

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
August 29, 2014

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 August 2014

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  X

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  X

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  | Total Voting Rights dated 31 July 2014               |
| Exhibit No. 2  | Form 8.3 - [Balfour Beatty plc] dated 06 August 2014 |
| Exhibit No. 3  | Form 8.3 - [Balfour Beatty plc] dated 07 August 2014 |
| Exhibit No. 4  | Form 8.3 - [Balfour Beatty plc] dated 08 August 2014 |
| Exhibit No. 5  | Director/PDMR Shareholding dated 08 August 2014      |
| Exhibit No. 6  | Form 8.3 - [Balfour Beatty plc] dated 11 August 2014 |
| Exhibit No. 7  | Form 8.3 - [Balfour Beatty plc] dated 13 August 2014 |
| Exhibit No. 8  | Publication of Prospectus dated 15 August 2014       |
| Exhibit No. 9  | Form 8.3 - [Balfour Beatty plc] dated 15 August 2014 |
| Exhibit No. 10 | Form 8.3 - [Balfour Beatty plc] dated 18 August 2014 |
| Exhibit No. 11 | Form 8.3 - [Balfour Beatty plc] dated 20 August 2014 |
| Exhibit No. 9  | Form 8.3 - [Balfour Beatty plc] dated 21 August 2014 |

Exhibit No. 1

The Royal Bank of Scotland Group plc

Total Voting Rights - Conformity with the Disclosure and Transparency Rules

In conformity with the Disclosure and Transparency Rules, The Royal Bank of Scotland Group plc ('RBSG') hereby notifies the following in respect of its issued share capital with voting rights as at 31 July 2014:-

| Share Class and nominal value           | Number of Shares issued | Voting rights per share | Total Voting rights - 31-July-2014 |
|---|-------------------------|-------------------------|------------------------------------|
| Ordinary shares of £1                   | 6,315,791,123           | 4                       | 25,263,164,492                     |
| 11% Cumulative Preference Shares of £1  | 500,000                 | 4                       | 2,000,000                          |
| 5.5% Cumulative Preference Shares of £1 | 400,000                 | 4                       | 1,600,000                          |
| Total:                                  | 6,316,691,123           |                         | 25,266,764,492                     |

of which none are held in Treasury.

There are also 51,000,000,000 Series 1 class B shares of £0.01 in issue which carry no voting rights.

The above figures may be used by shareholders of the respective classes of shares as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in their shareholding, under the FCA's Disclosure and Transparency Rules.

Exhibit No. 2

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

## 1. KEY INFORMATION

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): -

The naming of nominee or vehicle companies is insufficient

(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc

Use a separate form for each offeror/offeree

(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A

(e) Date position held/dealing undertaken: 05/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

## 2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

| Class of relevant security:                      | Ordinary NPV shares |        |                 |      |
|--|---------------------|--------|-----------------|------|
|  | Interests           |        | Short positions |      |
|  | Number              | %      | Number          | %    |
| (1) Relevant securities owned and/or controlled: | 7,887,404           | 1.1439 | 0               | 0.00 |
| (2) Derivatives (other than options):            | 0                   | 0.00   | 0               | 0.00 |
| (3) Options and agreements to purchase/sell:     | 0                   | 0.00   | 0               | 0.00 |
|  | 7,887,404           | 1.1439 | 0               | 0.00 |
| <b>TOTAL:</b>                                    |                     |        |                 |      |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:  
 Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 18,350               | 2.3949         |

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position,<br>increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

© Options transactions in respect of existing securities

(a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

#### 4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?

NO

Date of disclosure:

06 August 2014

Contact name: Richard Hopkins  
Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 3

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

- (a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc
- (b) Owner or controller of interests and short positions disclosed, if different from 1(a): -  
The naming of nominee or vehicle companies is insufficient
- (c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc  
Use a separate form for each offeror/offeree
- (d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A
- (e) Date position held/dealing undertaken: 06/08/2014
- (f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

Class of relevant security: Ordinary NPV shares

|  | Interests |        | Short positions |      |
|--|-----------|--------|-----------------|------|
|  | Number    | %      | Number          | %    |
| (1) Relevant securities owned and/or controlled: | 7,889,979 | 1.1443 | 0               | 0.00 |
| (2) Derivatives (other than options):            | 0         | 0.00   | 0               | 0.00 |
| (3) Options and agreements to purchase/sell:     | 0         | 0.00   | 0               | 0.00 |
| TOTAL:   | 7,889,979 | 1.1443 | 0               | 0.00 |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:

Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

### 3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 1,700                | 2.538          |
| Ordinary GBP 0.50          | Purchase      | 560                  | 2.356          |
| Ordinary GBP 0.50          | Purchase      | 332                  | 2.359          |
| Ordinary GBP 0.50          | Purchase      | 3,258                | 2.368          |
| Ordinary GBP 0.50          | Purchase      | 125                  | 2.355          |

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description | Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a | Number of reference securities | Price per unit |
|----------------------------|---------------------|---|--------------------------------|----------------|
|----------------------------|---------------------|---|--------------------------------|----------------|

## long/short position

## © Options transactions in respect of existing securities

## (a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

## (a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

## (a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

## 4. OTHER INFORMATION

## (a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

## (b) Agreements, arrangements or understandings relating to options or derivatives



Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached? NO

Date of disclosure: 07 August 2014  
Contact name: Richard Hopkins  
Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 4

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): -

The naming of nominee or vehicle companies is insufficient

(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc

Use a separate form for each offeror/offeree

(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A

(e) Date position held/dealing undertaken: 07/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

## 2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

Class of relevant security: Ordinary 0.50 shares

|  | Interests        |               | Short positions |             |
|--|------------------|---------------|-----------------|-------------|
|  | Number           | %             | Number          | %           |
| (1) Relevant securities owned and/or controlled: | 7,890,500        | 1.1444        | 0               | 0.00        |
| (2) Derivatives (other than options):            | 0                | 0.00          | 0               | 0.00        |
| (3) Options and agreements to purchase/sell:     | 0                | 0.00          | 0               | 0.00        |
| <b>TOTAL:</b>                                    | <b>7,890,500</b> | <b>1.1444</b> | <b>0</b>        | <b>0.00</b> |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:

Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

## 3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Purchase/sale | Number of securities | Price per unit |
|---------------|----------------------|----------------|
|---------------|----------------------|----------------|

Class of relevant security

|                   |          |     |        |
|-------------------|----------|-----|--------|
| Ordinary GBP 0.50 | Purchase | 521 | 2.3910 |
|-------------------|----------|-----|--------|

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position,<br>increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

© Options transactions in respect of existing securities

(a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?

NO

Date of disclosure: 08 August 2014  
Contact name: Richard Hopkins  
Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 5

The Royal Bank of Scotland Group plc (the "Company")  
8 August 2014

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY ("PDMR") OR CONNECTED PERSONS IN ACCORDANCE WITH DTR 3.1.4R AND DTR 3.1.2R

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

The Company was notified on 7 August 2014 that the Trustee of The Royal Bank of Scotland plc BAYE and Profit Sharing Account purchased ordinary shares of £1 in the Company ("Shares") on that date on behalf of the PDMR named below as a participant in The Royal Bank of Scotland Group plc Share Incentive Plan.

| PDMR                 | No. of Shares purchased | Purchase price |
|----------------------|-------------------------|----------------|
| Christopher Sullivan | 36                      | £3.455         |

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

Person responsible for making notification:-  
Aileen Taylor, Company Secretary

Exhibit No. 6

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): -

The naming of nominee or vehicle companies is insufficient

(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc

Use a separate form for each offeror/offeree  
(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A

(e) Date position held/dealing undertaken: 08/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

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

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

|  |                      |        |                 |      |
|--|----------------------|--------|-----------------|------|
| Class of relevant security:                      | Ordinary 0.50 shares |        |                 |      |
|  | Interests            |        | Short positions |      |
|  | Number               | %      | Number          | %    |
| (1) Relevant securities owned and/or controlled: | 7,884,600            | 1.1435 | 0               | 0.00 |
| (2) Derivatives (other than options):            | 0                    | 0.00   | 0               | 0.00 |
| (3) Options and agreements to purchase/sell:     | 0                    | 0.00   | 0               | 0.00 |
|  | 7,884,600            | 1.1435 | 0               | 0.00 |
| TOTAL:   |                      |        |                 |      |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:  
 Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 5,900                | 2.3570         |

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description | Nature of dealing e.g. opening/closing a long/short position, | Number of reference securities | Price per unit |
|----------------------------|---------------------|---|--------------------------------|----------------|
|                            | e.g. CFD            |   |                                |                |

increasing/reducing a  
long/short position

© Options transactions in respect of existing securities

(a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached? NO

Date of disclosure: 11 August 2014  
Contact name: Richard Hopkins  
Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 7

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): -

The naming of nominee or vehicle companies is insufficient



(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc

Use a separate form for each offeror/offeree

(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A

(e) Date position held/dealing undertaken: 12/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

## 2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

Class of relevant security: Ordinary 0.50 shares

|  | Interests        |               | Short positions |             |
|--|------------------|---------------|-----------------|-------------|
|  | Number           | %             | Number          | %           |
| (1) Relevant securities owned and/or controlled: | 7,890,826        | 1.1444        | 0               | 0.00        |
| (2) Derivatives (other than options):            | 0                | 0.00          | 0               | 0.00        |
| (3) Options and agreements to purchase/sell:     | 0                | 0.00          | 0               | 0.00        |
| <b>TOTAL:</b>                                    | <b>7,890,826</b> | <b>1.1444</b> | <b>0</b>        | <b>0.00</b> |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:

Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

## 3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 617                  | 2.3795         |
| Ordinary GBP 0.50          | Purchase      | 6,843                | 2.3849         |

## (a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position,<br>increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

## © Options transactions in respect of existing securities

## (a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

## (a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

## (a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

## 4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?

NO

Date of disclosure: 13 August 2014  
Contact name: Richard Hopkins  
Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 8

Publication of Supplementary Prospectus

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

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

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 14 August 2014.

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

[http://www.rns-pdf.londonstockexchange.com/rns/2508P\\_-2014-8-15.pdf](http://www.rns-pdf.londonstockexchange.com/rns/2508P_-2014-8-15.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](http://www.Hemscott.com/nsm.do).

For further information, please contact:

Greg Case  
The Royal Bank of Scotland Group plc  
280 Bishopsgate EC2M 4RB  
TEL: +44 20 7672 1758  
FAX: +44 20 7672 1801

**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.

Exhibit No. 9

FORM 8.3

**PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group  
being disclosed: Plc

-

(b) Owner or controller of interests and short positions disclosed, if different from 1(a):

The naming of nominee or vehicle companies is insufficient

(c) Name of offeror/offeree in relation to whose relevant securities this form relates:

Balfour Beatty Plc

Use a separate form for each offeror/offeree

(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:

N/A

(e) Date position held/dealing undertaken:

14/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer?

NO

## 2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

Class of relevant security:

Ordinary 0.50 shares

|  | Interests        |               | Short positions |             |
|--|------------------|---------------|-----------------|-------------|
|  | Number           | %             | Number          | %           |
| (1) Relevant securities owned and/or controlled: | 7,879,826        | 1.1428        | 0               | 0.00        |
| (2) Derivatives (other than options):            | 0                | 0.00          | 0               | 0.00        |
| (3) Options and agreements to purchase/sell:     | 0                | 0.00          | 0               | 0.00        |
| <b>TOTAL:</b>                                    | <b>7,879,826</b> | <b>1.1428</b> | <b>0</b>        | <b>0.00</b> |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:

Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 11,000               | 2.4020         |

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position,<br>increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

© Options transactions in respect of existing securities

(a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?

NO

Date of disclosure: 15 August 2014

Contact name: Richard Hopkins

Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 10

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): -

The naming of nominee or vehicle companies is insufficient

(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc

Use a separate form for each offeror/offeree

(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A

(e) Date position held/dealing undertaken: 15/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

|  |                      |        |                 |      |
|--|----------------------|--------|-----------------|------|
| Class of relevant security:                      | Ordinary 0.50 shares |        |                 |      |
|  | Interests            |        | Short positions |      |
|  | Number               | %      | Number          | %    |
| (1) Relevant securities owned and/or controlled: | 7,879,200            | 1.1427 | 0               | 0.00 |
| (2) Derivatives (other than options):            | 0                    | 0.00   | 0               | 0.00 |
| (3) Options and agreements to purchase/sell:     | 0                    | 0.00   | 0               | 0.00 |
| TOTAL:   | 7,879,200            | 1.1427 | 0               | 0.00 |

All interests and all short positions should be disclosed.



Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

- (a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:

Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

- (a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 700                  | 2.4160         |
| Ordinary GBP 0.50          | Purchase      | 74                   | 2.4200         |

- (a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position,<br>increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

- © Options transactions in respect of existing securities

- (a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

- (a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

#### 4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?

NO

Date of disclosure:

18 August 2014

Contact name: Richard Hopkins  
 Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 11

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
 A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
 Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

- (a) Identity of the person whose positions/dealings are being disclosed: The Royal Bank of Scotland Group Plc
- (b) Owner or controller of interests and short positions disclosed, if different from 1(a): -  
 The naming of nominee or vehicle companies is insufficient
- (c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc  
 Use a separate form for each offeror/offeree
- (d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A
- (e) Date position held/dealing undertaken: 19/08/2014
- (f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any other party to this offer? NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

Class of relevant security: Ordinary 0.50 shares

Interests

Short positions

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

|  | Number    | %      | Number | %    |
|--|-----------|--------|--------|------|
| (1) Relevant securities owned and/or controlled: | 7,875,100 | 1.1421 | 0      | 0.00 |
| (2) Derivatives (other than options):            | 0         | 0.00   | 0      | 0.00 |
| (3) Options and agreements to purchase/sell:     | 0         | 0.00   | 0      | 0.00 |
| TOTAL:   | 7,875,100 | 1.1421 | 0      | 0.00 |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:  
Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 4,100                | 2.4610         |

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position,<br>increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

© Options transactions in respect of existing securities

(a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"  
None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached? NO

Date of disclosure: 20 August 2014  
Contact name: Richard Hopkins  
Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

Exhibit No. 12

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE  
Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Identity of the person whose positions/dealings are The Royal Bank of Scotland Group being disclosed: Plc

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): -  
The naming of nominee or vehicle companies is insufficient

(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Balfour Beatty Plc  
Use a separate form for each offeror/offeree

(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree: N/A

(e) Date position held/dealing undertaken: 20/08/2014

(f) Has the discloser previously disclosed, or are they today disclosing, under the Code in respect of any NO

other party to this offer?

## 2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)

| Class of relevant security:                      | Ordinary 0.50 shares |               |                 |             |
|--|----------------------|---------------|-----------------|-------------|
|  | Interests            |               | Short positions |             |
|  | Number               | %             | Number          | %           |
| (1) Relevant securities owned and/or controlled: | 7,873,081            | 1.1418        | 0               | 0.00        |
| (2) Derivatives (other than options):            | 0                    | 0.00          | 0               | 0.00        |
| (3) Options and agreements to purchase/sell:     | 0                    | 0.00          | 0               | 0.00        |
| <b>TOTAL:</b>                                    | <b>7,873,081</b>     | <b>1.1418</b> | <b>0</b>        | <b>0.00</b> |

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

(a) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to which subscription right exists:

Details, including nature of the rights concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

## 3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

| Class of relevant security | Purchase/sale | Number of securities | Price per unit |
|----------------------------|---------------|----------------------|----------------|
| Ordinary GBP 0.50          | Sale          | 102                  | 2.3810         |
| Ordinary GBP 0.50          | Purchase      | 138                  | 2.3570         |
| Ordinary GBP 0.50          | Purchase      | 278                  | 2.3570         |
| Ordinary GBP 0.50          | Purchase      | 167                  | 2.3570         |

(a) Derivatives transactions (other than options)

| Class of relevant security | Product description<br>e.g. CFD | Nature of dealing<br>e.g. opening/closing a long/short position, increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|--|--------------------------------|----------------|
|----------------------------|---------------------------------|--|--------------------------------|----------------|

© Options transactions in respect of existing securities

(a) Writing, selling, purchasing or varying

| Class of relevant security | Product description<br>e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type<br>e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(a) Exercising

| Class of relevant security | Product description<br>e.g. call option | Number of securities | Exercise price per unit |
|----------------------------|---|----------------------|-------------------------|
|----------------------------|---|----------------------|-------------------------|

(a) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing<br>e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
|----------------------------|--|---------|--------------------------------|

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1©, copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the



offer or any person acting in concert with a party to the offer:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?

NO

Date of disclosure: 21 August 2014

Contact name: Richard Hopkins

Telephone number: 020 7672 0354

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

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: 29 August 2014

THE ROYAL BANK OF  
SCOTLAND GROUP plc  
(Registrant)

By: /s/ Jan Cargill

Name: Jan Cargill

Title: Deputy Secretary