

SUPPLEMENTARY PROSPECTUS DATED 11 MAY 2012



The Royal Bank of Scotland Group plc

(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980, registered number SC045551)

The Royal Bank of Scotland plc

(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980, registered number SC090312)

£90,000,000,000

Euro Medium Term Note Programme

This Supplement (the “**Supplement**”) to the Prospectus (the “**Prospectus**”) dated 24 February 2012, which comprises a base prospectus for the purposes of the Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the £90,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by The Royal Bank of Scotland Group plc (“**RBSG**”) and The Royal Bank of Scotland plc (“**RBS**”) (each, an “**Issuer**” and together, the “**Issuers**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. This Supplement shall also be read and construed in conjunction with the supplementary prospectus dated 30 March 2012 (the “**Previous Supplement**”) and the documents incorporated by reference therein which have been previously published and have been approved by the Financial Services Authority (the “**FSA**”) and filed with it and which forms part of the Prospectus. Each Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer (each having taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference into the Prospectus the RBSG Interim Management Statement (as defined below);
- (b) following publication of the RBSG Interim Management Statement, update the statement of no significant change for RBSG; and
- (c) incorporate by reference into the Prospectus the 1 May RNS (as defined below).

Incorporation of Information by Reference into the Prospectus

By virtue of this Supplement:

- (a) the unaudited Interim Management Statement Q1 2012 of RBSG (the “**RBSG Interim Management Statement**”) which was published via the Regulatory News Service of the London Stock Exchange plc (the “**RNS**”) on 4 May 2012; and
- (b) the press release entitled “Divisional Reorganisation and Group Reporting Changes (effective 1 January 2012)” which was published via the RNS on 1 May 2012 (the “**1 May RNS**”),

each of which has been (1) previously published and (2) approved by the FSA or filed with it, shall be incorporated in, and form part of, the Prospectus.

A copy of any or all of the information which is incorporated by reference in the Prospectus can be obtained from the website of RBSG at <http://www.rbs.com> and from the London Stock Exchange plc's website at <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html>.

If the document which is incorporated by reference in the Prospectus by virtue of this Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this Supplement.

Statement of No Significant Change – RBSG

There has been no significant change in the trading or financial position of the Group taken as a whole since 31 March 2012 (the end of the last financial period for which either audited financial information or interim financial information of the Group has been published).

To the extent that there is any inconsistency between any statement in or incorporated by reference in the Prospectus by virtue of this Supplement and any other statement in or incorporated by reference in the Prospectus or the Previous Supplement, the statements in or incorporated by reference in the Prospectus by virtue of this Supplement will prevail.

Save as disclosed in the Previous Supplement and this Supplement or in any document incorporated by reference in the Prospectus by virtue of the Previous Supplement or this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

The hyperlinks included in this Supplement or any documents incorporated by reference in this Supplement are included for information purposes only and the websites and their content are not incorporated into, and do not form part of, this Supplement or the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.