

Supplementary Offering Memorandum dated July 7, 2008



The Royal Bank of Scotland Group plc

*(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980,
registered number SC045551)*
as Issuer and Guarantor

The Royal Bank of Scotland plc

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

US\$35,000,000,000 Medium-Term Note Program Due Six Months or More From Date of Issue

This Supplement (the "Supplement") to the Offering Memorandum (the "Offering Memorandum") dated June 27, 2008, which comprises, except as set out therein, the Base Prospectus, 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 US\$35,000,000,000 Medium-Term Note Program (the "Program") established by The Royal Bank of Scotland Group plc ("RBSG" or the "Guarantor") and The Royal Bank of Scotland plc ("RBS") (each, an "Issuer" and together, the "Issuers"). Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum.

Amendment to the expected rating of certain Notes issued by RBSG and RBS

On June 27, 2008, Moody's Investors Service Limited downgraded its ratings in respect of certain securities issued by RBSG and RBS pursuant to the Program. Consequently, and by virtue of this Supplement, the sentence "In relation to RBSG, where Notes are rated by Moody's Investors Service Limited ("Moody's"), they are expected to be rated "Aa2" for Senior Notes with a maturity of one year or more, "Aa2" for Dated Subordinated Notes and Undated Subordinated Notes and "P-1" for Senior Notes with a maturity of less than one year" contained in the first paragraph of the section headed "Rating" on page 11 of the Offering Memorandum is hereby deleted and replaced with the following sentence:

"In relation to RBSG, where Notes are rated by Moody's Investors Service Limited ("Moody's"), they are expected to be rated "Aa2" for Senior Notes with a maturity of one year or more, "Aa3" for Dated Subordinated Notes and Undated Subordinated Notes and "P-1" for Senior Notes with a maturity of less than one year."

By virtue of this Supplement, the sentence "In relation to RBS, where Notes are rated by Moody's they are expected to be rated "Aa1" for Senior Notes with a maturity of one year or more, "Aa1" for Dated Subordinated Notes and Undated Subordinated Notes and "P-1" for Senior Notes with a maturity of less than one year" contained in the second paragraph of the section headed "Rating" on page 11 of the Offering Memorandum is hereby deleted and replaced with the following sentence:

"In relation to RBS, where Notes are rated by Moody's, they are expected to be rated "Aa1" for Senior Notes with a maturity of one year or more, "Aa2" for Dated Subordinated Notes and Undated Subordinated Notes and "P-1" for Senior Notes with a maturity of less than one year."

By virtue of this Supplement, the following sentence is hereby added immediately before the sentence "A reduction in the long-term credit ratings of RBSG or one of its principal subsidiaries may increase its borrowing costs, limit its access to the

capital markets and trigger additional collateral requirements in derivative contracts and other secured funding arrangements” in the last paragraph beginning on page 13 of the Offering Memorandum:

“On June 27, 2008, Moody’s also downgraded Subordinated Notes issued by the Group to “Aa3” and Subordinated Notes issued by the Royal Bank to “Aa2”.”

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 Offering Memorandum and/or the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum and/or the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

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