

FIFTH 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” or “RBS”)*

The Royal Bank of Scotland plc

Retro-Finance Programme (Finland)

(the “Programme”)

- 1 This Supplement dated 1 December 2011 (this “**Supplement**”) constitutes the fifth 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 5 August 2011, the registration document of The Royal Bank of Scotland plc dated 5 August 2011 (the “**Registration Document**”) was published via the Regulatory News Service of the London Stock Exchange plc. The Registration Document is incorporated by reference in the Base Prospectus and has previously been filed with the AFM.

- 7 By virtue of this Supplement, within the section entitled “Introduction” in the Registration Document, the following shall no longer be incorporated by reference in the Base Prospectus:

7.1 the first sentence of the fourth paragraph of such section, which reads:

“Standard & Poor’s Credit Market Services Europe Limited (“**Standard & Poor’s**”) is expected to rate: senior notes issued by RBS with a maturity of one year or more “A+”; senior notes issued by RBS with a maturity of less than one year “A-1”; dated subordinated notes issued by RBS “BBB+”; and undated tier 2 notes issued by RBS “BB+”.”;

7.2 the seventh, eighth and ninth paragraphs of such section.

- 8 For the avoidance of doubt, (i) the reference to the seventh paragraph in section 7.2 above shall be construed as a reference to such paragraph as amended by section 7.2 of the second supplement to the Base Prospectus dated 11 October 2011 (the “**Second Supplement**”); and (ii) the reference to the eighth paragraph in section 7.2 above supersedes section 7.4 of the Second Supplement and section 8.4 of the third supplement to the Base Prospectus dated 14 October 2011.

- 9 By virtue of this Supplement, the following shall be inserted at the end of the sub-section entitled “Recent Developments - Ratings” in the section entitled “General Information” in the Base Prospectus:

“Standard & Poor’s Credit Market Services Europe Limited (“**Standard & Poor’s**”) is expected to rate: senior notes issued by RBS with a maturity of one year or more “A”; senior notes issued by RBS with a maturity of less than one year “A-1”; dated subordinated notes issued by RBS “BBB-”; and undated tier 2 notes issued by RBS “BB+”.

The rating definitions set out above constitute third-party information and were obtained in the English language from the publication entitled “Standard & Poor’s Ratings Definitions – 1 November 2011” published by Standard & Poor’s (available at www.standardandpoors.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 By virtue of this Supplement, the following sentence shall be inserted at the end of the second paragraph in the sub-section entitled “Ratings” in the section entitled “General Information – Recent Developments” in the Base Prospectus (which sub-section was incorporated in the Base Prospectus by virtue of section 7.4 of the Second Supplement):

“As defined by Moody’s, a “P-1” rating means that the Issuer has a superior ability to repay its short-term debt obligations on the relevant notes issued by it.”

- 11 By virtue of this Supplement:

- 11.1 the fifth paragraph in the sub-section entitled “Other investigations” under the section entitled “Description of the Royal Bank of Scotland plc Investigations” on pages 42 and 43 of the Registration Document shall no longer be incorporated by reference in the Base Prospectus; and
- 11.2 the following shall be inserted after the sub-section entitled “Recent Developments - Litigation - Other securitisation and securities related litigation in the United States” (which sub-section was incorporated into the Base Prospectus by virtue of the section 13 of the fourth supplement to the Base Prospectus dated 8 November 2011) in the section entitled “General Information” in the Base Prospectus:

“Other Investigations

In July 2010, the FSA notified the Group that it was commencing an investigation into the sale by Coutts & Co of the ALICO (American Life Insurance Company) Premier Access Bond Enhanced Variable Rate Fund (“**EVRF**”) to customers between 2001 and 2008 as well as its subsequent review of those sales. Subsequently on 11 January 2011, the FSA revised the investigation start date to December 2003.

On 8 November 2011, the FSA published its Final Notice having reached a settlement with Coutts & Co, under which Coutts & Co agreed to pay a fine of £6.3 million. The FSA did not make any findings on the suitability of advice given in individual cases. Nonetheless, in order to address the possibility that unsuitable advice may potentially have been given in relation to the EVRF, Coutts & Co has agreed to undertake a past business review of its sales of the product. This review will be overseen by an independent third party and will consider the advice given to customers invested in the EVRF as at the date of its suspension, 15 September 2008. As part of the review, Coutts & Co may identify clients affected by the FSA's findings and will offer them redress.”.

- 12 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.
- 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, the statements referred to in (a) above will prevail.
- 14 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