

SUPPLEMENTARY PROSPECTUS DATED 15 SEPTEMBER 2011



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 7 June 2011, which comprises a base prospectus for the purposes of the Directive 2003/71/EC, in relation to Notes issued by The Royal Bank of Scotland plc (“**RBS**”), 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 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 should also be read and construed in conjunction with the supplementary prospectuses dated 14 June 2011, 5 August 2011 (the “**5 August Supplementary Prospectus**”) and 30 August 2011 (together, the “**Previous Supplements**”) 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 form 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 update the summary included in the Prospectus and amend certain information relating to (i) the risk factors relevant to each of the Issuers and (ii) litigation and regulatory proceedings/developments contained in the Registration Documents, which are incorporated by reference in the Prospectus by virtue of the 5 August Supplementary Prospectus, each as described below.

Summary of the Programme: Risk Factors

By virtue of this Supplement, the risk factor “*The Independent Commission on Banking is reviewing competition in the UK banking industry and possible structural reforms. The outcomes of this review could have a material adverse effect on the interests of the Group*” on page 8 of the Prospectus shall be deemed to be deleted from the Prospectus and replaced with the following:

- “• *The Independent Commission on Banking has published its final report on competition and possible structural reforms in the UK banking industry. The implementation of the recommendations included in the final report could have a material adverse effect on the Group*”.

Risk Factors

By virtue of this Supplement, the risk factor entitled “The Independent Commission on Banking is reviewing competition in the UK banking industry and possible structural reforms. The outcomes of this review could have a material adverse effect on the interests of the Group.” on pages 4 and 5 of the RBSG Registration Document, and page 5 of the RBS Registration Document shall be deemed to be deleted and replaced, in each case, with the following risk factor:

"The Independent Commission on Banking has published its final report on competition and possible structural reforms in the UK banking industry. The implementation of the recommendations included in the final report could have a material adverse effect on the Group.

The Independent Commission on Banking (the “ICB”) was appointed by the UK Government in June 2010 to review possible structural measures to reform the UK banking system in order to promote, amongst other things, stability and competition. The ICB published its final report to the Cabinet Committee on Banking Reform on 12 September 2011 (the “Final Report”) which sets out the ICB’s views on possible reforms to improve stability and competition in UK banking. The Final Report makes a number of recommendations, including in relation to (i) the implementation of a ring-fence of retail banking operations, (ii) loss-absorbency (including bail-in) and (iii) competition. The ICB has recommended 2019 as the final deadline for the implementation of its recommendations. The Group will continue to participate in the debate and to consult with the UK Government on the implementation of the recommendations set out in the Final Report, the effects of which could materially adversely affect the Group’s structure, results of operations, financial condition and prospects.”

Litigation

By virtue of this Supplement, the section of the RBSG Registration Document and RBS Registration Document entitled “Other securitisation and securities related litigation in the United States”, in each case, on pages 34 and 35 thereof shall be amended by the incorporation of the following paragraph after the third paragraph of each section which ends “... will pursue these threatened claims”:

“On 2 September 2011, the US Federal Housing Finance Agency (“FHFA”) as conservator for the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Company (“Freddie Mac”) filed 17 lawsuits in the United States against a number of international banks and individual defendants, including RBSG, certain other Group companies and five individual officers and directors of the Group’s subsidiaries. The lawsuits involve allegations that certain disclosures made by the defendants in connection with the relevant offering or underwriting of securities contained materially false or misleading statements and/or omissions regarding the underwriting standards pursuant to which the mortgage loans underlying the securities were issued. Group entities are named as defendants in their capacities as issuers and underwriters of securities, not as originators of any underlying mortgage loans. Although its claims against the Group are currently unquantified, the plaintiff refers to Fannie Mae’s and Freddie Mac’s losses on securities with original face values of over US\$30 billion.”

Investigations

By virtue of this Supplement, the paragraph under the section entitled “Independent Commission on Banking” on pages 39 and 40 of the RBSG Registration Document, and on page 39 of the RBS Registration Document shall be deemed to be deleted and replaced, in each case, with the following:

*“On 16 June 2010, HM Treasury published the terms of reference for the Government’s Independent Commission on Banking (“**ICB**”). The ICB was mandated to formulate policy recommendations with a view to: (i) reducing systemic risk in the banking sector, exploring the risk posed by banks of different size, scale and function; (ii) mitigating moral hazard in the banking system; (iii) reducing the likelihood and impact of a bank’s failure; and (iv) promoting competition in retail and investment banking with a view to ensuring that the needs of banks’ customers are served efficiently and considering the extent to which large banks can gain competitive advantage from being perceived as “too big to fail”.*

*Following an interim report published on 11 April 2011, the ICB published its final report to the Cabinet Committee on Banking Reform on 12 September 2011 (the “**Final Report**”). The Final Report makes a number of recommendations, including in relation to (i) the implementation of a ring-fence of retail banking operations, (ii) loss-absorbency (including bail-in) and (iii) competition. The ICB has recommended 2019 as the final deadline for the implementation of its recommendations. The Group will continue to participate in the debate and to consult with the UK Government on the implementation of the recommendations set out in the Final Report, the effects of which could have a negative impact on the Group’s consolidated net assets, operating results or cash flows in any particular period.”*

A copy of any or all of the information which is incorporated by reference in the Prospectus can be obtained from the website of RBS 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>.

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

Save as disclosed in the Previous Supplements and this Supplement or in any document incorporated by reference in the Prospectus by virtue of the Previous Supplements, 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.

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