

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
March 29, 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 March 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:

- Exhibit No. 1 Director/PDMR Shareholding dated 01 March 2018
- Exhibit No. 2 Director/PDMR Shareholding dated 08 March 2018
- Exhibit No. 3 Morgan Stanley European Financials Conference dated 20 March 2018
- Exhibit No. 4 Publication of Suppl.Prospects dated 23 March 2018
- Exhibit No. 5 Additional Listing dated 26 March 2018
- Exhibit No. 6 Recommended Cash Offer for Freeagent Holdings PLC dated 27 March 2018
- Exhibit No. 7 Director/PDMR Shareholding dated 29 March 2018
- Exhibit No. 8 Total Voting Rights dated 29 March 2018

Exhibit No. 1

1 March 2018
 The Royal Bank of Scotland Group plc
 Legal Entity Identifier: 2138005O9XJIJN4JPN90

INITIAL NOTIFICATION OF TRANSACTION OF PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY ("PDMRs") IN ACCORDANCE WITH ARTICLE 19 OF THE EU MARKET ABUSE REGULATION 596/2014

1. The Royal Bank of Scotland Group plc (the "Company") announces that the undernoted PDMRs of the Company undertook the following transactions in the Company's ordinary shares of £1 each (the "Shares") (ISIN: GB00B7T77214) on the dates shown.

Name of PDMR	Position of PDMR	Type of transaction	No. of Shares purchased / sold	Transaction price per share	Date of transaction
Yasmin Jetha	Non-executive director	Purchase	20,000	£2.690	26-02-2018
Chris Marks	CEO, NatWest Markets	Sale	354,000	£2.692	26-02-2018
David Stephen	Chief Risk Officer	Sale	175,000	£2.692	26-02-2018
Lena Wilson	Non-executive director	Purchase	6,000	£2.689	26-02-2018

2. The Company also announces it was notified on 28 February 2018 that the trustee of The Royal Bank of Scotland Group plc Buy As You Earn Share Plan (the "Plan") purchased Shares on that date on behalf of the PDMR named below as a participant in the Plan.

Name of PDMR	Position of PDMR	No. of Shares purchased	Purchase price
Chris Marks	CEO, NatWest Markets	56	£2.691

All transactions 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

Exhibit No. 2

8 March 2018
The Royal Bank of Scotland Group plc
Legal Entity Identifier: 2138005O9XJIJN4JPN90

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

1. The Royal Bank of Scotland Group plc (the "Company") announces that conditional deferred awards over ordinary shares of £1 each in the Company ("Shares") (ISIN: GB00B7T77214) vested on 7 March 2018 to the PDMRs set out below. The conditional deferred awards were granted under the RBS 2014 Employee Share Plan between March 2015 and March 2017. The number of Shares withheld to meet associated tax liabilities arising on vesting and the number of vested Shares retained by each PDMR is set out below:-

Name of PDMR	Position of PDMR	No. of Shares vested	No. of Shares withheld to satisfy associated tax liability	No. of vested Shares retained
Mark Bailie	Chief Operating Officer	118,314	55,608	62,706
Helen Cook	Chief HR Officer	34,143	16,049	18,094
Chris Marks	CEO, NatWest Markets	118,314	55,608	62,706

The above transactions took place outside of a trading venue. The market price used to determine the number of Shares withheld to meet associated tax liabilities was £2.61. Vested Shares retained after payment of associated tax liabilities will be subject to a six month retention period.

2. The Company announces that conditional long term incentive awards over Shares have been granted on 7 March 2018 under the RBS 2014 Employee Share Plan to the PDMRs set out below. The awards were subject to a pre-grant performance assessment and a further performance assessment will take place at the end of three years. Subject to this pre-vest assessment, awards will be eligible to vest between years 2021 and 2025. Malus provisions will apply up until vest and clawback provisions will apply for a period of seven years from the date of grant, extended to ten years if events are under investigation at the end of the seven year period.

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Name of PDMR	Position of PDMR	Maximum no. of Shares eligible to vest
Mark Bailie	Chief Operating Officer	507,710
Helen Cook	Chief HR Officer	225,649
Chris Marks	CEO, NatWest Markets	564,122
Les Matheson	CEO, Personal & Business Banking	394,886
Ross McEwan	Chief Executive	592,328
Simon McNamara	Chief Administrative Officer	394,886
Alison Rose	CEO, Commercial & Private Banking	488,906
Ewen Stevenson	Chief Financial Officer	541,557
David Wheldon	Chief Marketing Officer	206,845

The above transactions took place outside of a trading venue. The market price per Share used on the grant of the above awards was £2.659. Vested Shares retained after payment of associated tax liabilities will be subject to a twelve month retention period.

3. The Company also announces that it was notified on 6 March 2018 that Frank Dangeard, Non-executive director, purchased 5,000 Shares on that date at a price of £2.626 per Share. The transaction took place on the London Stock Exchange (XLON).

4. The Company also announces that it was notified on 8 March 2018 that Les Matheson, CEO, Personal & Business Banking, sold 107,372 Shares on that date at a price of £2.617 per Share. The transaction took place on the London Stock Exchange (XLON).

For further information contact:-

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+44(0)131 523 4205

Exhibit No. 3

The Royal Bank of Scotland Group plc "RBS" - Morgan Stanley European Financials Conference

Ross McEwan, RBS CEO, will participate in a fireside chat at the Morgan Stanley European Financials Conference in London on Tuesday 20th March 2018 at 10.30am (GMT). A live audio webcast will be available on our website www.rbs.com/ir.

For further information:

Investor Relations
Matt Waymark

Head of Investor Relations
+44 (0) 20 7672 1758

If you would like a copy of this presentation in a different format (e.g. large print, audio or braille) please contact the Investor Relations team on +44 20 7672 1758 or investor.relations@rbs.com.

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Exhibit No. 4

Publication of Supplementary Prospectus

The following supplementary prospectus has been approved by the UK Listing Authority and is available for viewing:

Supplementary Prospectus to The Royal Bank of Scotland Group plc and The Royal Bank of Scotland plc
£90,000,000,000 Euro Medium Term Note Programme dated 23 March 2018.

To view the full document, please paste the following URL into the address bar of your browser:

http://www.rns-pdf.londonstockexchange.com/rns/8287I_-2018-3-23.pdf

A copy of the above Supplementary Prospectus has been submitted to the National Storage Mechanism and will shortly be available for inspection at: www.Hemscott.com/nsm.do.

For further information, please contact:

Scott Forrest
Head of RBS Debt Capital Markets & Capital Strategy
Tel: +44 (0) 20 7678 5313

DISCLAIMER - INTENDED ADDRESSEES

Please note that the information contained in the Supplementary Prospectus (and the Prospectus to which it relates) may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Prospectus and the Supplementary Prospectus is not addressed. Prior to relying on the information contained in the Prospectus and the Supplementary Prospectus you must ascertain from the Prospectus whether or not you are part of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

Legal Entity Identifiers: 213800509XJIJN4JPN90 / RR3QWICWWIPCS8A4S074

Exhibit No. 5

The Royal Bank of Scotland Group plc
Additional Listing

26 March 2018

The Royal Bank of Scotland Group plc announces that application has been made to the UK Listing Authority and to the London Stock Exchange for a block listing of 1,500,000 (one million five hundred thousand) ordinary shares of £1 each to be admitted to the Official List and to trade on the London Stock Exchange. Admission of the shares is expected to be effective on 28 March 2018.

The shares will be allotted pursuant to the Company's obligations under the following share plans:

1,000,000 (one million) ordinary shares of £1 each in respect of The Royal Bank of Scotland Group plc UK Sharesave Plan 2017; and

500,000 (five hundred thousand) ordinary shares of £1 each in respect of The Royal Bank of Scotland Group plc Irish Sharesave Plan 2017.

The shares will rank equally with the existing ordinary shares of the Company.

For further information contact:-
RBS Media Relations - +44 (0)131 523 4205

Legal Entity Identifier: 2138005O9XJIJN4JPN90

Exhibit No. 6

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) NO. 596/2014

27 March 2018

RECOMMENDED CASH OFFER

for

FREEAGENT HOLDINGS PLC ("FREEAGENT")

by

SILVERMERE HOLDINGS LIMITED ("RBS BIDCO")

(a wholly-owned indirect subsidiary of The Royal Bank of Scotland Group plc)

to be effected by means of a scheme of arrangement

under Part 26 of the Companies Act 2006

Summary

The boards of directors of The Royal Bank of Scotland Group plc ("RBS") and FreeAgent are pleased to announce that they have reached agreement on the terms of a recommended cash offer pursuant to which RBS BidCo, a wholly-owned indirect subsidiary of RBS, will acquire the entire issued and to be issued ordinary share capital of FreeAgent (the "Acquisition"). The Acquisition is to be effected by means of a scheme of arrangement under Part 26 of the Companies Act.

Under the terms of the Acquisition, Scheme Shareholders will be entitled to receive 120 pence in cash (the "Offer Price") for each FreeAgent Share held, valuing the entire issued and to be issued share capital of FreeAgent at approximately £53 million.

As further described in paragraph 11 below, under the terms of the Scheme the consideration payable to the Founders will be satisfied, in part, by the issue of shares in RBS BidCo which, in aggregate, amount to approximately five per cent. of the issued share capital of RBS BidCo. The shares in RBS BidCo constitute approximately 23.5 per cent. by value of the aggregate consideration due to the Founders under the Acquisition.

The Offer Price represents a premium of approximately:

86.0 per cent. to the Closing Price per FreeAgent Share of 64.5 pence on 26 March 2018 (being the last Business Day prior to the date of this announcement);

42.9 per cent. to the IPO Price per FreeAgent Share of 84 pence; and

67.3 per cent. to the six month average price per FreeAgent Share of 71.7 pence (being the average Closing Price for the six month period ended on 26 March 2018, being the last Business Day prior to the date of this announcement).

The FreeAgent Directors, who have been so advised by N+1 Singer as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the FreeAgent Directors, N+1 Singer has taken into account the commercial assessments of the FreeAgent Directors.

Accordingly, the FreeAgent Directors intend unanimously to recommend that FreeAgent Shareholders vote in favour of the Scheme at the Court Meeting and the Special Resolution to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their own beneficial holdings of 3,813,481 FreeAgent Shares representing, in aggregate, approximately 9.36 per cent. of the ordinary share capital of FreeAgent in issue on 26

March 2018 (being the Latest Practicable Date).

RBS BidCo has also received irrevocable undertakings from the FreeAgent Shareholders set out in Part B of Appendix III to this announcement to vote in favour of the Scheme at the Court Meeting and the Special Resolution to be proposed at the General Meeting, in respect of a total of 16,860,430 FreeAgent Shares, representing approximately 41.4 per cent. of the ordinary share capital of FreeAgent in issue on 26 March 2018 (being the Latest Practicable Date).

In aggregate, therefore, irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the Special Resolution to be proposed at the General Meeting have been received in respect of a total of 20,673,911 FreeAgent Shares, representing approximately 50.7 per cent. of the ordinary share capital of FreeAgent in issue on 26 March 2018 (being the Latest Practicable Date). Further details of these irrevocable undertakings are set out in Appendix III to this announcement.

RBS is a UK-based banking and financial services company, headquartered in Edinburgh. Through its operating subsidiaries, RBS provides a wide range of products and services to personal, commercial and large corporate and institutional customers through a number of well-known brands.

RBS is one of the leading banks in the UK for business banking, serving over 1 million small and medium enterprises ("SMEs"). RBS is developing its customer facing channels, with an enhanced digital offering supporting ongoing productivity improvements. RBS believes that the acquisition of FreeAgent is consistent with this strategy of developing innovative digital customer solutions.

FreeAgent is a provider of cloud-based Software-as-a-Service ("SaaS") accounting software solutions and mobile applications designed specifically for UK micro-businesses (defined as sole traders and companies with fewer than 10 employees) and their accountants. With its easy-to-use, intuitive software, FreeAgent's offering streamlines financial management, bringing together a range of functionality from invoice and expense management to VAT and payroll.

RBS and FreeAgent have an existing commercial partnership, which, following a successful pilot, has seen expanding customer numbers. RBS offers FreeAgent's accounting software to its business banking customers and, following a rollout in the fourth quarter of 2017, more than 10,000 RBS customers are already signed up to use the FreeAgent solution.

RBS intends to operate FreeAgent as an operationally independent member of the RBS Group, retaining FreeAgent's existing management team and maintaining its current Edinburgh location. RBS values the entrepreneurial culture of FreeAgent and believes that by providing access to the additional financial resources and infrastructure of RBS and facilitating access to potential new FreeAgent customers, there is an opportunity to accelerate the growth ambitions of FreeAgent, including within FreeAgent's existing direct and accountancy practice sales channels. It is expected that the Acquisition will yield benefits through enhanced customer engagement helping to support RBS's market-leading position in business banking.

RBS intends to continue to use the FreeAgent brand in tandem with its existing Royal Bank of Scotland and NatWest brands. FreeAgent's capabilities will be offered to RBS's existing and new business banking customers and, as is already the case, by FreeAgent to both existing and new direct customers and accountancy practices.

The Acquisition will be subject to the Conditions (including, if required for the Acquisition, the FCA consenting to the acquisition by RBS BidCo of control of FreeAgent) and further terms set out in Appendix I to this announcement and to be set out in the Scheme Document, which it is expected will be despatched to FreeAgent Shareholders as soon as reasonably practicable and, in any event, within 28 days of the date of this announcement (or such later date as may be agreed with the Panel).

Commenting on the Acquisition, Andy Roberts, Chairman of FreeAgent, said:

"The combination of FreeAgent and RBS makes sense for our talented people, for our company's growth prospects, and for the shareholders who have backed our journey so far. For those shareholders, today's offer represents a 5x multiple on our current revenues as well as a very substantial premium to our IPO price. For the FreeAgent team, it opens up a huge opportunity for them: a chance to target the entire RBS SME client base with a product designed with their needs in mind. It is for these reasons that I and my Board colleagues fully recommend the offer to shareholders."

Commenting on the Acquisition, Ed Molyneux, Chief Executive of FreeAgent said:

"Today's announcement represents the beginning of a new and exciting chapter for FreeAgent. Our vision is 'making businesses happier and more successful by putting them in control of their finances' and this moves us closer to that vision. Having developed a strong strategic partnership with RBS and with over 10,000 of their business banking customers having already signed up to use FreeAgent's accounting solution, we look ahead to the next chapter, where we will accelerate and further extend our technology capabilities as part of a bigger group. Our working together represents a really compelling opportunity and hence the Board is intending to recommend the offer which we believe makes both good strategic and financial sense."

Commenting on the Acquisition, Ross McEwan, Chief Executive Officer of RBS said:

"RBS is pleased to have reached an agreement on a recommended acquisition of FreeAgent. Since the beginning of our partnership, we have been impressed by FreeAgent and its technology and are excited by the enhanced offering we will be able to provide to our customers. We believe that a technology-enabled solution for our business banking customers will make it easier for our customers to build their businesses safely and securely."

This summary should be read in conjunction with the full text of this announcement. The Acquisition will be subject to the Conditions and further terms set out in Appendix I to this announcement and to the full terms to be set out in the Scheme Document. Appendix II to this announcement contains further details of the sources of information and bases of calculations set out in this announcement, Appendix III contains a summary of the irrevocable undertakings received by RBS BidCo (including those irrevocable undertakings given by the FreeAgent Directors) and Appendix IV contains definitions of certain expressions used in this summary and in this announcement.

Enquiries:

RBS

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FreeAgent

Ed Molyneux - Chief Executive Officer

via FTI Consulting

N+1 Singer (FreeAgent's Financial Adviser and Corporate Broker)

Sandy Fraser

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Jen Boorer

FTI Consulting (Public relations adviser to FreeAgent)

Matt Dixon

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CMS Cameron McKenna Nabarro Olswang LLP is retained as legal adviser to RBS and RBS BidCo. Dentons UK and Middle East LLP is retained as legal adviser to FreeAgent.

BofA Merrill Lynch, which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for RBS and RBS BidCo and no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than RBS and RBS BidCo for providing the protections afforded to clients of BofA Merrill Lynch or for providing advice in connection with the subject matter of this announcement.

Nplus1 Singer Advisory LLP (N+1 Singer), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting solely for FreeAgent as financial adviser and broker in relation to the matters referred to in this announcement and for no one else. N+1 Singer will not be responsible to anyone other than FreeAgent for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any arrangement referred to herein.

BofA Merrill Lynch and N+1 Singer have given and not withdrawn their consent to the publication of this announcement with the inclusion in it of the references to their respective names and (where applicable) advice in the form and context in which they appear.

This announcement is for information purposes only and is not intended to and does not constitute or form part of an offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise. The Acquisition will be made solely by means of the Scheme Document or any document by which the Acquisition is made which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme.

Any approval, decision or other response to the Acquisition should be made only on the basis of the information in the Scheme Document. FreeAgent Shareholders are strongly advised to read the formal documentation in relation to the Acquisition once it has been despatched. It is expected that the Scheme Document (including notices of the Meetings) together with the relevant Forms of Proxy, will be posted to FreeAgent Shareholders as soon as is reasonably practicable and in any event within 28 days of this announcement, unless otherwise agreed with the Panel.

FreeAgent will prepare the Scheme Document to be distributed to FreeAgent Shareholders. FreeAgent, RBS and RBS BidCo urge FreeAgent Shareholders to read the Scheme Document when it becomes available because it will contain important information relating to the Acquisition. The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them.

Overseas Shareholders

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable requirements. In particular the ability of persons who are not resident in the UK, to vote their FreeAgent Shares with respect to the Scheme at the Court Meeting, and/or the General Meeting, or to appoint another person as proxy to vote at the Court Meeting and/or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement does not constitute an offer or an invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this announcement or otherwise in any jurisdiction in which such offer or solicitation is unlawful. This announcement has been prepared for the purposes of complying with the laws of the United Kingdom, the Market Abuse Regulation and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of any jurisdiction outside United Kingdom. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by RBS BidCo or required by the City Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send such documents in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of the Acquisition to FreeAgent Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

Further details in relation to FreeAgent Shareholders in overseas jurisdictions will be contained in the Scheme Document.

Notice to US holders of FreeAgent Shares

The Acquisition relates to the shares in a Scottish public limited company and is proposed to be made by means of a scheme of arrangement provided for under Scots law and, in the case of a scheme of arrangement, Part 26 of the Companies Act. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation or tender offer rules under the Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. If, in the future, RBS BidCo exercises the right to implement the Acquisition by way of a Takeover Offer and determines to extend the offer into the US, the Acquisition will be made in compliance with applicable US laws and regulations. Financial information included in this announcement and the Scheme Document has been or will have been prepared in accordance with non-US accounting standards that may not

be comparable to financial information of US co