

30 October 2015

Sale of Remainder of Citizens Financial Group Inc. Stake

The Royal Bank of Scotland Group plc ("RBS") today announces it has sold all of its remaining shareholding in Citizens Financial Group Inc. ("CFG" or "Citizens") in an underwritten public follow-on offering ("the Offering").

The Offering is approximately 110 million shares of Citizens' common stock, equivalent to 20.9% of CFG's issued and outstanding common stock.

Following completion of the Offering, RBS will have fully divested its stake in Citizens and will therefore no longer consolidate CFG for regulatory reporting purposes. RBS expects its designee to resign from CFG's board of directors effective upon the completion of the Offering.

Goldman, Sachs & Co., Bank of America Merrill Lynch, Citigroup and JP Morgan are acting as joint underwriters for the Offering.

Notes:

The Offering is being made pursuant to an effective shelf registration statement, including a prospectus, filed by CFG with the U.S. Securities and Exchange Commission. This press release is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. These documents may be obtained for free by visiting the SEC website at www.sec.gov. Alternatively, copies of the prospectus and the related prospectus supplement may be obtained from Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 866-471-2526, facsimile: 212-902-9316, e-mail: prospectus-ny@ny.email.gs.com; BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attention: Prospectus Department or via email: dg.prospectus_requests@baml.com; Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 (Tel: 800-831-9146); and J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, or by calling 866-803-9204.

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This announcement contains forward looking statements with respect to the business, strategy and plans of RBS and its current goals and expectations relating to its future financial condition and performance. Statements that are not historical facts, including statements about RBS or

RBS management's beliefs and expectations, are forward looking statements. By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances that will or may occur. RBS' actual future business, strategy, plans and/or results may differ materially from those expressed or implied in these forward looking statements as a result of a variety of factors. Please refer to the latest Annual Report on Form 20-F filed with the US Securities and Exchange Commission for a discussion of certain factors together with examples of forward looking statements. The forward looking statements contained in this announcement are made as at the date of this announcement, and RBS undertakes no obligation to update any of its forward looking statements.