

SUPPLEMENTARY PROSPECTUS DATED 24 NOVEMBER 2008



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)

£75,000,000,000

Euro Medium Term Note Programme

This Supplement (the “**Supplement**”) to the Prospectus (the “**Prospectus**”) dated 17th June 2008, 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 £75,000,000,000 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. This Supplement should also be read and construed in conjunction with the Supplementary Prospectuses dated 29th September 2008 and 4th November 2008 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) 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.

Increase in the Nominal Amount of the Programme

As of the date hereof, the nominal amount of the Programme is increased from £50,000,000,000 to £75,000,000,000.

Summary of the Programme

The following in “Summary of the Programme” on page 16 of the Prospectus: “Size: Up to £50,000,000,000 (or its equivalent) outstanding at any time. The Issuers may increase the amount of the Programme.”

shall be deleted and replaced with the following: “Size: Up to £75,000,000,000 (or its equivalent) outstanding at any time. The Issuers may increase the amount of the Programme.”

Ratings Information

The following sentence in the first paragraph of “Ratings Information”:

“Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc. (“**Standard & Poor’s**”) is expected to rate: senior notes issued by RBSG with a maturity of one year or more “A+”; senior notes issued by RBSG with a maturity of less than one year “A-1”; dated subordinated notes issued by RBSG “A”; and both undated tier 2 and tier 1 notes issued by RBSG “A-”, all with a stable outlook.”

shall be deleted and replaced with the following:

“Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc. (“**Standard & Poor’s**”) is expected to rate: senior notes issued by RBSG with a maturity of one year or more “A+”; senior notes issued by RBSG with a maturity of less than one year “A-1”; dated subordinated notes issued by RBSG “A”; and both undated tier 2 and tier 1 notes issued by RBSG “BBB+”, all with a stable outlook.”

The following sentence in the second paragraph of “Ratings Information”:

“Standard & Poor’s is expected to rate: senior notes issued by RBS with a maturity of one year or more “AA-”; senior notes issued by RBS with a maturity of less than one year “A-1+”; dated subordinated notes issued by RBS “A+”; and undated tier 2 notes issued by RBS “A”, all with a stable outlook.”

Shall be deleted and replaced with the following:

Standard & Poor’s is expected to rate: senior notes issued by RBS with a maturity of one year or more “AA-”; senior notes issued by RBS with a maturity of less than one year “A-1+”; dated subordinated notes issued by RBS “A+”; and undated tier 2 notes issued by RBS “A-”, all with a stable outlook.

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 and from the London Stock Exchange plc’s website at www.londonstockexchange.com/en-gb/pricesnews/marketnews/.

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, 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 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.