
LaunchPAD Programme

Supplementary Prospectus dated 11 July 2012

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



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”)

- 1** This supplement dated 11 July 2012 (this “**Supplement**”) constitutes (i) the second supplement to each of the base prospectuses dated 25 May 2012 in relation to the Issuer’s LaunchPAD Programme for the issuance of Notes, Open End Certificates, Reverse Exchangeable Securities, Turbos and Warrants, each approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”) on 25 May 2012; and (ii) the third supplement to the base prospectus dated 25 May 2012 in relation to the Issuer’s LaunchPAD Programme for the issuance of Certificates approved by the AFM on 25 May 2012 (the “**Base Prospectuses**” and, each, a “**Base Prospectus**”).
- 2** Each of the Base Prospectuses 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 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 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 any of 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 Further to the announcement dated 18 June 2012, The Royal Bank of Scotland Group plc, RBS, RBS Holdings N.V., The Royal Bank of Scotland N.V. and RBS II B.V. have decided that, as a result of technology issues which have affected the Group in the UK and Ireland, it would be prudent to defer the implementation of the Dutch Scheme which was scheduled to take place on 9 July 2012. The Financial Services Authority has been advised of the delay and has no objections. De Nederlandsche Bank is aware of the delay. The Issuer will produce a supplement to its disclosure once the new effective date for the Dutch Scheme has been set, which is subject to regulatory and court approvals.
- 7 By virtue of this Supplement, the following shall be inserted at the end of the sub-section entitled “Recent Developments” in the section entitled “General Information” in each of the Base Prospectuses:

“FSA agreement in relation to interest rate swap products for SMEs

On 29 June 2012, RBS announced that it, in common with a number of other UK banks, had reached an agreement with the Financial Services Authority on an approach to the mis-selling issues surrounding interest rate swap products for SMEs. The agreement includes an independent review process which is intended to provide certainty for affected customers and other stakeholders. In respect of less sophisticated customers who entered into more complex swap products, RBS has agreed to provide direct and immediate redress. RBS is currently not able to reliably estimate the financial impact of this agreement.”.
- 8 A copy of this Supplement, the Base Prospectuses and all other supplements thereto and all documents incorporated by reference in 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, e-mail investor.relations@rbs.com.
- 9 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.
- 10 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 each of the Base Prospectuses.

The Royal Bank of Scotland plc