

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
April 30, 2018

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of April 2018
Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

RBS, Gogarburn, PO Box 1000
Edinburgh EH12 1HQ

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

The following information was issued as Company announcements in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K:

Q3 2016

Interim Management

- Exhibit No. 1 RBS notes credit ratings action by Moody's dated 05 April 2018
- Exhibit No. 2 Block listing Interim Review dated 13 April 2018
- Exhibit No. 3 RBS Holdings N.V. & Royal Bank of Scotland N.V. dated 25 April 2018
- Exhibit No. 4 Director/PDMR Shareholding 30 April 2018
- Exhibit No. 5 Total Voting Rights 30 April 2018

Exhibit No. 1

The Royal Bank of Scotland Group plc

4 April 2018

RBS notes credit ratings action by Moody's

The Royal Bank of Scotland Group plc ("RBS") notes the decision by the credit rating agency Moody's Investors Services ("Moody's") to amend a number of ratings across the group, including:

Affirm The Royal Bank of Scotland Group plc's senior unsecured debt ratings at Baa3 and assign a notional group Baseline Credit Assessment (BCA) of baa3 and stable outlook.

Upgrade the long term deposits rating of National Westminster Bank Plc and Ulster Bank Limited to A1 (from A2) and the senior unsecured debt rating to A2 (from A3), and change the rating outlook to "stable" (from "on review for upgrade").

Affirm the short term credit rating of National Westminster Bank Plc and Ulster Bank Limited to Prime-1 for deposits and upgrade the short term senior unsecured debt rating to Prime-1 (from Prime-2).

Downgrade the deposits and senior unsecured debt rating of The Royal Bank of Scotland plc (future NatWest Markets Plc) and The Royal Bank of Scotland N.V. to Baa2 (from A2 and A3), the Counterparty Risk Assessment ("CRA") to A3(cr) (from A2(cr)) and change the rating outlook to "stable" (from "on review for downgrade").

Affirm the short term credit rating of The Royal Bank of Scotland plc (future NatWest Markets Plc) and The Royal Bank of Scotland N.V. at Prime-2.

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

Upgrade Ulster Bank Ireland DAC's long-term deposits rating to Baa1 (from Baa2) and issuer ratings to Baa2 (from Baa3) and upgrade the short-term issuer ratings to Prime-2 (from Prime-3)

Convert into definitive the provisional long term and short term deposits rating assigned to Adam & Company PLC (future The Royal Bank of Scotland plc) at A1 and Prime-1 respectively.

These actions reflect Moody's view that "Under ring-fencing, RBS plc's (future NatWest Markets Plc) and RBS NV's credit profiles will be weaker as they are focused mostly on capital markets and wholesale activities and have a greater reliance on wholesale funding. Conversely, NatWest Bank's and UBL's credit profiles will be stronger, due to their mostly retail, SME and large corporate banking activities and largely deposit-based funding profiles."

Moody's summary credit ratings:

| Entity | Long term rating | Short term rating | Status post-Ringfencing |
|---|--|-------------------|-------------------------|
| The Royal Bank of Scotland Group plc | Baa3 | P-3 | Holding Company |
| National Westminster Bank Plc | A1 (deposits)/A2 (senior unsecured debt) | P-1 | Ring-fenced bank |
| Ulster Bank Limited | A1 (deposits)/A2 (senior unsecured debt) | P-1 | Ring-fenced bank |
| Adam & Company PLC (future The Royal Bank of Scotland plc) | A1 (deposits) | P-1 | Ring-fenced bank |
| Ulster Bank Ireland DAC | Baa1 (deposits)/Baa2 (issuer rating) | P-2 | Ring-fenced bank |
| The Royal Bank of Scotland plc (future NatWest Markets Plc) | Baa2 (deposits and senior unsecured debt)/A3(cr) (CRA) | P-2 | Non Ring-fenced bank |
| The Royal Bank of Scotland N.V. | Baa2 (deposits and senior unsecured debt) | P-2 | Non Ring-fenced bank |

For further information please Contact:

Paul Pybus

Head of Debt Investor Relations

+44 (0) 20 7678 1153

RBS Media Relations:

+44 (0) 13 1523 4205

Forward-looking statements

This announcement contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, including (but not limited to) those related to RBS and its subsidiaries' regulatory capital position and requirements, financial position, future pension funding and contribution requirements, ongoing litigation and regulatory investigations, profitability and financial performance (including financial performance targets), structural reform and the implementation of the UK ring-fencing regime, the implementation of RBS's restructuring and transformation programme, impairment losses and credit exposures under certain specified scenarios, increasing competition from new incumbents and disruptive technologies and RBS's exposure to political risks, operational risk, conduct risk, cyber and IT risk and credit rating risk. In addition, forward-looking statements may include, without limitation, the words 'expect', 'estimate', 'project', 'anticipate', 'commit', 'believe', 'should', 'intend', 'plan', 'could', 'probability', 'risk', 'Value-at-Risk (VaR)', 'target', 'goal', 'objective', 'may', 'endeavour', 'outlook',

'optimistic', 'prospects' and similar expressions or variations on these expressions. These statements concern or may affect future matters, such as RBS's future economic results, business plans and current strategies. Forward-looking statements are subject to a number of risks and uncertainties that might cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statements. Factors that could cause or contribute to differences in current expectations include, but are not limited to, legislative, political, fiscal and regulatory developments, accounting standards, competitive conditions, technological developments, interest and exchange rate fluctuations and general economic conditions. These and other factors, risks and uncertainties that may impact any forward-looking statement or RBS's actual results are discussed in RBS's UK 2017 Annual Report and Accounts (ARA) and other materials filed with, or furnished to, the US Securities and Exchange Commission. The forward-looking statements contained in this announcement speak only as of the date of this announcement and RBS does not assume or undertake any obligation or responsibility to update any of the forward-looking statements contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

| | Legal Entity Identifier |
|--------------------------------------|-------------------------|
| The Royal Bank of Scotland Group plc | 2138005O9XJIJN4JPN90 |
| The Royal Bank of Scotland plc | RR3QWICWWIPCS8A4S074 |
| National Westminster Bank Plc | 213800IBT39XQ9C4CP71 |
| Adam & Company PLC | 213800GC5AG3WC3FEM84 |
| Ulster Bank Ireland DAC | 635400KQIMALJ4XLAD78 |
| Ulster Bank Limited | 213800BZ9V4RRA2IRN26 |
| The Royal Bank of Scotland N.V. | X3CZP3CK64YBHON1LE12 |

Exhibit No. 2

BLOCK LISTING SIX MONTHLY RETURN

Information provided on this form must be typed or printed electronically and provided to an ris.

Date: 13 April 2018

Name of applicant: The Royal Bank of Scotland Group
plc

Name of scheme: The Royal Bank of Scotland Group
plc 2007 Sharesave Plan

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous 15,525,322 return:

Plus: The amount by 0 which the block scheme(s) has been increased since the date

of the last return (if any
increase has been
applied for):

Less: Number of
securities issued/allotted
under scheme(s) during 3,836,440
period (see LR3.5.7G):

Equals: Balance under
scheme(s) not yet
issued/allotted at end of 11,688,882
period:

Name of contact: Andy Nicholson

Telephone number of
contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group
plc

Name of scheme: The Royal Bank of Scotland Group
plc 2007 Irish Sharesave Plan

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted
securities under
scheme(s) from previous 1,425,700
return:

Plus: The amount by
which the block
scheme(s) has been
increased since the date 0
of the last return (if any
increase has been
applied for):

Less: Number of
securities issued/allotted
under scheme(s) during 58,643
period (see LR3.5.7G):

Equals: Balance under
scheme(s) not yet 1,367,057
issued/allotted at end of

period:

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc UK Sharesave Plan 2017

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 0

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any increase has been applied for): 1,000,000

Less: Number of securities issued/allotted under scheme(s) during period (see LR3.5.7G): 88

Equals: Balance under scheme(s) not yet issued/allotted at end of period: 999,912

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc Irish Sharesave Plan 2017

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 0

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any increase has been applied for): 500,000

Less: Number of securities issued/allotted under scheme(s) during period (see LR3.5.7G): 0

Equals: Balance under scheme(s) not yet issued/allotted at end of period: 500,000

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan

Period of return: From: 1 October 2018 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 6,334,140

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any increase has been applied for): 0

applied for):

Less: Number of securities issued/allotted under scheme(s) during period (see LR3.5.7G): 95,868

Equals: Balance under scheme(s) not yet issued/allotted at end of period: 6,238,272

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc Employee Share Ownership Plan

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 3,436,774

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any increase has been applied for): 0

Less: Number of securities issued/allotted under scheme(s) during period (see LR3.5.7G): 0

Equals: Balance under scheme(s) not yet issued/allotted at end of period: 3,436,774

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc 2010 Deferral Plan

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 4,633,219

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any increase has been applied for): 0

Less: Number of securities issued/allotted under scheme(s) during period (see LR3.5.7G): 952

Equals: Balance under scheme(s) not yet issued/allotted at end of period: 4,632,267

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc 2010 Long Term Incentive Plan

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 11,357,821

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any increase has been applied for): 0

Less: Number of securities issued/allotted under scheme(s) during period (see LR3.5.7G): 0

Equals: Balance under scheme(s) not yet issued/allotted at end of period: 11,357,821

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group plc

Name of scheme: The Royal Bank of Scotland Group plc 2010 Company Share Option Plan (Option 2011)

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted securities under scheme(s) from previous return: 800,000

Plus: The amount by which the block scheme(s) has been increased since the date of the last return (if any): 0

increase has been
applied for):

Less: Number of
securities issued/allotted
under scheme(s) during 0
period (see LR3.5.7G):

Equals: Balance under
scheme(s) not yet
issued/allotted at end of 800,000
period:

Name of contact: Andy Nicholson

Telephone number of
contact: 0131 556 8555

Name of applicant: The Royal Bank of Scotland Group
plc

Name of scheme: The Royal Bank of Scotland Group
plc Employee Share Plan 2014

Period of return: From: 1 October 2017 To: 31 March 2018

Balance of unallotted
securities under
scheme(s) from previous 4,666,019
return:

Plus: The amount by
which the block
scheme(s) has been
increased since the date 67,000,000
of the last return (if any
increase has been
applied for):

Less: Number of
securities issued/allotted
under scheme(s) during 26,849,360
period (see LR3.5.7G):

Equals: Balance under
scheme(s) not yet
issued/allotted at end of 44,816,659
period:

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

Name of contact: Andy Nicholson

Telephone number of contact: 0131 556 8555

Legal Entity Identifier: 2138005O9XJIJN4JPN90

Exhibit No. 3

The Royal Bank of Scotland Group plc
25 April 2018

RBS Holdings N.V. and Royal Bank of Scotland N.V.

RBS Holdings N.V. today announces the publication of its 2017 Annual Report and Accounts and those of its banking subsidiary The Royal Bank of Scotland N.V. These companies are majority owned by The Royal Bank of Scotland Group plc. The 2017 Annual Report and Accounts for these companies are available on the RBS website at <https://investors.rbs.com/reports-archive/2017.aspx>

For further information, please contact

RBS Investor Relations
Investor.relations@rbs.com
+44 207 672 1758

RBS Media Relations
+44 131 523 4205(UK)
+31 20 464 1150 (NL)
25 April 2018

LEI - X3CZP3CK64YBHON1LE12 - The Royal Bank of Scotland N.V.
LEI - 724500JIWG886A9RRT57 - RBS Holdings N.V.

Exhibit No. 4

30 April 2018

The Royal Bank of Scotland Group plc

INITIAL NOTIFICATION OF TRANSACTIONS OF PERSON DISCHARGING MANAGERIAL RESPONSIBILITY ("PDMR") IN ACCORDANCE WITH ARTICLE 19 OF THE EU MARKET ABUSE REGULATION 596/2014

The Company was notified on 30 April 2018 that the trustee of The Royal Bank of Scotland Group plc Buy As You Earn Share Plan (the "Plan") purchased ordinary shares of £1 each in the Company ("Shares") (ISIN: GB00B7T77214) on that date on behalf of the PDMR named below as a participant in the Plan.

| PDMR | Position of PDMR | No. of Shares purchased | Purchase price |
|-------------|--------------------------------------|-------------------------|----------------|
| Chris Marks | Chief Executive, NatWest Markets Plc | 56 | £2.6927 |

The transaction took place on the London Stock Exchange (XLON).

For further information contact:-

RBS Investor Relations
 Alexander Holcroft
 Head of Equity Investor Relations
 +44 20 7672 1758

RBS Media Relations
 +44(0)131 523 4205

Legal Entity Identifier:
 The Royal Bank of Scotland Group plc - 2138005O9XJIJN4JPN90
 NatWest Markets Plc - RR3QWICWWIPCS8A4S074

Exhibit No. 5

The Royal Bank of Scotland Group plc
 Total Voting Rights - Conformity with the Disclosure Guidance and Transparency Rules

In conformity with the Disclosure Guidance and Transparency Rules, The Royal Bank of Scotland Group plc ('RBSG') hereby notifies the following in respect of its issued share capital with voting rights as at 30 April 2018:-

| Share Class and nominal value | Number of Shares issued | Voting rights per share | Total Voting rights - 30 April 2018 |
|---|-------------------------|-------------------------|-------------------------------------|
| Ordinary shares of £1 | 12,026,373,131 | 4 | 48,105,492,524 |
| 11% Cumulative Preference Shares of £1 | 500,000 | 4 | 2,000,000 |
| 5.5% Cumulative Preference Shares of £1 | 400,000 | 4 | 1,600,000 |
| Total: | 12,027,273,131 | | 48,109,092,524 |

of which none are held in Treasury.

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

Shareholders may use the above figures for their calculations to determine whether they are required to notify their interest in, or a change to their interest in the Company under the FCA's Disclosure Guidance and Transparency Rules.

Legal Entity Identifier: 2138005O9XJIJN4JPN90

Date: 30 April 2018

THE ROYAL BANK OF SCOTLAND GROUP plc (Registrant)

By: /s/ Jan Cargill

Name: Jan Cargill

Title: Deputy Secretary