

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
December 30, 2005

**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 December 2005

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

Business House F, Level 2  
RBS, Gogarburn, P O Box 1000  
Edinburgh EH12 1HQ, DEPOT CODE: 045

(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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Enclosures: 1.

- Supplemental Prospectus announcement  
made on 30 November 2005
2. Redemption of Securities announcement  
made on 30 November 2005
  3. RWA - Additional Disclosure announcement  
made on 8 December 2005
  4. Director/PDMR Shareholding announcement  
made on 8 December 2005
  5. Issue of Equity announcement made on 12  
December 2005
  6. Publication of Final Terms announcement  
made on 20 December 2005
  7. Supplementary Prospectus announcement  
made on 20 December 2005
  8. Directorate Change announcement made on  
21 December 2005
  9. Director/PDMR Shareholding announcement  
made on 29 December 2005
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Enclosure No. 1

### **Publication of Supplementary Prospectus**

The following supplementary prospectus has been approved by the UK Listing Authority and is available for viewing:

*Supplementary Prospectus for The Royal Bank of Scotland plc issue of Eur55,000,000 Index-Linked Interest Notes due October 2017, linked to the International Life Settlements Index issued under the £35,000,000,000 Euro Medium Term Note Programme*

To view the full document, please paste the following URL into the address bar of your browser.

[http://www.rns-pdf.londonstockexchange.com/rns/9448u\\_-2005-11-30.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9448u_-2005-11-30.pdf)

A copy of the Supplementary Prospectus is also available to the public for inspection at the UK Listing Authority's Document Viewing Facility, 25 The North Colonnade, Canary Wharf, London E14 5HS.

For further information, please contact:

Ron Huggett

Director of Capital Management

The Royal Bank of Scotland Group plc

5<sup>th</sup> Floor

280 Bishopsgate

London EC2M 4RB

TEL: 020 7085 4925

FAX: 020 7293 9966

#### **DISCLAIMER - INTENDED ADDRESSEES**

Please note that the information contained in the Supplementary Prospectus (and the Prospectus to which it relates) may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Prospectus and the Supplementary Prospectus is not addressed. Prior to relying on the information contained in the Prospectus and the Supplementary Prospectus, you must ascertain from the Prospectus whether or not you are part of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

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Enclosure No. 2

#### **REDEMPTION OF EXCHANGEABLE CAPITAL SECURITIES**

The Royal Bank of Scotland Group plc has given notice that it will, on 31<sup>st</sup> December 2005 (the "Redemption Date"), redeem all the 8,000,000 Exchangeable Capital Securities, Series A (the "Capital Securities") . Consequently, on the Redemption Date, each Capital Security will therefore become due and payable at its redemption amount of \$25.00 together with dividends payable for the current dividend period and accrued to the Redemption Date.

For further information please contact:

#### **The Royal Bank of Scotland Group plc;**

Ron Huggett

Director of Capital Management

280 Bishopsgate

London

EC2M 4RB

Tel: 020 7085 4925

Richard O'Connor

Head of Investor Relations

280 Bishopsgate

London

EC2M 4RB

Tel: 020 7672 1763

**The Bank of New York (Trustee)**

Peter Malcolm

The Bank of New York

One Canada Square

London

E14 5AL

Tel: 020 7964 6705

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Enclosure No. 3

**THE ROYAL BANK OF SCOTLAND GROUP PLC**

**Additional Disclosure**

8 December 2005

Following a number of requests the Group is pleased to disclose risk-weighted assets ('RWAs') at the divisional level under IFRS, and these are shown below for both 01/01/05 and 30/06/05.

| <b>IFRS</b>                             | <b>RWAs (£bn)</b> | <b>RWAs (£bn)</b> |
|---|-------------------|-------------------|
|   | <b>30/06/05</b>   | <b>01/01/05</b>   |
| Corporate Banking and Financial Markets | 181.7             | 161.5             |
| - Banking                               | 20.1              | 16.9              |
| - Trading                               |                   |                   |
| Retail Banking                          | 53.3              | 51.1              |
| Retail Direct                           | 22.0              | 20.4              |
| Wealth Management                       | 6.1               | 6.0               |

|               |              |              |
|---------------|--------------|--------------|
| Ulster Bank   | 20.2         | 18.6         |
| Citizens      | 57.8         | 49.3         |
| Central Items | 4.7          | 3.2          |
| <b>Group</b>  | <b>365.9</b> | <b>327.0</b> |

For further information, please contact;

**The Royal Bank of Scotland Group plc**

Richard O'Connor

Head of Investor Relations

280 Bishopsgate

London

EC2M 4RB

Tel: 020 7672 1758

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Enclosure No. 4

**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 (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*iii*

3. Name of *person discharging managerial responsibilities/director*

*Sir Fred Goodwin*

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

*7*

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

£17.13

14. Date and place of transaction

7 December 2005

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

66,762

16. Date issuer informed of transaction

7 December 2005

**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

-  
24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

-----

1. Name of the issuer

*The Royal Bank of Scotland Group plc*

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

(ii) DR 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of person discharging managerial responsibilities/director

*Miller Roy McLean*

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

7

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

*£17.13*

14. Date and place of transaction

*7 December 2005*

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

*156,831*

16. Date issuer informed of transaction

*7 December 2005*

**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

-

24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

-----  
1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

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

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Brian John Crowe*

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

*7*

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

*£17.13*

14. Date and place of transaction

7 December 2005

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

165,053

16. Date issuer informed of transaction

7 December 2005

**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

-

24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

8 December 2005

---

1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

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

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*William Dickson*

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

*7*

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

£17.13

14. Date and place of transaction

7 December 2005

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

1,948

16. Date issuer informed of transaction

7 December 2005

**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

-

24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

-----  
1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

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

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Mark Andrew Fisher*

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

7

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

*£17.13*

14. Date and place of transaction

*7 December 2005*

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

3,903

16. Date issuer informed of transaction

*7 December 2005*

**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

-  
24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

-----  
1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

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

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Bernard Higgins*

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

*7*

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

*£17.13*

14. Date and place of transaction

7 December 2005

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

570

16. Date issuer informed of transaction

7 December 2005

**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

-

24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

---

1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

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

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Neil James Roden*

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

*7*

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

£17.13

14. Date and place of transaction

7 December 2005

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

10,764

16. Date issuer informed of transaction

7 December 2005

**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

-  
24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

-----  
1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

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

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

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

*7*

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

*£17.13*

14. Date and place of transaction

*7 December 2005*

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

*10,354*

16. Date issuer informed of transaction

*7 December 2005*

**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

-

24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 December 2005*

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Enclosure No. 5

**The Royal Bank of Scotland Group plc**

**12<sup>th</sup> December 2005**

**THE ROYAL BANK OF SCOTLAND GROUP PLC AND RBS CAPITAL TRUST C COMPLETE SALE OF  
EURO 500 MILLION NON-CUMULATIVE TRUST PREFERRED SECURITIES**



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The Royal Bank of Scotland Group plc ("RBSG") has issued Euro 500 million of Non-cumulative Trust Preferred Securities ("the Securities") through RBS Capital Trust C ("Trust C").

The Trust C Securities will pay a fixed 4.243% coupon rate until January 12, 2016. The Securities are redeemable at the option of Trust C in whole or in part on January 12, 2016 and on any distribution payment date thereafter at par. After January 12, 2016 the distribution rate will adjust to 3-month EURIBOR + 1.69%. The Securities have a liquidation preference of Euro 1,000 each.

RBS Financial Markets, together with J.P. Morgan Securities Ltd. and UBS Limited acting as senior co-managers, managed the issue of these Securities for the Group.

Settlement of the Trust C Securities is on December 12, 2005.

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or under any state securities laws and may not be offered, sold or delivered in the United States, or to or for the account or benefit of US persons (as defined under Regulation S under the Securities Act) unless registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available. The Securities are being offered and sold only to certain persons in transactions outside the United States in compliance with Regulation S under the Securities Act.

For further information, please contact:

**The Royal Bank of Scotland Group plc**

Fred Watt

Group Finance Director

RBS Gogarburn

Edinburgh

EH12 1HQ

Tel: 0131 523 2028

Ron Huggett

Director, Capital Management

280 Bishopsgate

London

EC2M 4RB

Tel: 0207 085 4925

**RBS Financial Markets**

Gordon Taylor

Director, Primary Markets

135 Bishopsgate

London

EC2M 3UR

Tel 0207 085 1217

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Enclosure No. 6

### **Publication of Final Terms**

The following Final Terms are available for viewing:

*Final Terms for The Royal Bank of Scotland Group plc's US\$1,500,000,000 Senior Floating Rate Notes due December 2007 (the "Notes") issued under its \$20,000,000,000 Medium-Term Note Program (the "Program")*

*The Final Terms contains the final terms of the Notes and must be read in conjunction with the Offering Memorandum dated 22 September 2005 (the "Offering Memorandum") relating to the Program, which constitutes a base prospectus for the purposes of the Prospectus Directive.*

To view the full document, please paste the following URL into the address bar of your browser.

[http://www.rns-pdf.londonstockexchange.com/rns/9900v\\_-2005-12-20.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9900v_-2005-12-20.pdf)

A copy of the Final Terms and the Offering Memorandum to which they relate are also available to the public for inspection at the UK Listing Authority's Document Viewing Facility, 25 The North Colonnade, Canary Wharf, London E14 5HS.

For further information, please contact:

Ron Huggett

Director, Capital Management

The Royal Bank of Scotland Group plc

5<sup>th</sup> Floor

280 Bishopsgate

London EC2M 4RB

TEL: 020 7085 4925

FAX: 020 7293 9966

### **DISCLAIMER - INTENDED ADDRESSEES**

Please note that the information contained in the Final Terms (when read together with the information in the Offering Memorandum) may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Offering Memorandum) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Final Terms and the Offering Memorandum is not addressed.

Prior to relying on the information contained in the Final Terms and the Offering Memorandum, you must ascertain from the Offering Memorandum whether or not you are one of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

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Enclosure No. 7

**Publication of Supplementary Prospectus**

The following prospectus has been approved by the UK Listing Authority and is available for viewing:

*Prospectus for RBS Capital Trust C 500,000,000 Fixed/Floating Rate Non-Cumulative Trust Preferred Securities (Liquidation Preference 1000 per Trust Preferred Security)*

To view the full document, please paste the following URL into the address bar of your browser.

[http://www.rns-pdf.londonstockexchange.com/rns/9891v\\_-2005-12-20.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9891v_-2005-12-20.pdf)

A copy of the Prospectus is also available to the public for inspection at the UK Listing Authority's Document Viewing Facility, 25 The North Colonnade, Canary Wharf, London E14 5HS.

For further information, please contact:

Ron Huggett

Director of Capital Management

The Royal Bank of Scotland Group plc

5<sup>th</sup> Floor

280 Bishopsgate

London EC2M 4RB

TEL: 020 7085 4925

FAX: 020 7293 9966

**DISCLAIMER - INTENDED ADDRESSEES**

Please note that the information contained in the Prospectus may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Prospectus is not addressed. Prior to relying on the information contained in the Prospectus, you must ascertain from the Prospectus whether or not you are part of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

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Enclosure No. 8

**The Royal Bank of Scotland Group plc**

**Sir Tom McKillop to succeed Sir George Mathewson as Group Chairman**

**Board Appointments**

The Royal Bank of Scotland Group plc announces today the following appointments and Board changes:

**Group Chairman**

Sir George Mathewson will retire from the Board at the Group's Annual General Meeting on 28 April 2006. He will be succeeded as Chairman by Sir Tom McKillop. Sir Tom is currently Chief Executive of AstraZeneca PLC, from which he will retire on 31 December 2005, a Non-Executive Director of BP plc and Deputy Chairman at The Royal Bank of Scotland Group. Upon his retirement from the Board Sir George will become an adviser to the Group.

**Group Finance Director**

Guy Whittaker will succeed Fred Watt as Group Finance Director on 1 February 2006. Guy Whittaker is currently Group Treasurer, Citigroup having previously held various finance posts at Citigroup and its predecessor. In June 2005, Fred Watt announced his intention to leave the Group, once a successor had been found.

**Non-Executive Director**

Eileen Mackay, a Non-Executive Director of the Group, will retire from the Board on 31 December 2005.

Commenting on the Board changes, Sir George Mathewson Chairman of RBS said: "I and the Board are delighted that Sir Tom has agreed to become my successor. As Chief Executive of a global company he has wide experience of operating successfully in different international markets. He also has a comprehensive understanding of financial services from his previous directorship of a major bank.

"The Board is also pleased to have secured the services of Guy Whittaker, an experienced senior executive of the highest calibre. His breadth of international experience in financial services will be invaluable to the Board.

"I would also like to pay tribute to Eileen Mackay for her loyal service to both the Board and RBS over the last nine years. During her time as a Board member we have all benefited from her wise counsel, sharp mind and considerable experience. I would like, on behalf of the Board, to extend our thanks to Eileen and wish her well for the future."

Commenting on the announcement of Sir George Mathewson's retirement as Group Chairman, Sir Fred Goodwin, Group Chief Executive said: "Under George's leadership, initially as Group Chief Executive and more recently as Chairman, RBS has enjoyed an unparalleled period of growth and success both at home and internationally. His decision to stand down at the next AGM marks the end of an era but leaves a remarkable legacy and I would like to thank him, both personally and on behalf of his colleagues for 18 years of outstanding contribution. While we will miss George as a colleague many of us will retain him as a good friend, knowing that we will always be able to call on his support."

21 December 2005

Contact Details:-

Howard Moody

Group Director, Communications

0131 523 2056

Richard O'Connor

Head of Investor Relations

0207 672 1758

Note to Editors

**Sir George Mathewson**

Sir George Mathewson (65) was educated at St Andrews University (BSc, PhD) and has a wide background in finance, technology and management. He joined The Royal Bank of Scotland Group in 1987 as Director of Strategic Planning and Development and in 1990 was appointed Deputy Group Chief Executive. In January 1992 he was appointed Group Chief Executive and, following the acquisition of NatWest, Sir George was appointed Executive Deputy Chairman in March 2000. In April 2001 Sir George was appointed Chairman of the Group.

He is a Director of the Scottish Investment Trust plc. In November 2001 Sir George was appointed to the Board of Directors of the Institute of International Finance, Inc. and in June 2005 he became President of the International Monetary Conference. Sir George joined the Advisory Committee of Bridgepoint Capital Limited in January 2004 and in November 2004 he was appointed a member of the Financial Reporting Council. From 1981-87 Sir George was Chief Executive of the Scottish Development Agency being widely recognised for his achievements in economic development. From 1972-81 he was with ICFC (now 3i), the leading UK development capital organisation. Prior to 1972, and after a period in academic life, he spent 5 years in the United States as a professional engineer with Bell Aerospace during which time he graduated MBA.

Sir George became Group Chief Executive in September 1992. In that year the Group's reported income was £1,375 million with 24,000 being employed. In 2004 income had increased to £22,754 million and employment had grown to 137,000 with almost 40,000 being employed internationally.

**Sir Tom McKillop**

Sir Tom McKillop (62) is currently the Chief Executive of AstraZeneca. Prior to the merger, Sir Tom held the position of Chief Executive Officer Designate of the Zeneca Group since 1998, having previously served as Executive Director of the Zeneca Group and Chief Executive Officer of Zeneca Pharmaceuticals.

Sir Tom joined ICI's Corporate Research Laboratory in 1969, following post-doctorate research work after obtaining a PhD and BSc Hons in Chemistry. He later moved to ICI Pharmaceuticals Division where he held a number of positions over the next 14 years, including Technical Director with international responsibility for research, development and production.

Sir Tom's external activities include his Non-Executive Director appointment with Lloyds TSB Group PLC from 1999 to 2004. He is also Pro-Chancellor of Leicester University. Sir Tom is married with three children and his leisure interests include sport, reading, carpentry and music.

### **Guy Whittaker**

Guy Whittaker (49) is currently the Treasurer of Citigroup, responsible for managing the balance sheet of the company, including its capital resources, funding strategy, capital markets issuance, aggregate interest rate risk and liquidity. He is a member of the Finance and Capital, Global Asset and Liability, and Citigroup Management Committees.

Prior to his appointment in July 2000, Guy spent four years as Global Head of Foreign Exchange Sales and Trading for Citigroup. He joined the company in 1980 as a foreign exchange trader in the London Treasury. During his career has held a number of management positions within the financial markets business including UK Treasurer, Regional Treasurer for Europe, and Head of European Foreign Exchange. Guy graduated from Cambridge University with honours in 1977 and was awarded an MBA in 1980 from the University of West Georgia. He was elected a Lady Beaufort Fellow of Christ's College Cambridge in 2004.

### **Eileen Mackay**

Eileen Mackay (62) was appointed to the Group Board in May 1996. Eileen is a former civil servant who held posts in Scotland, HM Treasury and the Cabinet Office and was principal finance officer at the Scottish Office. She is a director of Edinburgh Investment Trust, Scottish Financial Enterprise and The British Library.

### **Current list of Group Board Directors as at 20 December 2005**

Sir George Mathewson - Chairman

Sir Tom McKillop - Deputy Chairman

Sir Fred Goodwin - Group Chief Executive

Mr Colin Buchan - Non-executive Director

Dr Jim Currie - Non-executive Director

Mr Larry Fish - Chairman, President and Chief Executive Officer Citizens Financial Group, Inc.

Mr Archie Hunter - Non-executive Director

Mr Charles 'Bud' Koch - Non-executive Director

Mr Joe MacHale - Non-executive Director

Miss Eileen Mackay - Non-executive Director

Mr Gordon Pell - Executive Chairman, Retail Markets

Sir Steve Robson - Non-executive Director

Mr Bob Scott - Non-executive Director

Mr Peter Sutherland - Non-executive Director

Mr Fred Watt - Group Finance Director

**Future Appointments**

Ms Janis Kong - Non-executive Director with effect from 1st January 2006

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Enclosure No. 9

**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 (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or

(ii) DR 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

ii

3. Name of person discharging managerial responsibilities/director

Bernard Higgins

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

Bernard Higgins

8 State the nature of the transaction

Acquisition of shares pursuant to exercise of Share Options and disposal of shares (see table below)

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

300

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

674



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

| Type of Transaction   | No. of Shares | Price per share |
|---|---------------|-----------------|
| Exercise of The Royal Bank of Scotland Group plc, Option 2000 Scheme - 2000 Grant | 150           | £12.40          |
| Exercise of The Royal Bank of Scotland Group plc, Option 2000 Scheme - 2001 Grant | 150           | £15.63          |
| Sale of ordinary shares of 25p each   | 300           | £17.66          |
| Sale of ordinary shares of 25p each   | 374           | £17.76          |

14. Date and place of transaction

29 December 2005

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

196

16. Date issuer informed of transaction

29 December 2005

**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

166,801

23. Any additional information

-  
24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 626 4099

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

Hew Campbell, Head of Group Secretariat

**Date of notification**

29 December 2005

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**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 December 2005

THE ROYAL BANK OF SCOTLAND  
GROUP plc (Registrant)

By: /s/ H Campbell

Name: H Campbell  
Title: Head of Group Secretariat