

29 SEPTEMBER 2011

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**SIXTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF OPEN END CERTIFICATES DATED 29 SEPTEMBER 2011**



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**The Royal Bank of Scotland plc**  
*(incorporated under the laws of Scotland with limited liability under the Companies Act 1948 to 1980, with registered number SC090312)*  
(the **Issuer**)

**RBS LaunchPAD Programme**

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1. This Supplement dated 29 September 2011 (the **Supplement**) constitutes the sixth supplement to the base prospectus dated 27 May 2011 in relation to the Issuer's LaunchPAD Programme for the issuance of Open end Certificates (the **Base Prospectus**) approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**) on 26 May 2011.
2. The Base Prospectus was approved as a base prospectus pursuant to Directive 2003/71/EC 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 the 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 (having 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. The section entitled “TAXATION” beginning on page 44 shall be amended in section 4 “UNITED STATES”, in the paragraph “Withholding on Dividend Equivalent Payments” beginning on page 51 by deleting the words “an Early Redemption on Account of U.S. Withholding Tax” and replacing them with the words “an early termination in accordance with General Condition 3(b)”.
7. In the section entitled “SELLING RESTRICTIONS” beginning on page 56, section 4 “UNITED STATES OF AMERICA” shall be amended in the third paragraph by deleting the words “and will be referred to in the relevant Final Terms as a transaction to which the C Rules are not applicable”
8. In the section entitled “GENERAL CONDITIONS” beginning on page 85;
  - (i) In section 11 “(ADJUSTMENTS FOR EUROPEAN MONETARY UNION)”, the definition of “Adjustment Date” shall be amended by deleting the words “Original Company” and replacing them with “Original Currency”; and
  - (ii) In section 18 “(EVENTS OF DEFAULT)”, the term “Early Redemption Amount” shall be replaced with “Early Termination Amount” in the definition appearing immediately below sub-section (c).
9. On the cover page of the Form of Final Terms, on page 613, the U.S. Securities legend shall be amended by removing the references to 144A and Equity Certificates. Following such amendment, the U.S. Securities legend shall read as follows:

“THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR THE SECURITIES LAWS OF ANY STATE OR POLITICAL SUBDIVISION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO THE REQUIREMENTS OF THE SECURITIES ACT AND ANY APPLICABLE U.S. STATE SECURITIES LAWS. THE SECURITIES ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES TO PERSONS OTHER THAN U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT) IN OFFSHORE TRANSACTIONS THAT MEET THE REQUIREMENTS OF REGULATIONS UNDER THE SECURITIES ACT. FURTHERMORE, TRADING IN THE SECURITIES HAS NOT BEEN APPROVED BY THE UNITED STATES COMMODITY FUTURES TRADING COMMISSION UNDER THE UNITED STATES COMMODITY EXCHANGE ACT, AS AMENDED.”
10. On the second page of the Form of Final Terms beginning on page 613, the following paragraph shall be deleted:

***“THE SECURITIES DO NOT CONSTITUTE UNITS OF COLLECTIVE INVESTMENT SCHEMES WITHIN THE MEANING OF THE SWISS FEDERAL ACT ON COLLECTIVE INVESTMENT SCHEMES (“CISA”) AND ARE NOT SUBJECT TO THE APPROVAL OF, OR SUPERVISION BY THE SWISS FINANCIAL MARKET SUPERVISORY AUTHORITY (“FINMA”). HOLDERS OF THE SECURITIES ARE EXPOSED TO THE CREDIT RISK OF THE ISSUER.”***
11. In the section entitled “PRODUCT CONDITIONS” beginning on page 99 and “FORM OF FINAL TERMS” beginning on page 613, the following amendments are made and amended definitions put into alphabetical order:

(A)(i) In the Product Conditions relating to Commodity Open End Quanto Certificates beginning on page 114, the definitions of “Annual Fee” and “Management Fee”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee”.

(ii) In the form of Final Terms relating to Commodity Open End Quanto Certificates beginning on page 622, the definitions of “Cash Amount” and “Management Fee”, shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MFt” with “CFt”. Following such amendment, the “Cash Amount” and “Certificate Fee” definitions in the Final Terms shall read as follows:

Cash Amount:

$$[$$
$$CA_t = CA_{t-1} * (1 + DCF_{t-1,t} \times Rate_{t-1}) + QMF_t + CF_t$$

where:

$CA_t$  = Cash Amount on Trading Day t

$CA_{t-1}$  = Cash Amount on Trading Day t-1

$DCF_{t-1,t}$  = Day Count Fraction between Trading Day (t-1) and Trading Day t

$Rate_{t-1}$  = Rate on previous Trading Day

$QMF_t$  = Quanto Maintenance Fee on Trading Day t

$CF_t$  = Certificate Fee on Trading Day t.]

[*specify other*]

Certificate Fee:  $[CF_t = Fee * CLU_{t-1} * DCF_{t-1,t}]$

where:

$CF_t$  = Certificate Fee on Trading Day t

Fee = Annual Fee

$CLU_{t-1}$  = Reference Price on the previous Trading Day (or, if there is a Market Disruption Event on such day, the level as determined as if such Trading Day was a Valuation Date, as specified below)

$DCF_{t-1,t}$  = Day Count Fraction between (t-1) and t Trading Days]

[specify other]

(B)(i) In the Product Conditions relating to Commodity Futures and Commodity Forward Contracts Open End Quanto Certificates beginning on page 145, the definitions of “Annual Fee” and “Management Fee”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee”.

(ii) In the form of Final Terms relating to Commodity Futures and Commodity Forward Contracts Open End Quanto Certificates beginning on page 630, the definition of “Management Fee”, shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MFt” with “CFt”. Following such amendment, the “Certificate Fee” definition in the Final Terms shall read as follows:

Certificate Fee:  $[[CF_t = Fee * CLU_{t-1} * DCF_{t-1,t} * RR_{t-1}]]$

where:

$CF_t$  = Certificate Fee on Trading Day t

Fee = Annual Fee

$CLU_{t-1}$  = Reference Asset Price on the previous Trading Day at the Valuation Time as announced by the Exchange, converted into the Settlement Currency using the Exchange Rate (or, if there is a Market Disruption Event on such day, the level as determined as if such Trading Day was a Valuation Date, as specified below)

$DCF_{t-1}$  = Day Count Fraction between (t-1) and t Trading Days

$RR_{t-1}$  = Rollover Ratio on Trading Day (t-1)]

[specify other]

(C)(i) In the Product Conditions relating to Fund Open End Quanto Certificates beginning on page 190, the definitions of “Annual Fee” and “Management Fee”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee”.

(ii) In the form of Final Terms relating to Fund Open End Quanto Certificates beginning on page 638, the definitions of “Cash Amount” and “Management Fee”, shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MFt” with “CFt”. Following such amendment, the “Cash Amount” and “Certificate Fee” definitions in the Final Terms shall read as follows:

Cash Amount:  $[ CA_t = CA_{t-1} * (1 + DCF_{t-1,t} \times Rate_{t-1}) + QMF_t + CF_t$

where:

$CA_t =$  Cash Amount on Trading Day t

$CA_{t-1} =$  Cash Amount on Trading Day t-1

$DCF_{t-1,t} =$  Day Count Fraction between Trading Day (t-1) and Trading Day t

$Rate_{t-1} =$  Rate on previous Trading Day

$QMF_t =$  Quanto Maintenance Fee on Trading Day t

$CF_t =$  Certificate Fee on Trading Day t.]

[*specify other*]

Certificate Fee:  $[ CF_t = Fee \times CLU_{t-1} \times DCF_{t-1,t}$

where

$CF_t =$  Certificate Fee on Trading Day t

$Fee =$  Annual Fee

$CLU_{t-1} =$  Reference Price on Trading Day (t-1) (or if there is a Fund Event on such day, the level as determined as if such Trading Day was a Valuation Date, as specified below)

$DCF_{t-1,t} =$  Day Count Fraction between (t-1) and t Trading Days]

[*specify other*]

(D)(i) In the Product Conditions relating to Index Open End Quanto Certificates beginning on page 237, the definitions of “Annual Fee” and “Management Fee”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee”.

(ii) In the form of Final Terms relating to Index Open End Quanto Certificates beginning on page 647, the definitions of “Cash Amount” and “Management Fee”, shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MFt” with “CFt”. Following such amendment, the “Cash Amount” and “Certificate Fee” definitions in the Final Terms shall read as follows:

Cash Amount: [In respect of the Valuation Date, Issuer Call Date, or Early Termination Date (pursuant to Product Condition 3(c)), as applicable:]

$$[CA_t = CA_{t-1} * (1 + DCF_{t-1,t} \times Rate_{t-1}) + QMF_t + CF_t - D_t]$$

where:

- “Ca<sub>t</sub>” = Cash Amount on Trading Day t
- “CA<sub>t-1</sub>” = Cash Amount on Trading Day t-1
- “DCF<sub>t-1,t</sub>” = Day Count Fraction between Trading Day (t-1) and Trading Day t
- “Rate<sub>t-1</sub>” = Rate on previous Trading Day
- “QMF<sub>t</sub>” = Quanto Maintenance Fee on Trading Day t
- “CF<sub>t</sub>” = Certificate Fee on Trading Day t
- “D<sub>t</sub>” = Dividends on Trading Day t.

The Cash Amount on the Launch Date is zero. The Cash Amount can be negative.]<sup>1</sup>

[(Issue Price x [Final Reference Price/Initial Reference Price]) – Index Fee] – Quanto Fee

less any accrued Maintenance Fee. The Cash Amount shall be rounded to the nearest two decimal places in the Settlement Currency, 0.005 being rounded downwards.]

[specify other]

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<sup>1</sup> This and the next formula are alternatives for the quanto product

Certificate Fee:  $[CF_t = Fee \times CLU_{t-1} \times DCF_{t-1,t}]$

where

CF<sub>t</sub> = Certificate Fee on Trading Day t

Fee = Annual Fee

CLU<sub>t-1</sub> = the Reference Price on Trading Day (t-1) (or if there is a Market Disruption Event on such day, the level as determined as if such Trading Day was a Valuation Date, as specified below)

DCF<sub>t-1, t</sub> = Day Count Fraction between (t-1) and t Trading Days]

[specify other]

(E)(i) In the Product Conditions relating to Fund Basket Open End Quanto Certificates beginning on page 303, the definitions of “Annual Fee” and “Management Fee”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee”.

(ii) In the form of Final Terms relating to Fund Basket Open End Quanto Certificates beginning on page 664, the definitions of “Cash Amount”, “Certificate Value” and “Management Fee”, shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MF<sub>t</sub>” with “CF<sub>t</sub>”. Following such amendment, the “Cash Amount”, “Certificate Value” and “Certificate Fee” definitions in the Final Terms shall read as follows:

Cash Amount  $[CA_t = CA_{t-1} * (1 + DCF_{t-1,t} \times Rate_{t-1}) + QMF_t + CF_t]$

where:

CA<sub>t</sub> = Cash Amount on Trading Day t

CA<sub>t-1</sub> = Cash Amount on Trading Day t-1

DCF<sub>t-1, t</sub> = Day Count Fraction between Trading Day (t-1) and Trading Day t

Rate<sub>t-1</sub> = Rate on previous Trading Day

QMF<sub>t</sub> = Quanto Maintenance Fee on Trading Day t

CF<sub>t</sub> = Certificate Fee on Trading Day t.

The Cash Amount on the Launch Date is zero. The Cash Amount can

be negative]

[specify other] [Not Applicable]

Certificate Value: [In respect of the Valuation Date or Issuer Call Date, as applicable:]

$$[ CV_t = [ CLU_t - CA_t ] \times CE$$

where:

CVt = Certificate Value on Trading Day t

CLUt = Final Reference Price on Trading Day t

CAt = Cash Amount on Trading Day t

CE = Entitlement

CV0 = [ ]

$$[ CV_t = CV_{t-1} \times \left( \frac{I_t}{I_{t-1}} - CF_t - QMF_t \right)$$

where:

CVt = Certificate Value on Trading Day t

CVt-1 = Certificate Value on Trading Day t-1

It = Basket Level on Trading Day t as announced by the Calculation Agent

It-1 = Basket Level on Trading Day t-1 as announced by the Calculation Agent

CFt = Certificate Fee on Trading Day t

QMFt = Quanto Maintenance Fee on Trading Day t

CV0 = [ ]

[specify other]

Certificate Fee: [  $CF_t = Fee \times CLU_{t-1} \times DCF_{t-1,t}$

where:

CFt = Certificate Fee on Trading Day t

Fee = Annual Fee



CLUt-1 = Reference Price on Trading Day (t-1) (or if there is a Fund Event on such day, the level as determined as if such Trading Day was a Valuation Date, as specified below)

DCF<sub>t-1, t</sub> = Day Count Fraction between (t-1) and t Trading Days; ]

[specify other]

(F)(i) In the Product Conditions relating to Spread Open End Certificates beginning on page 408, the definitions of “Daily Cash Amount”, “Management Fee” and “Management Fee Level”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MFt” with “CFt”. Following such amendment, the “Daily Cash Amount”, “Certificate Fee” and “Certificate Fee Level” definitions shall read as follows:

“**Daily Cash Amount**” means as of the Launch Date, the amount specified as such in the definition of the relevant Series in the applicable Final Terms, and thereafter, unless otherwise specified in the definition of the relevant Series in the applicable Final Terms, an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$CA(t) = CA(t-1) \times (1 + DCF(t-1, t) \times Rate_{t-1}) - CF(t) + D(t)$$

Where:

CA(t) = Daily Cash Amount on Trading Day t;

CA(t-1) = Daily Cash Amount on the immediately preceding Trading Day t-1;

DCF(t-1, t) = Day Count Fraction between Trading Day (t-1) and Trading Day t;

Rate<sub>t-1</sub> = Rate on immediately preceding Trading Day t-1;

CF(t) = Certificate Fee on Trading Day t; and

D(t) = (i) If Dividends are specified as being Applicable, the Dividend Amount on Trading Day t, and otherwise (ii) zero;”

“**Certificate Fee**” means, unless otherwise specified in the definition of the relevant Series in the applicable Final Terms, an amount in the Settlement Currency that will be calculated by the Calculation Agent on a daily basis from the Launch Date in accordance with the following formula:

$$CF(t) = F \times DCF(t-1, t) \times ANP(t-1)$$

Where:

CF(t) = Certificate Fee on Trading Day t;  
 F = Certificate Fee Level;  
 DCF(t-1,t) = Day Count Fraction between the immediately preceding Trading Day (t-1) and Trading Day t;  
 ANP(t-1) = Absolute Notional Position at the Valuation Time on the immediately preceding Trading Day (t-1);”

“**Certificate Fee Level**” means the percentage fee per annum, specified as such in the definition of the relevant Series in the applicable Final Terms;”

(ii) In the form of Final Terms relating to Spread Open End Certificates beginning on page 681, the definitions of “Management Fee” and “Management Fee Level”, shall be amended by replacing them with “Certificate Fee” and “Certificate Fee Level” respectively.

(G)(i) In the Product Conditions relating to Quanto Spread Open End Certificates beginning on page 452, the definitions of “Daily Cash Amount”, “Management Fee” and “Management Fee Level”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MfT” with “CFt”. Following such amendment, the “Daily Cash Amount”, “Certificate Fee” and “Certificate Fee Level” definitions shall read as follows:

“**Daily Cash Amount**” means as of the Launch Date, the amount specified as such in the definition of the relevant Series in the applicable Final Terms, and thereafter, unless otherwise specified in the definition of the relevant Series in the applicable Final Terms, an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$CA(t) = CA(t-1) \times (1 + DCF(t-1, t) \times Rate_{t-1}) + QMF(t) - CF(t) + D(t)$$

Where:

CA(t) = Daily Cash Amount on Trading Day t;  
 CA(t-1) = Daily Cash Amount on the immediately preceding Trading Day t-1;  
 DCF(t-1,t) = Day Count Fraction between Trading Day (t-1) and Trading Day t;  
 Rate<sub>t-1</sub> = Rate on immediately preceding Trading Day t-1;  
 QMF(t) = Quanto Maintenance Fee of Trading Day t;  
 CF(t) = Certificate Fee on Trading Day t; and

$D(t) =$  (i) If Dividends are specified as being Applicable, the Dividend Amount on Trading Day  $t$ , and otherwise (ii) zero;”

“**Certificate Fee**” means, unless otherwise specified in the definition of the relevant Series in the applicable Final Terms, an amount in the Settlement Currency that will be calculated by the Calculation Agent on a daily basis from the Launch Date in accordance with the following formula:

$$CF(t) = F \times DCF(t-1,t) \times ANP(t-1)$$

Where:

$CF(t) =$  Certificate Fee on Trading Day  $t$ ;

$F =$  Certificate Fee Level;

$DCF(t-1,t) =$  Day Count Fraction between the immediately preceding Trading Day  $(t-1)$  and Trading Day  $t$ ;

$ANP(t-1) =$  Absolute Notional Position at the Valuation Time on the immediately preceding Trading Day  $(t-1)$ ;

“**Certificate Fee Level**” means the percentage fee per annum, specified as such in the definition of the relevant Series in the applicable Final Terms;”

(ii) In the form of Final Terms relating to Quanto Spread Open End Certificates beginning on page 685, the definitions of “Management Fee” and “Management Fee Level”, shall be amended by replacing them with “Certificate Fee” and “Certificate Fee Level” respectively.

(H)(i) In the Product Conditions relating to Quanto Spread Open End Certificates II beginning on page 497, the definitions of “Daily Cash Amount”, “Management Fee” and “Management Fee Level”, in Product Condition 1 shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “Mft” with “CFt”. Following such amendment, the “Daily Cash Amount”, “Certificate Fee” and “Certificate Fee Level” definitions shall read as follows:

“**Daily Cash Amount**” means as of the Pricing Date, the amount specified as such in the definition of the relevant Series in the applicable Final Terms, and thereafter, unless otherwise specified in the definition of the relevant Series in the applicable Final Terms, with respect to each Calculation Period, an amount in the Settlement Currency determined by the Calculation Agent on each Trading Day commencing from the first Trading Day in such Calculation Period in accordance with the following formula:

$$CA(t) = CA(t-1) \times (1 + DCF(t-1, t) \times Rate_{t-1}) + RASL(t-1) \times DCF(t-1, t) \times Rate_{t-1} + QMF(t) - CF(t) + D(t)$$

Where:

CA(t) = Daily Cash Amount on Trading Day t;

CA(t-1) = on the first Trading Day in the relevant Calculation Period the Rebalancing Certificate Value and thereafter the Daily Cash Amount on the immediately preceding Trading Day t-1;

RASL(t-1) = Reference Asset Spread Level at the Valuation Time on the immediately preceding Trading Day t-1;

DCF(t-1, t) = Day Count Fraction between Trading Day (t-1) and Trading Day t;

Rate<sub>t-1</sub> = Rate on immediately preceding Trading Day t-1;

QMF(t) = Quanto Maintenance Fee of Trading Day t;

CF(t) = Certificate Fee on Trading Day t; and

D(t) = (i) If Dividends are specified as being Applicable, the Dividend Amount on Trading Day t, and otherwise (ii) zero;

The Daily Cash Amount payable in respect of Exercise, Issuer Automatic Call, Issuer Call or a Stop Loss Event shall be calculated on the Valuation Date, Issuer Automatic Call Date, Issuer Call Date or Stop Loss Termination Date, respectively.”

“**Certificate Fee**” means, unless otherwise specified in the definition of the relevant Series in the applicable Final Terms, with respect to each Calculation Period, an amount in the Settlement Currency that will be calculated by the Calculation Agent on each Trading Day from the first Trading Day in such Calculation Period in accordance with the following formula:

$$CF(t) = F \times DCF(t-1, t) \times ANP(t-1)$$

Where:

CF(t) = Certificate Fee on Trading Day t;

F = Certificate Fee Level;

DCF(t-1, t) = Day Count Fraction between the immediately preceding Trading Day (t-1) and Trading Day t; and

ANP(t-1) = Absolute Notional Position at the Valuation Time on the immediately preceding Trading Day (t-1);”

“**Certificate Fee Level**” means the percentage fee per annum, specified as such in the definition of the relevant Series in the applicable Final Terms;”

(ii) In the form of Final Terms relating to Quanto Spread Open End Certificates beginning on page 689, the definitions of “Management Fee” and “Management Fee Level”, shall be amended by replacing them with “Certificate Fee” and “Certificate Fee Level” respectively.

(I) In the Product Conditions relating to Commodity Futures and Commodity Forward Contracts Open End Quanto Certificates II, beginning on page 556 the definition of “Cash Amount” in Product Condition 1 shall be amended by (a) deleting references to “QMft” and “Quanto Maintenance Fee” and replacing them with “FQMF” and “Futures Quanto Maintenance Fee” respectively and (b) replacing the term “Management Fee” with “Certificate Fee” and replacing references to “Mft” with “Cft”. In addition, the definition of “Management Fee” shall be amended by replacing the term “Management Fee” with “Certificate Fee”. Following such amendment, the “Cash Amount” and “Certificate Fee” definitions shall read as follows:

“**Cash Amount**” means an amount determined by the Calculation Agent in accordance with the following formula, less Expenses:

- (a) on the Launch Date, 0; and
- (b) thereafter:

$$CA_{t-1} * (1 + DCF_{t-1,t} * Rate_{t-1}) + FQMF_t + CF_t$$

where

CA<sub>t-1</sub> = Cash Amount on previous Trading Day t

DCF<sub>t-1,t</sub> = Day Count Fraction between Trading Day (t-1) and Trading Day t

Rate<sub>t-1</sub> = Rate on immediately preceding Trading Day (t-1)

FQMF<sub>t</sub> = Futures Quanto Maintenance Fee on Trading Day t

CF<sub>t</sub> = Certificate Fee on Trading Day t

The Cash Amount can be negative.”

“**Certificate Fee**” means an amount that will accrue on a daily basis in accordance with the following formula:

$$Fee * RR_{t-1} * CLU_{t-1} * DCF_{t-1,t}$$

Where:

Fee = 1%

RR<sub>t-1</sub> = Rollover Ratio on previous Trading Day

CLU<sub>t-1</sub> = The Price of the Reference Asset on the previous Trading Day

DCF<sub>t-1,t</sub> = Day Count Fraction between t and (t-1) Trading Days”

(J)(i) In the Product Conditions relating to Rolling Covered Call Open End Certificates beginning on page 570, the following definitions shall be included in Product Condition 1:

“**Certificate Fee**” means an amount as determined by the Calculation Agent in accordance with the formula specified as such in the definition of the relevant Series in the applicable Final Terms;”

“**Updated Rolling Weight**” means the weight calculated by the Calculation Agent in accordance with the formula specified as such in the definition of the relevant Series in the applicable Final Terms;”

(ii) In the form of Final Terms relating to Rolling Covered Call Open End Certificates beginning on page 699, the definitions of “Management Fee” and “Updated Rolling Weight” shall be amended by replacing the term “Management Fee” with “Certificate Fee” and replacing references to “MF” with “CF”. Following such amendment, the “Certificate Fee” and “Updated Rolling Weight” definitions in the Final Terms shall read as follows:

Certificate Fee:

[The Certificate Fee (“CF”) will accrue on a monthly basis and will be calculated by the Calculation Agent on the basis of the relevant Certificate Value. The CF will be deducted from the Certificate Value on the Certificate Fee Calculation Date immediately following the Certificate Fee Calculation Time without undue delay by an amount equal to:

$$CF = \text{Fee} \times CV \times \text{DCF}_{t-1,t}$$

Where:

Fee = [ ]% per annum;

DCF<sub>t-1,t</sub> = day count fraction between (i-1) and i Rolling Dates; and

CV = Certificate Value at the Valuation Time on a Certificate Fee Calculation Date]

[specify other]

Updated Rolling Weight:

[The Updated Rolling Weight “ $W_i^t$ ” will be calculated on [Note: use the following language where Interim Settlement is contemplated][an Interim Settlement Observation Date at the Valuation Time in accordance with the following formula:

$$W_i^t = W_i^{t-1} * \left( 1 - \frac{\text{InterimSettlementAmount}}{CV^{t-1}} \right); \text{] or}$$

[Note: use the following language where a Coupon is

contemplated][a Coupon Observation Date at the Coupon Observation Time in accordance with the following formula:

$$W_i^t = \left( \frac{RL_i (CV^t - Coupon) * FX_i^t}{(S_i^t - D_i^t - C_i^t)} \right); \text{ or}$$

The Certificate will go ex-coupon at the Ex-Coupon Date.]

On a Rolling Date at the Rolling Time in accordance with the

$$W_i^t = W_i^{t-1} * \frac{(S_i - C_i^{t-1})}{(S_i - D_i^t - C_i^t)};$$

following formula:

On a Certificate Fee calculation date (the last Business Day of each month), (“**Certificate Fee Calculation Date**”) at the Certificate Fee Calculation Time:

$$W_i^t = W_i^{t-1} * \left( 1 - \frac{CF}{CV^{t-1}} \right)$$

Where:

$S_i^t$  = Level in relation to each Index;

$CV^{t-1}$  = Certificate Value prior to Valuation Time or Rolling Time as the case may be;

$D_i^t$  = Expected Dividends in relation to each Index;

$C_i^{t-1}$  = value of the Current Rolling Option in relation to each Index;

$C_i$  = value of the Next Rolling Option in relation to each Index;

$W_i^{t-1}$  = previous Updated Rolling Weight in relation to each Index;

$W_i^0$  = Initial Updated Rolling Weight in relation to each Index;

$FX_i^t$  = Index Exchange Rate at the Coupon Observation Time on the Coupon Observation Date;

$RL_i$  = the Re-weighting Level for the Index denoted by i;

“i” = a series of whole numbers from one to n, each representing an Index in the series defined in “n” below;

“n” = the number of Indexes comprising the Basket on the relevant Trading Day t; and

CF = Certificate Fee.]

“**Certificate Fee Calculation Time**” means [the time at which the Sponsor relating to [specify index] calculates the official closing

price of [specify index]]

[specify other]

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> and can be obtained, on request, free of charge, at 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 or any statement incorporated by reference into the Base Prospectus by virtue of this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements referred to in (a) above will prevail.
14. Save as disclosed in any previous supplement to the Base Prospectus or 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 has been noted since the publication of the Base Prospectus.

**The Royal Bank of Scotland plc**