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LaunchPAD Programme

Supplementary Prospectus dated 24 February 2012

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**THIRTEENTH SUPPLEMENT TO THE BASE PROSPECTUSES IN RESPECT OF THE  
LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF CERTIFICATES, NOTES, OPEN  
END CERTIFICATES, REVERSE EXCHANGEABLE SECURITIES, TURBOS AND  
WARRANTS**



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**THE ROYAL BANK OF SCOTLAND N.V.**

*(Incorporated in The Netherlands with its statutory seat in Amsterdam)*  
(the “**Issuer**”)

**The Royal Bank of Scotland N.V.**

**LaunchPAD Programme**

(the “**Programme**”)

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- 1 This supplement dated 24 February 2012 (this “**Supplement**”) constitutes the thirteenth supplement to each of the base prospectuses dated 1 July 2011 in relation to the Issuer’s LaunchPAD Programme for the issuance of (i) Certificates, (ii) Notes, (iii) Open End Certificates, (iv) Reverse Exchangeable Securities, (v) Turbos and (vi) Warrants approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”) on 1 July 2011 (the “**Base Prospectuses**” and, each, a “**Base Prospectus**”).
  - 2 Each of the Base Prospectuses were approved as a base prospectus pursuant to Directive 2003/71/EC (the “**Prospectus Directive**”) by the AFM. This Supplement constitutes a supplemental prospectus to each of the Base Prospectuses 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, each of the Base Prospectuses and any other supplements thereto issued by the Issuer. Terms defined in each of the Base Prospectuses 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 Prospectuses 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 23 February 2012, The Royal Bank of Scotland Group plc (“**RBSG**”) published via the Regulatory News Service of the London Stock Exchange plc (“**RNS**”) its unaudited annual results for the year ended 31 December 2011 (the “**2011 Annual Results of RBSG**”).
- 7 On 24 February 2012, the Royal Bank of Scotland plc (“**RBS**”) published via RNS, a registration document dated 24 February 2012 (the “**RBS Registration Document**”).
- 8 On 24 February 2012, the RBSG published via RNS, a registration document dated 24 February 2012 (the “**RBSG Registration Document**”).
- 9 By virtue of this Supplement, the following documents (or sections of documents, as the case may be) shall be deemed to be incorporated in, and form part, of each of the Base Prospectuses:
  - 9.1 the 2011 Annual Results of RBSG;
  - 9.2 the RBS Registration Document; and
  - 9.3 the section headed “Risk Factors” on pages 3 to 25 of the RBSG Registration Document.
- 10 The following amendments are made to each of the Base Prospectuses as a result of the publication (and incorporation by reference into each of the Base Prospectuses, by virtue of this Supplement) of the 2011 Annual Results of RBSG and the RBS Registration Document:
  - 10.1 the second from last and penultimate paragraphs under the heading “Overview” in the section entitled “Summary” shall be deleted in their entirety and replaced with the paragraphs set out in Schedule 1;
  - 10.2 the sub-sections entitled “Separation from the ABN AMRO Group” and “Proposed transfer of activities” in the section entitled “Summary” shall be deleted in their entirety and replaced with the paragraphs set out in Schedule 2;
  - 10.3 the bullet risk factors under the heading “Part B: In relation to RBS N.V. and RBS” in the sub-section entitled “Risk Factors – Risks Relating to the Issuer” in the section entitled “Summary” shall be deleted in their entirety and replaced with the paragraphs set out in Schedule 3;
  - 10.4 the following documents (or sections of documents, as the case may be) shall no longer be incorporated by reference:
    - 10.4.1 the press release headed “The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc and National Westminster Bank Plc – Clarification of Contractual Position Relating to Payments Under Preference Shares and Subordinated Securities” published via RNS on 20 October 2009;
    - 10.4.2 the following sections of the Shareholder Circular published by RBSG on 27 November 2009:
      - (i) “Financial Information” on page 5;
      - (ii) “Part I – Letter From the Chairman of RBS” on pages 10 to 20;

- (iii) “Appendix 3 to the Letter From the Chairman of RBS – Principal Terms of Issue of the B Shares and the Dividend Access Share” on pages 76 to 84;
  - (iv) “Appendix 4 to the Letter From the Chairman of RBS – Key Terms of the State Aid Restructuring Plan” on pages 85 to 86;
  - (v) “Part VI – Definitions” on pages 121 to 133; and
  - (vi) “Annex 1 – Terms of Issue of the B Shares and the Dividend Access Share” on pages 134 to 170;
- 10.4.3 the financial information on page 51, pages 56 to 77, pages 106 to 118 and page 131 which is indicated as being “pro forma” in the 2010 annual report and accounts of RBSG, which were published by RBSG via RNS on 17 March 2011;
- 10.4.4 the press release entitled “Proposed transfers of a substantial part of the business activities of RBS N.V. to RBS plc” (excluding (i) the statement therein which reads “Certain unaudited pro forma condensed consolidated financial information relating to RBS Holdings N.V. is set out in the Appendix to this announcement” and (ii) the Appendix thereto) which was published by RBSG via RNS on 19 April 2011;
- 10.4.5 the press release entitled “Details of Part VII Scheme – Securities issued by, and guarantees granted by, RBS N.V.” published by the Issuer on 22 July 2011;
- 10.4.6 the registration document of RBS dated 5 August 2011, which was published via RNS on 5 August 2011;
- 10.4.7 the section headed “Risk Factors” of the registration document of RBSG dated 5 August 2011, which was published via RNS on 5 August 2011;
- 10.4.8 the unaudited Interim Results 2011 of RBSG for the six months ended 30 June 2011, which were published via RNS on 5 August 2011; and
- 10.4.9 the unaudited “Interim Management Statement Q3 2011” of RBSG for the third quarter ended 30 September 2011, which was published via RNS on 4 November 2011;
- 10.5 the sub-section entitled “Unaudited Pro Forma Financial Information” under the section entitled “Documents Incorporated by reference” shall be deleted in its entirety; and
- 10.6 the sub-section entitled “PART B: IN RELATION TO RBS” in the section entitled “General Information” shall be deleted in its entirety.
- 11** By virtue of this Supplement, the paragraph entitled “Payments on the Securities may be subject to U.S. withholding tax and/or early termination on account of U.S. withholding tax” in the sub-section entitled “Factors which are material for the purpose of assessing the market risks associated with Securities issued” under the section headed “Risk Factors”, shall be deleted in its entirety and replaced by the paragraph set out in Schedule 4.
- 12** The following update applies to each Base Prospectus, except the Certificates Base Prospectus: by virtue of this Supplement, the sub-section entitled “United States” under the section entitled “Taxation”, shall be deleted in its entirety.
- 13** The following update applies only to the Certificates Base Prospectus: By virtue of this Supplement, the following changes are deemed to be made in the sub-section entitled “The United States of America” under the section entitled “Taxation”:

- 13.1 the paragraph entitled “Withholding on Dividend Equivalent Payments” shall be deleted in its entirety and replaced with the paragraph set out in Schedule 5; and
- 13.2 the sub-section entitled “FATCA Withholding” shall be deleted in its entirety.
- 14** A copy of this Supplement, the Base Prospectuses and all other supplements thereto and all documents incorporated by reference in each of the Base Prospectuses are accessible on <http://markets.rbs.com/bparchive> 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, email [investor.relations@rbs.com](mailto:investor.relations@rbs.com).
- 15** To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in any of the Base Prospectuses or any previous supplement to the Base Prospectuses, the statements referred to in (a) above will prevail.
- 16** Save as disclosed in any previous supplement to any of the Base Prospectuses or this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses (as supplemented at the date hereof) has arisen or has been noted since the publication of the Base Prospectuses.

**The Royal Bank of Scotland N.V.**

## Schedule 1

RBS Holdings and RBS N.V. form part of the RBSG Group. RBSG is the holding company of a large global banking and financial services group. Headquartered in Edinburgh, the RBSG Group operates in the United Kingdom, the United States and internationally through its principal subsidiaries, RBS and National Westminster Bank Plc (“**NatWest**”). Both RBS and NatWest are major United Kingdom clearing banks. In the United States, the RBSG Group’s subsidiary Citizens Financial Group, Inc. is a large commercial banking organisation. Globally, the RBSG Group has a diversified customer base and provides a wide range of products and services to personal, commercial and large corporate and institutional customers.

The RBSG Group had total assets of £1,507 billion and owners’ equity of £75 billion as at 31 December 2011. The RBSG Group’s capital ratios as at 31 December 2011 were a total capital ratio of 13.8 per cent., a Core Tier 1 capital ratio of 10.6 per cent. and a Tier 1 capital ratio of 13.0 per cent.

## Schedule 2

### ABN AMRO

In 2007, RFS Holdings B.V., which was jointly owned by the RBSG Group, the Dutch State (successor to Fortis Bank Nederland (Holding) N.V.) and Banco Santander, S.A. (together, the “**Consortium Members**”), completed the acquisition of ABN AMRO Holding N.V.

On 6 February 2010, the businesses of ABN AMRO Holding N.V. acquired by the Dutch State were legally demerged to a newly established company, ABN AMRO Bank N.V, which on 1 April 2010 was transferred to ABN AMRO Group N.V., itself owned by the Dutch State.

Following legal separation, RBS Holdings (formerly ABN AMRO Holding N.V.) has one operating subsidiary, RBS N.V., a fully operational bank within the RBSG Group. RBS N.V. is independently rated and regulated by the Dutch Central Bank. Certain assets within RBS N.V. continue to be shared by the Consortium Members.

On 19 April 2011, the RBSG Group announced the proposed transfers of a substantial part of the business activities of RBS N.V. to RBS (the “**Proposed Transfers**”). Subject to, among other matters, regulatory and other approvals, it is expected that the transfers will be implemented on a phased basis over a period ending 31 December 2013. A large part of the transfers is expected to have taken place by the end of 2012.

On 17 October 2011, the RBSG Group completed the transfer of a substantial part of the UK activities of RBS N.V. to RBS pursuant to Part VII of the UK Financial Services and Markets Act 2000.

Approximately 98 per cent. of the issued share capital of RFS Holdings B.V. is now held by the RBSG Group.

### Schedule 3

- RBSG and its United Kingdom bank subsidiaries may face the risk of full nationalisation or other resolution procedures under the Banking Act 2009 which may result in various actions being taken in relation to any securities issued by RBS.
- The Independent Commission on Banking has published its final report on competition and possible structural reforms in the UK banking industry. The UK Government has indicated that it supports and intends to implement the recommendations substantially as proposed, which could have a material adverse effect on the RBSG Group.
- The RBSG Group's businesses and performance can be negatively affected by actual or perceived global economic and financial market conditions and by other geopolitical risks.
- The RBSG Group is subject to a variety of risks as a result of implementing the state aid restructuring plan and is prohibited from making discretionary dividend or coupon payments on existing hybrid capital instruments (including preference shares and B shares) which may impair the RBSG Group's ability to raise new Tier 1 capital.
- The occurrence of a delay in the implementation of (or any failure to implement) the approved proposed transfers of a substantial part of the business activities of RBS N.V. to RBS may have a material adverse effect on the RBSG Group.
- The RBSG Group's ability to implement its strategic plan depends on the success of the RBSG Group's refocus on its core strengths and its balance sheet reduction programme.
- The RBSG Group's ability to meet its obligations including its funding commitments depends on the RBSG Group's ability to access sources of liquidity and funding.
- The financial performance of the RBSG Group has been, and continues to be, materially affected by deteriorations in borrower and counterparty credit quality and further deteriorations could arise due to prevailing economic and market conditions and legal and regulatory developments.
- The RBSG Group's earnings and financial condition have been, and its future earnings and financial condition may continue to be, materially affected by depressed asset valuations resulting from poor market conditions.
- The value or effectiveness of any credit protection that the RBSG Group has purchased depends on the value of the underlying assets and the financial condition of the insurers and counterparties.
- Changes in interest rates, foreign exchange rates, credit spreads, bond, equity and commodity prices, basis, volatility and correlation risks and other market factors have significantly affected and will continue to affect the RBSG Group's business and results of operations.
- The RBSG Group's borrowing costs, its access to the debt capital markets and its liquidity depend significantly on its and the United Kingdom Government's credit ratings.

- The RBSG Group's business performance could be adversely affected if its capital is not managed effectively or as a result of changes to capital adequacy and liquidity requirements.
- The value of certain financial instruments recorded at fair value is determined using financial models incorporating assumptions, judgements and estimates that may change over time or may ultimately not turn out to be accurate.
- The RBSG Group operates in markets that are highly competitive and its business and results of operations may be adversely affected.
- The RBSG Group could fail to attract or retain senior management, which may include members of the board, or other key employees, and it may suffer if it does not maintain good employee relations.
- Each of the RBSG Group's businesses is subject to substantial regulation and oversight. Significant regulatory developments, including changes in tax law, could have an adverse effect on how the RBSG Group conducts its business and on its results of operations and financial condition.
- The RBSG Group is and may be subject to litigation and regulatory investigations that may have a material impact on its business.
- The RBSG Group's results could be adversely affected in the event of goodwill impairment.
- The RBSG Group may be required to make further contributions to its pension schemes if the value of pension fund assets is not sufficient to cover potential obligations.
- Operational risks are inherent in the RBSG Group's businesses.
- HM Treasury (or UKFI on its behalf) may be able to exercise a significant degree of influence over the RBSG Group and any proposed offer or sale of its interests may affect the price of the Securities.
- RBSG Group's insurance businesses are subject to inherent risks involving claims.
- The RBSG Group's operations have inherent reputational risk.
- In the United Kingdom and in other jurisdictions, the RBSG Group is responsible for contributing to compensation schemes in respect of banks and other authorised financial services firms that are unable to meet their obligations to customers.
- The recoverability and regulatory capital treatment of certain deferred tax assets recognised by the RBSG Group depends on the RBSG Group's ability to generate sufficient future taxable profits and there being no adverse changes to tax legislation, regulatory requirements or accounting standards.
- The RBSG Group's participation in the asset protection scheme is costly and may not produce the benefits expected and the occurrence of associated risks may have a material adverse impact on the RBSG Group's business, capital position, financial condition and results of operations.
- The extensive governance, asset management and information requirements under the scheme conditions may have an adverse impact on the RBSG Group and the expected benefits of the asset protection scheme.



- Any changes to the expected regulatory capital treatment of the asset protection scheme, the B shares or the contingent B shares may have a material adverse impact on the RBSG Group.
- RBS has entered into a credit derivative and a financial guarantee contract with RBS N.V. which may adversely affect the RBS Group's results.
- If the RBSG Group is unable to issue the contingent B shares to HM Treasury, it may have a material adverse impact on the RBSG Group's capital position, liquidity, operating results and future prospects.

## Schedule 4

### **Payments on the Securities may be subject to U.S. withholding tax and/or early termination on account of U.S. withholding tax**

Due to recently enacted U.S. legislation, payments on any Security that are, in whole or in part, directly or indirectly contingent upon, or determined by reference to, the payment of a dividend from a U.S. entity (a “**Dividend Equivalent Payment**”) may become subject to a 30% U.S. withholding tax when made to a beneficial owner that is not: (i) a citizen or individual resident of the United States, as defined in Section 7701(b) of the U.S. Internal Revenue Code, (ii) a corporation, including any entity treated as a corporation for U.S. federal income tax purposes, created or organised in or under the laws of the United States, any State thereof or the District of Columbia; (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source; or (iv) a trust if (x) a court within the United States is able to exercise primary supervision over the administration of the trust, and one or more United States persons have the authority to control all substantial decisions of the trust, or (y) such trust has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a United States person, (a “**Non-U.S. holder**”). The imposition of this U.S. withholding tax will reduce the amounts received by Non-U.S. holders. Neither the Issuer nor the Principal Agent nor any other person shall pay any additional amounts to the Non-U.S. holders in respect of such U.S. withholding. Additionally, the Issuer may elect to terminate the Securities, in accordance with General Condition 3(b), should this U.S. withholding tax apply to any current or future payments on the Security. If a Non-U.S. holder becomes subject to this withholding tax, the Non-U.S. holder may be able to claim an exemption under its applicable double tax treaty. The application and interpretation of the rules governing U.S. withholding tax on Dividend Equivalent Payments is subject to change.

## Schedule 5

### Withholding on Dividend Equivalent Payments

Recently enacted U.S. legislation imposes a 30% U.S. withholding tax on payments that are directly or indirectly contingent upon, or determined by reference to, the payment of a dividend from a U.S. entity (a “**Dividend Equivalent Payment**”). The type of payments that constitute Dividend Equivalent Payments subject to this withholding tax is not entirely clear. Payments on Securities (including, but not limited to, the Equity Certificates) with equity in U.S. entities, or indices that include equity in U.S. entities, as the Underlying, or that reference dividend payments made by U.S. entities, could become subject to this withholding tax. Non-U.S. holders may be able to claim the benefits of a double tax treaty to reduce this withholding. Additionally, amounts paid pursuant to an early termination made in accordance with General Condition 3(b) could be subject to withholding if they are deemed to be Dividend Equivalent Payments. Neither the Issuer nor the Principal Agent nor any other person shall pay any additional amounts to the Non-U.S. holders in respect of any U.S. withholding imposed on any Dividend Equivalent Payment. The application and interpretation of the rules governing U.S. withholding tax on Dividend Equivalent Payments is subject to change. Non-U.S. holders should consult their tax advisers about possibility of U.S. withholding on payments made on Securities (including, but not limited to, the Equity Certificates).