

SUPPLEMENTARY OFFERING MEMORANDUM DATED MARCH 8, 2011



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)

U.S.\$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 10, 2010, which comprises, except as set out therein under the heading “*Documents Incorporated by Reference*” on pages 3 to 5 of the Offering Memorandum and except for the purposes of the issuance of HM Treasury Guaranteed Notes (as defined in the Offering Memorandum), a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”). This Supplement is prepared in connection with the U.S.\$35,000,000,000 Medium-Term Note Program established by The Royal Bank of Scotland Group plc (“**RBSG**” and, in its capacity as guarantor, 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.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum, the supplementary Offering Memorandum dated August 18, 2010, the supplementary Offering Memorandum dated September 24, 2010 and the supplementary Offering Memorandum dated December 31, 2010 (together, the “**Previous Supplements**”) and the documents incorporated by reference therein.

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) 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 incorporate by reference into the Offering Memorandum the unaudited annual results of RBSG on Form 6-K filed with the United States Securities and Exchange Commission (the “**SEC**”) on March 4, 2011 pursuant to the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (the “**Form 6-K**”). The purpose of this Supplement is also to incorporate by reference into the Offering Memorandum the registration document of RBSG dated February 25, 2011 (the “**RBSG Registration Document**”) and the registration document of RBS dated February 25, 2011 (the “**RBS Registration Document**”), each of which were published via the Regulatory News Service of the London Stock Exchange plc (the “**RNS**”) on February 25, 2011 following the publication of the unaudited annual results of RBSG as at and for the year ended December 31, 2010. This Supplement also amends certain terms

which are defined in the Offering Memorandum in order to reflect changes to the information incorporated by reference into the Offering Memorandum as a result of this Supplement.

Disincorporation of Information Incorporated by Reference into the Offering Memorandum

The following documents which are incorporated into the Offering Memorandum shall, by virtue of this Supplement, no longer be incorporated into the Offering Memorandum:

- (a) the registration document of RBSG dated August 9, 2010, which was published via the RNS on August 9, 2010, which is incorporated by reference into the Offering Memorandum pursuant to the supplementary Offering Memorandum dated August 18, 2010 (as amended by the supplementary Offering Memorandum dated September 24, 2010 and the supplementary Offering Memorandum dated December 31, 2010);
- (b) the registration document of RBS dated August 9, 2010, which was published via the RNS on August 9, 2010, which is incorporated by reference into the Offering Memorandum pursuant to the supplemental Offering Memorandum dated August 18, 2010 (as amended by the supplementary Offering Memorandum dated September 24, 2010 and the supplementary Offering Memorandum dated December 31, 2010);
- (c) the half year results of RBSG on Form 6-K filed with SEC on September 8, 2010 pursuant to the Exchange Act, which were incorporated by reference into the Offering Memorandum pursuant to the supplemental Offering Memorandum dated September 24, 2010; and
- (d) the interim report of RBSG on Form 6-K filed with the SEC on December 15, 2010 pursuant to the Exchange Act, which was incorporated by reference into the Offering Memorandum pursuant to the supplemental Offering Memorandum dated December 31, 2010.

Incorporation of Information by Reference into the Offering Memorandum

The documents set out below 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 Offering Memorandum:

- (a) the RBSG Registration Document;
- (b) the RBS Registration Document; and
- (c) the Form 6-K (available at http://www.sec.gov/Archives/edgar/data/844150/000095010311000872/dp21496_6k.htm).

The documents set out in this section headed "*Incorporation of Information by Reference into the Offering Memorandum*" shall not be incorporated into the Offering Memorandum for the purposes of the issuance of HM Treasury Guaranteed Notes.

The hyperlink included in this Supplement is included for information purposes only. For the avoidance of doubt, the contents of the website referred to above, other than the Form 6-K, shall not be incorporated by reference into the Offering Memorandum, except where such contents are specifically incorporated by reference in the Offering Memorandum.

Defined Terms Used in the Offering Memorandum

Page 4 of the Offering Memorandum contains definitions of (i) the "*RBSG Registration Document*", (ii) the "*RBS Registration Document*" and (iii) the "*Registration Documents*". By virtue of this Supplement, those definitions shall be deemed to refer to (i) the RBSG Registration Document (as defined in this Supplement), (ii) the RBS Registration Document (as defined in this Supplement)

and (iii) both the RBSG Registration Document and the RBS Registration Document (both as defined in this Supplement), respectively.

Page 5 of the Offering Memorandum contains a definition of "*Disclosure relating to the Issuers and the Guarantor*." By virtue of this Supplement:

- (a) all the information no longer incorporated into the Offering Memorandum, as set out under the heading "*Disincorporation of Information Incorporated by Reference into the Offering Memorandum*" in this Supplement shall be deemed to be removed from the definition of "*Disclosure relating to the Issuers and the Guarantor*" in the Offering Memorandum; and
- (b) the information contained in this Supplement and incorporated by reference into the Offering Memorandum pursuant to this Supplement, as set out under the heading "*Incorporation of Information by Reference into the Offering Memorandum*" in this Supplement, shall be deemed to be included within the definition of "*Disclosure relating to the Issuers and the Guarantor*" in the Offering Memorandum.

If the documents which are incorporated by reference in the Offering Memorandum 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 Offering Memorandum for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, the Offering Memorandum by virtue of this Supplement.

To the extent that there is any inconsistency between any statement in or incorporated by reference in the Offering Memorandum by virtue of this Supplement and any other statement in or incorporated by reference in the Offering Memorandum, the statements in or incorporated by reference in the Prospectus by virtue of this Supplement will prevail.

Save as disclosed in the Previous Supplements or this Supplement or in any document incorporated by reference in the Offering Memorandum by virtue of the Previous Supplements or this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum 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.