

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
April 30, 2009

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of April 2009

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

RBS, Gogarburn, PO Box 1000  
Edinburgh EH12 1HQ

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
\_\_\_\_\_

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The following information was issued as Company announcements, in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K: \_\_\_\_\_

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Exhibit No. 1 Rule 8.3- (Inspired Gaming Group plc) announcement released on 1 April 2009

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Exhibit No. 2	Pillar 3 Disclosure 2008 announcement released on 2 April 2009
Exhibit No. 3	Annual Information Update announcement released on 2 April 2009
Exhibit No. 4	Annual General Meeting/General Meeting announcement released on 2 April 2009
Exhibit No. 5	Result of EGM announcement released on 3 April 2009
Exhibit No. 6	Result of AGM announcement released on 3 April 2009
Exhibit No. 7	Director/PDMR Shareholding announcement released on 6 April 2009
Exhibit No. 8	Blocklisting Six Monthly Return announcement released on 7 April 2009
Exhibit No. 9	Result of Placing and Open Offer announcement released on 7 April 2009
Exhibit No. 10	RBS begins consultation with Unite about job loss announcement released on 7 April 2009
Exhibit No. 11	Director/PDMR Shareholding announcement released on 7 April 2009
Exhibit No. 12	Tender Offer Update announcement released on 9 April 2009
Exhibit No. 13	Holding(s) in Company announcement released on 15 April 2009
Exhibit No. 14	Redemption of RBS Preference Shares announcement released on 15 April 2009
Exhibit No. 15	Rule 8.3- (Northern Petroleum plc) announcement released on 21 April 2009
Exhibit No. 16	Rule 8.3- (Northern Petroleum plc) announcement released on 22 April 2009
Exhibit No. 17	Dividend Declaration announcement released on 22 April 2009
Exhibit No. 18	Result of Tender Offer announcement released on 24 April 2009

Exhibit No. 1

**FORM 8.3**

**DEALINGS BY PERSONS WITH INTERESTS IN SECURITIES REPRESENTING 1% OR MORE  
(Rule 8.3 of  
the City Code on Takeovers and Mergers)**

1.

**KEY  
INFORMATION**

**Name of person dealing**

Royal Bank of Scotland Group Plc

(Note 1)

**Company dealt in**

Inspired Gaming Group

<b>Class of relevant security to which the dealings being disclosed relate</b>	Plc
<b>(Note 2)</b>	ORD GBP
<b>Date of dealing</b>	0.
	01
	31
	March
	200
	9

**2.**  
**INTERESTS, SHORT POSITIONS**  
**AND**  
**RIGHTS TO SUBSCRIBE**

**(a)**

**Interest**  
**s**  
**and short positions**

**(following dealing) in the class of relevant security dealt in**  
**(Note 3)**

	<b>Long</b>		<b>Short</b>	
	<b>Number</b>	<b>(%)</b>	<b>Number</b>	<b>(%)</b>
<b>(1) Relevant securities</b>	<b>2,400,000</b>	<b>3.29%</b>	<b>0</b>	<b>0.0%</b>
<b>(2) Derivatives (other than options)</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>(3) Options and agreements to purchase/sell</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>Total</b>	<b>2,400,000</b>	<b>3.29%</b>	<b>0</b>	<b>0.0%</b>

**(b)**

**Interest  
s  
and short positions**

**in relevant securities of the company, other than the  
c  
lass  
dealt in**

(Note 3)

Class of relevant security:	Long		Short	
	Number	(%)	Number	(%)
(1) Relevant securities	0	0.0%	0	0.0%
(2) D erivatives (other than options)	0	0.0%	0	0.0%
(3) Options and agreements to purchase/sell	0	0.0%	0	0.0%
<b>Total</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>

(c)

**R  
ights to subscribe**

(Note 3)

**Class of relevant security Details  
:**

**3.  
DEALINGS  
(Note 4)**

(a)

**Purchases and sales**

**Purchase/sale Number of securities Price per unit**

(Note 5)

Purchase	50,000	0.0400
Purchase	50,000	GBP 0.0360 GBP

(b)

**Derivatives transactions (other than options)**

Product name	Long/short (Note 6)	Number of securities (Note 7)	Price per unit (Note 5)
e.g. CFD			

(c)

o

**Options transactions in respect of existing securities**

(i)

**Writing, selling, purchasing or varying**

Product name	Writing, selling, purchasing, varying etc.	Number of securities to which the option relates (Note 7)	Exercise price	Type, e.g. American, European etc.	Expiry date	Option money paid/received per unit (Note 5)
e.g. call option						

(ii)

**Exercising**

<b>Product name</b>	<b>Number of securities</b>	<b>Exercise price</b>
, e.g. call option		<b>per unit</b> (Note 5)

(d)

**Other dealings (including new securities)**

(Note 4)

<b>Nature of transaction</b>	<b>Details</b>	<b>Price</b>
(Note 8)		<b>per unit</b> <b>(if applicable)</b>

(Note 5)

4.

**O  
THER INFORMATION**

**Agreements, arrangements or understandings relating to options or derivatives**

**Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.**

**Is a Supplemental Form 8 attached?**  
(Note 9)

**YES**  
/  
**NO**

**Date of disclosure**

**1**

**April**  
**200**  
**9**  
**Richard Hopkins**  
**(**  
**020**  
**)**  
**7714 4459**

**Contact name**  
**Telephone number**

**If a connected EFM, name of offeree/with which connected**  
**If a connected EFM,**  
**state nature**  
**of connection**  
**(Note**  
**10**  
**)**

*Notes*

:  
The Notes on Form 8.3 can be viewed on the Takeover Panel's website at  
[www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)

Exhibit No. 2  
**The Royal Bank of Scotland Group plc**

Pillar 3 Disclosure 2008

T  
he above document ha  
s  
been published on the Group's website at  
[www.rbs.com/results](http://www.rbs.com/results)

**For Further Information Contact:**

Richard O'Connor  
Head of Investor Relations  
+44 (0) 20 7672 1758

END

Exhibit No. 3

**The Royal Bank of Scotland Group plc (the "Company")**

**ANNUAL INFORMATION UPDATE**

In accordance with the requirements of Prospectus Rule 5.2, the following summarises the information and documents published

or made available to the public  
by the Company throughout the twelve month  
period

up to and including

1  
April  
2009.

1.  
Stock Exchange Announcements

The announcements listed below were published on the London Stock Exchange via RNS,  
a Regulatory Information Service and can be obtained from their website  
at

[www.londonstockexchange.com](http://www.londonstockexchange.com)

or via the  
Company's  
own website

[www.rbs.com](http://www.rbs.com)

<b>Date</b>	<b>Announcement</b>
1 April 2008	Rule 8.3 - Scottish & Newcastle
1 April 2008	The Royal Bank of Scotland plc - Change in Calculation Agent
2 April 2008	Rule 8.3 - Scottish & Newcastle
3 April 2008	Rule 8.3 - GCAP Media plc
3 April 2008	Rule 8.3 - Scottish & Newcastle
3 April 2008	Blocklisting Interim Review
4 April 2008	The Royal Bank of Scotland plc - Change in Calculation Agent
7 April 2008	Rule 8.3 - Scottish & Newcastle
7 April 2008	Rule 8.3 - Foseco plc
8 April 2008	Director/PDMR Shareholding



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8 April 2008	Rule 8.3 GCAP Media plc
8 April 2008	Rule 8.3 - Scottish & Newcastle
8 April 2008	The Royal Bank of Scotland plc - Publication of Prospectus
10 April 2008	Rule 8.3 - Scottish & Newcastle
10 April 2008	Rule 8.3 - GCAP Media plc
11 April 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Resolution plc
11 April 2008	Rule 8.3 - Scottish & Newcastle
14 April 2008	Rule 8.3 - Ardana plc
14 April 2008	Rule 8.3 - Scottish & Newcastle
14 April 2008	Rule 8.3 - Scottish & Newcastle
15 April 2008	The Royal Bank of Scotland plc - Cert. & Warr. Prog Supplement
15 April 2008	Rule 8.3 - Enodis plc
16 April 2008	Rule 8.3 - Enodis plc
17 April 2008	Rule 8.3 - Enodis plc
17 April 2008	Rule 8.3 - Enodis plc
18 April 2008	Announcement - Timing of Interim Management Statement
18 April 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Resolution plc
18 April 2008	Rule 8.3 - Enodis plc
21 April 2008	Announcement - Confirmation Group is considering a Rights Issue
21 April 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Resolution plc
21 April 2008	Rule 8.3 - Enodis plc
21 April 2008	Dividend Declaration
21 April 2008	Rule 8.3 - Enodis plc
21 April 2008	Rule 8.3 - Expro International Group plc
22 April 2008	Rights Issue
22 April 2008	Rule 8.3 - Enodis plc
22 April 2008	Rule 8.3 - Scottish & Newcastle
22 April 2008	The Royal Bank of Scotland plc - Publication of Prospectus
22 April 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Resolution plc
23 April 2008	Rule 8.3 - Enodis plc
23 April 2008	Rule 8.3 - Expro International Group plc
23 April 2008	Rule 8.3 - Scottish & Newcastle
23 April 2008	AGM Statement
24 April 2008	Rule 8.3 - Scottish & Newcastle
24 April 2008	Rule 8.3 - Expro International Group plc
24 April 2008	Rule 8.3 - Enodis plc
24 April 2008	Rule 8.3 - GCAP Media plc
25 April 2008	The Royal Bank of Scotland plc - Annual Report & Accounts
25 April 2008	National Westminster Bank P lc - Annual Report & Accounts

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25 April 2008	Rule 8.3 - Enodis plc
25 April 2008	Rule 8.3 - Expro International Group plc
25 April 2008	Rule 8.3 - GCAP Media plc
25 April 2008	General Meeting: 14 May 2008
28 April 2008	Rule 8.3 - Enodis plc
29 April 2008	Dividend Declaration
29 April 2008	Rule 8.3 - GCAP Media plc
29 April 2008	Rule 8.3 - Enodis plc
29 April 2008	Rule 8.3 - Enodis plc
30 April 2008	Rule 8.3 - Enodis plc
30 April 2008	Rule 8.3 - Expro International Group plc
30 April 2008	Conformity with DTR
30 April 2008	Publication of Prospectus - Rights Issue
30 April 2008	The Royal Bank of Scotland plc
	-
	Publication of Supplement
30 April 2008	The Royal Bank of Scotland plc
	-
	Publication of Supplement
1 May 2008	EMTN Programme
1 May 2008	Rule 8.3 - Enodis plc
1 May 2008	Rule 8.3 - Expro International Group plc
2 May 2008	Announcement of Record Date
2 May 2008	Director/PDMR Shareholding
2 May 2008	Rule 8.3 - Enodis plc
6 May 2008	Rule 8.3 - Ardana plc
6 May 2008	The Royal Bank of Scotland plc
	-
	Publication of Supplement
7 May 2008	Rule 8.3 - Enodis plc
7 May 2008	Rule 8.3 - Expro International Group plc
8 May 2008	Rule 8.3 - Expro International Group plc
8 May 2008	Publication of Prospectus
8 May 2008	Director/PDMR Shareholding
9 May 2008	Rule 8.3 - Enodis plc
9 May 2008	Publication of Prospectus
12 May 2008	Presentation to the UBS Global Financial Services Conference
12 May 2008	The Royal Bank of Scotland plc
	- Publication of Prospectus
13 May 2008	Holding(s) in Company
13 May 2008	Rule 8.3 - Expro International Group plc
13 May 2008	Rule 8.3 - Enodis plc
14 May 2008	Chairman's Statement
14 May 2008	Rule 8.3 - Chloride Group plc
14 May 2008	Rule 8.3 - Expro International Group plc
14 May 2008	Result of General Meeting
14 May 2008	Publication of Prospectus
15 May 2008	Rule 8.3 - Enodis plc
15 May 2008	Publication of Final Terms
16 May 2008	Rule 8.3 - Enodis plc
16 May 2008	Rule 8.3 - Expro International Group plc

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16 May 2008	Filing of Annual Report on Form 20F
16 May 2008	The Royal Bank of Scotland plc - Publication of Prospectus
19 May 2008	The Royal Bank of Scotland plc - Publication of Prospectus
19 May 2008	The Royal Bank of Scotland plc - Publication of Prospectus
19 May 2008	Rule 8.3 - Enodis plc
19 May 2008	Rule 8.3 - Expro International Group plc
19 May 2008	Rule 8.3 - Chloride Group plc
20 May 2008	Rule 8.3 - Enodis plc
21 May 2008	Rule 8.3 - Enodis plc
21 May 2008	Director/PDMR Shareholding
21 May 2008	Rule 8.3 - Expro International Group plc
21 May 2008	Rule 8.3 - Enodis plc
22 May 2008	Rule 8.3 - Chloride Group plc
22 May 2008	Rule 8.3 - Expro International Group plc
23 May 2008	National Westminster Bank Plc - Dividend Declaration
23 May 2008	Rule 8.3 - Chloride Group plc
23 May 2008	Rule 8.3 - Expro International Group plc
23 May 2008	Dividend Declaration
23 May 2008	Director/PDMR Shareholding
27 May 2008	Rule 8.3 - Chloride Group plc
27 May 2008	Rule 8.3 - Expro International Group plc
28 May 2008	Rule 8.3 - Chloride Group plc
28 May 2008	Rule 8.3 - Expro International Group plc
29 May 2008	Rule 8.3 - Chloride Group plc
29 May 2008	Rule 8.3 - Expro International Group plc
29 May 2008	Rule 8.3 - Chloride Group plc
29 May 2008	Rule 8.3 - Expro International Group plc
29 May 2008	The Royal Bank of Scotland plc - EPT Disclosure
29 May 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
30 May 2008	The Royal Bank of Scotland plc - EPT Disclosure
30 May 2008	Rule 8.3 - Chloride Group plc
2 June 2008	Announcement - Buy to let Mortgages
2 June 2008	Rule 8.3 - Chloride Group plc - Amendment
3 June 2008	Chloride Group plc
3 June 2008	Rule 8.3 - Expro International Group plc
4 June 2008	Chloride Group plc
4 June 2008	Rule 8.3 - Expro International Group plc
5 June 2008	Rule 8.3 - Expro International Group plc
5 June 2008	The Royal Bank of Scotland plc - EPT Disclosure
6 June 2008	The Royal Bank of Scotland plc - EPT Disclosure
9 June 2008	Result of the Rights Issue
9 June 2008	Rights Issue - Rump Placement

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10 June 2008	Publication of Prospectus
11 June 2008	Pre Close Trading Update - Half Year
11 June 2008	Director/PDMR Shareholding
11 June 2008	Director/PDMR Shareholding
11 June 2008	Director/PDMR Shareholding
12 June 2008	Rule 8.3 - Expro International Group plc
12 June 2008	Adjustment of Voting Rights
13 June 2008	RBS sale of Angel Trains
17 June 2008	Rule 8.3 - Expro International Group plc
17 June 2008	Publication of Prospectus
18 June 2008	The Royal Bank of Scotland plc - Rule 38.5(b) Cable & Wireless plc
19 June 2008	Publication of Prospectus
20 June 2008	Rule 8.3 - Expro International Group plc
2	Rule 8.3 - Expro International Group plc
3	
June 2008	
24 June 2008	The Royal Bank of Scotland plc - EPT Disclosure
24 June 2008	The Royal Bank of Scotland plc - Publication of Prospectus
24 June 2008	The Royal Bank of Scotland plc - Publication of Prospectus
25 June 2008	Rule 8.3 - Goshawk Insurance Holdings plc
25 June 2008	CFG announces sale of rural branches
25 June 2008	The Royal Bank of Scotland plc - Rule 38.5(b) Cable & Wireless PLC
25 June 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Informa plc
26 June 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Informa plc
26 June 2008	National Westminster Bank P lc - Filing of Annual Report on Form 20-F
27 June 2008	Publication of Prospectus
27 June 2008	Publication of Prospectus
27 June 2008	The Royal Bank of Scotland plc - Publication of Prospectus
27 June 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Informa plc
30 June 2008	Total Voting Rights
30 June 2008	Rule 38.5(b) - Cable & Wireless plc
30 June 2008	Rule 38.5(b) - BHP Billiton plc
30 June 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Rio Tinto plc
1 July 2008	The Royal Bank of Scotland plc

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1 July 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
2 July 2008	- Rule 38.5(b) - Rio Tinto plc The Royal Bank of Scotland plc
2 July 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
2 July 2008	- Rule 38.5(b) - Rio Tinto plc Publication of Erratum
3 July 2008	The Royal Bank of Scotland plc
4 July 2008	- Rule 38.5(b) - Informa plc The Royal Bank of Scotland plc
4 July 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
4 July 2008	- Rule 38.5(b) - Rio Tinto plc The Royal Bank of Scotland plc
4 July 2008	- Rule 38.5(b) - Informa plc The Royal Bank of Scotland plc
7 July 2008	The Royal Bank of Scotland plc
7 July 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
7 July 2008	- Rule 38.5(b) - Rio Tinto plc Publication of Prospectus
7 July 2008	Publication of Prospectus
8 July 2008	Publication of Prospectus
8 July 2008	Director/PDMR Shareholding
8 July 2008	The Royal Bank of Scotland plc
8 July 2008	- Rule 38.5(b) - Rio Tinto plc The Royal Bank of Scotland plc
8 July 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
8 July 2008	- Publication of Prospectus The Royal Bank of Scotland plc
8 July 2008	- Publication of Prospectus The Royal Bank of Scotland plc
9 July 2008	Director/PDMR Shareholding
10 July 2008	The Royal Bank of Scotland plc
10 July 2008	- EPT Disclosure The Royal Bank of Scotland plc
10 July 2008	- EPT Disclosure The Royal Bank of Scotland plc
14 July 2008	The Royal Bank of Scotland plc
14 July 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
14 July 2008	- Rule 38.5(b) - Rio Tinto plc
14 July 2008	The Royal Bank of Scotland plc
14 July 2008	- Rule 38.5(b) - Rio Tinto plc
15 July 2008	The Royal Bank of Scotland plc
16 July 2008	- EPT Disclosure The Royal Bank of Scotland plc
16 July 2008	- Rule 38.5(b) - Imperial Energy Corporation PLC

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16 July 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Imperial Energy Corporation PLC
17 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
17 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
21 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
21 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
22 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
22 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
23 July 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - BHP Billiton plc
25 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
25 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
28 July 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - BHP Billiton plc
28 July 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Rio Tinto plc
28 July 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Imperial Energy Corporation PLC
28 July 2008	RBS to sell 50% shareholding in Tesco Personal Finance
30 July 2008	The Royal Bank of Scotland plc - EPT Disclosure
31 July 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Rio Tinto plc
1 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - BHP Billiton plc
4 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
4 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Rio Tinto plc
4 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - BHP Billiton plc
5 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
6 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - BHP Billiton plc
6 August 2008	The Royal Bank of Scotland plc

6 August 2008	- Rule 38.5(b) - Rio Tinto plc The Royal Bank of Scotland plc
7 August 2008	- Rule 38.5(b) - Imperial Energy Corporation PLC The Royal Bank of Scotland plc
7 August 2008	- EPT Disclosure The Royal Bank of Scotland plc
7 August 2008	- EPT Disclosure The Royal Bank of Scotland plc
8 August 2008	- EPT Disclosure The Royal Bank of Scotland plc
8 August 2008	- Rule 38.5(b) - Rio Tinto plc The Royal Bank of Scotland plc
8 August 2008	- Rule 38.5(b) - BHP Billiton plc The Royal Bank of Scotland plc
8 August 2008	Interim Results 2008
8 August 2008	Director/PDMR Shareholding
11 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
11 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
11 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
11 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
12 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
12 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
12 August 2008	Director/PDMR Shareholding
13 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
13 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
14 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - BHP Billiton plc
14 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Imperial Energy Corporation PLC
14 August 2008	The Royal Bank of Scotland plc - Rule 38.5(b) - Rio Tinto plc
15 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
18 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
18 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
18 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
19 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
19 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
20 August 2008	The Royal Bank of Scotland plc

	- EPT Disclosure
20 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
20 August 2008	National Westminster Bank Plc - Dividend Declaration
20 August 2008	Dividend Declaration
21 August 2008	Publication of Correction
21 August 2008	Publication of Correction
21 August 2008	Publication of Correction
21 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
21 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
22 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
22 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
22 August 2008	Director/PDMR Shareholding
26 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
26 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 August 2008	Directorate Change
27 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
28 August 2008	Director/PDMR Shareholding
29 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
29 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
29 August 2008	The Royal Bank of Scotland plc - EPT Disclosure
1 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
1 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
1 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
1 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
2 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
2 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
2 September 2008	The Royal Bank of Scotland plc - Interim Results
2 September 2008	National Westminster Bank Plc - Interim Results
3 September 2008	The Royal Bank of Scotland plc



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	- EPT Disclosure
3 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
3 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
3 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
4 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
4 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
4 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
4 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 September 2008	Director/PDMR Shareholding
8 September 2008	Rule 8.3 - Informa plc
8 September 2008	Publication of Prospectus
8 September 2008	Publication of Prospectus
8 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
8 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
8 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
8 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
9 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
9 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
9 September 2008	Director/PDMR Shareholding
10 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
11 September 2008	The Royal Bank of Scotland plc - EPT Disclosure
11 September 2008	The Royal Bank of Scotland plc

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- EPT Disclosure  
11 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
11 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
11 September 2008 Director/PDMR Shareholding  
12 September 2008 The Royal Bank of Scotland plc  
- Publication of Final Terms  
12 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
12 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
12 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
12 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
15 September 2008 Additional Listing - Capitalisation Issue  
15 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
15 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
15 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
15 September 2008 The Royal Bank of Scotland plc  
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15 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
15 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
15 September 2008 The Royal Bank of Scotland plc  
- Publication of Prospectus  
15 September 2008 The Royal Bank of Scotland plc  
- Publication of Prospectus  
16 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
17 September 2008 Rule 8.3 - Alliance & Leicester plc  
17 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
17 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
17 September 2008 The Royal Bank of Scotland plc  
- Publication of Prospectus  
18 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
18 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
18 September 2008 Rule 8.3 - Enodis plc  
19 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
19 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure  
22 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

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22 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

22 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

22 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure - Amendment

22 September 2008 Rule 8.3 - Enodis plc

22 September 2008 Rule 8.3 - Alliance & Leicester plc

22 September 2008 Rule 8.3 - Alliance & Leicester plc

23 September 2008 Director/PDMR Shareholding

23 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

24 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

24 September 2008 Rule 8.3 - Enodis plc

25 September 2008 Rule 8.3 - Enodis plc

25 September 2008 Rule 8.3 - Enodis plc - Amendment

25 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

26 September 2008 Publication of Registration Documents

26 September 2008 The Royal Bank of Scotland plc  
- Publication of Registration Documents

29 September 2008 Rule 8.3 - Enodis plc

29 September 2008 Price Monitoring Extension

29 September 2008 Second Price Monitoring Extension

29 September 2008 Publication of Prospectus

29 September 2008 Publication of Prospectus

30 September 2008 Update - Statement on RFS Holding

30 September 2008 Total Voting Rights

30 September 2008 Rule 8.3 - Enodis plc

30 September 2008 Publication of Prospectus

30 September 2008 The Royal Bank of Scotland plc  
- Publication of Prospectus

30 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

30 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

30 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

30 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

30 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

30 September 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

1 October 2008 Rule 8.3 - Enodis plc

1 October 2008 Price Monitoring Extension

1 October 2008 Second Price Monitoring Extension

2 October 2008 Rule 8.3 - Enodis plc

2 October 2008 The Royal Bank of Scotland plc  
- EPT Disclosure

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2 October 2008	The Royal Bank of Scotland plc - Publication of Prospectus
3 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
3 October 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
3 October 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
3 October 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
6 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
6 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
6 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
6 October 2008	The Royal Bank of Scotland plc - Publication of Supplementary Prospectus
6 October 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
6 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
7 October 2008	Analyst (Merrill Lynch Banking & Insurance) Conference 2008
7 October 2008	Rule 8.3 - Enodis plc
7 October 2008	Market Update
7 October 2008	Rule 8.3 - Alliance & Leicester plc
7 October 2008	Director/PDMR Shareholding
7 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
7 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
7 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
8 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
8 October 2008	Rule 8.3 - Enodis plc
8 October 2008	RBS Comment on HM Government proposals for the UK
9 October 2008	Price Monitoring Extension
9 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
9 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 October 2008	Rule 8.3 - Alliance & Leicester plc
10 October 2008	Price Monitoring Extension
10 October 2008	Second Price Monitoring Extension
13 October 2008	Rule 8.3 - Alliance & Leicester plc

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13 October 2008	RBS Placing and Open Offer - Capital Raising
13 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
13 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
14 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
14 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
15 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
15 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
16 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
16 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
16 October 2008	Price Monitoring Extension
16 October 2008	Second Price Monitoring Extension
17 October 2008	Directorate Change
17 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
17 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
20 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
20 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
23 October 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
23 October 2008	Rule 8.3 - Inspired Gaming Group plc
24 October 2008	Price Monitoring Extension
24 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
24 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
28 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
29 October 2008	Blocklisting Interim Review
29 October 2008	Price Monitoring Extension
30 October 2008	RBS Ratio Change for ADR Holders
30 October 2008	Price Monitoring Extension
30 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
31 October 2008	The Royal Bank of Scotland plc - EPT Disclosure
31 October 2008	Publication of Prospectus

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3 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
3 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
4 November 2008	Placing and Open Offer Documentation
4 November 2008	Directorate Change
4 November 2008	Publication of Prospectus
5 November 2008	Publication of Prospectus & Circular
5 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
5 November 2008	The Royal Bank of Scotland plc - Publication of Prospectus
5 November 2008	The Royal Bank of Scotland plc - Publication of Prospectus
5 November 2008	The Royal Bank of Scotland plc - Publication of Prospectus
5 November 2008	The Royal Bank of Scotland plc - Publication of Prospectus
5 November 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
6 November 2008	The Royal Bank of Scotland plc - EPT Disclosure - Amendment
6 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
6 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
7 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
7 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
10 November 2008	Director/PMDR Shareholding
10 November 2008	Rule 8.3 - Inspired Gaming Group plc
13 November 2008	The Royal Bank of Scotland plc - Publication of Prospectus
13 November 2008	The Royal Bank of Scotland plc - Publication of Prospectus
14 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
14 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
14 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
17 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
17 November 2008	The Royal Bank of Scotland plc

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	- EPT Disclosure
19 November 2008	Price Monitoring Extension
20 November 2008	EGM Statement
20 November 2008	Result of EGM
21 November 2008	National Westminster Bank Plc - Dividend Declaration
21 November 2008	Dividend Declaration
24 November 2008	Publication of Prospectus
24 November 2008	Director/PDMR Shareholding
24 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
24 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
25 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
25 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
25 November 2008	The Royal Bank of Scotland plc - Publication of Final Terms
25 November 2008	The Royal Bank of Scotland plc - Publication of Final Terms
26 November 2008	Price Monitoring Extension
26 November 2008	Second Price Monitoring Extension
26 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
26 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 November 2008	The Royal Bank of Scotland plc - EPT Disclosure
27 November 2008	Publication of Prospectus
28 November 2008	Result of Placing and Open Offer
28 November 2008	Publication of Prospectus
1 December 2008	Holding(s) in Company - TR-1 Notification
1 December 2008	Director/PDMR Shareholding
2 December 2008	Publication of Prospectus
2 December 2008	The Royal Bank of Scotland plc - Publication of Prospectus
3 December 2008	Holding(s) in Company
4 December 2008	Director/PDMR Shareholding
9 December 2008	Director/PDMR Shareholding
15 December 2008	Investment Update (Madoff Investment Securities)
17 December 2008	Publication of Prospectus
17 December 2008	Director/PDMR Shareholding
24 December 2008	Publication of Prospectus
24 December 2008	Publication of Prospectus
29 December 2008	Publication of Prospectus
29 December 2008	Price Monitoring Extension

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29 December 2008	Second Price Monitoring Extension
30 December 2008	Rule 8.3 - Inspired Gaming Group plc
31 December 2008	Total Voting Rights
2 January 2009	Rule 8.3 - Inspired Gaming Group plc
2 January 2009	Rule 8.3 - Inspired Gaming Group plc
5 January 2009	Rule 8.3 - Inspired Gaming Group plc
6 January 2009	The Royal Bank of Scotland plc - Publication of Prospectus
8 January 2009	Director/PDMR Shareholding
14 January 2009	Disposal
16 January 2009	Directorate Change
19 January 2009	Trading Update & Capital Restructuring
19 January 2009	Director/PDMR Shareholding
19 January 2009	Price Monitoring Extension
19 January 2009	Second Price Monitoring Extension
20 January 2009	Rule 8.3 - Eidos plc
21 January 2009	Rule 8.3 - Eidos plc
22 January 2009	Publication of Prospectus
22 January 2009	Publication of Prospectus
22 January 2009	The Royal Bank of Scotland plc - Publication of Prospectus
23 January 2009	Director's Dealings - Pledge of Shares
27 January 2009	Rule 8.3 - Eidos plc
28 January 2009	Price Monitoring Extension
28 January 2009	Second Price Monitoring Extension
29 January 2009	The Royal Bank of Scotland plc - Statement re. Prospectus
29 January 2009	The Royal Bank of Scotland plc - Statement re. Prospectus
3 February 2009	Directorate Change
3 February 2009	Rule 8.3 - Eidos plc
5 February 2009	Rule 8.3 - Eidos plc
5 February 2009	RBS to Retain RBS Insurance
6 February 2009	Directorate Change
9 February 2009	The Royal Bank of Scotland plc - Publication of Prospectus
9 February 2009	The Royal Bank of Scotland plc - Publication of Prospectus
10 February 2009	Director/PDMR Shareholding
13 February 2009	Rule 8.3 - Eidos plc
17 February 2009	Remuneration
20 February 2009	National Westminster Bank Plc - Dividend Declaration
20 February 2009	Dividend Declaration
26 February 2009	HM Treasury Asset Protection Scheme
26 February 2009	Management Changes
26 February 2009	Full Year results 2008
27 February 2009	Director/PDMR Shareholding
2 March 2009	Director/PDMR Shareholding
9 March 2009	Annual Report and Accounts
9 March 2009	The Royal Bank of Scotland plc



9 March 2009	- Notice to Warrant Holders The Royal Bank of Scotland plc
10 March 2009	- Publication of Prospectus Director/PDMR Shareholding
16 March 2009	The Royal Bank of Scotland plc - Publication of Prospectus
16 March 2009	Publication of Prospectus
17 March 2009	The Royal Bank of Scotland plc - Publication of Prospectus
18 March 2008	Intended Cancellation of RBS Preference Shares
18 March 2009	The Royal Bank of Scotland plc - Publication of Prospectus
18 March 2009	Publication of Prospectus
18 March 2009	Publication of Prospectus
20 March 2009	The Royal Bank of Scotland plc - Notice to Warrant Holders
25 March 2009	Publication of Prospectus
25 March 2009	Publication of Prospectus
25 March 2009	National Westminster P lc - Final Results
25 March 2009	The Royal Bank of Scotland plc - Final Results
26 March 2009	Exchange and Tender Offers
26 March 2009	Tender Offer
26 March 2009	Exchange and Tender Offers
26 March 2009	The Royal Bank of Scotland plc - Publication of Prospectus
1 April 2009	Rule 8.3 - Inspired Gaming Group plc

Details of all regulatory announcements can be found in full on the Market News pages of the London Stock Exchange website (under codes RBS; 07IE

;  
and 86OI)

a  
t  
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<http://www.londonstockexchange.com/engb/pricesnews/marketnews/>

The Company also has a secondary listing on the New York Stock Exchange. The Company has submitted filings to the US Securities and Exchange Commission ("SEC"). Full details of the filings can be found on the SEC's website at [www.sec.gov](http://www.sec.gov)

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The Company has a  
secondary

listing on Euronext

-

Amsterdam

. Further information and details regarding this listing can be found at  
<http://www.euronext.com>

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## 2. Documents filed at Companies House

The Company and/or The Royal Bank of Scotland plc  
and/or National Westminster Bank

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lc

have submitted filings to

Companies House in relation to:

- the appointment and resignation of Directors (and changes in their particulars)
- the filing of Group and Interim accounts
- increasing the nominal share capital
- the approval of the sum capitalised
- alterations to the Memorandum and Articles of Association
- the particulars of a mortgage or charge
- the authority to allot shares
- the allotment of shares
- the statement of rights attached to allotted shares

- the Company's annual return
- share agreements

The documents were filed with the Registrar of Companies at Companies House and can be obtained from Companies House

,  
Crown Way  
, Maindy,  
Cardiff

,  
CF14 3UZ

or through Companies House Direct at  
[www.direct.companieshouse.gov.uk](http://www.direct.companieshouse.gov.uk)

→

### 3. Documents sent to Shareholders

- Circular and Notice of General Meeting (April 2008)
- Prospectus for Rights Issue (April 2008)
- Circular and Notice of General Meeting (November 2008)
- Circular and Notice of Annual General Meeting (March 2009)
- Circular and Notice of General Meeting (March 2009)

The Company's Annual Report for the period ended 31 December 2008 was filed with the UK Listing Authority Document Viewing Facility on 9 March 2009 and is also available for viewing on the Investor Relations section of the Company's website at [www.rbs.com](http://www.rbs.com)

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Further information regarding the Company can be found at [www.rbs.com](http://www.rbs.com)

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This annual information update is required by and is being made pursuant to Article 10 of the Prospectus Directive as implemented in the UK

by Prospectus Rule 5.2

and not for any other purpose. Neither the Company, nor any other person, takes any responsibility for, or makes any representation, express or implied, as to the accuracy or completeness of the information contained therein (except as may expressly be set out therein). The information referred to above is not necessarily up to date as at the date of this annual information update and the Company does

not undertake any obligation to update any such information in the future. Furthermore, such information may have been prepared in accordance with the laws or regulations of a particular jurisdiction and may not comply with or meet the relevant standards of disclosure in any other jurisdiction. Neither this annual information update, nor the information referred to below, constitute, by virtue of this communication, an offer of any securities addressed to any person and should not be relied on by any person.

Aileen Taylor

Deputy

Secretary

The Royal Bank of Scotland Group plc

Exhibit No. 4

The Royal Bank of Scotland Group plc

Annual General Meeting/General Meeting

3 April 2009

The Royal Bank of Scotland Group plc will hold its Annual General Meeting at 1.00 pm today followed by a General Meeting.

The meetings will deal with the pr

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posed resolutions as set out in the Notice of Meetings issued to shareholders on 9 March 2009 and 16 March 2009 respectively. The following is an extract from the speech to be made by

Philip Hampton, Chairman,

at the meetings

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"

I want to begin by offering my own perspective on where the Company is and what we must try to do now. The past is done, we cannot change it. We must recognise what has happened and why, identify lessons and learn them. But most of all, right now, we must focus on our potential and deliver it. RBS has excellent businesses at our core which can be the foundation of future success.

Since I and, in particular Stephen Hester, joined the Board I don't think we would describe any of our experiences as a 'honeymoon period'. But we have joined recently enough, I hope, to remain objective about the past while focussed firmly - as we must be - on the future.

2008 was almost certainly the most difficult year in the Group's long history. Our financial results were very poor, with a post tax loss of £7.9bn on a pro forma basis. On top of that, we also wrote off £16.2bn of goodwill relating to previous acquisitions, most notably ABN AMRO. Stephen Hester will review our performance shortly along with an outline of the Placing and Open Offer we will vote on at the General Meeting, the initial results of the Strategic Review he is leading and the implications of the UK Government's Asset Protection Scheme.

I know you will understand that, in the light of our 2008 results and our capital position, it would not be appropriate to pay any dividend on the ordinary shares. However, I would like to assure you that the Board is very aware of how important dividends are for our shareholders. It is our intention to return to paying dividends as soon as practicable, taking account of the Group's financial position and prospects and all other relevant constraints.

My predecessor, Sir Tom McKillop, spoke at the General Meeting in November and apologised to you very sincerely on behalf of the Board for the situation the Company was in. He was the first bank leader to do so and although many banks have performed badly, it is important that RBS as an institution accepts full responsibility for our part in the current financial crisis. We do.

Accountability has been allocated and accepted and there is a new leadership for this Group. We have a clear and agreed roadmap to return the Company to standalone strength in the next three to five years.

I know that many shareholders are quite shocked at the performance of the business and in many cases the losses have had a marked impact on people's lives.

Many of our employees are shareholders, and our people are, of course, the heart of our Group. They share the financial pain while also having to face a difficult period in their working lives. Like too many people right now, they are worried for their jobs and have seen the reputation of their industry and profession attacked.

The majority of RBS staff in the UK

earn less than 21 thousand

pounds a year. They are not fat-cats or City Slickers, they work in branches, call-centres and offices in every community in the country serving our customers to a standard of service that is amongst the best in the industry.

They deserve better from their top management, and they do not deserve to share the worst of the criticisms being laid at the door of their employer and their industry.

Only a tiny minority of staff in RBS were in any way responsible for the major credit market losses we suffered in 2008. It is remarkable that there were only a few hundred people responsible in the relevant segments of our businesses chiefly in the financial centres of London, Amsterdam and New York, most of whom have now left the Group. And this is out of a global population of around 180,000 employees.

The following observation should also be striking for those who are as yet unaware of it:

Given the complexity of the Group and the progress of integrating the ABN AMRO businesses, it is impossible to unpick the ABN AMRO and RBS results with complete accuracy. However, that said, our

estimation is that even after including the impact of credit market write-downs and other asset impairments, RBS excluding our share of ABN AMRO would have made an operating profit before tax and goodwill impairment in 2008.

In other words I don't think there can be any doubt that the key decision that led RBS to its difficulties was the acquisition of ABN AMRO. That is the painful reality that we can now do nothing to change.

With the benefit of hindsight it can now be seen as the wrong price, the wrong way to pay, at the wrong time and the wrong deal.

It also highlights, however, that there is enduring quality, strength and potential within the core businesses of RBS. And while the deal was clearly bad for RBS there are a number of attractive assets and businesses in ABN AMRO which are being integrated into the Group. It is important we do not allow any of this to be obscured.

We are, however, in a privileged position being able to restructure the Company with the support of the UK taxpayer behind us. We only enjoy that support because of our central role in the UK economy and society, serving our 25 million customers the length and breadth of the country. With that privilege and support comes our responsibility to repay the support of the taxpayer and in doing so, return the Group to full private ownership.

We need to concentrate on those core businesses, both in the UK and internationally, where we have the potential to make sustainable returns for all our shareholders. We can generate returns from strong customer businesses as an internationally important bank. That is critical to all our shareholders and is the focus of the Strategic Review which Stephen will summarise shortly.

The advantage we have is that the Strategic Review does not have to invent good businesses but we do have to allow them to re-emerge and assert themselves:

- We have over 15 million UK retail customers and are the number 1 bank for small business and corporates.
- In GBM we are top six in the world for Foreign Exchange, top ten for International Bonds.
- We are a top five global transactions services provider
- Ulster and Citizens are top three and top 10 in Ireland

and the  
US  
respectively.

- We are number one in the UK for Private Banking and are well positioned in wealth management in international markets.
- Our general insurance businesses just had a record year and retain some of the strongest brands in their market.

We need to have a complete focus on executing a careful, sensible plan to allow these core businesses to get us back on track to full standalone strength in public markets. That is the imperative that now over-rides all others.

Most of the key aspects of our strategy are, rightly, sharply defined. The major decisions have already been taken and we must execute them purposefully.

But of course the way we do business, as well as the business we do, is vital. Our reform of pay and bonuses policy is a substantial example of this.

It was as clear to the Board, as it was to everyone else, that a fundamental reform was needed to reflect the reality of the situation the industry is in.

Reforms have been made and more will follow as we undertake a comprehensive review of all remuneration policies in 2009.

The new approach we announced in February and which has been outlined in the Remuneration Report, will I think be seen by most reasonable observers to have balanced the difficult conflicting issues we face.

We need to retain, motivate and attract talented people to restore the fortunes of the Company. We will try to do that whilst being amongst those banks leading the industry in changing the way we operate.

Reward will be longer term and more directly aligned to shareholder interest rather than short-term return. In addition our new Chief Executive has, at his own insistence, a clause in his contract ensuring that he will receive no reward if he leaves the company for reasons of his own failure.

I do understand that many shareholders will wish to vote against or abstain on the advisory vote on the Remuneration Report to register their strong disapproval of the pension arrangements of our former Chief Executive.

I think there is little more that can be said here that isn't already in the public domain. Clearly, this is an issue of significant political and public concern and we all fully understand that.

Legal advice is being taken about whether the decision that was reached can be revisited. Whatever the outcome of that advice, it is in no-one's interest, least of all RBS Group's, for this issue to go on and on. The current Board are doing all that we can to bring this subject to a conclusion.

We must make other changes. In particular our risk processes and aspects of our management culture must change and will.

Key lessons have been identified and will be learned. Stephen will talk more about this shortly.

And in a more symbolic way some of the practices that were accepted at the height of a boom when the Bank was recording £10bn profits, cannot be acceptable now if indeed they ever really were.

Stories have emerged that are embarrassing for this Company. Some have substance, some have none, but all are distracting us from our core mission and we must put them behind us.

Stephen and his team are moving quickly to do what we can to demonstrate that the Company recognises its position and is changing.

Would we choose Formula 1 sponsorship if we were starting from here? No.

Should we retain a corporate jet? Of course not and Stephen Hester put it up for sale immediately on taking up his post.

When Margo MacDonald MSP wrote asking the Company to handover our sponsored scanner in full to the NHS in Edinburgh, rather than retain part of its use for RBS staff as originally announced, Stephen decided immediately to do so. A small gesture, but an important one nonetheless.

We do accept the rightful scrutiny of shareholders, the media and of politicians held accountable by the voters for the massive taxpayer support for banks in the UK and elsewhere.

However, too much is at stake to allow today's storms to restrain tomorrow's potential. This is a business with a long and successful past and I believe we have the potential for a very successful future.

However, I believe we should bring an end to the public flogging and focus on the good and enduring people and businesses of RBS and allow them to earn our way back to success.

The Chancellor recognised this in his public statements recently and the Business Secretary has made the same point.

We have suffered a major financial hit and continued collateral damage from public criticism will compound the problem not resolve it.

The operating environment is as tough as any of us have ever known and we are asking our staff to knuckle down for a three to five year project. We can only ask you, our shareholders, for the same perseverance. Many difficult decisions lie ahead. Chief among these will be the need to achieve the annual cost reduction targets of £2.5bn that we have set within the next three years. All costs will be scrutinised from our back offices to our highest offices.

Clearly this will mean that some of our people will lose their jobs. As so many of our customers make tough decisions in the face of the worst global recession in decades we have no option but to do the same.



We can't yet know how many will lose their jobs or where. This is for two main reasons.

The first is that every business has been empowered to determine how it will meet its own cost target.

The second is that when any of our businesses have decided how many roles will go they will communicate this first to their staff and their representatives. Where possible they will then offer their employees the chance to be redeployed to a new job elsewhere in the Group or to choose voluntary redundancy. Moreover, a significant portion of staff leave every year by natural turnover as they do in any business. It is therefore only when this process ends that we will know the actual number of redundancies involved. And of course we agree with the Unite union that we will do all we can to keep Compulsory Redundancies to an absolute minimum.

In the  
UK

this year so far we have announced around 2,700 posts will go. We can only be honest and say that this will not be the end of the story and more are expected in the

UK  
and internationally in the period ahead. We will, however, remain one of the largest employers in the country.

I would repeat however that we cannot know the detail of where and how many redundancies there will be until the process is worked through fully.

All of the difficult decisions we take will be underpinned by our imperative to get the Company into a position of strength again so the support of taxpayers and shareholders can be repaid.

The UK Government has made clear that it means to ensure its investment in us is managed at arm's length by UKFI. The intention is to ensure that the taxpayers' long-term interest is held paramount which means the Group will continue to be run on commercial grounds and therefore private and public shareholders' interests will be aligned.

We have nevertheless agreed lending commitments in common with banks elsewhere in the world as a result of the capital support we have received and under the proposed Asset Protection Scheme. The intent is to produce a clear and definable benefit to the

UK  
economy from the risk the

UK  
taxpayer is taking by standing behind us.

It is plainly in our own commercial interests to support our customers on commercial terms. Un-commercial lending is both unsound and a breach of duty and we clearly cannot do it. Where the demand exists and the risks are appropriate we will be able to help fill the gap left in the

UK  
market by the exit of international banks.

The task before us is therefore one that should unite the Company and all of our shareholders; government, institutions and individuals.

We all have a huge challenge here but one I believe we have the capability to meet if we focus on the future and pull together towards our common goals.

The past is done but this company is not. The legacy of the last year will stay with us but now is the time to look forward. We have the foundations in place to rebuild the Group to standalone strength and everyone at RBS is committed now to doing just that.

"

At the invitation of the Chairman, Stephen Hester, Group Chief Executive, will comment on the 2008 Results, the Strategic Review,

t

he Placing and Open Offer and Preference Share Redemption, and the Asset Protection Scheme.

Copies of the slides used by Stephen Hester in support of his comments will be available on

[www.rbs.com](http://www.rbs.com)

following the meeting

.

ENDS

## Contacts

Andrew

Wilson

,

Head of

Group

Corporate Affairs

, +44 (0) 131 626 386

4

, +44 (0) 7

810

636995

Neil Moorhouse, Head of Group Media Centre +44 (0) 131 523 4414, +44 (0) 7786 690029

## Important Information

Certain sections in this document contain 'forward-looking statements' as that term is defined in the United States Private Securities Litigation Reform Act of 1995, such as statements that include the words 'expect', 'estimate', 'project', 'anticipate', 'believes', 'should', 'intend', 'plan', 'probability', 'risk', 'Value-at-Risk (VaR)', 'target', 'goal', 'objective', 'will', 'endeavour', 'outlook', 'optimistic', 'prospects' and similar expressions or variations on such expressions.

In particular, this document includes forward-looking statements relating, but not limited, to the Group's potential exposures to various types of market risks, such as interest rate risk, foreign exchange rate risk and commodity and equity price risk. Such statements are subject to risks and uncertainties. For example, certain of the market risk disclosures are dependent on choices about key model characteristics and assumptions and are subject to various limitations. By their nature, certain of the market risk disclosures are only estimates and, as a result, actual future gains and losses could differ materially from those that have been estimated.

Other factors that could cause actual results to differ materially from those estimated by the forward-looking statements contained in this document include, but are not limited to: general economic conditions in the UK and in other countries in which the Group has significant business activities or investments, including the United States; the monetary and interest rate policies of the Bank of England, the Board of Governors of the Federal Reserve System and other G7 central banks; inflation; deflation; unanticipated turbulence in interest rates, foreign currency exchange rates, commodity prices and equity prices; changes in UK and foreign laws, regulations and taxes; changes in competition and pricing environments; natural and other disasters; the inability to hedge certain risks economically; the adequacy of loss reserves; acquisitions or restructurings; technological changes; changes in consumer spending and saving habits; and the success of the Group in managing the risks involved in the foregoing.

The forward-looking statements contained in this document speak only as of the date of this report, and the Group does not undertake to update any forward-looking statement to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

The securities mentioned herein (the "Securities") have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act") and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act. There will be no public offer of the Securities in the United States

.

Exhibit No. 5

NOT FOR RELEASE

,  
PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO  
CANADA

,  
AUSTRALIA

,  
JAPAN

OR  
SOUTH AFRICA

The Royal Bank of Scotland Group plc  
("RBS")

- Result of General Meeting

3 April 2009

Following the

General Meeting

held today, RBS announces the results of the poll vote for each resolution as follows

.

Resolutions 3 and 4 were passed as special resolutions.

RBS General Meeting Poll Result:

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	For	% of votes cast	Against	% of votes cast	With held
Resolution 1 To create additional ordinary shares	31,714,033,794	99.71	90,992,035	0.29	41,060,689
and authorise Directors to allot the shares in connection with the Placing and Open offer					
Resolution 2 To approve the Placing and Open Offer and Preference Share Redemption	8,871,169,705	99.12	78,536,386	0.88	42,403,778
Resolution 3 To approve amendments to the Articles of Association	31,749,583,852	99.94	19,503,969	0.06	77,151,243
Resolution 4 To grant the Directors authority to allot shares on a non-pre-emptive basis	31,584,847,050	99.39	194,651,687	0.61	66,713,691

In accordance with the UK Listing Authority's listing

rules, copies of the

resolutions will shortly be available for inspection at the Financial Services Authority's Document Viewing Facility which is situated at: the Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS (telephone 020 7066 1000).

**Contacts**

Richard O'Connor, Head of Investor Relations, +44 (0) 20 7672 1758

For media enquiries:

Andrew McLaughlin, Group Director, Communications, +44 (0) 131 626 3868, +44 (0) 7786 111689

This announcement is not a

prospectus

but an advertisement and investors should not subscribe for any securities referred to in this announcement (the "Securities") except on the basis of the information contained in the Prospectus.

This announcement does not constitute an offer to sell, or a solicitation of an offer to subscribe for, Securities in any jurisdiction.

This announcement is not for distribution, directly or indirectly, in or into Canada

, Australia

, Japan

or South Africa

.

The Securities referred to herein (the "Securities") have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act"). The Securities may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. There will be no public offer of the Securities in the United States.

Neither the content of RBS's website nor any website accessible by hyperlinks on RBS's website is incorporated in, or forms part of, this document.

The distribution of this announcement and/or the Prospectus and/or the Application Forms and/or the transfer or offering of New Shares into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document has been prepared for the purposes of complying with applicable law and regulation in the United Kingdom and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of the United Kingdom.

Exhibit No. 6

The Royal Bank of Scotland Group plc ("RBS") - Result of Annual General Meeting 3 April 2009 Following the Annual General Meeting held today, RBS announces the results of the poll vote for each resolution as follows

Resolutions 11 and 12 were passed as special resolutions.

For	% of votes Against cast	% of votes cast	Votes With h
-----	-------------------------------	--------------------	--------------------

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 6-K

					eld
Resolution 1 To approve the accounts for the year ended 31 December 2008	31,265,901,509 99.91	29,711,675	0.09		648,759,617
Resolution 2 To approve the Remuneration Report for year ended 31 December 2008	2,713,008,730 9.58	25,599,554,279 90.42			3,630,789,842
Resolution 3 To elect Philip Hampton as a director	31,744,304,281 99.58	132,793,462	0.42		67,429,175
Resolution 4 To elect Stephen A M Hester as a director	31,835,922,117 99.85	48,093,088	0.15		60,721,482
Resolution 5 To elect John McFarlane as a d irector	31,865,711,428 99.84	52,407,775	0.16		21,245,915
Resolution 6 To elect Arthur "Art" Ryan as a d irector	31,867,152,707 99.84	5 0 ,638,482	0.16		21,551,058
Resolution 7 To re-appoint Deloitte LLP as auditors	31,469,098,312 99.77	71,485,014	0.23		403,993,328
Resolution 8 To authorise the Audit Committee to fix the auditors remuneration	31,868,966,413 99.90	30,502,555	0.10		45,098,455
Resolution 9 To create additional ordinary shares	31,560,467,119 98.88	358,978,247	1.12		19,843,566
Resolution 10 To renew the d irectors' authority to allot ordinary shares	31,476,652,380 98.80	382,740,511	1.20		79,941,865
Resolution 11 To renew the directors' authority to allot shares on a non-pre-emptive basis	31,764,536,549 99.70	95,014,455	0.30		79,799,272
Resolution 12 To permit the holding of General Meetings at 14 days notice	31,716,175,079 99.46	172,827,232	0.5 4		50,426,439
In accordance with the UK Listing Authority 's listing					

rules, copies  
of  
resolutions

9, 10,11 and 12

will shortly be available for inspection at the Financial Services Authority's Document Viewing Facility which is situated at: the Financial Services Authority, 25 The North Colonnade, Canary

Wharf  
, London E14 5HS (telephone 020 7066 1000).

**Contacts**

Richard O'Connor, Head of Investor Relations, +44 (0) 20 7672 1758

For media enquiries:

Andrew McLaughlin, Group Director, Communications, +44 (0) 131 626 3868, +44 (0) 7786 111689

Exhibit No. 7

\*

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an

*issuer*

to make a

*RIS*

notification required by

*DR*

3.1.4R(1).

(1) An

*issuer*

making a notification in respect of a transaction relating to the

*shares*

or debentures of the

*issuer*

should complete

boxes 1 to 16

, 23 and 24.

(2) An

*issuer*

making a notification in respect of a derivative relating to the

*shares*

of the

*issuer*

should complete

boxes 1 to 4

, 6, 8, 13, 14, 16, 23 and 24.

- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the

*issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

Yes

3. Name of

*person discharging managerial responsibilities*

/

*director*

John Patrick Ho

u

rican

4. State whether notification relates to a

*person*

connected with a

*person discharging managerial responsibilities*

/

*director*

named in 3 and identify the

*connected person*

-

5. Indicate whether the notification is in respect of a holding of the

*person*

referred to in 3 or 4 above or in respect of a non-beneficial interest

-

6. Description of

*shares*

(including

*class*

), debentures or derivatives or financial instruments relating to



*shares*

-

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

-

8 State the nature of the transaction

-

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

-

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

-

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share* or value of transaction

-

14. Date and place of transaction

-

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

-

16. Date issuer informed of transaction

-

**If a  
person discharging managerial responsibilities  
has been granted options by the  
issuer**

**complete the following boxes**

17. Date of grant

3 April 2009

18. Period during which or date on which it can be exercised

3 April 20

12

- 2 April 2019

19. Total amount paid (if any) for grant of the option

-

20. Description of

shares

or debentures involved (

class

and number)

*Option over 7,446,809 Ordinary Shares of 25p*

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

£0.282

22. Total number of

shares

or debentures over which options held following notification

7,965,690

23. Any additional information

Share options granted under

The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan. This is a one-off option grant associated with the new RBS strategic plan and the associated restructuring of GBM. Vesting of these options is subject to delivery against the performance targets developed in the strategic plan, over a three-year period. Clawback provisions will also apply

24. Name of contact and telephone number for queries

Steven Blaney

,

Group Communications

Tel No. 02070857617

Mobile 07525 987676

**Name and signature of duly authorised officer of  
issuer**

**responsible for making notification**

*Aileen Taylor, Deputy Secretary*

**Date of notification**

*6 April 2009*

**\*NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL  
RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an

*issuer*  
to make a  
*RIS*  
notification required by  
*DR*  
3.1.4R(1).

(1) An  
*issuer*  
making a notification in respect of a transaction relating to the  
*shares*  
or debentures of the  
*issuer*  
should complete  
boxes 1 to 16  
, 23 and 24.

(2) An  
*issuer*  
making a notification in respect of a derivative relating to the  
*shares*  
of the  
*issuer*  
should complete  
boxes 1 to 4  
, 6, 8, 13, 14, 16, 23 and 24.

(3) An  
*issuer*  
making a notification in respect of options granted to a  
*director/person discharging managerial responsibilities*  
should complete  
boxes 1 to 3  
and 17 to 24.

(4) An  
*issuer*  
making a notification in respect of a  
*financial instrument*  
relating to the  
*shares*  
of the  
*issuer*  
(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the

*issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

- Yes
3. Name of  
*person discharging managerial responsibilities*  
/  
*director*  
John Patrick Hourican
4. State whether notification relates to a  
*person*  
connected with a  
*person discharging managerial responsibilities*  
/  
*director*  
named in 3 and identify the  
*connected person*  
-
5. Indicate whether the notification is in respect of a holding of the  
*person*  
referred to in 3 or 4 above or in respect of a non-beneficial interest  
In respect of a holding of the person referred to in 3
6. Description of  
*shares*  
(including  
*class*  
) , debentures or derivatives or financial instruments relating to  
*shares*  
Ordinary shares of £0.25
7. Name of registered shareholders(s) and, if more than one, the number of  
*shares*  
held by each of them  
-
- 8 State the nature of the transaction  
Award of a conditional right to acquire ordinary shares under The Royal Bank of Scotland Group plc 2009 Restricted Share Plan. The date of award is 3 April 2009 and the award will vest on 3 April 2012 subject to performance conditions as outlined in Section 23 below.
9. Number of  
*shares*  
, debentures or financial instruments relating to  
*shares*  
acquired  
Award granted over 21,276,596 Ordinary Shares
10. Percentage of issued  
*class*  
acquired (  
*treasury shares*  
of that  
*class*  
should not be taken into account when calculating percentage)  
-

11. Number of  
*shares*

, debentures or financial instruments relating to  
*shares*  
disposed

-

12. Percentage of issued  
*class*

disposed (  
*treasury shares*  
of that  
*class*

should not be taken into account when calculating percentage)

-

13. Price per  
*share*

or value of transaction  
£0.282

14. Date and place of transaction

3 April 2009

15. Total holding following notification and total percentage holding following notification (any  
*treasury shares*

should not be taken into account when calculating percentage)

9,063 0.00002%

16. Date issuer informed of transaction

3 April 2009

**If a**

***person discharging managerial responsibilities***

**has been granted options by the**

***issuer***

**complete the following boxes**

17 Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of  
*shares*

or debentures involved (  
*class*  
and number)

-

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of

*shares*

or debentures over which options held following notification

-

23. Any additional information

This is a one-off share award associated with the new RBS strategic plan and the associated restructuring of GBM. Vesting of these shares is subject to delivery against the performance targets developed in the strategic plan, over a three-year period. Clawback provisions will also apply

24. Name of contact and telephone number for queries

Steven Blaney

,  
Group Communications

Tel No. 02070857617

Mobile 07525 987676

**Name and signature of duly authorised officer of  
*issuer***

**responsible for making notification**

*Aileen Taylor, Deputy Secretary*

**Date of notification**

*6 April 2009*

**\*NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL  
RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an

*issuer*

to make a

*RIS*

notification required by

*DR*

3.1.4R(1).

(1) An

*issuer*

making a notification in respect of a transaction relating to the

*shares*

or debentures of the

*issuer*

should complete

boxes 1 to 16

, 23 and 24.

(2) An

*issuer*

making a notification in respect of a derivative relating to the

*shares*

of the

*issuer*

should complete

boxes 1 to 4

, 6, 8, 13, 14, 16, 23 and 24.

(3) An

*issuer*

making a notification in respect of options granted to a

*director/person discharging managerial responsibilities*

should complete  
boxes 1 to 3  
and 17 to 24.

(4) An

*issuer*

making a notification in respect of a

*financial instrument*

relating to the

*shares*

of the

*issuer*

(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the

*issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

Yes

3. Name of

*person discharging managerial responsibilities*

/

*director*

Alan Peter Dickinson

4. State whether notification relates to a

*person*

connected with a

*person discharging managerial responsibilities*

/

*director*

named in 3 and identify the

*connected person*

-

5. Indicate whether the notification is in respect of a holding of the

*person*

referred to in 3 or 4 above or in respect of a non-beneficial interest

-

6. Description of

*shares*

(including

*class*

), debentures or derivatives or financial instruments relating to

*shares*

-

7. Name of registered shareholders(s) and, if more than one, the number of

*shares*

held by each of them

-

8 State the nature of the transaction

-

9. Number of  
*shares*

, debentures or financial instruments relating to  
*shares*  
acquired

-

10. Percentage of issued  
*class*

acquired (  
*treasury shares*  
of that  
*class*  
should not be taken into account when calculating percentage)

-

11. Number of  
*shares*

, debentures or financial instruments relating to  
*shares*  
disposed

-

12. Percentage of issued  
*class*

disposed (  
*treasury shares*  
of that  
*class*  
should not be taken into account when calculating percentage)

-

13. Price per  
*share*

or value of transaction

-

14. Date and place of transaction

-

15. Total holding following notification and total percentage holding following notification (any  
*treasury shares*

should not be taken into account when calculating percentage)

-

16. Date issuer informed of transaction

-

**If a  
*person discharging managerial responsibilities*  
has been granted options by the  
*issuer***

**complete the following boxes**

17 Date of grant

*3 April 2009*



18. Period during which or date on which it can be exercised

3 April 20

12

- 2 April 2019

19. Total amount paid (if any) for grant of the option

-

20. Description of

*shares*

or debentures involved (

*class*

and number)

*Option over 3,063,830 Ordinary Shares of 25p*

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

*£0.282*

22. Total number of

*shares*

or debentures over which options held following notification

*4,057,934*

23. Any additional information

*Share options granted under*

*The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan. Vesting of these options is subject to delivery against the performance targets developed in the*

*RBS*

*strategic plan, over a three-year period. Clawback provisions will also apply*

24. Name of contact and telephone number for queries

Steven Blaney

,

Group Communications

Tel No. 02070857617

Mobile 07525 987676

**Name and signature of duly authorised officer of issuer**

**responsible for making notification**

*Aileen Taylor, Deputy Secretary*

**Date of notification**

*6 April 2009*

**\*NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an

*issuer*

to make a

*RIS*

notification required by

*DR*

3.1.4R(1).

(1) An

*issuer*

making a notification in respect of a transaction relating to the

*shares*

or debentures of the

*issuer*

should complete

boxes 1 to 16

, 23 and 24.

(2) An

*issuer*

making a notification in respect of a derivative relating to the

*shares*

of the

*issuer*

should complete

boxes 1 to 4

, 6, 8, 13, 14, 16, 23 and 24.

(3) An

*issuer*

making a notification in respect of options granted to a

*director/person discharging managerial responsibilities*

should complete

boxes 1 to 3

and 17 to 24.

(4) An

*issuer*

making a notification in respect of a

*financial instrument*

relating to the

*shares*

of the

*issuer*

(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the

*issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

Yes

3. Name of

*person discharging managerial responsibilities*

/

*director*

Christopher Paul Sullivan

4. State whether notification relates to a

*person*

connected with a

*person discharging managerial responsibilities*

/

*director*

named in 3 and identify the  
*connected person*

-

5. Indicate whether the notification is in respect of a holding of the  
*person*  
referred to in 3 or 4 above or in respect of a non-beneficial interest

-

6. Description of

*shares*

(including

*class*

), debentures or derivatives or financial instruments relating to

*shares*

-

7. Name of registered shareholders(s) and, if more than one, the number of  
*shares*

held by each of them

-

8 State the nature of the transaction

-

9. Number of

*shares*

, debentures or financial instruments relating to

*shares*

acquired

-

10. Percentage of issued

*class*

acquired (

*treasury shares*

of that

*class*

should not be taken into account when calculating percentage)

-

11. Number of

*shares*

, debentures or financial instruments relating to

*shares*

disposed

-

12. Percentage of issued

*class*

disposed (

*treasury shares*

of that

*class*

should not be taken into account when calculating percentage)

- 
13. Price per  
*share*  
or value of transaction
- 
14. Date and place of transaction
- 
15. Total holding following notification and total percentage holding following notification (any  
*treasury shares*  
should not be taken into account when calculating percentage)
- 
16. Date issuer informed of transaction
- 

**If a  
person discharging managerial responsibilities  
has been granted options by the  
issuer**

**complete the following boxes**

- 17 Date of grant  
*3 April 2009*
18. Period during which or date on which it can be exercised  
*3 April 2012*  
*- 2 April 2019*
19. Total amount paid (if any) for grant of the option
- 
20. Description of  
*shares*  
or debentures involved (  
*class*  
and number)  
*Options over*  
*2,885,107*  
*Ordinary Shares of 25p*
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise  
*£0.282*
22. Total number of  
*shares*  
or debentures over which options held following notification  
*3,808,052*
23. Any additional information  
*Share options granted under*  
*The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan. Vesting of these options is*  
*subject to delivery against the performance targets developed in the*  
*RBS*  
*strategic plan, over a three-year period. Clawback provisions will also apply*
24. Name of contact and telephone number for queries  
*Steven Blaney*
- ,

Group Communications

Tel No. 02070857617

Mobile 07525 987676

**Name and signature of duly authorised officer of  
*issuer***

**responsible for making notification**

*Aileen Taylor, Deputy Secretary*

**Date of notification**

*6 April 2009*

**\*NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL  
RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an

*issuer*

to make a

*RIS*

notification required by

*DR*

3.1.4R(1).

(1) An

*issuer*

making a notification in respect of a transaction relating to the

*shares*

or debentures of the

*issuer*

should complete

boxes 1 to 16

, 23 and 24.

(2) An

*issuer*

making a notification in respect of a derivative relating to the

*shares*

of the

*issuer*

should complete

boxes 1 to 4

, 6, 8, 13, 14, 16, 23 and 24.

(3) An

*issuer*

making a notification in respect of options granted to a

*director/person discharging managerial responsibilities*

should complete

boxes 1 to 3

and 17 to 24.

(4) An

*issuer*

making a notification in respect of a

*financial instrument*

relating to the  
*shares*  
of the  
*issuer*

(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the  
*issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

Yes

3. Name of

*person discharging managerial responsibilities*

/

*director*

Ellen Alemany

4. State whether notification relates to a

*person*

connected with a

*person discharging managerial responsibilities*

/

*director*

named in 3 and identify the

*connected person*

-

5. Indicate whether the notification is in respect of a holding of the

*person*

referred to in 3 or 4 above or in respect of a non-beneficial interest

-

6. Description of

*shares*

(including

*class*

), debentures or derivatives or financial instruments relating to

*shares*

-

7. Name of registered shareholders(s) and, if more than one, the number of

*shares*

held by each of them

-

8 State the nature of the transaction

-

9. Number of

*shares*

, debentures or financial instruments relating to

*shares*

acquired

-

10. Percentage of issued

*class*

acquired (

*treasury shares*

of that

*class*

should not be taken into account when calculating percentage)

-

11. Number of

*shares*

, debentures or financial instruments relating to

*shares*

disposed

-

12. Percentage of issued

*class*

disposed (

*treasury shares*

of that

*class*

should not be taken into account when calculating percentage)

-

13. Price per

*share*

or value of transaction

-

14. Date and place of transaction

-

15. Total holding following notification and total percentage holding following notification (any

*treasury shares*

should not be taken into account when calculating percentage)

-

16. Date issuer informed of transaction

-

**If a  
*person discharging managerial responsibilities*  
has been granted options by the  
*issuer***

**complete the following boxes**

17 Date of grant

3 April 2009

18. Period during which or date on which it can be exercised

3 April 20

12

- 2 April 2019

19. Total amount paid (if any) for grant of the option

-

20. Description of  
*shares*  
or debentures involved (  
*class*  
and number)  
*Options over*

9,614,937

*Ordinary Shares of 25p*

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise  
£0.282

22. Total number of  
*shares*  
or debentures over which options held following notification

11,010,785

23. Any additional information

*Share options granted under*

*The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan. Vesting of these options is subject to delivery against the performance targets developed in the RBS*

*strategic plan, over a three-year period. Clawback provisions will also apply*

24. Name of contact and telephone number for queries

Steven Blaney

,  
Group Communications

Tel No. 02070857617

Mobile 07525 987676

**Name and signature of duly authorised officer of  
*issuer***

**responsible for making notification**

*Aileen Taylor, Deputy Secretary*

**Date of notification**

*6 April 2009*

**\*NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an

*issuer*

to make a

*RIS*

notification required by

*DR*

3.1.4R(1).

(1) An

*issuer*

making a notification in respect of a transaction relating to the

*shares*

or debentures of the



*issuer*  
should complete  
boxes 1 to 16  
, 23 and 24.

(2) An  
*issuer*  
making a notification in respect of a derivative relating to the  
*shares*  
of the  
*issuer*  
should complete  
boxes 1 to 4  
, 6, 8, 13, 14, 16, 23 and 24.

(3) An  
*issuer*  
making a notification in respect of options granted to a  
*director/person discharging managerial responsibilities*  
should complete  
boxes 1 to 3  
and 17 to 24.

(4) An  
*issuer*  
making a notification in respect of a  
*financial instrument*  
relating to the  
*shares*  
of the  
*issuer*  
(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the  
*issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

Yes

3. Name of  
*person discharging managerial responsibilities*

/

*director*

Ronald Teerlink

4. State whether notification relates to a

*person*

connected with a

*person discharging managerial responsibilities*

/

*director*

named in 3 and identify the

*connected person*

-

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

-

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

-

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

-

8 State the nature of the transaction

-

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

-

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

-

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share*

or value of transaction

-

14. Date and place of transaction

-

15. Total holding following notification and total percentage holding following notification (any *treasury shares*

should not be taken into account when calculating percentage)

-

16. Date issuer informed of transaction

-

**If a  
person discharging managerial responsibilities  
has been granted options by the  
issuer  
complete the following boxes**

17 Date of grant

3 April 2009

18. Period during which or date on which it can be exercised

3 April 20

12

- 2 April 2019

19. Total amount paid (if any) for grant of the option

-

20. Description of  
*shares*

or debentures involved (

*class*

and number)

*Options over*

3,063,830

*Ordinary Shares of 25p*

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

£

0

.282

22. Total number of

*shares*

or debentures over which options held following notification

3,472,728

23. Any additional information

*Share options granted under*

*The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan. Vesting of these options is  
subject to delivery against the performance targets developed in the*

*RBS*

*strategic plan, over a three-year period. Clawback provisions will also apply*

24. Name of contact and telephone number for queries

Steven Blaney

,

Group Communications

Tel No. 02070857617

Mobile 07525 987676

**Name and signature of duly authorised officer of issuer**

**responsible for making notification**

*Aileen Taylor, Deputy Secretary*

**Date of notification**

*6 April 2009*

-----  
Exhibit No. 8

## SCHEDULE 5

### BLOCKLISTING SIX MONTHLY RETURN

To:

Listing Applications

UK

Listing Authority

Financial Services Authority

25, The North Colonnade

Canary

Wharf

London

E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 1997 Sharesave Scheme

3. Period of return:

From 1

To 3

October 1 March 2009  
2008

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

6  
8,179,204

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

68,179,204

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

20,000,000 Ordinary Shares of 25p each - Block Listing granted 17 December 2004

25,639,176 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

50,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2<sup>nd</sup>  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority

25, The North Colonnade  
Canary

Wharf  
London

,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 1999 Executive Share Option Scheme

3. Period of return:

From 1                      To 3  
October 2008          1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

53,420,571

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

53,420,571

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

5,000,000 Ordinary Shares of 25p each - Block Listing granted 24 May 2001

6,000,000 Ordinary Shares of 25p each - Block Listing granted 17 December 2004

15,934,790 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

30,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc

Business House F, 2

nd

Floor,

Gogarburn,

PO Box

1000

Edinburgh

EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill



Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The 1999 NatWest Group Sharesave Scheme

3. Period of return:

From 1	To 3
October	1 March
2008	200
	9

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

6,403,971

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

6,403,971

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

23,000,000 Ordinary Shares of 25p each - Block Listing granted 24 May 2001

4,269,314 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## SCHEDULE 5

**BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

National Westminster Bank Group 1994 Executive Share Option Scheme

3. Period of return:

From 1                      To 3  
October 2008      1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

2,  
826,990

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

2  
,826,990

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

5,000,000 Ordinary Shares of 25p each - Block Listing granted 24 May 2001  
2,097,192 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc Option 2000 Scheme

3. Period of return:

From 1                      To 3  
October 2008              1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

13,694,400

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

13,694,400

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

10,000,000 Ordinary Shares of 25p each - Block Listing granted 17 December 2004  
9,129,600 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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**SCHEDULE 5**

**BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc Employee Share Ownership Plan

3. Period of return:

From 1 October 2008 To 3  
1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

34,367,742

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

3

4,367,742

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

15,000,000 Ordinary Shares of 25p each - Block Listing granted 15 January 2003

10,458,920 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

30,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 1998 SAYE Scheme

3. Period of return:

From 1                      To 31 March 2009  
October 2008

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

743,838

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

743,838

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004  
495,892 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 2001 SAYE Scheme

3. Period of return:

From 1                      To 31 March 2009  
October 2008

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

644,769

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

644,769

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

429,846 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn,  
PO Box

1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London

,



E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 1998 Share Option Scheme

3. Period of return:

From 1                      To 31 March 2009  
October 2008

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

735,654

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

735,654

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

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250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

490,436 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

First Active plc 2002 Approved Share Option Scheme

3. Period of return:

From 1                      To 3  
October 2008          1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

692,652

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

692,652

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

250,000 Ordinary Shares of 25p each - Block Listing granted 28 January 2004

461,768 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2  
nd

Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc Medium-term Performance Plan

3. Period of return:

From 1                      To 3  
October 2008          1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

2,711,832

5. Number of shares issued / allotted under scheme during period:

279,090

6. Balance under scheme not yet issued / allotted at end of period

2  
,432,742

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

1,000,000 Ordinary Shares of 25p each - Block Listing granted 17 February 2004

1,807,888 Ordinary Shares of 25p each - Block Listing granted 8 May 2007 as a result of the Bonus Issue

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2<sup>nd</sup>  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

The FSA does not give any express or implied warranty as to the accuracy of this document or material and does not accept any liability for error or omission. The FSA is not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this document, or any material contained in it, or from any action or decision taken as a result of using this document or any such material.

## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 2007 Sharesave Plan

3. Period of return:



From 1            To 3  
October        1 March 2009  
2008

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

69,999,777

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

69,999,777

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

70,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2<sup>nd</sup>  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK

Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 2007 Irish Sharesave Plan

3. Period of return:

From 1            To 3  
October        1 March 2009  
2008

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

5,000,000

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

5,000,000

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

5,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2<sup>nd</sup>  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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## **SCHEDULE 5**

### **BLOCKLISTING SIX MONTHLY RETURN**

To:  
Listing Applications  
UK  
Listing Authority  
Financial Services Authority  
25, The North Colonnade  
Canary

Wharf  
London  
,  
E14 5HS

Please ensure the entries on this return are typed

1. Name of company

The Royal Bank of Scotland Group plc

2. Name of scheme

The Royal Bank of Scotland Group plc 2007 Executive Share Option Plan

3. Period of return:

From 1                      To 3  
October 2008          1 March 2009

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

20,000,000

5. Number of shares issued / allotted under scheme during period:

0

6. Balance under scheme not yet issued / allotted at end of period

20,000,000

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

20,000,000 Ordinary Shares of 25p each - Block Listing granted 29 February 2008

Please confirm total number of shares in issue at the end of the period in order for us to update our records

39,456,004,899

Contact for queries

Name Mr Peter Helmn

Address The Royal Bank of Scotland Group plc  
Business House F, 2<sup>nd</sup>  
Floor,  
Gogarburn,  
PO Box  
1000  
Edinburgh  
EH12 1HQ

Telephone 0131 556 8555

Person making the return

Name Jan Cargill

Position Senior Assistant Secretary

Signature

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Exhibit No. 9

NOT FOR RELEASE

,  
PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO  
CANADA

,  
AUSTRALIA

,  
JAPAN  
OR  
SOUTH AFRICA

The Royal Bank of Scotland Group plc ("RBS") - Result of Placing and Open Offer

7 April 2009

RBS today  
announces that, as at 11:00am on  
6

April 2009  
, being  
the latest  
time  
for receipt of valid subscriptions, it  
had received  
valid acceptances in respect of

118,680,009  
new RBS ordinary shares, representing approximately  
0.70  
per cent. of the total number of new RBS ordinary shares offered to shareholders pursuant to  
the

3 for 7  
Placing and Open Offer announced  
by RBS on  
19

January  
2009 (the "Open Offer").

In accordance  
with the arrangements  
set out in Part III of the  
Placing  
and Open Offer prospectus dated  
16  
March 2009  
(the  
"Prospectus"),  
at  
closing

,



HM  
Treasury will  
subscribe for

the  
remaining

16,791,036,376  
new RBS ordinary  
shares, for which valid acceptances were not received. As a result, HM  
Treasury will own approximately  
70.3  
per  
cent. of the enlarged issued ordinary share capital of RBS.

Definitions used in the Prospectus shall have the same meanings when used in this announcement unless the context otherwise requires.

#### **Contacts**

Richard O'Connor

,  
Head of Investor Relations,  
+44  
(0) 20 7672 1758

This  
announcement  
does not constitute an offer to sell, or a solicitation of an offer to subscribe for,  
any securities referred to in this  
announcement  
(the "Securities")  
in any jurisdiction.

This  
announcement  
is not for distribution, directly or indirectly, in or into  
Canada

,  
Australia

,  
Japan

or  
South Africa

.

The Securities have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act").

The Securities may not be offered or sold in the United States

absent registration or an applicable exemption from the registration requirements of the Securities Act.

There will be no public offer of the Securities in the United States

.

The distribution of this announcement

and/or the Prospectus and/or the Application Forms and/or the transfer or offering of New Shares into jurisdictions other than the

United Kingdom

may be restricted by law. Persons into whose possession this announcement

comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document has been prepared for the purposes of complying with applicable law and regulation in the United Kingdom

and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of the

United Kingdom

.

Exhibit No. 10

**7 April 2009**

**RBS  
begins consultation with  
Unite**

**about**

**job losses**

RBS

has begun  
consulting

Unite and other  
employee representatives  
about  
a business plan for its

back office  
operations that  
will regrettably involve job losses

.

The plan could affect up to 9,  
0  
00  
Group Manufacturing

roles globally

,

including 4,500 in the  
UK  
, over the next two years

.

However, the actual number of jobs lost is expected to be significantly lower than this.

A redeployment programme  
has already identified 650 new job opportunities in the  
UK

and the impact will also be reduced through natural  
turnover  
and less  
use of agency s  
taff

.

RBS will make voluntary  
redundancy  
arrangements available

which may suit some of the staff affected by this announcement

. RBS agrees with Unite that

c

ompulsory redundanc  
ies

should be

a last resort.

The business plan

, which involves a number of other cost-saving initiatives including moving to a common technology  
platform,

will help RBS achieve its target of reducing  
annual cost  
s by

£2.5bn within the next three years.

Stephen Hester, Chief Executive  
of RBS, said: "

We  
have  
set  
a new strategy  
for RBS  
to restore  
the Bank  
to standalone strength  
as soon as practicable. From this we want the Government to be able to realise value from its investment  
in RBS. To do so we need to cut our costs, as in all businesses, given the current recession.

U  
nfortunately  
that means  
taking  
difficult decisions about jobs  
as well as taking many other cost reduction actions.

We want to be  
as  
open and  
transparent as possible  
and are announcing these plans at the earliest possible opportunity so that  
our employees  
can prepare for the future

;

For further information please contact:

Linda Harper

Don Hunter  
RBS Press Office  
Finsbury  
0131 525 0382  
020 7251 3801

## Notes to Editors

Group Manufacturing comprises the Group's worldwide manufacturing operations. It provides support  
for the Group's customer facing businesses, including back office operations, purchasing, IT services, and  
property management.

RBS employ  
s  
over 170,000 people worldwide, including 106,000 in the  
UK  
(at 31st December 2008)

Group Manufacturing employs 45,000 people worldwide, including 27,  
0  
00  
in the  
UK  
(at 31st December 2008)

Exhibit No. 11

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

The Royal Bank of Scotland Group plc

2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1)(a)

Yes

3. Name of person discharging managerial responsibilities/director

Christopher Paul Sullivan

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

In respect of a holding of the person referred to in 3

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

Ordinary shares of £0.25

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

The Royal Bank of Scotland plc Trustee Account BAYE and Profit Sharing

8

.

State the nature of the transaction

Participation in The Royal Bank of Scotland Group plc Share Incentive Plan

9. Number of shares, debentures or financial instruments relating to shares acquired

445

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

-

11. Number of shares, debentures or financial instruments relating to shares disposed

-

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

-

13. Price per share or value of transaction

£

0.

28060

14. Date and place of transaction

7 April

l

2009

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

18,040

shares 0.

000

04

%

16. Date issuer informed of transaction

7 April

2009

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17

.

Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of shares or debentures involved (class and number)

-

23

. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of shares or debentures over which options held following notification

-

23. Any additional information

-

24. Name of contact and telephone number for queries

Aileen Taylor, Deputy Secretary

0131 626 4099

**Name and signature of duly authorised officer of issuer responsible for making notification**

Aileen Taylor, Deputy Secretary

**Date of notification**

7 April 2

009

Exhibit No. 12

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT  
IN THE REPUBLIC OF ITALY  
(SEE "OFFER RESTRICTIONS" BELOW)

April 9  
, 2009

**UPDATE**

**REGARDING THE CASH TENDER OFFER BY  
RBS FINANCING  
LIMITED**

**FOR  
CERTAIN OUTSTANDING  
SECURITIES**

On March 26, 2009,  
RBS Financing  
Limited  
("RBSF")  
, a  
subsidiary of t  
he Roy  
al Bank of Scotland Group plc (

"  
RBSG  
"

and, together with its subsidiaries, the "Group"  
)

,  
announced  
its launch of

a tender offer  
(the "Tender Offer")  
for any and all of the outstanding securities  
of ten different series issued by  
RBSG

and certain of its affiliates

. The

Tender Offer

consists of a separate offer for each series of securities listed  
in the table at the end of this release  
(the "Securities")

.  
RBSF

is conducting

the

Tender Offer

in accordance with an Offer to Purchase and

, with respect to Securities held through the Depository Trust Corporation ("DTC"),  
accompanying Letter of Transmittal

,



each dated March  
26  
, 2009. Each offer  
made as part of the Tender Offer  
will expire at 11:59

p.m.  
, New York City time, on April  
22  
, 2009, (the "Expiration Time")  
unless extended by RBSF, in its sole discretion, and subject to the absolute right of RBSF, in its sole  
discretion (subject only to applicable law), to terminate, withdraw, or  
amend such  
offer at any time

**Update Regarding the Tender Offer**

According to information provided by Global Bondholder Services Corporation and  
Lucid Issuer Services  
Limited

, who are acting as information agents with respect to the Tender Offer, as of  
5:00 p.m.

, New York City time, April

8  
, 2009 (the "Early Tender Time")

,  
an average of approximately

51  
per cent of the outstanding Securities of  
each series

subject to the Tender Offer

have been validly tendered prior to the Early Tender Time. Holders of Securities who have validly tendered  
and not withdrawn Securities prior to the Early Tender Time will  
receive consideration

for such Securities

equal to the applicable

Total Consideration

per \$1,000 of principal amount of

\$

Securities tendered for the relevant series set forth in the table  
at the end of this release

plus, in each case, accrued and unpaid interest from (and including) the immediately preceding interest  
payment date for such

\$

Securities to (but excluding) the settlement date

•  
Holders of Securities who validly tender Securities after the Early Tender Time  
will

not  
receive the  
Early Tender Payment portion of such Total  
Consideration.  
Subject to  
the terms and subject to the conditions set forth in the Offer to Purchase,  
RBSF will  
purchase for cash any  
additional  
Securities  
properly tendered and not withdrawn  
at or prior to the Expiration Time  
at a purchase price per \$1,000 of principal amount of  
S  
ecurities  
tendered  
equal to the applicable Tender Offer C  
onsideration for the relevant series set forth in the table  
at the end of this release  
plus, in each case, accrued and unpaid interest from (and including) the immediately preceding interest  
payment date for such  
S  
ecurities to (but excluding) the settlement date.

Any  
S  
ecurities  
that have  
not  
been  
validly withdrawn prior to 5:00 p.m.  
, New York City Time, on April 8  
, 2009  
or are validly tendered after such time  
may not be validly withdrawn unless  
RBSF  
extends the time period for such withdrawal or is otherwise required by law to permit such withdrawal.  
Securities that are not successfully tendered for purchase pursuant to the  
Tender Offer  
at or prior to the Expiration Time  
will remain outstanding  
following the Tender Offer  
.

**General Information Regarding the Tender Offer**

If a  
holder of  
S  
ecurities  
desires to ten  
der Securities pursuant to the

Tender Offer

,  
such holder  
may do so  
only  
by following the instructions that appear in  
the  
Offer to Purchase  
and  
, with respect to Securities held through DTC,

accompanying Letter of Transmittal

.  
The above times and dates are subject to the right of  
RBSF  
to extend, re-open, amend and/or terminate any offer (subject to applicable law and as provided in the Offer  
to Purchase).  
Holders of  
S  
ecurities  
are advised to check with any bank, securities broker or other intermediary through which they hold  
S  
ecurities  
to determine  
whether such intermediary would require to receive instructions to participate in, or (in the limited  
circumstances in which revocation is permitted) revoke their instruction to participate in, the  
Tender Offer  
before the deadlines set out above.

The  
Tender Offer  
is being made only by the Offer to Purchase dated March  
26  
, 2009, and the information in this press release is qualified by reference to the Offer to Purchase and  
, with respect to Securities held through DTC,  
accompanying Letter of Transmittal.

Holder  
s  
of  
Securities  
are advised to read carefully the Offer to Purchase and  
, with respect to Securities held through DTC,  
accompanying Letter of Transmittal for full details of, and information on, the procedures for participating in  
the  
Tender Offer

.  
RBS Securities Inc. (formerly  
Greenwich Capital Markets, Inc.)  
is acting as  
Arranger,  
Joint Dealer Manager  
and

Global Coordinator

for the Tender Offer

.  
UBS Securities LLC is acting as  
Joint Dealer Manager and Global Coordinator  
for the Tender Offer  
.

Global

Bondholder Services Corporation is acting as information agent with respect to those of the  
S

ecurities that are represented by a global certificate that is registered in the name of DTC  
and, with respect to the 2007 RBSG Capital Securities (as defined in the table at the end of this release),  
the entire issue, including the portion of such issue that is held through Euroclear and/or Clearstream

.  
Lucid Issuer Services  
Limited

is acting as information agent with respect to those of the  
S  
ecurities that are held through Euroclear and/or Clearstream  
(but excluding the 2007 RBSG Capital Securities).

Persons with questions regarding the Tender Offer should contact  
the designated  
parties

at  
RBS Securities  
Inc.  
or

UBS Securities LLC  
listed below

:

**RBS Securities Inc.**

600 Steamboat Road  
Greenwich, CT 06830  
USA

Telephone:  
+1 (877) 297-9832 (U.S. Toll-free)

+1 (203) 618 6145 (Collect)  
Attention: Liability Management  
Michael Saron

**UBS Securities LLC**

677 Washington Boulevard  
Stamford, CT 06901-3707  
USA

Telephone: +1 (888) 719 4210 (U.S. Toll-free)

+1 (203) 719 4210 (Collect)  
Attention: Liability Management Group  
Hu Yang

RBSF

has also retained HSBC Securities  
(USA) Inc. to act as Global Co  
ordinator in connection with the Tender Offer

Any requests for copies of  
the

Offer to Purchase or related documents may be directed to Global Bondholder Services Corporation or  
Lucid Issuer Services  
Limited  
, as applicable:

***DTC Information Agent***

***Euroclear and Clearstream Securities Information Agent***

**Global Bondholder Services Corporation**

65 Broadway

New York, NY 10006

USA

Toll-free:

+1  
(866) 470-4200

Banks and Brokers:

+1  
(212) 430-3774

Facsimile:

+1  
(212) 430-3775

**Lucid Issuer Services  
Limited**

436 Essex Road

London N1 3QP

United Kingdom

Telephone: +44 20 7704 0880

Fax: +44 20 7067 9098

**About RBSG**

RBSG is the holding company of a large global banking and financial services group. Headquartered in Edinburgh, RBSG operates in the United Kingdom, the United States and internationally through its two principal subsidiaries,

the Royal Bank of Scotland plc ("RBS")

and National Westminster Bank ("NatWest"). Both RBS and NatWest are major UK clearing banks whose origins go back over 275 years. In the United States, RBSG's subsidiary Citizens Financial Group Inc. is a large commercial banking organi

z

ation. RBSG has a large and diversified customer base and provides a wide range of products and services to personal, commercial and large corporate and institutional customers in over 50 countries.

**Disclaimer**

This press release must be read in conjunction with the Offer to Purchase and accompanying Letter of Transmittal. The Offer to Purchase and

, with respect to Securities held through DTC,  
accompanying Letter of Transmittal contain important information which must be read carefully before any  
decision is made with respect to the  
Tender Offer  
described in this press release. If any  
holder of  
Securities

is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial  
advice, including as to any tax consequences, from its stockbroker, bank manager, counsel, accountant or  
other independent financial adviser.

Any  
holder of  
Securities

whose

S

ecurities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must  
contact such entity if it wishes to participate in the

Tender Offer

. None of

RBSF

,

RBSG,

RBS Securities

, Inc., UBS Securities LLC

,

Global Bondholder Services Corporation

,

Lucid Issuer Services

Limited

or any of their respective affiliates, makes any recommendation as to whether or not any

holder of

S

ecurities

should tender

S

ecurities held by them pursuant to the

Tender Offer

.

No offer to purchase any securities is being made pursuant to this press release. Neither this  
announcement nor the Offer to Purchase and accompanying Letter of Transmittal constitutes an offer to  
purchase in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such  
offer under applicable securities laws and tenders of

Securities

pursuant to the

Tender Offer

will not be accepted from

holders

thereof

in any jurisdiction where such invitation or tender is unlawful.

The distribution of this press release, the Offer to Purchase and the Letter of Transmittal in certain jurisdictions may be restricted by law. Persons into whose possession this press release and/or the Offer to Purchase and accompanying Letter of Transmittal comes are required to inform themselves about, and to observe, any such restrictions.

### **Tender Offer Restrictions**

#### *Italy*

The

Tender Offer

is

not being made, directly or indirectly, in the Republic of Italy (Italy). The Offers and this Tender Offer Memorandum have not been submitted to the clearance procedure of the

*Commissione Nazionale per le Società e la Borsa*

(CONSOB) pursuant to Italian laws and regulations. Accordingly,

holders

of Securities

are notified that, to the extent

such holders

are located or resident in Italy, the

Tender Offer is

not available to them and they may not tender

Securities

in the

Tender Offer and, as such, any tender

received from such persons shall be ineffective and void, and neither this

press release, the Offer to Purchase,

nor any other documents or materials relating to the

Tender Offer

may be distributed or made available in Italy.

#### *United Kingdom*

The communication of this

press release, the

Offer to Purchase and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or persons who are within Article 43 of the Order or any other persons to whom it may otherwise lawfully be made under the Order.

#### *Other*

The Tender Offer is subject to further offer and distribution restrictions in, amongst other countries, Belgium and France, as more fully set out in the Offer to Purchase. The distribution of this announcement

and the Offer to Purchase

in those jurisdictions is restricted by the laws of such jurisdictions.

## Securities Subject to the Tender Offer

Code	Issuer	Outstanding Principal Amount	Title Of Securities	Earliest Redemption Date	Tender Offer Consideration per \$1,000 Principal Amount	Early Tender Payment per \$1,000 Principal Amount	Total Consideration per \$1,000 Principal Amount
ISIN : GB0007547507	Royal Bank of Scotland Group plc	\$350,000,000	Undated Floating Rate Primary Capital Notes issued December 1985 (the "RBSG Capital Notes")	December 13, 1990	\$350	\$50	\$400
ISIN : GB0006267073	National Westminster Bank plc	\$500,000,000	Primary Capital Floating Rate Notes, (Series "A") issued July 1985 (the "NatWest Series A Capital Notes")	July 11, 1990	\$350	\$50	\$400
ISIN : GB0006267180	National Westminster Bank plc	\$500,000,000	Primary Capital Floating Rate Notes, (Series "B") issued July 1985 (the "NatWest Series B Capital Notes")	August 24, 1990	\$350	\$50	\$400
ISIN : LU0001547172 CUSIP: 638539A*7	National Westminster Bank plc	\$500,000,000	Primary Capital Floating Rate Notes, (Series "C") issued November 1985 (the "NatWest Series C	November 30, 1990	\$350	\$50	\$400



Code	Issuer	Outstanding Principal Amount	Capital Notes") Title Of Securities	Earliest Redemption Date	Tender Offer Consideration per \$1,000 Principal Amount	Early Tender Payment per \$1,000 Principal Amount	Total Consideration per \$1,000 Principal Amount
<i>ISIN</i> : XS0323865047/ <i>CUSIP</i> : 6768DOCB4/ 780097AS0	Royal Bank of Scotland Group plc	\$1,600,000,000	6.990% Fixed Rate/Floating Rate Preferred Capital Securities issued September 2007 (the "2007 RBSG Capital Securities")	October 5, 2017	\$390	\$50	\$440
<i>ISIN</i> : US780097AH44 <i>CUSIP</i> : 780097AH4	Royal Bank of Scotland Group plc	\$1,200,000,000	7.648% Dollar Perpetual Regulatory Tier One Securities, Series I issued August 2001 (the "2001 RBSG Capital Securities")	September 30, 2031	\$400	\$50	\$450
<i>ISIN</i> : GB0007547507	Royal Bank of Scotland Group plc	\$350,000,000	Undated Floating Rate Primary Capital Notes issued December 1985 (the "RBSG Capital Notes")	December 13, 1990	\$350	\$50	\$400
<i>ISIN</i> : US749274AA41 <i>CUSIP</i> : 749274AA4	RBS Capital Trust I	\$850,000,000	4.709% Non Cumulative Trust Preferred Securities issued May 2003 (the "RBS Capital Trust I TPSs")	July 1, 2013	\$350	\$50	\$400

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<i>ISIN</i> :	RBS Capital Trust II	\$650,000,000	6.425% Non Cumulative Trust Preferred Securities issued December 2003 (the "RBS Capital Trust II TPSs")	January 3, 2034	\$380	\$50	\$430
<i>CUSIP</i> :							
	US74927PAA75						
	74927PAA7						
<i>ISIN</i> :	RBS Capital Trust III	\$950,000,000	5.512% Non Cumulative Trust Preferred Securities issued August 2004 (the "RBS Capital Trust III TPSs")	September 30, 2014	\$350	\$50	\$400
<i>CUSIP</i> :							
	US74927QAA58						
	74927QAA5						
<i>ISIN</i> :	RBS Capital Trust IV	\$1,000,000,000	Floating Rate Non Cumulative Trust Preferred Securities issued August 2004 (the "RBS Capital Trust IV TPSs")	September 30, 2014	\$300	\$50	\$350
<i>CUSIP</i> :							
	US74927FAA93						
	74927FAA9						
<i>ISIN</i> :	National Westminster Bank plc	\$500,000,000	Primary Capital Floating Rate Notes, (Series "A") issued July 1985 (the "NatWest Series A Capital Notes")	July 11, 1990	\$350	\$50	\$400
<i>CUSIP</i> :							
	GB0006267073						
<i>ISIN</i> :	National Westminster Bank plc	\$500,000,000	Primary Capital Floating Rate Notes, (Series "B") issued July 1985 (the "NatWest	August 24, 1990	\$350	\$50	\$400
<i>CUSIP</i> :							
	GB0006267180						

<i>ISIN</i>	National	\$500,000,000	Series B Capital Notes")	November	\$350	\$50	\$400
:	Westminster Bank plc		Primary Capital Floating Rate Notes, (Series "C") issued November 1985 (the "NatWest Series C Capital Notes")	30, 1990			
LU0001547172							
<i>CUSIP:</i>							
638539A*7							

Exhibit No. 13

Form TR-1 with annex.  
FSA Version 2.1 updated April 2007

**For filings with the FSA include  
the  
annex  
For filings with issuer exclude  
the  
annex**

**TR-1: Notifications of Major Interests in Shares**

**1. Identity of the issuer or the underlying issuer of existing  
shares to which voting rights are attached:**

The Royal Bank  
of Scotland  
Group PLC

**2. Reason for notification  
(yes/no)**

Yes

An acquisition or disposal of voting rights

An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

An event changing the breakdown of voting rights

Other (please specify): \_\_\_\_\_

**3. Full name of person(s) subject to notification obligation:** The Commissioners of Her Majesty's Treasury

**4. Full name of shareholder(s)** (if different from 3): The Solicitor for the Affairs of Her Majesty's Treasury

**5. Date of transaction** (and date on which the threshold is crossed or reached if different): 14 April 2009

**6. Date on which issuer notified:** 14 April 2009

**7. Threshold(s) that is/are crossed or reached:** 70%

**8: Notified Details**

**A: Voting rights attached to shares**

Class/type of shares If possible use ISIN code	Situation previous to the triggering transaction		Resulting situation after the triggering transaction		
	Number of shares	Number of voting rights	Number of shares	Number of voting rights	Percentage of voting rights
				Direct	Indirect
GB0007547838	22,853,798,818	22,853,798,818	39,644,835,194	39,644,835,194	70.33%

**B: Financial Instruments**

**Resulting situation after the triggering transaction**

Type of financial instrument	Expiration date	Exercise/ conversion period/date	No. of voting rights that may be acquired (if the instrument exercised/ converted)	Percentage of voting rights
------------------------------	-----------------	----------------------------------	--	-----------------------------

**Total (A+B)**

**Number of voting rights    Percentage of voting rights**

39,644,835,194                      70.33%

**9. Chain of controlled undertakings through which the voting rights and /or the financial instruments are effectively held, if applicable:**

UK Financial Investments Limited, a company wholly-owned by Her Majesty's Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty's Treasury)

**Proxy Voting:**

**10. Name of proxy holder:**

**11. Number of voting rights proxy holder will cease to hold:**

**12. Date on which proxy holder will cease to hold voting rights:**

**13. Additional information:**

The Solicitor  
for the Affairs of Her Majesty's Treasury  
is acting as nominee for Her Majesty's Treasury

**14 Contact name:** Stephen Parker

**15. Contact telephone name:** 020 7270  
5666

***For notes on how to complete form TR  
-1 please see the FSA website.***

Exhibit No. 14

***NOT FOR RELEASE PUBLICATION OR DISTRIBUTION, DIRECTLY  
OR INDIRECTLY, IN OR INTO  
CANADA, AUSTRALIA, JAPAN OR SOUTH AFRICA***

**Redemption  
of RBS  
Preference  
Shares**

The Royal Bank of Scotland Group plc

(" **RBSG** ")  
announces

that  
it has  
redeemed  
and cancelled  
all of  
the 5,000,000 Non-cumulative Sterling Preference Shares of £1.00 each, Series 2, ISIN: GB00B3F6NM66  
(the "**Preference Shares**")  
.

The listing of the Preference Shares  
on the Official List  
of the UK Listing Authority  
and admission of such securities to trading on the  
regulated market  
of the

London Stock Exchange  
plc  
has been cancelled with effect from  
8 a.m. today

Contacts:  
David O'Loan

Head of Group Capital Management  
  
The Royal Bank of Scotland Group plc

5th Floor

280 Bishopsgate

London EC2M 4RB  
Tel: 020 7085 4925  
Fax: 020 7293 9966

*This document is not a*

*p*

*rospectus but an advertisement and investors should not subscribe for any securities referred to in this document except on the basis of the information contained in the Prospectus.*

*These materials are not for distribution, directly or indirectly in, or into Australia, Canada, Japan or South Africa. This document does not constitute an offer to sell, or a solicitation of an offer to subscribe for, the securities being*

*issued in connection with the p  
lacing and*

*o*

*pen*

*o*

*ffer, in any jurisdiction in which such offer or solicitation is unlawful.*

*The securities mentioned herein (the "*

**Securities**

*") have not been, and will not be, registered under the United States Securities Act of 1933 (the "*

**Securities Act**

*") and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act. There will be no public offer of the Securities in the United States.*

Exhibit No. 15

**DEALINGS BY PERSONS WITH INTERESTS IN SECURITIES REPRESENTING 1% OR MORE  
(Rule 8.3 of  
the City Code on Takeovers and Mergers)**

1.

**KEY  
INFORMATION**

**Name of person dealing**

(Note 1)

Royal Bank of  
Scotland  
Group  
plc

**Company dealt in**

Northern  
Petroleum  
Plc

**Class of relevant security to which the dealings being disclosed relate**

(Note 2)

ORD GBP  
0.  
0  
5  
20

**Date of dealing**

April  
200  
9

2.  
**INTERESTS, SHORT POSITIONS  
AND  
RIGHTS TO SUBSCRIBE**



(a)

**Interests  
and short positions**

**(following dealing) in the class of relevant security dealt in  
(Note 3)**

	<b>Long</b>		<b>Short</b>	
	<b>Number</b>	<b>(%)</b>	<b>Number</b>	<b>(%)</b>
<b>(1) Relevant securities</b>	<b>5,562,000</b>	<b>7.8200%</b>	<b>0</b>	<b>0.0%</b>
<b>(2) Derivatives (other than options)</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>(3) Options and agreements to purchase/sell</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>Total</b>	<b>5,562,000</b>	<b>7.8200%</b>	<b>0</b>	<b>0.0%</b>

(b)

**Interests  
and short positions**

**in relevant securities of the company, other than the  
class  
dealt in**

(Note 3)

<b>Class of relevant security:</b>	<b>Long</b>	<b>Short</b>
------------------------------------	-------------	--------------

	<b>Number</b>	<b>(%)</b>	<b>Number</b>	<b>(%)</b>
<b>(1) Relevant securities</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>(2) Derivatives (other than options)</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>(3) Options and agreements to purchase/sell</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>Total</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>

**(c)**

**Rights to subscribe**

(Note 3)

**Class of relevant security Details**  
:

**3. DEALINGS**

(Note 4)

**(a)**

**Purchases and sales**

**Purchase/sale Number of securities Price per unit**

(Note 5)

**Sale 40,000 1.2400 GBP**

**(b)**

**Derivatives transactions (other than options)**

<b>Product name</b>	<b>Long/short</b>	<b>Number of securities</b>	<b>Price per unit</b>
(Note 6)		(Note 7)	(Note 5)
, e.g. CFD	)		

**(c)  
Options transactions in respect of existing securities**

**(i)  
Writing, selling, purchasing or varying**

<b>Product name</b>	<b>Writing, selling, purchasing, varying etc.</b>	<b>Number of securities to which the option relates</b>	<b>Exercise price</b>	<b>Type</b>	<b>Expiry date</b>	<b>Option money paid/received per unit</b>
, e.g. call option		(Note 7)		e.g. American, European etc.		(Note 5)

**(ii)  
Exercising**

<b>Product name</b>	<b>Number of securities</b>	<b>Exercise price per unit</b>
, e.g. call option		(Note 5)

**(d)  
Other dealings (including new securities)**

(Note 4)

<b>Nature of transaction</b>	<b>Details</b>	<b>Price</b>
(Note 8)		per unit (if applicable)

(Note 5)

4.

**O  
THER INFORMATION**

**Agreements, arrangements or understandings relating to options or derivatives**

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

**Is a Supplemental Form 8 attached?**

(Note 9)

**YES**

/

**NO**

**Date of disclosure**

**2**

**1**

**April**

**200**

**9**

**Contact name**

**Richard Hopkins**

**Telephone number**

**(**

**020**

**)**

**7714 4459**

**If a connected EFM, name of offeree/with which connected**

**If a connected EFM,**

**state nature**

**of connection**

(Note  
10  
)

**Notes**

:  
The Notes on Form 8.3 can be viewed on the Takeover Panel's website at  
[www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)  
Exhibit No.16

**FORM 8.3**

**DEALINGS BY PERSONS WITH INTERESTS IN SECURITIES REPRESENTING 1% OR MORE  
(Rule 8.3 of  
the City Code on Takeovers and Mergers)**

1.

**KEY  
INFORMATION**

**Name of person dealing**

(Note 1)

**Company dealt in**

**Class of relevant security to which the dealings being disclosed relate**

Royal Bank of  
Scotland  
Group  
plc  
Northern  
Petroleum  
Plc  
ORD GBP  
0.

(Note 2)	0
	5
Date of dealing	2
	1
	April
	200
	9

**2.**  
**INTERESTS, SHORT POSITIONS**  
**AND**  
**RIGHTS TO SUBSCRIBE**

(a)

**Interest**  
**s**  
**and short positions**

**(following dealing) in the class of relevant security dealt in**  
**(Note 3)**

	Long		Short	
	Number	(%)	Number	(%)
<b>(1) Relevant securities</b>	<b>5,507,353</b>	<b>7.7413%</b>	<b>0</b>	<b>0.0%</b>
<b>(2) Derivatives (other than options)</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>(3) Options and agreements to purchase/sell</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>
<b>Total</b>	<b>5,507,353</b>	<b>7.7413%</b>	<b>0</b>	<b>0.0%</b>

(b)

**Interest**  
**s**

**and short positions**

**in relevant securities of the company, other than the**

**c  
lass  
dealt in**

(Note 3)

Class of relevant security:	Long		Short	
	Number	(%)	Number	(%)
(1) Relevant securities	0	0.0%	0	0.0%
(2) Derivatives (other than options)	0	0.0%	0	0.0%
(3) Options and agreements to purchase/sell	0	0.0%	0	0.0%
<b>Total</b>	<b>0</b>	<b>0.0%</b>	<b>0</b>	<b>0.0%</b>

(c)

**R  
ights to subscribe**

(Note 3)

**Class of relevant security Details**

:

**3.  
DEALINGS**

(Note 4)

(a)

**Purchases and sales**

**Purchase/sale Number of securities Price per unit**

(Note 5)

<b>Sale</b>	<b>54</b>	<b>1.</b>
	<b>,</b>	<b>1912</b>
	<b>647</b>	<b>GBP</b>

(b)

**Derivatives transactions (other than options)**

<b>Pr</b>	<b>Long/short</b>	<b>Number of securities</b>	<b>Price per unit</b>
<b>oduct name</b>	(Note		(Note 5)
<b>,</b>	<b>6</b>	<b>(Note 7)</b>	
	<b>)</b>		
<b>e.g. CFD</b>			

(c)

**ptions transactions in respect of existing securities**

(i)

**Writing, selling, purchasing or varying**

<b>Product name</b>	<b>Writing, selling, purchasing, varying etc.</b>	<b>Number of securities to which the option relates</b>	<b>Exercise price</b>	<b>Type</b>	<b>Expiry date</b>	<b>Option money paid/received per unit</b>
<b>,</b>		<b>(Note 7)</b>		<b>e.g. American, European etc.</b>		<b>(Note 5)</b>
<b>e.g. call option</b>						

(ii)

**Exercising**

<b>Product name</b>	<b>Number of securities</b>	<b>Exercise price per unit</b>
<b>,</b>		<b>(Note 5)</b>
<b>e.g. call option</b>		



(d)

**Other dealings (including new securities)**

(Note 4)

<b>Nature of transaction</b>	<b>Details</b>	<b>Price</b>
(Note 8)		<b>per unit</b> <b>(if applicable)</b>

(Note 5)

4.

**O  
THER INFORMATION**

**Agreements, arrangements or understandings relating to options or derivatives**

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

**Is a Supplemental Form 8 attached?**

(Note 9)

**YES**

/

**NO**

**Date of disclosure**

2

2

**April**

**200**

**Contact name** 9  
**Telephone number** **Richard Hopkins**  
(  
020  
)  
7714 4459

**If a connected EFM, name of offeree/with which connected**  
**If a connected EFM,**  
**state nature**  
**of connection**  
(Note  
10  
)

**Notes**

:  
**The Notes on Form 8.3 can be viewed on the Takeover Panel's website at**  
**[www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)**  
Exhibit No.17

THE ROYAL BANK OF SCOTLAND GROUP plc  
DIVIDEND ON 11 PER CENT AND 5.5 PER CENT CUMULATIVE PREFERENCE SHARES FO  
R THE HALF YEAR TO 31 MARCH 2009

The Directors have declared a half-yearly dividend on the 11 per cent and the 5.5 per cent cumulative  
preference shares. The dividend will be paid on  
29

May 200  
9

at the rate of 5.5 per cent and 2.75 per cent, respectively and will be paid to those preference shareholders  
on the Register at the close of business on

1  
May 200  
9 at a total cost of £38,500

2  
2  
April 200  
9

End  
Exhibit No.18

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT  
IN THE REPUBLIC OF ITALY  
(SEE "OFFER RESTRICTIONS" BELOW)

April  
24  
, 2009

**RBS FINANCING  
LIMITED**

**ANNOUNCES RESULTS OF ITS TENDER OFFER**

RBS Financing  
Limited  
("RBSF")

, a  
subsidiary of t  
he Roy  
al Bank of Scotland Group plc (

"  
RBSG  
"

and, together with its subsidiaries, the "Group"  
)

,  
announced  
today the results

of its  
tender offer  
(the "Tender Offer")  
for any and all of the outstanding securities  
of ten different series issued by  
RBSG

and certain of its affiliates

. The  
Tender Offer  
consisted  
of a separate offer for each series of securities listed  
in the table at the end of this release  
(the "Securities")

.

RBSF

conducted  
the  
Tender Offer  
in accordance with an Offer to Purchase and  
, with respect to Securities held through the Depository Trust Corporation ("DTC"),  
accompanying Letter of Transmittal

,  
each dated March  
26

, 2009. Each offer  
made as part of the Tender Offer  
expire  
d  
at 11:59

p.m.  
, New York City time, on April  
22  
, 2009, (the "Expiration Time").

**Results of  
the Tender Offer**

According to information provided by Global Bondholder Services Corporation and  
Lucid Issuer Services  
Limited

, who  
serve  
as information agents with respect to the Tender Offer, as of  
the Expiration Time

,  
an aggregate of  
approximately  
\$4.1

billion principal amount of  
Securities  
were validly tendered

.  
This  
is expected to  
result in an aggregate purchase price for the  
tendered Securities  
of approximately \$  
1.7  
billion, to be paid on the expected settlement date of April  
27

, 2009. The table  
at the end of this release  
sets forth in detail the amount of  
Securities  
of each series validly tendered as of  
the Expiration Time

.  
Holders of Securities who validly tendered Securities prior to  
5:00 p.m., New York City time, on  
April 8  
, 2009 (the "Early Tender  
Time  
") will receive  
consideration

for such Securities  
equal to the  
previously announced

Total Consideration  
per \$1,000 of principal amount of  
\$  
Securities tendered for the relevant series  
plus, in each case, accrued and unpaid interest from (and including) the immediately preceding interest  
payment date for such  
\$  
Securities to (but excluding) the settlement date

.  
Holders of  
Securities  
that validly tendered  
Securities  
after  
the  
Early Tender  
Time  
and prior to the Expiration  
Time

will receive  
only  
the previously announced Tender Offer Consideration  
per \$1,000 of principal amount of  
\$  
Securities tendered for the relevant series plus, in each case, accrued and unpaid interest from (and  
including) the immediately preceding interest payment date for such  
\$  
Securities to (but excluding) the settlement date

.  
Securities that  
were  
not successfully tendered for purchase pursuant to the  
Tender Offer  
at or prior to the Expiration Time  
will remain outstanding  
following the Tender Offer

.  
**General Information Regarding the Tender Offer**

RBS Securities Inc. (formerly  
Greenwich Capital Markets, Inc.)  
acted  
as  
Arranger,  
Joint Dealer Manager  
and  
Global Coordinator

for the Tender Offer

.  
UBS Securities LLC

acted

as

Joint Dealer Manager and Global Coordinator  
for the Tender Offer

.

Global

Bondholder Services Corporation

served

as information agent with respect to those of the

S  
ecurities that are represented by a global certificate that is registered in the name of DTC

and, with respect to the 2007 RBSG Capital Securities (as defined in the table at the end of this release),  
the entire issue, including the portion of such issue that is held through Euroclear and/or Clearstream

.

Lucid Issuer Services  
Limited

acted

as information agent with respect to those of the

S  
ecurities that are held through Euroclear and/or Clearstream  
(but excluding the 2007 RBSG Capital Securities).

Persons with questions regarding the Tender Offer should contact  
the designated

parties

at

RBS Securities

Inc.

or

UBS Securities LLC

listed below

:

**RBS Securities Inc.**

600 Steamboat Road  
Greenwich, CT 06830

USA

Telephone:

+1 (877) 297-9832 (U.S. Toll-free)

+1 (203) 618 6145 (Collect)

Attention: Liability Management  
Michael Saron

**UBS Securities LLC**

677 Washington Boulevard  
Stamford, CT 06901-3707

USA

Telephone: +1 (888) 719 4210 (U.S. Toll-free)

+1 (203) 719 4210 (Collect)

Attention: Liability Management Group  
Hu Yang

RBSF

also retained HSBC Securities  
(USA) Inc. to act as Global Co  
ordinator in connection with the Tender Offer

Any requests for copies of  
the

Offer to Purchase or related documents may be directed to Global Bondholder Services Corporation or  
Lucid Issuer Services  
Limited  
, as applicable:

***DTC Information Agent***

**Global Bondholder Services Corporation**

65 Broadway  
New York, NY 10006  
USA

Toll-free: +1 (866) 470-4200

Banks and Brokers: +1 (212) 430-3774

Facsimile: +1 (212) 430-3775

***Euroclear and Clearstream Securities Information Agent***

**Lucid Issuer Services Limited**

436 Essex Road

London N1 3QP

United Kingdom

Telephone: +44 20 7704 0880

Fax: +44 20 7067 9098

**About RBSG**

RBSG is the holding company of a large global banking and financial services group. Headquartered in Edinburgh, RBSG operates in the United Kingdom, the United States and internationally through its two principal subsidiaries,

the Royal Bank of Scotland plc ("RBS")

and National Westminster Bank ("NatWest"). Both RBS and NatWest are major UK clearing banks whose origins go back over 275 years. In the United States, RBSG's subsidiary Citizens Financial Group Inc. is a large commercial banking organi

z

ation. RBSG has a large and diversified customer base and provides a wide range of products and services to personal, commercial and large corporate and institutional customers in over 50 countries.

**Disclaimer**

**and Tender Offer Restrictions**

This press release must be read in conjunction with the Offer to Purchase and accompanying Letter of Transmittal.

No offer to purchase any securities is being made pursuant to this press release.

The distribution of this press release, the Offer to Purchase and the Letter of Transmittal in certain jurisdictions may be restricted by law. Persons into whose possession this press release and/or the Offer to Purchase and accompanying Letter of Transmittal comes are required to inform themselves about, and to observe, any such restrictions.

This press release is not being

made, directly or indirectly, in the Republic of Italy (Italy). The

Tender Offer and the

Offer to Purchase

were not submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (CONSOB) pursuant to Italian laws and regulations. Accordingly, holders

of Securities

are notified that, to the extent such holders

are located or resident in Italy, the

Tender Offer

was

not available to them and they

were not permitted to

tender

Securities

in the

Tender Offer and, as such, any tender

received from such persons shall be ineffective and void, and neither this

press release, the Offer to Purchase,

nor any other documents or materials relating to the

Tender Offer

may be distributed or made available in Italy.

## Results of the Tender Offer

Code	Issuer	Title Of Securities	Earliest Redemption Date	Outstanding Principal Amount as of March 26, 2009	Aggregate Principal Amount Tendered as of the Expiration Time
ISIN : XS0323865047/ US780097AS09 CUSIP : 6768DOCB4/ 780097AS0	Royal Bank of Scotland Group plc	6.990% Fixed Rate/Floating Rate Preferred Capital Securities issued September 2007 (the "2007 RBSG Capital Securities")	October 5, 2017	\$1,600,000,000	\$1,036,295,000
ISIN : US780097AH44	Royal Bank of Scotland Group plc	7.648% Dollar Perpetual Regulatory Tier One Securities, Series I issued	September 30, 2031	\$1,200,000,000	\$438,254,000



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<i>CUSIP</i>		August 2001 (the “2001 RBSG Capital Securities”)			
:					
780097AH4					
<i>ISIN</i>	Royal Bank of	Undated Floating Rate	December 13,	\$350,000,000	\$186,700,000
:	Scotland Group	Primary Capital Notes	1990		
GB0007547507	plc	issued December 1985 (the “RBSG Capital Notes”)			
<i>ISIN</i>	RBS Capital	4.709% Non Cumulative	July 1, 2013	\$850,000,000	\$528,074,000
:	Trust I	Trust Preferred Securities			
US749274AA41		issued May 2003 (the “RBS Capital Trust I TPSs”)			
<i>CUSIP</i>					
:					
749274AA4					
<i>ISIN</i>	RBS Capital	6.425% Non Cumulative	January 3,	\$650,000,000	\$256,427,000
:	Trust II	Trust Preferred Securities	2034		
US74927PAA75		issued December 2003 (the “RBS Capital Trust II TPSs”)			
<i>CUSIP</i>					
:					
74927PAA7					
<i>ISIN</i>	RBS Capital	5.512% Non Cumulative	September 30,	\$950,000,000	\$593,473,000
:	Trust III	Trust Preferred Securities	2014		
US74927QAA58		issued August 2004 (the “RBS Capital Trust III TPSs”)			
<i>CUSIP</i>					
:					
74927QAA5					
<i>ISIN</i>	RBS Capital	Floating Rate	September 30,	\$1,000,000,000	\$529,799,000
:	Trust IV	Non Cumulative Trust	2014		
US74927FAA93		Preferred Securities issued			
<i>CUSIP</i>		August 2004 (the “RBS Capital Trust IV TPSs”)			
:					
74927FAA9					
<i>ISIN</i>	National	Primary Capital Floating	July 11, 1990	\$500,000,000	\$168,300,000
:	Westminster	Rate Notes, (Series “A”)			
GB0006267073	Bank plc	issued July 1985 (the “NatWest Series A Capital Notes”)			
<i>ISIN</i>	National	Primary Capital Floating	August 24,	\$500,000,000	\$206,960,000
:	Westminster	Rate Notes, (Series “B”)	1990		
GB0006267180	Bank plc	issued July 1985 (the “NatWest Series B Capital Notes”)			
<i>ISIN</i>	National	Primary Capital Floating	November 30,	\$500,000,000	\$188,360,000
:	Westminster	Rate Notes, (Series “C”)	1990		
LU0001547172	Bank plc	issued November 1985 (the “NatWest Series C Capital Notes”)			
<i>CUSIP</i> :					
638539A*7					

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: 30 April 2009

THE ROYAL BANK OF SCOTLAND  
GROUP plc (Registrant)

By: /s/ A N Taylor

Name: A N Taylor

Title: Head of Group Secretariat