

Company Announcement

The Royal Bank of Scotland Group plc **Employee Share Plans**

The Royal Bank of Scotland Group plc announces that it has applied to the London Stock Exchange and the UK Listing Authority for a new block listing of 1,000,000,000 ordinary shares of 25 pence each. These shares are being allotted to trade on the London Stock Exchange and to be admitted to the Official List upon allotment pursuant to the Company's obligations under the following employee share plans:

- (i) The Royal Bank of Scotland Group plc 2007 Sharesave Plan;
- (ii) The Royal Bank of Scotland Group plc 2007 Irish Sharesave Plan;
- (iii) The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan;
- (iv) The Royal Bank of Scotland Group plc Medium-term Performance Plan;
- (v) The Royal Bank of Scotland Group plc 2010 Long-term Incentive Plan;
- (vi) The Royal Bank of Scotland Group plc 2010 Deferral Plan; and
- (vii) The Royal Bank of Scotland Group plc 2010 Company Share Option Plan.

Participants in these employee share plans have or will become entitled to these new shares following the exercise of share options or allocation of share awards. The shares will rank equally with the existing ordinary shares of the Company. Application has been made for the 1,000,000,000 new shares to be admitted to the Official List and approval of the block listing application is expected on 9 June 2011.

Further copies of this announcement are available at the Company's offices at RBS Gogarburn, Edinburgh and at the Company Announcements Department, The Stock Exchange.

Contact for queries:

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