

**The Companies Act 2006
Public Company Limited by Shares**

**Resolutions
of
The Royal Bank of Scotland plc (the "Company")
(Registered Number SC090312)**

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 23 June 2015 at RBS Gogarburn, Edinburgh at 5.00 pm.

Resolution 17 will be proposed as a special resolution.

16. Ordinary Resolution

That, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £10,000,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 30 June 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

17 Special Resolution

"THAT, subject to the passing of the resolution 16 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 16, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- 17.1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £10,000,000,000 and
- 17.2 Expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 30 June 2015, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an 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 notwithstanding that the power conferred by this resolution has expired.

THURSDAY



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09/07/2015

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COMPANIES HOUSE


Assistant Secretary