

# Attendance Card for the Annual General Meeting



To be held at the RBS Conference Centre, RBS Gogarburn, Edinburgh EH12 1HQ on Tuesday, 14 May 2013 at 2.00 pm.  
If you or your proxy attend the meeting please bring this card with you and, on arrival, hand it to a Company official.

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.

Limited private parking is available at RBS Gogarburn. For booking information please call 0131 626 9000.

Edinburgh Park or 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](http://www.travelinescotland.com)

Shareholders may also park at the Ingliston Park and Ride and use the 35 Lothian bus service to connect to RBS Gogarburn.

For a map of RBS Gogarburn, please see overleaf

## Change of personal details or comments



If your details have changed please complete in BLOCK CAPITALS using black ink and return in the envelope provided.  
Change of name must be supported by relevant documentation.

Name of shareholder

Address

Postcode   Signature

Comments

**Return address:**  
The Royal Bank of Scotland Group plc  
c/o The Pavilions  
Bridgwater Road  
Bristol BS99 6ZY

E1394

# Form of proxy for Annual General Meeting to be held on Tuesday, 14 May 2013



Your details

Before completing this form, please read the explanatory notes overleaf.  
I/ We being (a) member(s) of The Royal Bank of Scotland Group plc ("the Company") appoint the Chairman of the meeting or the following person (see Note 1 overleaf)

Please leave this box blank if you have selected the Chairman.  
Do not insert your own name(s)

as my/our proxy to attend, speak\* and vote\* in respect of my/our voting entitlement\*\* on my/our behalf at the Annual General Meeting of the Company to be held at 2.00 pm on Tuesday 14 May 2013 and at any adjournment thereof.

\* For details please refer to Note 1 overleaf.

\*\* For the appointment of more than one proxy, please refer to Note 2 overleaf.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Please indicate with an X in the boxes opposite how you wish your votes to be cast on the resolutions.

If you would like to submit your Form of Proxy electronically via the internet go to [www.rbs.com/e-proxy](http://www.rbs.com/e-proxy). You will be asked to enter the Shareholder reference number and PIN as printed below and agree to certain terms and conditions. You may also be asked to submit the control number printed below.

If you instruct the proxy to withhold his vote on any particular resolution your abstention will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.

Subject to any voting instructions given by you, the proxy will vote or may abstain from voting on any resolution or other matter properly coming before the meeting as he or she may think fit.

Signature

Date

Shareholder reference number

PIN Number

Control Number 911698

E1391

Please mark the appropriate boxes with an X using black ink and return it in the envelope provided.

| Resolutions   | Vote: | For                      | Against                  | Withheld                 |
|---|-------|--------------------------|--------------------------|--------------------------|
| 1. To receive and approve the Report and Accounts   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Remuneration Report   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Sandy Crombie as a director  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Alison Davis as a director   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Tony Di Iorio as a director  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Philip Hampton as a director   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Stephen Hester as a director   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Penny Hughes as a director   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Brendan Nelson as a director   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Baroness Noakes as a director   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect Art Ryan as a director  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-elect Bruce Van Saun as a director  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To re-elect Philip Scott as a director  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To re-appoint Deloitte LLP as auditors  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Group Audit Committee to fix the remuneration of the auditors                                  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To renew the directors' authority to allot securities   |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To renew the directors' authority to allot equity securities on a non pre-emptive basis                         |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To renew and extend the directors' authority to offer shares in lieu of a cash dividend                         |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. To permit the holding of General Meetings at 14 days' notice  |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. To authorise political donations and expenditure by the Group in terms of Section 366 of the Companies Act 2006 |       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



**Notes:**

1. Every holder entitled to attend, speak and vote at the Annual General Meeting has the right to appoint some other persons(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Annual General Meeting. If you so desire you may delete the words 'the Chairman of the meeting or' and insert the name of your own choice of proxy. If the proxy is appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the proxy form has been issued in respect of a designated account for the shareholder, the full voting entitlement for that designated account). If you wish to restrict the rights of your proxies please cross out either or both of the words "speak" or "vote" as you feel appropriate where indicated by an asterisk.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the shareholder helpline, on +44(0)870 702 0135 or you may photocopy this form. Please indicate in the box next to the proxy's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. This proxy form must reach the Company's transfer office, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 2.00 pm on Friday, 10 May 2013. You may send the proxy by using either the enclosed reply paid envelope or electronic submission via the internet at [www.rbs.com/e-proxy](http://www.rbs.com/e-proxy). In default the proxy cannot be treated as valid.
4. A corporation must execute under its seal or under the hand of an officer or attorney duly authorised.
5. If this proxy form is executed under a power of attorney or other authority, such power of attorney or other authority must be lodged with the Company along with the proxy form.
6. In the case of joint holders the vote of the senior shall be accepted, seniority being determined by the order in which the names stand in the register in respect of the joint holding.
7. A proxy need not be a member of the Company. Completion and return of the proxy form will not prevent you from attending and voting at the meeting.
8. 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 (the 'Register') at the close of business on 10 May 2013 will be entitled to attend or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register after the close of business on 10 May 2013 will be disregarded in determining the rights of any person to attend or vote at the meeting.
9. This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Computershare accept no liability for any instruction that does not comply with these conditions.
10. 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(s) for receipt of proxy appointments specified in the notes to the notice of meeting. 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](http://www.euroclear.com/CREST).
11. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

