

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
February 28, 2006

**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 February 2006

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.

- Director/PDMR Shareholding announcement  
made on 8 February 2006
2. Directorate Change announcement made on  
14 February 2006
  3. Publication of Prospectus announcement  
made on 23 February 2006
  4. Dividend Declaration announcement made  
on 24 February 2006
  5. Director/PDMR Shareholding announcement  
made on 24 February 2006
  6. Director/PDMR Shareholding announcement  
made on 24 February 2006
- 

Enclosure No. 1

**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

*£17.50*

14. Date and place of transaction

*7 February 2006*

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

66,776

16. Date issuer informed of transaction

7 February 2006

**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 February 2006

---

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

£17.50

14. Date and place of transaction

7 February 2006

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

156,845

16. Date issuer informed of transaction

7 February 2006

**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 February 2006*

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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

*£17.50*

14. Date and place of transaction

*7 February 2006*

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

*165,067*

16. Date issuer informed of transaction

*7 February 2006*

**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

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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

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23. Any additional information

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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 February 2006*

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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

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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

*£17.50*

14. Date and place of transaction

7 February 2006

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

1,962

16. Date issuer informed of transaction

7 February 2006

**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

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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 February 2006

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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

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

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

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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

£17.50

14. Date and place of transaction

7 February 2006

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

3,917

16. Date issuer informed of transaction

7 February 2006

**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 February 2006*

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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

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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

*£17.50*

14. Date and place of transaction

*7 February 2006*

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

*10,778*

16. Date issuer informed of transaction

*7 February 2006*

**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 February 2006*

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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

*£17.50*

14. Date and place of transaction

*7 February 2006*

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

*10,403*

16. Date issuer informed of transaction

*7 February 2006*

**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 February 2006*

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Enclosure No. 2

**The Royal Bank of Scotland Group plc (RBS) Board Appointments**

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

William (Bill) Friedrich has been appointed a Non Executive Director while Johnny Cameron and Mark Fisher will join as Executive Directors. All three appointments are effective from 1 March 2006.

Commenting on the appointments Sir George Mathewson, RBS Group Chairman, said:

"Bill Friedrich will be a welcome addition to our Board. He brings extensive international business expertise from his current position as Deputy Chief Executive of BG Group plc, where he has been responsible for a number of its international operations. Prior to joining BG Group he was also corporate legal counsel to several of the world's leading financial institutions.

"It also gives me enormous pleasure to see 'home grown' talent joining the Board. Both Johnny Cameron and Mark Fisher have demonstrated outstanding leadership of their respective businesses, Corporate Markets and Manufacturing. They bring with them a wealth of experience of financial services.

"On behalf of my fellow board members I look forward to welcoming them to the Board."

**Biographical Details**

**William (Bill) Friedrich**

Bill Friedrich, aged 57, was appointed to the Board of BG Group plc as an Executive Director, Deputy Chief Executive and General Counsel in October 2000. Since 2005, he has had primary responsibility for the Group's overall strategy function and portfolio development activities as well as oversight of the Group's organisational and human resource matters. Prior to that he was responsible for BG's operations in North and South America and various Group-wide staff functions, including Health, Safety, Security and Environment, Legal, Corporate Affairs, Human Resources, Regulation and Secretariat. He joined British Gas plc in December 1995 as General Counsel after a 20-year career with Shearman & Sterling, based in New York, where he became a partner in 1983. Whilst with the firm, he practised as a general corporate lawyer, working for international financial institutions, including Citigroup, Merrill Lynch and Morgan Stanley and ultimately headed the firm's world-wide Project Development and Project Finance practice.

He was educated at Union College and Columbia Law School, New York and is a Member of the American Bar Association.

**Johnny Cameron, Chief Executive, Corporate Markets**

Johnny, aged 51, has held a number of senior positions in financial institutions including County NatWest, Dresdner Kleinwort Benson and RBS. He was appointed Managing Director, Corporate and Institutional Banking at RBS in 1998, before being promoted to Deputy Chief Executive, Corporate Banking and Financial Markets in 2000, and Chief Executive in 2001. On 1 January 2006 he became Chief Executive, Corporate Markets for RBS.

Johnny studied at Harrow, Christchurch, Oxford and Sloan School at MIT in the US.

**Mark Fisher, Chief Executive, Manufacturing**

Mark, aged 45, is a career banker, having joined the Group in 1981 as a graduate trainee. Prior to the acquisition of NatWest by RBS, Mark held a number of senior management positions in NatWest, including Finance Director and latterly Chief Operating Officer of the Retail Bank. He was responsible for overseeing the successful integration of NatWest on to the RBS operational platform following the acquisition in 2001, and has since then completed the integration of Churchill Insurance.

Mark is also Chairman of The Association for Payment Clearing Services (APACS).

He has a first class honours degree in mathematics and an MBA from Warwick Business School.

For Further Information Contact

Carolyn McAdam + 44 131 523 2055

Head of Group Communications + 44 7796 274968

Richard O'Connor + 44 207 672 1758

Head of Investor Relations +44 7909 873681

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Enclosure No. 3

**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**

<b>Name of person dealing</b> (Note 1)	<i>The Royal Bank of Scotland plc (a wholly-owned subsidiary of The Royal Bank of Scotland Group plc)</i>
<b>Company dealt in</b>	<b>Peninsular and Oriental Steam Navigation Company (The)</b>
<b>Class of relevant security to which the dealings being disclosed relate</b> (Note 2)	<b>Deferred £1 shares</b>
<b>Date of dealing</b>	<b>21/2/06</b>

## 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>Number (%)</b>
<b>(1) Relevant securities</b>	<b>8,305,823 1.09</b>	
<b>(2) Derivatives (other than options)</b>		
<b>(3) Options and agreements to purchase/sell</b>		
<b>Total</b>	<b>8,305,823 1.09</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>Number (%)</b>
<b>(1) Relevant securities</b>		
<b>(2) Derivatives (other than options)</b>		
<b>(3) Options and agreements to purchase/sell</b>		
<b>Total</b>		

**(c) Rights to subscribe** (Note 3)

<b>Class of relevant security:</b>	<b>Details</b>

**3. DEALINGS** (Note 4)**(a) Purchases and sales**

<b>Purchase/sale</b>	<b>Number of securities</b>	<b>Price per unit</b> (Note 5)
Purchase	5,900,000	5.1447

**(b) Derivatives transactions (other than options)**

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

**(c) Options transactions in respect of existing securities****(i) Writing, selling, purchasing or varying**

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

**(ii) Exercising**

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

**(d) Other dealings (including new securities) (Note 4)**

<b>Nature of transaction (Note 8)</b>	<b>Details</b>	<b>Price per unit (if applicable)(Note 5)</b>

**4. OTHER 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**

<b>Date of disclosure</b>	<b>23/2/06</b>
<b>Contact name</b>	<b>Richard Hopkins</b>
<b>Telephone number</b>	<b>020 7714 4459</b>
<b>If a connected EFM, name of offeree/offeror with which connected</b>	<b>N/A</b>
<b>If a connected EFM, state nature of connection (Note 10)</b>	<b>N/A</b>

*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)*

Enclosure No.4

THE ROYAL BANK OF SCOTLAND GROUP plc

DIVIDEND ON SERIES E, SERIES F, SERIES G, SERIES H, SERIES K, SERIES L, SERIES M, SERIES N AND SERIES P NON-CUMULATIVE DOLLAR PREFERENCE SHARES of US\$0.01 FOR THE THREE MONTHS TO 31 March 2006

The Directors have declared the specified dividends on the undernoted Series of non-cumulative dollar preference shares, all of which are represented by American Depositary Shares, for the three months to 31 March 2006. The dividends will be paid on 31 March 2006 at the undernoted rates to holders on the register at the close of business on 16 March 2006. As at the date of this announcement all of the undernoted Non-cumulative dollar preference shares are held by The Bank of New York, N.A. as Depositary who have advised that the record date for the American Depositary Receipts which evidence the undernoted American Depositary Shares is 16 March 2006.

Notice has been given that on 6 March 2006 the 7 million Series D and the 12 million Series I non-cumulative preference shares will be redeemed at a redemption amount of US\$25 per share together with dividends payable for the current dividend period and accrued to the redemption date.



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Series	Dividend payable per share
Series E	US\$0.50625
Series F	US\$0.478125
Series G	US\$0.4625
Series H	US\$0.453125
Series K	US\$0.4921875
Series L	US\$0.359375
Series M	US\$0.40
Series N	US\$0.396875
Series P	US\$0.390625

24 February 2006

End

Enclosure No.5

**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 debt 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, 17, 18, 19, 20, 21, 22, 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

Howard John Moody

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

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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

Howard John Moody

8 State the nature of the transaction

Acquisition of shares pursuant to exercise of options under The Royal Bank of Scotland Group plc Sharesave Scheme - Year 2000 Grant

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

1,713

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

£9.85

14. Date and place of transaction

23 February 2006

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

34,736

16. Date issuer informed of transaction

24 February 2006

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**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**

24 February 2006

Enclosure No 6.

**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.

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- (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)

*i*

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

*Howard John Moody*

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

*Mrs Lorna Jean Moody and Brewin Dolphin Securities*

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 persons referred to in 4*

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

*Brewin Dolphin Securities and Mrs Lorna Jean Moody*

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8 State the nature of the transaction

*Acquisition of shares into an ISA administered by Brewin Dolphin Securities and in name of spouse.*

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

*Brewin Dolphin Securities 559 shares. Mrs Lorna Jean Moody 59 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

-

14. Date and place of transaction

*Shares acquired between 6 November 2000 and 11 October 2005*

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

33,023

16. Date issuer informed of transaction

*24 February 2006*

**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**

*24 February 2006*

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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: 28 February 2006

THE ROYAL BANK OF SCOTLAND  
GROUP plc (Registrant)

By: /s/ H Campbell

Name: H Campbell

Title: Head of Group Secretariat