
LaunchPAD Programme

Supplementary Prospectus dated 25 June 2012

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



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**”)

- 1** This supplement dated 25 June 2012 (this “**Supplement**”) constitutes the seventeenth 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) Reverse Exchangeable Securities, (iv) Turbos and (v) Warrants; and the eighteenth supplement to the base prospectus dated 1 July 2011 in relation to the Issuer’s LaunchPAD Programme for the issuance of Open End Certificates, each 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 24 February 2012, the registration document of The Royal Bank of Scotland plc dated 24 February 2012 (the “**RBS Registration Document**”) was published via the Regulatory News Service of the London Stock Exchange plc. The RBS Registration Document is incorporated by reference in each of the Base Prospectuses and has previously been filed with the AFM.
- 7 By virtue of this Supplement, the paragraphs under the sub-section entitled “Ratings” in the sub-section entitled “PART A: IN RELATION TO RBS N.V.” in the section of each of the Base Prospectuses entitled “General Information”, shall be deleted in their entirety and replaced with the following:

“Any rated Securities are expected to be assigned a rating that aligns with the relevant rating measures outlined below. Should there be any exceptions to this, the Issuer will in each case specify details in the Final Terms of the relevant Securities.

Standard & Poor’s Credit Market Services Europe Limited (“**Standard & Poor’s**”) is expected to rate: senior notes issued by RBS N.V. with a maturity of one year or more “A”; senior notes issued by RBS N.V. with a maturity of less than one year “A-1”; dated subordinated notes issued by RBS N.V. “BBB-”; and undated tier 2 notes issued by RBS N.V. “BB+”. Fitch Ratings Limited (“**Fitch**”) is expected to rate: senior notes issued by RBS N.V. with a maturity of one year or more “A”; senior notes issued by RBS N.V. with a maturity of less than one year “F1”; and dated subordinated notes and undated tier 2 notes issued by RBS N.V. will be rated on a case-by-case basis. Moody’s Investors Service Limited (“**Moody’s**”) is expected to rate: senior notes issued by RBS N.V. with a maturity of one year or more “A3”; senior notes issued by RBS N.V. with a maturity of less than one year “P-2”; and dated subordinated notes and undated tier 2 notes issued by RBS N.V. will be rated on a case-by-case basis.

As defined by Standard & Poor’s, an “A” rating means that the ability of the Issuer to meet its financial commitment on the relevant notes issued by it is strong and an “A-1” rating means that the ability of the Issuer to meet its financial commitment on the relevant notes issued by it is strong. A “BBB” rating means that the financial commitment on the relevant notes exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the Issuer to meet its financial commitment on the relevant notes issued by it. A “BB” rating means that the ability of the Issuer to meet its financial commitment on the relevant notes issued by it faces major ongoing uncertainties or exposure to adverse business, financial or economic conditions which could lead to the Issuer’s inadequate capacity to meet its financial commitment on the relevant notes issued by it. As defined by Standard & Poor’s, an addition of a plus (+) or minus (-) sign shows relative standing within the major rating categories.

As defined by Fitch, an “A” rating indicates that the Issuer has a strong capacity for payment of its financial commitments on the relevant notes issued by it. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. As defined by Fitch, an “F1” rating indicates that the Issuer has the strongest capacity for timely payment of its financial commitments on the relevant notes issued by it.

As defined by Moody's, an "A" rating means the capacity of the Issuer to meet its obligations on the relevant notes issued by it is considered to be upper-medium grade subject to low credit risk. As defined by Moody's, the addition of a "3" indicates that the obligation ranks in the lower end of its generic rating category. As defined by Moody's, a "P-2" rating means that the Issuer has a strong ability to repay its short-term debt obligations on the relevant notes issued by it.

The rating definitions set out above constitute third-party information and were obtained in the English language from (i) the publication entitled "Standard & Poor's Ratings Definitions - 27 April 2011" published by Standard & Poor's (available at www.standardandpoors.com), (ii) the publication entitled "Rating Symbols and Definitions - June 2012" published by Moody's (available at www.moody's.com) and (iii) the publication entitled "Definitions of Ratings and Other Forms of Opinion - September 2011" published by Fitch (available at www.fitchratings.com). The information found at the websites referred to in the previous sentence does not form part of and is not incorporated by reference into this Base Prospectus. The rating definitions set out above have been accurately reproduced from the sources identified above and, so far as RBS N.V. is aware and is able to ascertain from information published by the third parties referred to above, no facts have been omitted which would render the ratings definitions set out above inaccurate or misleading.

A rating is not a recommendation to buy, sell or hold securities and may be subject to change, suspension or withdrawal at any time by the assigning rating agency.

The credit ratings included and referred to in this Base Prospectus (to the extent they relate to this Part A), including documents incorporated by reference herein, have been issued by Standard & Poor's Credit Market Services Europe Limited, Fitch Ratings Limited and Moody's Investors Service Limited, each of which is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies."

- 8 By virtue of this Supplement, the following information within the section entitled "Introduction" in the RBS Registration Document shall no longer be incorporated by reference in any of the Base Prospectuses:
 - 8.1 the final sentence of the fourth paragraph of such section, which begins with the words "Moody's Investors Service Limited";
 - 8.2 the seventh paragraph of such section, which begins with the words "As defined by Moody's"; and
 - 8.3 limb (ii) of the eighth paragraph of such section, which begins with the words "the ratings definitions set out above".
- 9 By virtue of this Supplement, the following shall be inserted as a new sub-section entitled "Ratings" in the sub-section entitled "PART B: IN RELATION TO RBS" in the section entitled "General Information" in each of the Base Prospectuses:

"Moody's Investors Service Limited ("**Moody's**") is expected to rate: senior notes issued by RBS with a maturity of one year or more "A3"; senior notes issued by RBS with a maturity of less than one year "P-2"; and dated subordinated notes and undated tier 2 notes issued by RBS will be rated on a case-by-case basis.

As defined by Moody's, an "A" rating means the capacity of the Issuer to meet its obligations on the relevant notes issued by it is considered to be upper-medium grade subject to low credit risk. As defined by Moody's, the addition of a "3" indicates that the obligation ranks in the lower end of its generic rating category. As defined by Moody's, a "P-2" rating means that the Issuer has a strong ability to repay its short-term debt obligations on the relevant notes issued by it.

The rating definitions set out above constitute third-party information and were obtained in the English language from the publication entitled “Rating Symbols and Definitions - June 2012” published by Moody’s (available at www.moodys.com).

The rating definitions set out in this Base Prospectus have been accurately reproduced from the sources identified above and, so far as RBS is aware and is able to ascertain from information published by the third parties referred to above, no facts have been omitted which would render the ratings definitions set out above inaccurate or misleading.

A rating is not a recommendation to buy, sell or hold securities and may be subject to change, suspension or withdrawal at any time by the assigning rating agency.”.

- 10 The amendments described in paragraphs 7, 8 and 9 above arise following an announcement by Moody’s on 21 June 2012 of revisions to the expected ratings of notes issued by the Issuer and RBS, and those of certain other global banks and securities firms, reflecting changes in the Moody’s rating methodology to assess global capital markets business models and its broader concerns about the additional pressures arising from a difficult Euro-zone operating environment. The RBSG Group (as defined in each of the Base Prospectuses) believes the impacts of this downgrade are manageable, bearing in mind its £153 billion liquidity portfolio. The amount of collateral that may have to be posted by the RBSG Group following this downgrade by Moody’s is estimated to be £9 billion as of 31 May 2012.
- 11 By virtue of this Supplement, the following shall be inserted as a new sub-section entitled “Dutch Scheme - Proposals” in the sub-section entitled “PART A: IN RELATION TO RBS N.V.” in the section entitled “General Information” in each of the Base Prospectuses:

“On 18 June 2012, the Court of Session in Scotland made an order, inter alia, approving the completion of the Merger (as defined in the Registration Document) for the purposes of Article 11 of Directive 2005/56/EC of the European Parliament and the Council of the European Union. It is expected that the Dutch Scheme (as defined in the Registration Document) will take effect on 9 July 2012.”.
- 12 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> 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, email investor.relations@rbs.com.
- 13 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.
- 14 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.