

SUPPLEMENT DATED 13 MAY 2014 TO THE PROGRAMME DOCUMENT DATED 3 APRIL 2014 RELATING TO THE STRUCTURED NOTE PROGRAMME



The Royal Bank of Scotland plc

(incorporated under the laws of Scotland with limited liability under the Companies Act 1948 to 1980, with registered number SC090312)

This supplement (this "**Supplement**") to the Programme Document dated 3 April 2014 (the "**Programme Document**") comprises a supplementary listing particulars for the purposes of the Listing Rules of the Global Exchange Market and has been approved by the Irish Stock Exchange (the "**ISE**"). Terms defined in the Programme Document have the same meanings when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Programme Document, issued by The Royal Bank of Scotland plc (the "**Issuer**" and "**RBS**").

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference into the Programme Document:
 - (i) the 4 April RNS (as defined below);
 - (ii) the 9 April RNS (as defined below);
 - (iii) certain sections of the 2013 Annual Report and Accounts of RBS (as defined below);
 - (iv) certain sections of the 2013 Annual Report and Accounts of RBSG (as defined below);
 - (v) the RBSG Interim Management Statement (as defined below); and
 - (vi) the 2 May RNS (as defined below); and
- (b) following publication of the 2013 Annual Report and Accounts of RBS, update the statements of no significant change and no material adverse change for RBS.

Incorporation of Information by Reference

By virtue of this Supplement the following shall each be incorporated in, and form part of, the Programme Document:

- (a) the press release entitled “Ewen Stevenson appointed as RBS Chief Finance Officer”, which was published via the Regulatory News Service of the London Stock Exchange plc (the “**RNS**”) on 4 April 2014 (the “**4 April RNS**”);
- (b) the press release entitled “RBS announces an agreement with HMT to provide for the future retirement of the Dividend Access Share and revised State aid terms”, which was published via the RNS on 9 April 2014 (the “**9 April RNS**”);
- (c) the annual report and accounts of RBS (including the audited consolidated annual financial statements of RBS, together with the audit report thereon) for the financial year ended 31 December 2013 (excluding the sections headed “Financial review – Risk factors” on pages 7 to 8 and “Additional information – Risk factors” on pages 331 to 346), which was published via the RNS on 25 April 2014 (the “**2013 Annual Report and Accounts of RBS**”);
- (d) the following sections of the 2013 annual report and accounts of the Royal Bank of Scotland Group plc (“**RBSG**”), which were published via the RNS on 25 April 2014 (the “**2013 Annual Report and Accounts of RBSG**”):
 - (i) Independent auditor’s report on pages 366 to 369;
 - (ii) Consolidated income statement on page 370;
 - (iii) Consolidated statement of comprehensive income on page 371;
 - (iv) Consolidated balance sheet as at 31 December 2013 on page 372;
 - (v) Consolidated statement of changes in equity on pages 373 to 375;
 - (vi) Consolidated cash flow statement on page 376;
 - (vii) Accounting policies on pages 377 to 390;
 - (viii) Notes on the consolidated accounts on pages 391 to 496;
 - (ix) Parent company financial statements and notes on pages 497 to 507;
 - (x) 2013 Financial Results on pages 2 to 5;
 - (xi) Our business model and strategy on pages 8 to 10;
 - (xii) RBS at a glance on pages 11 to 19;
 - (xiii) Chairman’s statement on pages 22 to 23;
 - (xiv) Chief Executive’s review on pages 24 to 27;
 - (xv) Economic and monetary environment on page 28;
 - (xvi) Business review on pages 100 to 173;
 - (xvii) Risk and Balance Sheet Management on pages 174 to 364;
 - (xviii) Letter from the Chairman on pages 36 to 37;
 - (xix) Our governance structure on page 38;
 - (xx) Corporate governance on pages 45 to 49;
 - (xxi) Directors’ remuneration report on pages 66 to 86;
 - (xxii) Other Remuneration Disclosures on pages 87 to 90;

- (xxiii) Compliance report on pages 91 to 92;
 - (xxiv) Report of the Directors on pages 93 to 98;
 - (xxv) Statement of directors' responsibilities on page 99;
 - (xxvi) Financial Summary on pages 509 to 519;
 - (xxvii) Exchange rates on page 519;
 - (xxviii) Supervision on page 520;
 - (xxix) Description of property and equipment on page 520;
 - (xxx) Major shareholders on page 521;
 - (xxxi) Material contracts on pages 521 to 522;
 - (xxxii) Abbreviations and acronyms on page 548; and
 - (xxxiii) Glossary of terms on pages 549 to 556;
- (e) the unaudited Interim Management Statement Q1 2014, which was published via the RNS on 2 May 2014 (the "**RBSG Interim Management Statement**"); and
- (f) the press release entitled "Board Change", which was published via the RNS on 2 May 2014 (the "**2 May RNS**").

Statement of No Significant Change and No Material Adverse Change

There has been no significant change in the trading or financial position of the Issuer Group taken as a whole since 31 December 2013 (the end of the last financial period for which audited financial information of the Issuer Group has been published).

There has been no material adverse change in the prospects of the Issuer Group taken as a whole since 31 December 2013 (the date of the last published audited financial information of the Issuer Group).

A copy of any or all of the information which is incorporated by reference in the Programme Document can be obtained from the website of the Issuer at http://www.investors.rbs.com/company_announcements.

If the documents which are incorporated by reference in the Programme Document by virtue of this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Programme Document except where such information or other documents are specifically incorporated by reference in, or attached to, the Programme Document by virtue of this Supplement.

Save as disclosed in this Supplement, there has been: (1) no significant change affecting any matter contained in the Programme Document (as supplemented at the date hereof) since the publication of the Programme Document; or (2) no significant new matter which has arisen, the inclusion of information in respect of which would have been so required had it arisen at the time the Programme Document was prepared.