

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
May 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 May 30, 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:

The Royal Bank of Scotland Group plc - Result of Annual General Meeting

30 May 2018

Following the Annual General Meeting held today, The Royal Bank of Scotland Group plc announces the results of the poll vote for each resolution as follows. Resolutions 19, 20, 22, 23 and 25 were passed as special resolutions. The Board welcomes the overwhelming vote by shareholders on Resolution 27 to reject the resolution requisitioned to create a Shareholder Committee. We will continue to actively engage with our shareholders, stakeholders and representative bodies, to ensure that we are aware of their views.

| | For | % of votes cast | Against | % of votes cast | Total votes cast as % of Voting Share Capital | Withheld * |
|--|----------------|-----------------------|-------------|-----------------------|--|------------|
| Resolution 1 To receive the 2017 Report and Accounts | 44,786,432,784 | 100 | 1,044,152 | 0.00 | 93.09 | 2,390,684 |
| Resolution 2 To approve the Annual Report on Remuneration in the Directors' Remuneration Report | 44,384,841,256 | 99.18 | 366,523,976 | 0.82 | 93.01 | 38,493,640 |
| Resolution 3 To re-elect Howard Davies as a director | 44,547,535,196 | 99.46 | 240,277,316 | 0.54 | 93.09 | 2,070,148 |
| Resolution 4 To re-elect Ross McEwan as a director | 44,771,777,452 | 99.96 | 16,201,900 | 0.04 | 93.09 | 1,882,892 |
| Resolution 5 To re-elect Ewen Stevenson as a director | 44,755,822,684 | 99.93 | 31,988,348 | 0.07 | 93.09 | 2,086,436 |
| Resolution 6 To re-elect Frank Dangeard as a director | 44,771,756,812 | 99.96 | 16,000,100 | 0.04 | 93.09 | 2,141,628 |
| Approval of Frank Dangeard's re-election by independent shareholders only | 11,033,822,736 | 99.86 | 16,000,100 | 0.14 | 76.87 | 2,141,628 |
| Resolution 7 To re-elect Alison Davis as a director | 44,762,830,512 | 99.94 | 24,927,540 | 0.06 | 93.09 | 2,133,240 |
| Approval of Alison Davis's re-election by independent shareholders only | 11,024,896,436 | 99.77 | 24,927,540 | 0.23 | 76.87 | 2,133,240 |

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| | | | | | | |
|---|----------------|-------|-------------|------|-------|-----------|
| Resolution 8 To re-elect Morten Friis as a director | 44,771,655,776 | 99.96 | 15,992,892 | 0.04 | 93.09 | 2,247,532 |
| Approval of Morten Friis' re-election by independent shareholders only | 11,033,721,700 | 99.86 | 15,992,892 | 0.14 | 76.87 | 2,247,532 |
| Resolution 9 To re-elect Robert Gillespie as a director | 44,674,280,076 | 99.75 | 113,398,688 | 0.25 | 93.09 | 2,197,884 |
| Approval of Robert Gillespie's re-election by independent shareholders only | 10,936,346,000 | 98.97 | 113,398,688 | 1.03 | 76.89 | 2,197,884 |
| Resolution 10 To elect Yasmin Jetha as a director | WITHDRAWN | | | | | |
| Resolution 11 To re-elect Brendan Nelson as a director | 44,691,319,856 | 99.78 | 96,390,076 | 0.22 | 93.09 | 2,191,768 |
| Approval of Brendan Nelson's re-election by independent shareholders only | 10,953,385,780 | 99.13 | 96,390,076 | 0.87 | 76.87 | 2,191,768 |
| Resolution 12 To re-elect Baroness Noakes as a director | 44,680,209,792 | 99.78 | 97,417,316 | 0.22 | 93.09 | 2,134,180 |
| Approval of Baroness Noakes' re-election by independent shareholders only | 10,952,275,716 | 99.12 | 97,417,316 | 0.88 | 76.87 | 2,134,180 |
| Resolution 13 To re-elect Mike Rogers as a director | 44,772,295,760 | 99.97 | 15,507,144 | 0.03 | 93.09 | 2,094,852 |
| Approval of Mike Rogers' re-election by independent shareholders only | 11,034,361,684 | 99.86 | 15,507,144 | 0.14 | 76.87 | 2,094,852 |
| Resolution 14 To re-elect Mark Seligman as a director | 44,691,412,912 | 99.78 | 96,305,784 | 0.22 | 93.09 | 2,180,280 |
| Approval of Mark Seligman's re-election by independent shareholders only | 10,953,478,836 | 99.13 | 96,305,784 | 0.87 | 76.87 | 2,180,280 |
| Resolution 15 To elect Dr Lena Wilson as a director | 44,771,879,876 | 99.96 | 15,779,328 | 0.04 | 93.09 | 2,212,832 |
| Approval of Lena Wilson's election by independent shareholders only | 11,033,945,800 | 99.86 | 15,779,328 | 0.14 | 76.87 | 2,212,832 |
| Resolution 16 | 44,783,248,144 | 99.99 | 4,771,488 | 0.01 | 93.09 | 1,858,492 |

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To re-appoint Ernst & Young LLP as auditors

Resolution 17

To authorise the Group Audit Committee to fix the remuneration of the auditors 44,784,770,504 99.99 3,413,280 0.01 93.09 1,701,096

Resolution 18

To renew the directors' authority to allot shares 44,514,429,036 99.39 273,358,328 0.61 93.09 2,105,824

Resolution 19

To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with an offer or issue of equity securities 44,736,828,324 99.89 50,713,992 0.11 93.09 2,353,432

Resolution 20

To grant the directors' additional authority to allot equity securities on a non pre-emptive basis in connection with the purposes of financing a transaction 44,388,740,848 99.11 398,591,676 0.89 93.09 2,563,636

Resolution 21

To renew the directors' authority to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares in relation to Equity Convertible Notes 44,613,094,340 99.61 174,256,468 0.39 93.09 2,537,636

Resolution 22

To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with Equity Convertible Notes 44,589,519,764 99.56 197,673,992 0.44 93.09 2,701,312

Resolution 23

To permit the holding of General Meetings at 14 clear days' notice 44,182,948,748 98.65 605,279,152 1.35 93.09 1,663,160

Resolution 24

To renew the authority in respect of political donations and expenditure by the Company in terms of Section 366 of the Companies Act 2006 44,457,784,036 99.26 329,735,500 0.74 93.09 2,338,316

Resolution 25

To renew the authority for the Company to purchase its own shares on a recognised investment exchange 44,601,233,120 99.59 183,973,380 0.41 93.08 4,648,872

Resolution 26

| | | | | | | |
|--|----------------|-------|-----------|------|-------|-----------|
| To renew the authority to offer shares in lieu of a cash dividend on ordinary shares | 44,784,514,360 | 99.99 | 3,754,716 | 0.01 | 93.09 | 1,600,804 |
|--|----------------|-------|-----------|------|-------|-----------|

Resolution 27

| | | | | | | |
|--|-------------|------|----------------|-------|-------|------------|
| To direct the Board to establish a Shareholder Committee | 604,988,864 | 1.35 | 44,117,313,068 | 98.65 | 92.95 | 67,400,036 |
|--|-------------|------|----------------|-------|-------|------------|

* A vote Withheld is not a vote in law and is not counted in the calculation of the proportion of votes "For" and "Against" a resolution.

In accordance with the UK Listing Authority's listing rules, copies of resolutions that do not constitute ordinary business at an annual general meeting will shortly be available for inspection at the National Storage Mechanism which is located at: www.Hemscott.com/nsm.do

As at 25th May 2018 (being the latest date by which shareholders who wanted to vote at the Annual General Meeting must have been entered on the company's Register of Members) the total number of voting rights in the company was 48,112,711,764.

Contact

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 Legal Entity Identifier: 213800509XJIJN4JPN90

Date: 30 May 2018

THE ROYAL BANK OF SCOTLAND GROUP plc (Registrant)

By: /s/ Jan Cargill

Name: Jan Cargill
 Title: Deputy Secretary