

**SUPPLEMENTARY PROSPECTUS DATED 14TH AUGUST 2009**



**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 16th June 2009, which comprises a 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 £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. 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) 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.

*Disincorporation of Information Incorporated by Reference in the Prospectus*

The following information incorporated by reference in the Prospectus shall, by virtue of this Supplement, no longer be so incorporated:

- (a) the RBSG Registration Document, dated 16th June 2009;
- (b) the RBS Registration Document, dated 16th June 2009; and
- (c) the Q1 Interim Management Statement.

*Incorporation of Information by Reference in the Prospectus*

The following documents, which have been (1) previously published and (2) approved by the Financial Services Authority or filed with it shall be deemed to be incorporated in, and form part of, the Prospectus (other than for the purposes of Guaranteed Notes):

- (a) the registration document dated 14th August 2009 of RBSG, which was published via the Regulatory News Service of the London Stock Exchange plc (“**RNS**”) on 14th August 2009;
- (b) the registration document dated 14th August 2009 of RBS, which was published via RNS on 14th August 2009;

- (c) the press release headed "RBS announces successful sale of part of Asian banking operations to ANZ" dated 4th August 2009 issued by RBSG;
- (d) the unaudited consolidated interim results for the half year ended 30th June 2009 of RBSG (the "**RBSG Interim Results**"), which were published via RNS on 7th August 2009, excluding: (i) Pro forma results - Description of the business on pages 27-28; (ii) Statutory results - Principal risks and uncertainties on pages 197-201; (iii) Statutory results - Statement of directors' responsibilities on page 202, (iv) Additional Information - Other Information on page 203; (v) Additional Information - Financial calendar on page 204 and (vi) Additional Information - Contacts on page 204, (the RBSG Interim Results, excluding items (i) to (vi) above, the "**RBSG Interim Information**"); and
- (e) the press release headed "The Royal Bank of Scotland Group plc signs share sale agreement with MCB Bank Limited" dated 12th August 2009 issued by RBSG.

#### *Summary of the Programme*

The last paragraph of "Summary of the Programme – Issuers" on page 16 of the Prospectus shall be deleted and replaced with the following:

"The Group had total assets of £2,401.7 billion and owners' equity of £58.9 billion at 31st December 2008. The Group's capital ratios at that date, which included the equity minority interest of the State of the Netherlands and Banco Santander in ABN AMRO, were a total capital ratio of 14.1 per cent., a Core Tier 1 capital ratio of 6.6 per cent. and Tier 1 capital ratio of 10.0 per cent. As at 30th June 2009, the Group had total assets of £1,818.9 billion and owners' equity of £55.7 billion. The Group's Tier 1 and Core Tier 1 capital ratios at that date were 9.3 per cent. and 7.0 per cent., respectively."

At the end of paragraph (i) of "Summary of the Programme – Risk Factors" on page 17 of the Prospectus, the following shall be added:

"The risks associated with the proposed financial restructuring of the Group could adversely affect the Group's ability to implement its strategic plan and its results of operations and financial condition."

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 [www.rbs.com](http://www.rbs.com) and from the London Stock Exchange plc's website at [www.londonstockexchange.com/en-gb/pricesnews/marketnews/](http://www.londonstockexchange.com/en-gb/pricesnews/marketnews/).

If the documents which are incorporated by reference in the Prospectus by virtue of this Supplement themselves incorporate 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.

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, the statements in or incorporated by reference in the Prospectus by virtue of this Supplement will prevail.

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

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