

## SUPPLEMENTARY PROSPECTUS DATED 10 JULY 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 (this “**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 and the Previous Supplements (as defined below) 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 30 March 2012, 11 May 2012 and 26 June 2012 (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:

- (i) update certain information relating to the proposed transfers of a substantial part of the business activities of The Royal Bank of Scotland N.V. to RBS; and
- (ii) provide information in relation to the agreement reached between RBS and the FSA in relation to interest rate swap products for SMEs.

### **Proposals – Dutch Scheme**

Further to the announcement dated 18 June 2012, RBSG, RBS, RBS Holdings N.V., The Royal Bank of Scotland N.V. and RBS II B.V. have decided that, as a result of technology issues which have affected the Group in the UK and Ireland, it would be prudent to defer the implementation of the Dutch Scheme which was scheduled to take place on 9 July 2012.

The FSA has been advised of the delay and has no objections. De Nederlandsche Bank is aware of the delay.

The Issuers will produce a supplement to their disclosure once the new effective date for the Dutch Scheme has been set, which is subject to regulatory and court approvals.

#### **FSA agreement in relation to interest rate swap products for SMEs**

On 29 June 2012, RBS announced that it, in common with a number of other UK banks, had reached an agreement with the FSA on an approach to the mis-selling issues surrounding interest rate swap products for SMEs. The agreement includes an independent review process which is intended to provide certainty for affected customers and other stakeholders. In respect of less sophisticated customers who entered into more complex swap products, RBS has agreed to provide direct and immediate redress. RBS is currently not able to reliably estimate the financial impact of this agreement.

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.