

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

25 April 2019

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 20, 21, 23, 24, 26 and 27 were passed as special resolutions. The Board welcomes the overwhelming vote by shareholders on Resolution 28 to reject the resolution requisitioned to create a Shareholder Committee. We will continue to actively engage with our shareholders, stakeholders and representative bodies, to ensure that we are aware of their views.

	For	% of votes cast	Against	% of votes cast	Total votes cast as % of Voting Share Capital	Withheld *
Resolution 1 To receive the 2018 Report and Accounts	44,302,251,816	100.00	946,196	0.00	91.60	9,443,332
Resolution 2 To approve the Annual Report on Remuneration in the Directors' Remuneration Report	43,761,530,456	99.23	338,658,320	0.77	91.18	212,446,568
Resolution 3 To declare a final dividend of 3.5 pence per ordinary share	44,306,536,572	99.99	4,488,696	0.01	91.61	1,613,904
Resolution 4 To declare a special dividend of 7.5 pence per ordinary share	44,301,659,792	99.99	5,491,276	0.01	91.60	5,490,212
Resolution 5 To re-elect Howard Davies as a Director	44,111,455,668	99.55	197,814,468	0.45	91.61	3,371,760
Resolution 6 To re-elect Ross McEwan as a Director	44,294,280,976	99.96	15,648,632	0.04	91.61	2,703,116
Resolution 7	44,258,634,156	99.89	49,543,416	0.11	91.61	4,435,972

To elect Katie Murray as a Director						
Resolution 8 To re-elect Frank Dangeard as a Director	44,287,744,412	99.96	19,899,728	0.04	91.61	5,004,116
<i>Approval of Frank Dangeard's re-election by independent shareholders only</i>	14,249,810,336	99.86	19,899,728	0.14	77.85	5,004,116
Resolution 9 To re-elect Alison Davis as a Director	44,292,837,532	99.97	15,274,624	0.03	91.61	4,535,576
<i>Approval of Alison Davis' re-election by independent shareholders only</i>	14,254,903,456	99.89	15,274,624	0.11	77.85	4,535,576
Resolution 10 To elect Patrick Flynn as a Director	44,292,566,708	99.97	15,164,032	0.03	91.61	4,893,184
<i>Approval of Patrick Flynn's election by independent shareholders only</i>	14,254,632,632	99.89	15,164,032	0.11	77.85	4,893,184
Resolution 11 To re-elect Morten Friis as a Director	44,292,022,880	99.96	15,735,292	0.04	91.61	4,880,704
<i>Approval of Morten Friis' re-election by independent shareholders only</i>	14,254,088,804	99.89	15,735,292	0.11	77.85	4,880,704
Resolution 12 To re-elect Robert Gillespie	43,994,977,792	99.68	139,808,484	0.32	91.25	177,853,472

as a Director						
<i>Approval of Robert Gillespie's re-election by independent shareholders only</i>	13,957,043,716	99.01	139,808,484	0.99	76.91	177,853,472
Resolution 13 To re-elect Baroness Noakes as a Director	44,176,231,128	99.70	132,137,332	0.30	91.61	4,215,088
<i>Approval of Baroness Noakes' re-election by independent shareholders only</i>	14,138,297,052	99.07	132,137,332	0.93	77.85	4,215,088
Resolution 14 To re-elect Mike Rogers as a Director	44,288,446,824	99.96	19,661,604	0.04	91.61	4,479,764
<i>Approval of Mike Rogers' re-election by independent shareholders only</i>	14,250,512,748	99.86	19,661,604	0.14	77.85	4,479,764
Resolution 15 To re-elect Mark Seligman as a Director	43,937,503,252	99.16	369,973,544	0.84	91.60	5,108,572
<i>Approval of Mark Seligman's re-election by independent shareholders only</i>	13,899,569,176	97.41	369,973,544	2.59	77.85	5,108,572
Resolution 16 To re-elect Dr Lena Wilson as a Director	44,292,901,576	99.97	14,577,928	0.03	91.60	5,003,100
<i>Approval of Dr Lena Wilson's re-election by independent</i>	14,254,967,500	99.90	14,577,928	0.10	77.85	5,003,100

<i>shareholders only</i>						
Resolution 17 To re-appoint Ernst & Young LLP as auditors	44,304,170,260	99.99	4,652,592	0.01	91.61	3,755,512
Resolution 18 To authorise the Group Audit Committee to fix the remuneration of the auditors	44,304,714,420	99.99	4,582,276	0.01	91.61	3,271,852
Resolution 19 To renew the directors' authority to allot shares	44,069,647,904	99.46	239,545,664	0.54	91.61	3,391,068
Resolution 20 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	44,259,244,512	99.89	48,734,308	0.11	91.61	4,605,340
Resolution 21 To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with the purposes of financing a transaction	43,835,658,616	98.93	472,456,396	1.07	91.61	4,470,880
Resolution 22 To renew the directors' authority to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares	44,132,714,156	99.60	175,836,080	0.40	91.61	4,036,916

in relation to Equity Convertible Notes						
Resolution 23 To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with Equity Convertible Notes	44,122,958,532	99.58	185,634,776	0.42	91.61	4,002,820
Resolution 24 To renew the authority to permit the holding of General Meetings at 14 clear days' notice	43,564,015,276	98.32	746,371,776	1.68	91.61	2,188,768
Resolution 25 To renew the authority in respect of political donations and expenditure by the Company in terms of Section 366 of the Companies Act 2006	43,894,561,848	99.07	413,468,068	0.93	91.61	4,516,360
Resolution 26 To renew the authority for the Company to purchase its own shares on a recognised investment exchange	44,109,448,240	99.56	194,798,976	0.44	91.60	8,332,660
Resolution 27 To renew the authority to make off-market purchases of ordinary shares	14,257,539,460	99.94	8,631,592	0.06	29.50	8,457,108

from HM Treasury						
Resolution 28 To direct the Board to establish a Shareholder Committee	319,793,996	0.73	43,672,774,248	99.27	90.95	319,773,960

* 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 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: www.morningstar.co.uk/uk/NSM

As at 23 April 2019 (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 48,368,034,468.

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