

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
October 30, 2009

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 October 2009

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:

Exhibit No. 1	Directorate Change dated 02 October 2009
Exhibit No. 2	Director/PDMR Shareholding dated 08 October 2009
Exhibit No. 3	Blocklisting Six Monthly Return dated 08 October 2009
Exhibit No. 4	Issue of Debt dated 15 October 2009
Exhibit No. 5	Preference Shares and Subordinated Securities dated 20 October 2009

Exhibit No. 1

2 October 2009

The Royal Bank of Scotland Group plc

Board Appointments

The Royal Bank of Scotland Group plc ("RBS") announces today that Philip Scott and Penny Hughes have been appointed as Non-executive Directors of RBS with effect from 1 November 2009 and 1 January 2010 respectively.

It is intended that Philip will be appointed chairman of a new Risk Committee of the RBS Board which will be established in accordance with the recommendations set out in the Walker Report. On appointment, Penny will become a member of the Board's Remuneration Committee and in due course will assume the Chairmanship of the Committee.

Commenting on the Board appointments Philip Hampton, Chairman of RBS Group, said:

"I am delighted that Philip Scott and Penny Hughes have agreed to join our Board.

Philip Scott has wide-ranging experience of financial services and risk management, including previous responsibility for Aviva's continental European and international life and long-term savings businesses. He has held a number of senior executive positions during his career at Aviva, including his current role as Group Finance Director. Philip is also an experienced Non-executive Director and is currently on the board of Diageo."

"Penny Hughes has extensive boardroom experience, having held a number of Non-executive positions following her executive career at Coca-Cola, including as a member of the Board of Skandinaviska Enskilda Banken since 2000. Her expertise on remuneration will be invaluable at a time when there is increased focus on remuneration practices and policies across financial institutions."

"The appointments, which have been made in consultation with our majority shareholder, United Kingdom Financial Investments Limited, along with the appointment of Sandy Crombie announced in May 2009, satisfy our undertaking to HM Treasury to appoint three new Non-executive Directors to the Board."

The appointments are subject to regulatory approval. There are no other matters requiring disclosure under Listing Rule 9.6.13.

For further information contact:

Group Media Centre +44 131 523 4414

Andrew Wilson +44 131 523 3864

+44 7810 636995

Notes to Editors

Since October 2008, 13 members have left and including today's announcement we have made 8 new appointments. The RBS Board will be made up as follows:

Executive Directors: Stephen Hester, Bruce Van Saun, Gordon Pell

Chairman: Sir Philip Hampton

Non Executive Directors: Sir Sandy Crombie; Colin Buchan;

John McFarlane; Arthur Ryan; Joe McHale; Archie Hunter

Philip Scott; Penny Hughes

Biographical Details

Philip Scott (age 55)

Philip Scott is currently Group Finance Director of Aviva plc. Aviva have announced that he will step down from this position at the end of 2009.

He joined Norwich Union as a trainee actuary in 1973 and since qualifying in 1979 has held a number of positions including Head of Global Equities, Chief Investment Officer, before being appointed to the Board of Norwich Union in 1993. Mr. Scott served as Group Executive Director, Life International of Aviva PLC since July 2003 until January 2006 and was responsible for Aviva's continental European and international life and long-term savings businesses before being appointed as Group Finance Director of Aviva plc in 2007. He has been a Non-executive Director of Diageo plc since 2007.

Penny Hughes (age 50)

Penny Hughes is currently a Non-executive Director of Home Retail Group plc, Cable & Wireless plc and Skandinaviska Enskilda Banken AB ("SEB") and formerly a Non-executive Director of Gap Inc, Vodafone PLC and Reuters PLC. Penny chairs the Remuneration Committees of SEB and Home Retail Group. Penny will step down from SEB on 20 October 2009.

Penny spent the majority of her executive career at Coca-Cola where she held a number of leadership positions during the merger of Coca-Cola and Schweppes in the UK. In 1992 she was appointed as President, Coca-Cola Great Britain and Ireland.

She is also a Trustee of the British Museum and President of the Advertising Association.

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.3

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

The Royal Bank of Scotland Group plc

2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).

i

3. Name of person discharging managerial responsibilities/director

Christopher Paul Sullivan

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

In respect of a holding of the person referred to in 3

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

Ordinary shares of £0.25

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

The Royal Bank of Scotland plc Trustee Account BAYE and Profit Sharing

8. State the nature of the transaction

Participation in The Royal Bank of Scotland Group plc Share Incentive Plan

9. Number of shares, debentures or financial instruments relating to shares acquired

248

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

-

11. Number of shares, debentures or financial instruments relating to shares disposed

-

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

-

13. Price per share or value of transaction

£0.5031

14. Date and place of transaction

7 October 2009

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

19,735 shares 0.00003%

16. Date issuer informed of transaction

7 October 2009

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17. Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of shares or debentures involved (class and number)

-

23. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of shares or debentures over which options held following notification

-

23. Any additional information

-

24. Name of contact and telephone number for queries

Aileen Taylor, Deputy Secretary

0131 626 4099

Name and signature of duly authorised officer of issuer responsible for making notification

Aileen Taylor, Deputy Secretary

Date of notification

8 October 2009

Exhibit No. 3

SCHEDULE 5

BLOCKLISTING SIX MONTHLY RETURN

To: Listing Applications

UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 1997 Sharesave Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

68,179,204

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

68,179,204

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

20,000,000 Ordinary Shares of 25p each - Block Listing granted 17 December 2004

25,639,176 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

50,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 1999 Executive Share Option Scheme

3. Period of return:

From 1 April 2009 To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

53,420,571

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

53,420,571

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

5,000,000 Ordinary Shares of 25p each - Block Listing granted 24 May 2001

6,000,000 Ordinary Shares of 25p each - Block Listing granted 17 December 2004

15,934,790 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

30,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

 Business House F, 2nd Floor,

 Gogarburn, PO Box 1000

 Edinburgh

 EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

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To: Listing Applications

UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The 1999 NatWest Group Sharesave Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

6,403,971

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

6,403,971

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

23,000,000 Ordinary Shares of 25p each - Block Listing granted 24 May 2001

4,269,314 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

National Westminster Bank Group 1994 Executive Share Option Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

2,826,990

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

2,826,990

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

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5,000,000 Ordinary Shares of 25p each - Block Listing granted 24 May 2001

2,097,192 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

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Name Jan Cargill

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Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc Option 2000 Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

13,694,400

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

13,694,400

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

10,000,000 Ordinary Shares of 25p each - Block Listing granted 17 December 2004

9,129,600 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

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To: Listing Applications

UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc Employee Share Ownership Plan

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

34,367,742

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

34,367,742

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

15,000,000 Ordinary Shares of 25p each - Block Listing granted 15 January 2003

10,458,920 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

30,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

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UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 1998 SAYE Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

743,838

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

743,838

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

495,892 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

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Gogarburn PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

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UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 2001 SAYE Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

644,769

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

644,769

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

429,846 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

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Person making the return

Name Jan Cargill

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25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 1998 Share Option Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

735,654

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

735,654

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

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250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

490,436 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

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Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

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UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 2002 Approved Share Option Scheme

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

692,652

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

692,652

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

461,768 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

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Telephone 0131 556 8555

Person making the return

Name Jan Cargill

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To: Listing Applications

UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc Medium-term Performance Plan

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

2,432,742

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

2,432,742

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

1,000,000 Ordinary Shares of 25p each - Block Listing granted 17 February 2004

1,807,888 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

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Telephone 0131 556 8555

Person making the return

Name Jan Cargill

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Signature

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UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 2007 Sharesave Plan

3. Period of return:

From 1 April 2009 To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

69,999,777

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

69,999,777

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

70,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc
Business House F, 2nd Floor,

Gogarburn, PO Box 1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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SCHEDULE 5

BLOCKLISTING SIX MONTHLY RETURN

To: Listing Applications

UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 2007 Irish Sharesave Plan

3. Period of return:

From 1 April 2009 To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

5,000,000

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

5,000,000

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

5,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

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SCHEDULE 5

BLOCKLISTING SIX MONTHLY RETURN

To: Listing Applications

UK Listing Authority

Financial Services Authority

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

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

3. Period of return:

From 1 April 2009

To 30 September 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

20,000,000

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

20,000,000

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

20,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

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Please confirm total number of shares in issue at the end of the period in order for us to update our records

56,365,721,284

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2nd Floor,

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EH12 1HQ

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Person making the return

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Exhibit No.4

15 October 2009

Today The Royal Bank of Scotland Group plc ("RBS") completed the pricing of its 10-year, USD 1.5 billion aggregate principal amount of 6.40% Senior Notes due 2019.

The proceeds to RBS (before expenses) of USD 1,491,615,000 will be used for general corporate purposes.

The offering is scheduled to close on 21 October 2009 subject to satisfaction of customary conditions.

RBS has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Investors should read the prospectus in such registration statement and other documents RBS has filed with the SEC for more complete information about RBS and this offering. You may get these documents for free by visiting IDEA on the SEC web site at www.sec.gov. Alternatively, copies may be obtained from RBS Securities Inc., toll free at 1-866-884-2071.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

For further information, please contact:

David O'Loan

Head of Group Capital Management
The Royal Bank of Scotland Group plc
280 Bishopsgate
London, EC2M 4RB
United Kingdom

TEL: +44 20 7085 4925
FAX: +44 20 7293 9966

Exhibit No. 5

The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc and National Westminster Bank plc - Clarification of Contractual Position Relating to Payments Under Preference Shares and Subordinated Securities

The Royal Bank of Scotland Group plc ("**RBSG**"), The Royal Bank of Scotland plc ("**RBS**") and National Westminster Bank plc ("**NatWest**") have received various investor queries as to whether RBSG, RBS and/or NatWest have contractual rights to stop payments of dividends and interest on their preference shares and subordinated securities. In response to these queries, RBSG, RBS and NatWest are making this announcement to clarify the contractual position under such preference shares and subordinated securities. Nothing in this announcement should be taken as an indication by RBSG, RBS or NatWest as to whether or not they will or will not continue to make payments on the securities listed below.

RBSG and RBS Securities

Preference shares

Dividend payments on the non-cumulative preference shares of RBSG set out at Schedule 1 to this press release may be stopped at the discretion of the board of directors of RBSG, and must be stopped if, in the opinion of the directors of RBSG, the distributable profits of RBSG are insufficient to fund such payments or if, in the opinion of the directors of RBSG, the payment of the dividend would breach or cause a breach of the Financial Services Authority's capital adequacy requirements (all as more fully set out in RBSG's Articles of Association and the relevant Board Resolutions, which contain the terms of, and rights attaching to, such non-cumulative preference shares).

As more fully set out in RBSG's Articles of Association and the relevant Board Resolutions (which contain the terms of, and rights attaching to, such non-cumulative preference shares), dividend payments on the following non-cumulative preference shares must be stopped if, in the opinion of the directors of RBSG, the distributable profits of RBSG are insufficient to fund such payments or if, in the opinion of the directors of RBSG, the payment of the dividend would breach or cause a breach of the Financial Services Authority's capital adequacy requirements (but may not be stopped absent such circumstances):

- RBSG USD 200,000,000 7.65 per cent. non-cumulative dollar preference shares, Series F (US7800978048);
- RBSG USD 300,000,000 7.25 per cent. non-cumulative dollar preference shares, Series H (US7800978790);
- RBSG USD 850,000,000 5.75 per cent. non-cumulative dollar preference shares, Series L (exchanged from exchangeable capital securities, Series B) (US7800977883);
- RBSG USD 1,000,000,000 9.118 per cent. non-cumulative convertible dollar preference shares, Series 1 (US780097AE13); and
- RBSG GBP 200,000,000 7.387 per cent. non-cumulative convertible sterling preference shares, Series 1 (XS0121856859).

Dividend payments on RBSG's outstanding GBP 400,000 5.5 per cent. cumulative preference shares (GB0007548026) and GBP 500,000 11 per cent. cumulative preference shares (GB0007548133) cannot be stopped at the discretion of the board of directors and must be paid if and so far as, in the opinion of the directors of RBSG, the profits of RBSG justify such payments.

Innovative Tier 1 Securities

As more fully set out in the relevant prospectuses, if payments are stopped on any of RBSG's non-cumulative preference shares then RBSG must stop payments on the following outstanding innovative tier 1 securities:

- RBS Capital Trust A EUR 1,250,000,000 6.467 per cent. non-cumulative trust preferred securities (XS0149161217);
- RBS Capital Trust B USD 750,000,000 6.80 per cent. non-cumulative trust preferred securities (XS0159056208);
- RBS Capital Trust C EUR 500,000,000 4.243 per cent. non-cumulative trust preferred securities (XS0237530497);
- RBS Capital Trust D GBP 400,000,000 5.6457 per cent. non-cumulative trust preferred securities (XS0277453774);
- RBS Capital Trust I USD 850,000,000 4.709 per cent. non-cumulative trust preferred securities (US749274AA41);
- RBS Capital Trust II USD 650,000,000 6.425 per cent. non-cumulative trust preferred securities (US74927PAA75);

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- RBS Capital Trust III USD 950,000,000 5.512 per cent. non-cumulative trust preferred securities (US74927QAA58);
- RBS Capital Trust IV USD 1,000,000,000 Floating Rate Notes non-cumulative trust preferred securities (US74927FAA93); and
- RBSG CAD 600,000,000 6.666 per cent. Undated Callable Step-Up Tier 1 Notes (CA780097AT83).

As more fully set out in the relevant prospectuses, RBSG may elect to defer payments on the RBSG USD 1,200,000,000 7.648 per cent. Perpetual Regulatory Tier One Securities (US780097AH44) unless RBSG continues to pay dividends or interest on (among others) any of its outstanding non-cumulative preference shares. RBSG can elect to stop payments on the RBSG USD 1,600,000,000 Fixed Rate/Floating Rate Preferred Capital Securities (US780097AS09) in its absolute discretion.

Upper Tier 2 Securities

As more fully set out in the relevant prospectuses, due to dividend pusher and dividend stopper provisions in RBSG's and RBS' outstanding upper tier 2 securities, RBSG and RBS must continue to make interest payments on their outstanding upper tier 2 securities if RBSG has declared or paid a dividend on any of its outstanding share capital in a specified period (as disclosed in the relevant prospectuses) preceding an interest payment date. A list of all outstanding RBSG and RBS upper tier 2 securities is set out in Schedule 2 to this press release.

Lower Tier 2 Securities

As more fully set out in the relevant prospectuses, if payments continue on any of RBSG's outstanding share capital, then RBSG must continue to make interest payments on the following lower tier 2 securities:

- RBSG USD 300,000,000 6.375 per cent. Subordinated Notes due 2011 (US780097AB73);
- RBSG USD 750,000,000 5.00 per cent. Subordinated Notes due 2014 (US780097AL55);
- RBSG USD 250,000,000 5.00 per cent. Subordinated Notes due 2014 (US780097AL55.1);
- RBSG USD 350,000,000 4.70 per cent. Subordinated Notes due 2018 (US780097AM39);
- RBSG USD 750,000,000 5.00 per cent. Subordinated Notes due 2013 (US780097AN12); and
- RBSG USD 675,000,000 5.05 per cent. Subordinated Notes due 2015 (US780097AP69).

RBSG may defer payment of interest on the following lower tier 2 securities if the Financial Services Authority requires or requests that it do so:

- RBS USD 125,600,000 Subordinated Floating Rate Notes due 2020 (XS0123062886); and
- RBS EUR 1,000,000,000 Fixed to Floating Rate Subordinated Notes due 2021 (XS0201065496).

Interest payments on all other outstanding RBSG and RBS lower tier 2 securities must be made and cannot be deferred in any circumstances. A list of these securities is set out in Schedule 3 to this announcement.

NatWest Securities

Preference Shares

The following two series comprise NatWest's outstanding non-cumulative preference shares (the "**NatWest Preference Shares**"):

- NatWest GBP 140,000,000 9.0 per cent. non-cumulative preference shares, Series A (GB0006227051); and

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- NatWest USD 300,000,000 7.76 per cent. non-cumulative preference shares, Series C (US6385398820).

As more fully set out in the relevant prospectuses, dividend payments on the NatWest Preference Shares may only be stopped if the directors of NatWest consider that the distributable profits of NatWest are insufficient to fund such payments or if the directors of NatWest consider that the payment of the dividend would result in a breach of the Financial Services Authority's capital adequacy requirements.

Upper Tier 2 Securities

As more fully set out in the relevant prospectuses, due to dividend pusher provisions in NatWest's outstanding upper tier 2 securities, NatWest must continue to make interest payments on those outstanding upper tier 2 securities if NatWest has declared or paid a dividend on any class of its outstanding share capital in a specified period (as disclosed in the relevant prospectuses) preceding an interest payment date. A list of all outstanding NatWest upper tier 2 securities is set out in Schedule 4 to this press release.

Lower Tier 2 Securities

As more fully set out in the relevant prospectus, if payments continue on any class of NatWest's outstanding share capital then NatWest must continue to make interest payments on its USD 1,000,000,000 7.375 per cent. Subordinated Notes due 2009 (US638539AH99).

Interest payments on all other outstanding NatWest lower tier 2 securities must be made and cannot be deferred in any circumstances. A list of these securities is set out in Schedule 5 to this announcement.

Copies of RBSG's Articles of Association, the Board Resolutions and the prospectuses referred to above are available on the RBS Group website (www.investors.rbs.com).

Contacts:

Emete Hassan
Head of Debt Investor Relations
Tel: +44 (0) 20 7672 1758

David O'Loan
Deputy Group Treasurer and Group Head of Capital Management
Tel: +44 (0) 20 3361 1910

Schedule 1

USD 925,000,000 6.40 per cent. Non-cumulative preference shares Series M (US7800977966)

USD1,000,000,000 6.35 per cent. Non-cumulative preference shares Series N (US7800977701)

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USD 550,000,000 6.25 per cent. Non-cumulative preference shares Series P (US7800977628)

USD 675,000,000 6.75 per cent. Non-cumulative preference shares Series Q (US7800977545)

USD 650,000,000 6.125 per cent. Non-cumulative preference shares Series R (US7800977479)

USD 950,000,000 6.60 per cent. Non-cumulative preference shares Series S (US7800977396)

USD 1,600,000,000 7.25 per cent. Non-cumulative preference shares Series T (US7800977131)

USD 1,500,000,000 7.64 per cent. Non-cumulative preference shares Series U (US780097AU54)

EUR 1,250,000,000 5 1/2 per cent. Non-cumulative preferred securities Series 1 (XS0205935470)

EUR 1,250,000,000 Non-cumulative preferred securities Series 2 (DE000A0E6C37)

EUR 1,300,000,000 7.0916 per cent. Non-cumulative preference shares Series 3 (XS0323734961)

GBP 750,000,000 8.162 per cent. Non-cumulative preference shares Series 1 (XS0323839042)

Schedule 2

RBS GBP 175,000,000 7 3/8 per cent. Fixed Rate Undated Subordinated Notes (XS0116447599)

RBS GBP 400,000,000 5.0 per cent. Fixed/Floating Undated Subordinated Callable Step-Up Notes (XS0247645160)

RBS GBP 350,000,000 6.25 per cent. Fixed Rate Undated Subordinated Notes (XS0137784426)

RBS EUR 500,000,000 5.125 per cent. Fixed/Floating Rate Undated Subordinated Notes (XS0195230635)

RBS EUR 1,000,000,000 Floating Rate Undated Subordinated Notes (XS0195231526)

RBS GBP 500,000,000 6.0 per cent. Fixed Rate Undated Subordinated Notes (XS0193721544 - callable 2014)

RBS GBP 500,000,000 5.125 per cent. Fixed Rate Undated Subordinated Notes (XS0164828385 - callable 2016)

RBS CAD 700,000,000 5.37 per cent. Fixed/Floating Undated Subordinated Callable Step-Up Notes (CA780097AR28)

RBS GBP 200,000,000 9.5 per cent. Fixed Rate Undated Subordinated Bonds (XS0045071932 - callable 2018))

RBS GBP 600,000,000 5.5 per cent. Fixed Rate Undated Subordinated Notes (XS0206633082 - callable 2019)

RBS GBP 500,000,000 6.20 per cent. Fixed Rate Undated Subordinated Notes (XS0144810529 - callable 2022)

RBS GBP 900,000,000 5.625 per cent. Fixed Rate Undated Subordinated Notes (XS0154144132 - callable 2026)

RBS GBP 500,000,000 5.625 per cent. Fixed Rate Undated Subordinated Notes (XS0138939854 - callable 2032)

RBS JPY 25,000,000,000 2.605 per cent. Fixed/Floating Rate Unsubordinated Notes (XS0203781660)

RBSG USD 350,000,000 Undated Floating Rate Primary Capital Notes (GB0007547507)

Schedule 3

RBS AUD 590,000,000 Subordinated 6.00 per cent. Notes due 2014 (AU300RSCT012)

RBS AUD 410,000,000 Subordinated Floating Rate Notes due 2014 (AU300RSCT020)

RBS AUD 450,000,000 Subordinated 6.50 per cent. Fixed to Floating Rate Notes due 2017 (AU3CB0008217)

RBS AUD 450,000,000 Subordinated Floating Rate Notes due 2017 (AU3FN0000790)

RBS CAD 700,000,000 4.25 per cent. Fixed/Floating Callable Subordinated Notes due 2015 (CA78010XAA96)

RBS CHF 700,000,000 2.375 per cent. Dated Subordinated Notes due 2015 (CH0022976853)

RBS CHF 200,000,000 Fixed/Floating Dated Subordinated Callable Step-Up Notes due 2017 (CH0027811691)

RBS USD 50,000,000 Subordinated Volatility Notes due 2013 (US780097AJ00)

RBS GBP 150,000,000 10.5 per cent. Subordinated Bonds due 2013 (XS0042123637)

RBS GBP 250,000,000 9.625 per cent. Subordinated Bonds due 2015 (XS0050948958)

RBS EUR 1,000,000,000 6 per cent. Subordinated Eurobonds due 2013 (XS0128842571)

RBS EUR 500,000,000 6 per cent. Subordinated Eurobonds due 2013 (XS0128842571.2), consolidated and forming a single series with the EUR 1,000,000,000 6 per cent. Subordinated Eurobonds due 2013

RBS EUR 100,000,000 Subordinated Floating Rate Notes due 2017 (XS0157843771)

RBS EUR 750,000,000 4.875 per cent. Subordinated Notes due 2015 (XS0167127447)

RBS EUR 500,000,000 4.50 per cent. Dated Subordinated Step-Up Notes due 2016 (XS0180946906)

RBS USD 500,000,000 Subordinated Floating Rate Notes due 2016 (XS0202629407)

RBS USD 750,000,000 Subordinated Floating Rate Notes due 2015 (XS0223318501)

RBS USD 1,500,000,000 Floating Rate Subordinated Callable Step-Up Notes due 2016 (XS0250214797)

RBS EUR 500,000,000 Floating Rate Subordinated Callable Step-Up Notes due 2017 (XS0259579547)

RBS EUR 750,000,000 4.35 per cent. Subordinated Notes due 2017 (XS0271858606)

RBS USD 1,500,000,000 Floating Rate Subordinated Callable Step-Up Notes due 2017 (XS0302127625)

RBS EUR 300,000,000 CMS-Linked Floating Rate Subordinated Notes due 2022 (XS0305575572)

RBS EUR 2,000,000,000 6.934 per cent. Subordinated Notes due 9 April 2018 (XS0356705219)

RBS EUR 144,400,000 Euro-zone Inflation Indexed Notes due 23 April 2023 (XS0357281046)

Schedule 4

NatWest EUR 100,000,000 Floating Rate Undated Subordinated Notes (XS0102480786)

NatWest EUR 400,000,000 Fixed/Floating Rate Undated Subordinated Notes (XS0102480869)

NatWest GBP 200,000,000 7.125 per cent. Undated Subordinated Step-Up Notes (XS0102493680)

NatWest GBP 325,000,000 7.625 per cent. Undated Subordinated Step-up Notes (XS0102493508)

NatWest GBP 200,000,000 11.5 per cent. Undated Subordinated Notes (XS0041078535)

NatWest USD 500,000,000 Primary Capital Floating Rate Notes (Series 'A') (GB0006267073)

NatWest USD 500,000,000 Primary Capital Floating Rate Notes (Series 'B') (GB0006267180)

NatWest USD 500,000,000 Primary Capital FRNs (Series 'C') (LU0001547172)

Schedule 5

NatWest GBP 300,000,000 7.875 per cent. Subordinated Notes due 2015 (XS0079432299)

NatWest GBP 300,000,000 6.50 per cent. Subordinated Notes due 2021 (XS0090254722)

NatWest EUR 500,000,000 5.125 per cent. Subordinated Notes due 2011 (XS0099026352)

NatWest EUR 600,000,000 6.00 per cent. Subordinated Notes due 2010 (XS0102406898)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: 30 October 2009

THE ROYAL BANK OF SCOTLAND
GROUP plc (Registrant)

By: /s/ A N Taylor

Name: A N Taylor

Title: Head of Group Secretariat

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100.0

%

For the first quarter, net sales were \$584 million compared to \$643 million in last year's first quarter. This decrease of 9.2% primarily reflects a decline in comparable sales of 8.7%, driven by lower average dollar sales and a decline in transaction count. Net sales also reflects 25 net store closures, or a 1.5% net decrease in selling square footage, since last year's first quarter.

The following table depicts comparable sales percentages by Chico's, WHBM and Soma for the thirteen weeks ended April 29, 2017 and April 30, 2016:

	Thirteen Weeks Ended	
	April 29, 2017	April 30, 2016
Chico's	(10.0)%	(5.4)%
WHBM	(9.7)	(3.8)
Soma	0.2	0.5
Total Company	(8.7)%	(4.2)%

Cost of Goods Sold/Gross Margin

The following table depicts COGS and gross margin in dollars and gross margin as a percentage of total net sales for the thirteen weeks ended April 29, 2017 and April 30, 2016:

	Thirteen Weeks Ended	
	April 29, 2017	April 30, 2016
	(dollars in millions)	
Cost of goods sold	\$ 346	\$ 381
Gross margin	237	262
Gross margin percentage	40.7 %	40.8 %

For the first quarter of fiscal 2017, gross margin was \$237 million, or 40.7% of net sales, compared to \$262 million, or 40.8% of net sales, in last year's first quarter. This 10 basis point decrease primarily reflects sales deleverage of store occupancy expenses, substantially offset by an improvement in merchandise margin.

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Selling, General and Administrative Expenses

The following table depicts SG&A, which includes direct operating expenses, marketing expenses and National Store Support Center expenses, in dollars and as a percentage of total net sales for the thirteen weeks ended April 29, 2017 and April 30, 2016:

	Thirteen Weeks Ended April 29, April 30, 2017 2016	
	(dollars in millions)	
Selling, general and administrative expenses	\$183	\$208
Percentage of total net sales	31.3 %	32.4 %

For the first quarter of fiscal 2017, SG&A was \$183 million, or 31.3% of net sales, compared to \$208 million, 32.4% of net sales, in last year's first quarter. This \$26 million decrease primarily reflects savings in store related expenses, lower marketing spend and the benefit of other previously announced cost reduction initiatives.

Restructuring and Strategic Charges

In the fourth quarter of fiscal 2014, we initiated a restructuring program, including the acceleration of domestic store closures and an organizational realignment, to ensure that resources align with long-term growth initiatives. During the first quarter of fiscal 2016, we recorded pre-tax restructuring and strategic charges of \$3.7 million, primarily related to severance charges, continuing employee-related costs and consulting fees, which are included in restructuring and strategic charges in the accompanying condensed statement of income. The fiscal 2016 after-tax impact of the restructuring and strategic charges totaled \$2.3 million, or \$0.02 per diluted share. Effective in the third quarter of fiscal 2016, we substantially completed our restructuring program and did not record any similar charges for the first quarter of fiscal 2017. We have closed 114 stores in connection with our restructuring program through the first quarter of fiscal 2017, including 20 Boston Proper stores.

Provision for Income Taxes

For the thirteen weeks ended April 29, 2017 and April 30, 2016, the effective tax rate was 38.2% and 37.9%, respectively. This 30 basis point increase includes the impact of the adoption of the new employee share-based payment accounting standard (the "Standard"). The impact of the Standard was a 50 basis point increase in the effective tax rate for the thirteen weeks ended April 29, 2017.

Net Income and Earnings Per Diluted Share

We reported net income for the first quarter of fiscal 2017 of \$33.6 million, or \$0.26 per diluted share, compared to net income of \$31.1 million, or \$0.23 per diluted share in last year's first quarter. Results for the first quarter of fiscal 2016 include charges of \$2.3 million after-tax, or \$0.02 per diluted share, related to restructuring and strategic charges. The change in earnings per share also reflects the impact of approximately 5.6 million shares repurchased since the end of the first quarter of last year.

Inventories

At the end of the first quarter of 2017, inventories totaled \$273.9 million compared to \$268.0 million in the same period last year. The \$5.9 million increase in inventories primarily reflected a \$10.5 million increase in in-transit inventories, largely due to a shift in shipping terms with a major vendor, partially offset by a 2.0% decrease in on-hand inventories compared to the same period last year.

Liquidity and Capital Resources

We believe that our existing cash and marketable securities balances, cash generated from operations, available credit facilities and potential future borrowings will be sufficient to fund capital expenditures, working capital needs, dividend payments, potential share repurchases, commitments, and other liquidity requirements associated with our operations for the foreseeable future. Furthermore, while it is our intention to repurchase our stock and pay a quarterly

cash dividend in the future, any determination to repurchase additional shares of our stock or pay future dividends will be made by the Board of Directors and will depend on our stock price, future earnings, financial condition, and other factors considered by the Board.

Our ongoing capital requirements will continue to be primarily for enhancing and expanding our omni-channel capabilities, including: information technology and relocated, remodeled and new stores.

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Operating Activities

Net cash provided by operating activities for the first quarter of 2017 was \$16.7 million, a decrease of approximately \$16.0 million from last year's first quarter. This decrease primarily reflected the timing of income taxes and other receivables, payments made in fiscal 2017 for outside services related to our previously announced restructuring program, and the impact of higher incentive compensation payments in fiscal 2017 for fiscal 2016 performance.

Investing Activities

Net cash used in investing activities for the first quarter of 2017 was \$9.8 million compared to \$13.3 million in last year's first quarter. This decrease primarily reflected a \$3.5 million decline in net purchases of property and equipment consistent with our overall business strategy.

Financing Activities

Net cash used in financing activities for the first quarter of 2017 was \$29.9 million compared to \$52.8 million in last year's first quarter. The decrease in net cash used in financing activities primarily reflects a decrease of \$27.1 million in share repurchases, partially offset by net payments of \$2.5 million under our Credit Agreement.

Store and Franchise Activity

During the first quarter of fiscal 2017, we had 9 net store closures, consisting of net closures of 4 Chico's stores, 4 WHBM stores and 1 Soma store. Currently, we expect an additional 38 net store closures in fiscal 2017, reflecting approximately 15 net closures of Chico's stores, 18 net closures of WHBM stores, and 5 net closures of Soma stores. We continuously evaluate the appropriate store positioning in light of economic conditions and may adjust our strategy as conditions require or as opportunities arise. As of April 29, 2017, we also sold merchandise through 63 Chico's and 30 Soma international franchise locations.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon the condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Management has discussed the development and selection of these critical accounting policies and estimates with the Audit Committee of our Board of Directors and believes the assumptions and estimates, as set forth in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017, are significant to reporting our results of operations and financial position. There have been no material changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

Forward-Looking Statements

This Form 10-Q may contain certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which reflect our current views with respect to certain events that could have an effect on our future financial performance, including but without limitation, statements regarding our plans, objectives, the implementation of our previously announced restructuring program and organizational redesign for improved business performance, including our re-balancing of our store fleet and streamlining the headquarter workforce and product life cycle process, and the future success of our store concepts. These statements may address items such as future sales and sales initiatives, gross margin expectations, SG&A expectations (particularly estimated expected savings), operating margin expectations, earnings per share expectations, planned store openings, closings and expansions, expected impact of ongoing litigation, future stock repurchase plans, future plans to pay dividends, future comparable sales, future product sourcing plans, inventory levels, planned marketing expenditures, planned capital expenditures and future cash needs.

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These statements relate to expectations concerning matters that are not historical fact and may include the words or phrases such as “will,” “should,” “expects,” “believes,” “anticipates,” “plans,” “estimates,” “approximately,” “our planning assumptions,” “future outlook,” and similar expressions. Except for historical information, matters discussed in this Form 10-Q are forward-looking statements. These forward-looking statements are based largely on information currently available to our management and on our current expectations, assumptions, plans, estimates, judgments and projections about our business and our industry, and are subject to various risks and uncertainties that could cause actual results to differ materially from historical results or those currently anticipated. Although we believe our expectations are based on reasonable estimates and assumptions, they are not guarantees of performance and there are a number of known and unknown risks, uncertainties, contingencies, and other factors (many of which are outside our control) that could cause actual results to differ materially from those expressed or implied by such forward-looking statements.

Accordingly, there is no assurance that our expectations will, in fact, occur or that our estimates or assumptions will be correct, and we caution investors and all others not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described in Item 1A, “Risk Factors” in our Annual Report on Form 10-K filed with the SEC on March 7, 2017 and the following:

The financial strength of retailing in particular and the economy in general; the extent of financial difficulties or economic uncertainty that may be experienced by customers; our ability to secure and maintain customer acceptance of styles and in-store and online concepts; the ability to effectively manage and maintain an appropriate level of inventory; the extent and nature of competition in the markets in which we operate; the extent of the market demand and overall level of spending for women’s private branded clothing and related accessories; the effectiveness of our brand awareness and marketing programs; the ability to coordinate product development with buying and planning; the quality and timeliness of merchandise received from suppliers; the ability to efficiently, timely and successfully manage our business in the face of significant economic, labor, political or other shifts in the countries from which our merchandise is supplied; the changes in the costs of manufacturing, raw materials, transportation, distribution, labor and advertising; the availability of quality store sites; our ability to manage our store fleet and the risk that our investments in merchandise or marketing initiatives may not deliver the results we anticipate; our ability to successfully navigate the increasing use of on-line retailers for fashion purchases and the pressure that puts on traffic and transactions in our physical stores; the ability to operate our own retail websites in a manner that produces profitable sales; the ability to successfully execute our business strategies, including our previously announced restructuring program and expense initiatives, and to achieve the expected results from them; the continuing performance, implementation and integration of management information systems; the impact of any systems failures, cyber security or other data or security breaches, including any security breaches that result in theft, transfer, or unauthorized disclosure of customer, employee, or company information or our compliance with information security and privacy laws and regulations in the event of such an incident; the ability to hire, train, motivate and retain qualified sales associates, managerial employees and other employees; the successful integration of our new management team; the ability to respond effectively to actions of activist shareholders and others; the ability to utilize our distribution center and other support facilities in an efficient and effective manner; the ability to secure and protect trademarks and other intellectual property rights and to protect our reputation and brand images; and the risk that natural disasters, public health crises, political uprisings, uncertainty or unrest, or other catastrophic events could adversely affect our operations and financial results; potential risks and uncertainties that are related to our reliance on sourcing from foreign suppliers, including the impact of changes in tariffs, taxes (such as the passage of a “border adjustment” or similar tax) or other import regulations; changes in governmental policies in or towards foreign countries; currency exchange rates and other similar factors; and the impact of our recent shift to a predominantly FOB (free on board) shipping structure.

All forward-looking statements that are made or attributable to us are expressly qualified in their entirety by this cautionary notice. The forward-looking statements included herein are only made as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The market risk of our financial instruments as of April 29, 2017 has not significantly changed since January 28, 2017. We are exposed to market risk from changes in interest rates on any future indebtedness and our marketable securities and from foreign currency exchange rate fluctuations.

Our exposure to interest rate risk relates in part to our revolving line of credit with our bank. In 2015, we entered into a credit agreement, as further discussed in Note 8. The Agreement, which matures on May 4, 2020, has borrowing options which accrue interest by reference, at our election, at either an adjusted eurodollar rate tied to LIBOR or an Alternate Base Rate plus an interest rate margin, as defined in the Agreement. An increase or decrease in market interest rates of 100 basis points would not have a material effect on annual interest expense.

Our investment portfolio is maintained in accordance with our investment policy which identifies allowable investments, specifies credit quality standards and limits the credit exposure of any single issuer. Our investment portfolio consists of cash equivalents and marketable securities including municipal securities, corporate bonds, U.S. government agencies and commercial paper. The marketable securities portfolio as of April 29, 2017, consisted of \$28.2 million of securities with maturity dates within one year or less and \$22.4 million with maturity dates over one year and less than or equal to two years. We consider all marketable securities available-for-sale, including those with maturity dates beyond 12 months, and therefore classify these securities as short-term investments within current assets on the condensed consolidated balance sheets as they are available to support current operational liquidity needs. As of April 29, 2017, an increase or decrease of 100 basis points in interest rates would not have a material effect on the fair value of our marketable securities portfolio.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of such period, our disclosure controls and procedures were effective in providing reasonable assurance in timely alerting them to material information relating to us (including our consolidated subsidiaries) and that information required to be disclosed in our reports is recorded, processed, summarized, and reported as required to be included in our periodic SEC filings.

Changes in Internal Controls

There were no significant changes in our internal controls or in other factors that could significantly affect our disclosure controls and procedures subsequent to the date of the above referenced evaluation. Furthermore, there was no change in our internal control over financial reporting or in other factors during the quarterly period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In July 2015, the Company was named as a defendant in *Altman v. White House Black Market, Inc.*, a putative class action filed in the United States District Court for the Northern District of Georgia. The Complaint alleges that the Company, in violation of federal law, published more than the last five digits of a credit or debit card number or an expiration date on customers' receipts. The Company denies the material allegations of the complaint. Its motion to dismiss was denied on July 13, 2016, but the Company continues to believe that the case is without merit. It will continue to vigorously defend the matter. At this time, it is not possible to predict whether the proceeding will be permitted to proceed as a class or the size of the putative class, and no assurance can be given that the Company will be successful in its defense on the merits or otherwise. No specific dollar amount in damages or other relief is specified in the Complaint, and the Company is unable to estimate any potential loss or range of loss. However, if the case were to proceed as a class action and the Company were to be unsuccessful in its defense on the merits, the ultimate resolution of the case could have a material adverse effect on the Company's consolidated financial condition or results of operations.

In June 2015, the Company was named as a defendant in *Ackerman v. Chico's FAS, Inc.*, a putative representative Private Attorney General action filed in the Superior Court of California, County of Los Angeles. The Complaint alleges numerous violations of California law related to wages, meal periods, rest periods, wage statements and failure to reimburse business expenses, among other things. Plaintiff subsequently amended her complaint to make the same allegations on a class action basis. In June 2016, the parties submitted a proposed settlement of the matter to the court. The court granted preliminary approval on August 26, 2016, and settlement notices were distributed. On May 16, 2017, the court finally approved the settlement substantially on the terms submitted by the parties. The settlement will not have a material adverse effect on the Company's consolidated financial condition or results of operations.

In July 2016, the Company was named as a defendant in *Calleros v. Chico's FAS, Inc.*, a putative class action filed in the Superior Court of California, County of Santa Barbara. Plaintiff alleges that the Company failed to comply with California law requiring it to provide consumers cash for gift cards with a stored value of less than \$10.00. Following voluntary mediation of the matter in November of 2016, the parties entered into a settlement agreement, which was approved preliminarily by the court on March 28, 2017. If finally approved, the settlement will not have a material adverse effect on the Company's consolidated financial condition or results of operations.

Other than as noted above, we are not currently a party to any legal proceedings other than claims and lawsuits arising in the normal course of business. All such matters are subject to uncertainties and outcomes may not be predictable. Consequently, the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of April 29, 2017 are not estimable. However, while such matters could affect our consolidated operating results when resolved in future periods, management believes that upon final disposition, any monetary liability or financial impact to us would not be material to our annual consolidated financial statements.

ITEM 1A. RISK FACTORS

In addition to the other information discussed in this report, the factors described in Part I, Item 1A. "Risk Factors" in our 2016 Annual Report on Form 10-K filed with the SEC on March 7, 2017 should be considered as they could materially affect our business, financial condition or future results. There have not been any significant changes with respect to the risks described in our 2016 Form 10-K, but these are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition or operating results.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information concerning our purchases of common stock for the periods indicated (amounts in thousands, except share and per share amounts):

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans (b)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Publicly Announced Plans
January 29, 2017 - February 25, 2017	712,815	\$ 13.67	695,672	\$ 154,144
February 26, 2017 - April 1, 2017	375,858	14.24	—	154,144
April 2, 2017 - April 29, 2017	—	—	—	154,144
Total	1,088,673	13.87	695,672	

(a) Total number of shares purchased includes 393,001 shares of restricted stock repurchased in connection with employee tax withholding obligations under employee compensation plans, which are not purchases under any publicly announced plan.

(b) In November 2015, we announced a \$300.0 million share repurchase plan. There was approximately \$154.1 million remaining under the program as of the end of the first quarter. The repurchase program has no specific termination date and will expire when we have repurchased all securities authorized for repurchase thereunder, unless terminated earlier by our Board of Directors.

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ITEM 6. EXHIBITS

(a) The following documents are filed as exhibits to this Quarterly Report on Form 10-Q:

- Exhibit 10.1 Incentive Compensation Clawback Policy, effective April 6, 2017
- Exhibit 10.2 Amendment No. 2. to 2012 Omnibus Stock and Incentive Plan, effective April 6, 2017
- Exhibit 10.3 Separation Agreement and Release, between the Company and Laurie Van Brunt dated April 7, 2017 (Filed with the SEC as Exhibit 99.1 to the Company's Form 8-K on April 10, 2017)
- Exhibit 31.1 Chico's FAS, Inc. and Subsidiaries Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Chief Executive Officer
- Exhibit 31.2 Chico's FAS, Inc. and Subsidiaries Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Chief Financial Officer
- Exhibit 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Exhibit 101.INS XBRL Instance Document
- Exhibit 101.SCH XBRL Taxonomy Extension Schema Document
- Exhibit 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- Exhibit 101.DEF XBRL Taxonomy Definition Linkbase Document
- Exhibit 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- Exhibit 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CHICO'S FAS, INC.

Date: May 25, 2017 By: /s/ Shelley G. Broader
Shelley G. Broader
Chief Executive Officer, President and Director

Date: May 25, 2017 By: /s/ Todd E. Vogensen
Todd E. Vogensen
Executive Vice President, Chief Financial Officer and Assistant Corporate Secretary

Date: May 25, 2017 By: /s/ David M. Oliver
David M. Oliver
Group Vice President Finance, Controller and Chief Accounting Officer