |
| Up to 45.65% | | |  |
|  | | | | | | | | | | | | | | | | | | |
| **Total (A+B+C)** | | | | | | | | | | | | | | | | | | |
| **Number of voting rights** | | | | | | | | | **Percentage of voting rights** | | | | | | | | | |
| 36,257,934,076 | | | | | | | | | 81.13% | | | | | | | | | |

|  |  |  |
| --- | --- | --- |
| **9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:** xxi | | |
| UKFI Financial Investments Limited, a company wholly-owned by Her Majesty’s Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty’s Treasury).  The solicitor for the affairs of Her Majesty’s Treasury is acting as nominee for Her Majesty’s Treasury. | | |
|  | | |
| **Proxy Voting:** | | |
| **10. Name of the proxy holder:** | |  |
| **11. Number of voting rights proxy holder will cease to hold:** | |  |
| **12. Date on which proxy holder will cease to hold voting rights:** | |  |
|  | | |
| **13. Additional information:** |  | |
| **14. Contact name:** | Vicky Malpus, UKFI | |
| **15. Contact telephone number:** | +44 (0)207 070 5942 | |

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| --- | --- |
| **Note: Annex should only be submitted to the FSA not the issuer** | |
| **Annex: Notification of major interests in shares**xxii | |
|  | |
| **A: Identity of the persons or legal entity subject to the notification obligation** | |
| **Full name**  (including legal form of legal entities) | The Solicitor for the affairs of Her Majesty’s Treasury |
| **Contact address**  (registered office for legal entities) | One Kemble Street, London, WC2B 4TS |
| **Phone number & email** | c/o Vicky Malpus; [vicky.malpus@ukfi.co.uk](mailto:vicky.malpus@ukfi.co.uk);  0207 070 5942 |
| **Other useful information**  (at least legal representative for legal persons) |  |
|  |  |
| **B: Identity of the notifier, if applicable** | |
| **Full name** | Vicky Malpus |
| **Contact address** | UKFI, 1a Cockspur Street, London SW1Y 5BG |
| **Phone number & email** | [vicky.malpus@ukfi.co.uk](mailto:vicky.malpus@ukfi.co.uk); 0207 070 5942 |
| **Other useful information**  (e.g. functional relationship with the person or legal entity subject to the notification obligation) | UKFI holds power of attorney to act in TSol’s name and on its behalf in connection with all meetings of shareholders held by The Royal Bank of Scotland Group |
|  | |
| **C: Additional information** | |
|  | |
| ***For notes on how to complete form TR-1 please see the FSA website.*** | |