

SUPPLEMENTARY PROSPECTUS DATED 23 NOVEMBER 2015



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 “**3rd Supplementary Prospectus**”) to the prospectus dated 2 April 2015 (the “**Prospectus**”), which comprises a base prospectus for the purpose of Directive 2003/71/EC (as amended), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and has been 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 3rd Supplementary Prospectus.

This 3rd Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. This 3rd Supplementary Prospectus should also be read and construed in conjunction with the supplementary prospectuses dated 14 August 2015 and 25 September 2015 (the “**Previous Supplementary Prospectuses**”) and the documents incorporated by reference therein.

Each Issuer accepts responsibility for the information contained in this 3rd Supplementary Prospectus. To the best of the knowledge of each Issuer (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 the Supplementary Prospectus

The purpose of this 3rd Supplementary Prospectus is to:

- (a) incorporate by reference into the Prospectus the RBSG Q3 2015 IMS (as defined below);
- (b) update the disclosure in the Prospectus following the sale by RBSG of all of its remaining shareholding in Citizens Financial Group, Inc. (“**CFG**”);
- (c) following the sale by RBSG of all of its remaining shareholding in CFG, update the statement of no significant change and no material adverse change for RBSG and RBS; and
- (d) update certain information relating to litigation and investigations involving the Group.

Incorporation of Information by Reference

By virtue of this 3rd Supplementary Prospectus, the unaudited Interim Management Statement Q3 2015 of RBSG (the “**RBSG Q3 2015 IMS**”), which was published via the Regulatory News Service of the London Stock Exchange plc (the “**RNS**”) on 30 October 2015, and which has been (1) previously published and (2) filed with the Financial Conduct Authority (the “**FCA**”), shall be incorporated in, and form part of, the Prospectus.

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 <http://www.rbs.com> and from the London Stock Exchange plc’s website at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

If a document which is incorporated by reference in the Prospectus by virtue of this 3rd Supplementary Prospectus itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this 3rd Supplementary Prospectus.

It should be noted that, except as set forth above, no other portion of the above document is incorporated by reference into the Prospectus. In addition, where sections of the above document which is incorporated by reference into the Prospectus cross-reference other sections of the same document, such cross-referenced information shall not form part of the Prospectus, unless otherwise incorporated by reference herein. Those parts of the document incorporated by reference which are not specifically incorporated by reference in this 3rd Supplementary Prospectus are either not relevant for prospective investors or the information is included elsewhere in the Prospectus.

Sale of Remainder of CFG Stake

On 30 October 2015, RBSG sold all of its remaining shareholding in CFG in an underwritten public follow-on offering (the “**Offering**”). The Offering was approximately 110 million shares of CFG’s common stock, equivalent to 20.9% of CFG’s issued and outstanding common stock. Following completion of the Offering on 3 November 2015, RBSG has now fully divested its stake in CFG and will therefore no longer consolidate CFG for regulatory reporting purposes. On 3 November 2015, RBSG’s designee resigned from CFG’s board of directors.

Statement of No Significant Change and No Material Adverse Change– RBSG

Save in relation to the completion of the divestment by RBSG of its investment in CFG and the deconsolidation of CFG from the Group for accounting and regulatory reporting purposes, there has been no significant change in the trading or financial position of the Group taken as a whole since 30 June 2015 (the end of the last financial period for which the latest unaudited interim financial information of the Group has been published).

Save in relation to the completion of the divestment by RBSG of its investment in CFG and the deconsolidation of CFG from the Group for accounting and regulatory reporting purposes, there has been no material adverse change in the prospects of the Group taken as a whole since 31 December 2014 (the date of the last published audited financial information of the Group).

Statement of No Significant Change and No Material Adverse Change – RBS

Save in relation to the completion of the divestment by RBSG of its investment in CFG and the deconsolidation of CFG from the Group for accounting and regulatory reporting purposes, there

has been no significant change in the trading or financial position of the Issuer Group taken as a whole since 30 June 2015 (the end of the last financial period for which the latest unaudited interim financial information of the Issuer Group has been published).

Save in relation to the completion of the divestment by RBSG of its investment in CFG and the deconsolidation of CFG from the Group for accounting and regulatory reporting purposes, there has been no material adverse change in the prospects of the Issuer Group taken as a whole since 31 December 2014 (the date of the last published audited financial information of the Issuer Group).

Litigation and Investigations

Save as set out (i) in the section entitled "Litigation, investigations and reviews" on pages 100 to 120 of the RBSG Interim Results 2015 and (ii) in the section entitled "Litigation, investigations and reviews" on pages 32 to 34 of the RBSG Q3 2015 IMS, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which RBSG or RBS is aware) during the 12 months prior to the date of this 3rd Supplementary Prospectus, which may have or have had in the recent past, significant effects on the financial position or profitability of RBSG, RBS, the Issuer Group and/or the Group taken as a whole.

Other Information

To the extent that there is any inconsistency between any statement in or incorporated by reference in the Prospectus by virtue of this 3rd Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus or the Previous Supplementary Prospectuses, the statements in or incorporated by reference in the Prospectus by virtue of this 3rd Supplementary Prospectus will prevail.

Save as disclosed in the Previous Supplementary Prospectuses and this 3rd Supplementary Prospectus or in any document incorporated by reference in the Prospectus by virtue of the Previous Supplementary Prospectuses or this 3rd Supplementary Prospectus, 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.

The hyperlinks included in this 3rd Supplementary Prospectus are included for information purposes only and the websites and their content are not incorporated into, and do not form part of, this 3rd Supplementary Prospectus or the Prospectus.