Retro-Finance Programme (Finland)

Supplementary Prospectus dated 11 May 2012

TENTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE RETRO-FINANCE PROGRAMME (FINLAND) FOR THE ISSUANCE OF NOTES

The Royal Bank of Scotland plc

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

(the "**Issuer**")

The Royal Bank of Scotland plc

Retro-Finance Programme (Finland)

(the "**Programme**")

1 This Supplement dated 11 May 2012 (this "**Supplement**") constitutes the tenth supplement to the base prospectus dated 15 September 2011 in relation to the Issuer's Retro-Finance Programme (Finland) for the issuance of Notes approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**") on 15 September 2011 (the "**Base Prospectus**").

2 The Base Prospectus was approved as a base prospectus pursuant to Directive 2003/71/EC (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 meaning 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 1 May 2012, The Royal Bank of Scotland Group plc ("**RBSG**") published via the Regulatory News Service of the London Stock Exchange plc a press release entitled "Divisional Reorganisation and Group Reporting Changes (effective 1 January 2012)" (the "**1 May RNS**").

7 By virtue of this Supplement, the 1 May RNS shall be incorporated in, and form part of, the Base Prospectus.

8 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, on the London Stock Exchange plc's website at http://www.londonstockexchange.com/news/market-news/rns/rns.htm and can be obtained from the registered office of the Issuer at 36 St. Andrew Square, Edinburgh EH2 2YB, United Kingdom, telephone +33 131 523 3636.

9 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.

10 To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in the Base Prospectus, the statements referred to in (a) above will prevail.

11 Save as disclosed in 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 been noted since the publication of the Base Prospectus.

The Royal Bank of Scotland plc