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**LaunchPAD Programme**

**Supplementary Prospectus dated 9 September 2013**

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**SECOND SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD  
PROGRAMME FOR THE ISSUANCE OF WARRANTS**



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**THE ROYAL BANK OF SCOTLAND PLC**

*(incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980,  
registered number SC090312)  
(the “Issuer” and “RBS”)*

**The Royal Bank of Scotland plc**

**LaunchPAD Programme**

*(the “Programme”)*

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- 1** This supplement dated 9 September 2013 (this “**Supplement**”) constitutes the second supplement to the base prospectus dated 21 June 2013 in relation to the Issuer’s LaunchPAD Programme for the issuance of Warrants approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “AFM”) on 21 June 2013 (the “**Base Prospectus**”).
- 2** The Base Prospectus was approved as a base prospectus pursuant to Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the “**Prospectus Directive**”) by the AFM. This Supplement constitutes a supplemental prospectus to the Base Prospectus for the purposes of Article 5:23 of the Financial Supervision Act (*Wet op het financieel toezicht*).
- 3** This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements thereto issued by the Issuer. Terms defined in the Base Prospectus have the same meanings when used in this Supplement.
- 4** In accordance with Article 5:23(6) of the Financial Supervision Act (*Wet op het financieel toezicht*), investors who have agreed to purchase or subscribe for securities issued under the Base Prospectus before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.

- 5 The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 6 On 30 August 2013, the unaudited Interim Results 2013 of RBS for the six months ended 30 June 2013 (the “**RBS Interim Results 2013**”) were published via the Regulatory News Service of the London Stock Exchange plc.
- 7 By virtue of this Supplement, the RBS Interim Results 2013 shall be incorporated in, and form part of, the Base Prospectus.
- 8 By virtue of this Supplement, the first paragraph under the heading “No Significant Change and No Material Adverse Change” in the sections of the Base Prospectus entitled “General Information”, shall be deleted in its entirety and replaced with the following paragraph:

“There has been no significant change in the trading or financial position of the Group taken as a whole since 30 June 2013 (the end of the last financial period for which audited financial information or interim financial information of the Group has been published).”
- 9 By virtue of this Supplement, the information set out in the Schedule hereto shall be inserted immediately below the comparative financial information for the years ended 31 December 2011 and 31 December 2012, set out in Element B.12 (*Selected historical key financial information of the Issuer*) in the section of the Base Prospectus entitled “Summary”.
- 10 By virtue of this Supplement, the sentence corresponding to the line item headed “*Significant change in financial or trading position*” set out in Element B.12 (*Selected historical key financial information of the Issuer*) in the section of the Base Prospectus entitled “Summary”, shall be deleted in its entirety and replaced with the following paragraph:

“There has been no significant change in the trading or financial position of the Group taken as a whole since 30 June 2013.”
- 11 A copy of this Supplement, the Base Prospectus and all other supplements thereto and all documents incorporated by reference in the Base Prospectus are accessible on <http://markets.rbs.com/bparchive> or <http://markets.rbs.com/launchpad> and can be obtained, on request, free of charge, by writing or telephoning, The Royal Bank of Scotland Group Investor Relations, 280 Bishopsgate, London EC2M 4RB, United Kingdom, telephone +44 207 672 1758, e-mail [investor.relations@rbs.com](mailto:investor.relations@rbs.com).
- 12 If the documents which are incorporated by reference in the Base Prospectus by virtue of this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Base Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, the Base Prospectus by virtue of this Supplement.
- 13 To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in the Base Prospectus or any previous supplement to the Base Prospectus, the statements referred to in (a) above will prevail.

**14** Save as disclosed in any previous supplement to any of the Base Prospectus or this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus (as supplemented at the date hereof) has arisen or has been noted since the publication of the Base Prospectus.

**The Royal Bank of Scotland plc**

## Schedule

### Selected historical key financial information of the Issuer

	<i>Half Year ended 30 June</i>	
	<i>2013</i> <i>£m (unaudited)</i>	<i>2012</i> <i>£m (unaudited)</i>
Operating profit/(loss)before tax	1,411	(447)
Tax charge	(771)	(309)
Profit/(loss) for the period	640	(756)
	<i>As at 30 June 2013</i> <i>£m (unaudited)</i>	<i>As at 31 December 2012</i> <i>£m (audited)</i>
Called-up share capital	6,609	6,609
Reserves	52,446	52,679
Owners' equity	59,055	59,288
Non-controlling interests	81	137
Subordinated liabilities	32,930	33,851
Capital resources	92,066	93,276
	<i>As at 30 June 2013</i> <i>£m (unaudited)</i>	<i>As at 31 December 2012</i> <i>£m (audited)</i>
Deposits	605,514	621,457
Loans and advances to customers and banks	560,493	576,904
Total assets	1,202,584	1,284,274