

**Final Terms dated 13 May 2008**

**The Royal Bank of Scotland Group plc**

**Issue of €3,000,000,000 5.25 per cent. Notes due 15 May 2013**

**under the £45,000,000,000  
Euro Medium Term Note Programme**

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 18 June 2007 and the Supplementary Prospectuses dated 24 July 2007, 7 August 2007, 24 September 2007, 17 October 2007, 17 December 2007, 6 March 2008, 20 March 2008, 1 May 2008 and 8 May 2008 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the Supplementary Prospectuses are available for viewing, respectively, at:

[www.rns-pdf.londonstockexchange.com/rns/5752y\\_-2007-6-18.pdf](http://www.rns-pdf.londonstockexchange.com/rns/5752y_-2007-6-18.pdf);

[www.rns-pdf.londonstockexchange.com/rns/7997a\\_-2007-7-24.pdf](http://www.rns-pdf.londonstockexchange.com/rns/7997a_-2007-7-24.pdf);

[www.rns-pdf.londonstockexchange.com/rns/6871b\\_-2007-8-7.pdf](http://www.rns-pdf.londonstockexchange.com/rns/6871b_-2007-8-7.pdf);

[www.rns-pdf.londonstockexchange.com/rns/4212e\\_-2007-9-25.pdf](http://www.rns-pdf.londonstockexchange.com/rns/4212e_-2007-9-25.pdf);

[www.rns-pdf.londonstockexchange.com/rns/9063f\\_-2007-10-17.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9063f_-2007-10-17.pdf);

[www.rns-pdf.londonstockexchange.com/rns/0736k\\_-2007-12-17.pdf](http://www.rns-pdf.londonstockexchange.com/rns/0736k_-2007-12-17.pdf);

[www.rns-pdf.londonstockexchange.com/rns/5269p\\_-2008-3-6.pdf](http://www.rns-pdf.londonstockexchange.com/rns/5269p_-2008-3-6.pdf);

[www.rns-pdf.londonstockexchange.com/rns/6360q\\_-2008-3-20.pdf](http://www.rns-pdf.londonstockexchange.com/rns/6360q_-2008-3-20.pdf);

[www.rns-pdf.londonstockexchange.com/rns/5700t\\_-2008-5-1.pdf](http://www.rns-pdf.londonstockexchange.com/rns/5700t_-2008-5-1.pdf); and

[www.rns-pdf.londonstockexchange.com/rns/9986t\\_-2008-5-8.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9986t_-2008-5-8.pdf).

1.	Issuer:	The Royal Bank of Scotland Group plc
2.	(i) Series Number:	2958
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	euro (€)
4.	Aggregate Nominal Amount:	€3,000,000,000
	(i) Series:	€3,000,000,000
	(ii) Tranche:	€3,000,000,000
5.	Issue Price:	99.845 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	€50,000 and integral multiples of €1,000 in excess thereof up to and including €99,000. No Notes in definitive form will be issued with a denomination above €99,000.
	(ii) Calculation Amount:	€1,000
7.	(i) Issue Date:	15 May 2008
	(ii) Interest Commencement Date:	15 May 2008
8.	Maturity Date:	15 May 2013
9.	Interest Basis:	5.25 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption /Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Ordinary Notes
14.	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	5.25 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 May in each year from and including 15 May 2009 up to and including the Maturity Date, unadjusted
	(iii) Fixed Coupon Amount(s):	€52.50 per Calculation Amount

(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	15 May in each year from and including the Issue Date up to and including the Maturity Date
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Interest Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20.	<b>Issuer Call:</b>	Not Applicable
21.	<b>Investor Put:</b>	Not Applicable
22.	<b>Final Redemption Amount</b>	€1,000 per Calculation Amount
23.	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) payable on redemption for taxation reasons or following the occurrence of a Capital Disqualification Event or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	€1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	
(a)	Form:	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon the occurrence of an Exchange Event
(b)	New Global Note:	Yes



25.	Special provisions relating to Payment Dates:	Not Applicable
26.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
27.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
29.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30.	Consolidation provisions:	Not Applicable
31.	Other final terms or special conditions:	Not Applicable

#### DISTRIBUTION

32.	(i) If syndicated, names and addresses of Managers and underwriting commitments:	<p><u>Lead Manager</u> The Royal Bank of Scotland plc</p> <p><u>Senior Co-Managers</u> BNP Paribas Citigroup Global Markets Limited Goldman Sachs International</p> <p><u>Junior Co-Managers</u> Banca Akros S.p.A. – Gruppo Bipiemme Banca Popolare di Milano Banco Bilbao Vizcaya Argentaria, S.A. Bayerische Landesbank Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A (Rabobank International) NATIXIS Skandinaviska Enskilda Banken AB (publ) Wachovia Securities International Limited</p>
	(ii) Date of Syndication Agreement:	13 May 2008

	(iii) Stabilising Manager(s) (if any):	The Royal Bank of Scotland plc
33.	If non-syndicated, name and address of Dealer:	Not Applicable
34.	Additional selling restrictions:	Not Applicable
35.	Whether TEFRA D/TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA D
36.	Non-exempt Offer:	Not Applicable

### PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the London Stock Exchange plc of the Notes described herein pursuant to the £45,000,000,000 Euro Medium Term Note Programme of The Royal Bank of Scotland Group plc and The Royal Bank of Scotland plc.

### RESPONSIBILITY

The Royal Bank of Scotland Group plc (as Issuer) accepts responsibility for the information contained in these Final Terms.

Signed on behalf of The Royal Bank of Scotland Group plc (as Issuer):

By:

  
 Duly authorised *Assistant Secretary*

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange plc with effect from 15 May 2008
- (ii) Estimate of total expenses related to admission to trading: £4,200

### 2. RATINGS

Ratings: The following ratings reflect the ratings allocated to Notes of this type issued under the Programme generally:

Standard & Poor's: AA-  
Moody's Investors Service Limited: Aa1  
Fitch Ratings Limited: AA

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. YIELD

Indication of yield: 5.286 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5. OPERATIONAL INFORMATION

- (a) ISIN: XS0363669408
- (b) Common Code: 036366940
- (c) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s): Not Applicable

(if any):

- (f) Intended to be held in a manner which would allow Eurosystem eligibility:

Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositories as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.