

**SECOND SUPPLEMENT TO THE PROSPECTUS RELATING TO PLN 280,000,000 CREDIT
AND INDEX LINKED NOTES DUE 2015 DATED 4 MARCH 2011**



The Royal Bank of Scotland N.V.
(Registered at Amsterdam, The Netherlands)
(the **Issuer**)

- 1 This Supplement dated 6 April 2011 (this **Supplement**) constitutes the second supplement to the prospectus dated 4 March 2011 relating to PLN 280,000,000 Credit and Index Linked Notes due 2015 approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**) on 4 March 2011 (the **Prospectus**).
- 2 The Prospectus was approved as a prospectus pursuant to Directive 2003/71/EC (the **Prospectus Directive**) by the AFM. This Supplement constitutes a supplemental prospectus to the 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 Prospectus and any other supplements thereto issued by the Issuer.
- 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 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 29 March 2011, RBS Holdings N.V. (**RBS Holdings**) published its Annual Report and Accounts 2010 (the **2010 Annual Report**) which includes the audited consolidated annual financial statements of RBS Holdings as at and for the year ended 31 December 2010 (prepared in accordance with International Financial Reporting Standards as adopted by the European Union (**IFRS**)). The audited consolidated annual financial

statements of RBS Holdings appear on pages 96 to 193 of the 2010 Annual Report and the auditor's report thereon appears on page 199 of the 2010 Annual Report. The 2010 Annual Report has been previously filed with the AFM.

- 7 On 5 April 2011, the Issuer published a registration document dated 5 April 2011 (the **Registration Document**). The Registration Document has been approved by the AFM.
- 8 The following documents shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of, the Prospectus:
 - 8.1 the Registration Document; and
 - 8.2 the 2010 Annual Report (excluding the section headed “Business Review — Risk Factors” on page 9 and the section headed “Additional Information — Risk Factors” on pages 221 to 231).
- 9 The following amendments are made to the Prospectus as a result of the publication (and incorporation by reference in the Prospectus, by virtue of this Supplement) of the 2010 Annual Report and the Registration Document:
 - 9.1 the sub-sections headed “History and Incorporation”, “Overview”, “Group Organisation Structure”, “Separation for the ABM AMRO Group” and “Risk Factors” in the section headed “Summary” shall be deleted in their entirety and replaced with the paragraphs set out in the Schedule to this Supplement; and
 - 9.2 the following documents or sections of documents, as the case may be, incorporated by reference in the Prospectus shall, by virtue of this Supplement, no longer be so incorporated:
 - 9.2.1 the registration document of the Issuer dated 1 July 2010;
 - 9.2.2 the section of the ABN AMRO Holding N.V. (as RBS Holdings was then named) Annual Report 2009 headed “Risk Factors” on pages 61 to 68;
 - 9.2.3 the ABN AMRO Holding N.V. Annual Report 2008 which includes the publicly available consolidated annual financial statements of ABM AMRO Holding N.V. (as RBS Holdings was then named) for the financial year ended 31 December 2008 (prepared in accordance with IFRS);
 - 9.2.4 the unaudited pro forma condensed consolidated financial information relating to RBS Holdings for the year ended 31 December 2009 as included in the press release announcing completion of the legal separation dated 1 April 2010;
 - 9.2.5 the publicly available press release in connection with the RBS Holdings first quarter 2010 financial results dated 9 June 2010; and
 - 9.2.6 the Interim Financial Report of RBS Holdings for the six months ended 30 June 2010.
- 10 A copy of all documents incorporated by reference in the Prospectus are accessible on http://www.investors.rbs.com/RBS_NV 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.
- 11 Copies of the Prospectus are accessible on http://www.noblesecurities.pl/noble/index.jsp?place=Menu15&news_cat_id=390&layout=5 and are available at The Royal Bank of Scotland Group, 280 Bishopsgate, London EC2M 4RB, United Kingdom.

- 12 If the documents which are incorporated by reference in the 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 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 Prospectus by virtue of this Supplement.
- 13 To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by virtue of this Supplement and (b) any other statement in or incorporated by reference in the 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 Prospectus (as supplemented at the date hereof) has arisen or been noted since the publication of the Prospectus.

The Royal Bank of Scotland N.V.

SCHEDULE

History and Incorporation:

RBS N.V. is a public limited liability company incorporated under Dutch law on 7 February 1825. RBS N.V. is registered in the Trade Register of Amsterdam under number 33002587. RBS N.V.'s registered office is at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands.

RBS N.V. is a wholly-owned subsidiary of RBS Holdings N.V. (previously named ABN AMRO Holding N.V.) ("**RBS Holdings**"), which is a public limited liability company incorporated under Dutch law on 30 May 1990. The registered office of RBS Holdings is at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands.

RBS Holdings has one subsidiary, RBS N.V. and RBS N.V. has various subsidiaries.

As used herein, the "**Group**" refers to RBS Holdings and its consolidated subsidiaries. The term "**RBSG**" refers to The Royal Bank of Scotland Group plc and the "**RBSG Group**" refers to RBSG and its subsidiaries consolidated in accordance with International Financial Reporting Standards. The term "**RBS**" refers to The Royal Bank of Scotland plc.

Overview:

The Issuer is a bank licensed and regulated by the Dutch Central Bank (De Nederlandsche Bank).

The Issuer operates on a significant scale across Europe, the Middle East and Africa (EMEA), the Americas and Asia. As at 31 December 2010, the Group had total consolidated assets of EUR 200 billion.

RBS Holdings and RBS N.V. form part of the RBSG Group. RBSG is the holding company of a large global banking and financial services group. Headquartered in Edinburgh, the RBSG Group operates in the United Kingdom, the United States and internationally through its three principal subsidiaries, RBS, National Westminster Bank Public Limited Company ("**NatWest**") and RBS N.V. Both RBS and NatWest are major United Kingdom clearing banks. In the United States, the RBSG Group's subsidiary Citizens is a large commercial banking organisation. Globally, the Group has a diversified customer base and provides a wide range of

products and services to personal, commercial and large corporate and institutional customers.

Group Organisational Structure:

The Group comprises the following four segments:

- Global Banking & Markets (“**GBM**”): The GBM segment represents the business providing an extensive range of debt and equity financing, risk management and investment services as a leading banking partner to major corporations and financial institutions around the world. The GBM business within RBS Holdings is organised along four principal business lines: Global Lending, Equities, Short Term Markets & Funding and Local Markets.
- Global Transaction Services (“**GTS**”): GTS provides global transaction services, offering Global Trade Finance, Transaction Banking and International Cash Management.
- Central Items: The Central Items segment includes group and corporate functions, such as treasury, capital management and finance, risk management, legal, communications and human resources. Central Items manages the Group’s capital resources, statutory and regulatory obligations and provides services to the branch network.
- Non-Core Segment: The Non-Core segment contains a range of businesses and asset portfolios managed separately that the Group intends to run off or dispose of, in line with the RBSG Group strategy for Non-Core assets. It also includes the remaining assets and liabilities in RBS N.V. that have not yet been sold, wound down or alternatively transferred by the Consortium Members (as defined below), in which each of the Consortium Members has a joint and indirect interest.

Global Banking & Markets, Global Transaction Services and Central Items comprise the Group’s Core segments.

These RBS N.V. businesses are part of global business units of the RBS Group that operate across multiple legal entities. The strategy of RBS N.V. is part of the overall business strategy of the RBSG Group. RBS Holdings N.V. has been restructured into Core and

Non-Core components. The RBSG Group expects to substantially run down or dispose of the businesses, assets and portfolios within the Non-Core division by 2013 and has completed the sales of businesses in Latin America, Asia, Europe and the Middle East.

Separation from the ABN AMRO Group:

On 17 October 2007, RFS Holdings B.V, which at the time was owned by RBSG, Fortis N.V., Fortis S.A./N.V., Fortis Bank Nederland (Holding) N.V. and Banco Santander, S.A. (“**Santander**”), completed the acquisition of ABN AMRO Holding N.V., which was renamed RBS Holdings N.V. on 1 April 2010 when the shares in ABN AMRO Bank N.V. were transferred to ABN AMRO Group N.V., a holding company for the interests of the Dutch State. This marked the substantial completion of the restructuring of the activities of ABN AMRO Holding N.V. in accordance with the agreement between RBSG, the Dutch State and Santander (the “**Consortium Members**”). RBS Holdings N.V. has one direct subsidiary, RBS N.V., a fully operational bank within the Group, which is independently rated and regulated by the Dutch Central Bank.

On 31 December 2010, the share capital of RFS Holdings B.V. was amended, such that approximately 98 per cent. of RFS Holdings’ issued share capital is now held by RBSG, with the remainder being held by Santander and the Dutch State. Ultimately it is expected that RFS Holdings B.V. will become a wholly-owned subsidiary of RBSG.

Risk Factors:

Risks relating to the Issuer

Certain factors may affect the Issuer’s ability to fulfil its obligations under the Securities, including:

- The Group is reliant on the RBSG Group.
- The Group’s businesses, earnings and financial condition have been and will continue to be affected by the global economy and instability in the global financial markets.
- An extensive restructuring and balance sheet reduction programme of the RBSG Group is ongoing and may adversely affect the Group’s business, results of operations,

financial condition, capital ratios and liquidity.

- Lack of liquidity is a risk to the Group's business and its ability to access sources of liquidity has been, and will continue to be, constrained.
- The financial performance of the Group has been materially affected by deteriorations in borrower credit quality and it may continue to be impacted by any further deteriorations including as a result of prevailing economic and market conditions, and legal and regulatory developments.
- The actual or perceived failure or worsening credit of the Group's counterparties has adversely affected and could continue to adversely affect the Group.
- The Group's earnings and financial condition have been, and its future earnings and financial condition may continue to be, materially affected by depressed asset valuations resulting from poor market conditions.
- Changes in interest rates, foreign exchange rates, credit spreads, bond, equity and commodity prices, basis, volatility and correlation risks and other market factors have significantly affected and will continue to affect the Group's business and results of operations.
- The Group's borrowing costs, its access to the debt capital markets and its liquidity depend significantly on its credit ratings.
- The Group's business performance could be adversely affected if its capital is not managed effectively or as a result of changes to capital adequacy and liquidity requirements.
- The value of certain financial instruments recorded at fair value is determined using financial models incorporating assumptions, judgements and estimates that may change over time or may ultimately not turn out to be accurate.
- The Group operates in markets that are highly competitive and consolidating. If the Group is unable to perform effectively, its business and results of operations will be adversely affected.

- As a condition to the RBSG Group receiving HM Treasury support, the Group is prohibited from making discretionary coupon payments on, and exercising call options in relation to, certain of its existing hybrid capital instruments, which may impair the Group's ability to raise new capital through the issuance of Securities.
- The Group could fail to attract or retain senior management, which may include members of the Group's Supervisory Board and Managing Board, or other key employees, and it may suffer if it does not maintain good employee relations.
- Each of the Group's businesses is subject to substantial regulation and oversight. Significant regulatory developments could have an adverse effect on how the Group conducts its business and on its results of operations and financial condition.
- The Group is and may be subject to litigation and regulatory investigations that may impact its business.
- The Group may be required to make further contributions to its pension schemes if the value of pension fund assets is not sufficient to cover potential obligations.
- The Group is subject to enforcement risks relating to the United States Department of Justice's criminal investigation of its dollar clearing activities.
- The legal demerger of ABN AMRO Bank N.V. (as it was then named) has resulted in a cross liability that changes the legal recourse available to investors.
- Operational risks are inherent in the Group's operations.
- The Group is exposed to the risk of changes in tax legislation and its interpretation and to increases in the rate of corporate and other taxes in the jurisdictions in which it operates.
- The Group's operations have inherent reputational risk.
- The Group's business and earnings may be adversely affected by geopolitical conditions.
- The recoverability and regulatory capital treatment of certain deferred tax assets recognised by the Group depends on the

Group's ability to generate sufficient future taxable profits and there being no adverse changes to tax legislation, regulatory requirements or accounting standards.

- In addition to the risk factors described above, the Group is also subject to additional risks related to the entry by RBSG Group into the asset protection scheme and the two back to back contracts entered into by RBS in connection with certain assets and exposures of RBS N.V. and its wholly-owned subsidiaries.

In addition, there are certain factors which are material for the purpose of assessing the risks associated with the Notes, including but not limited to: (a) the value of the Notes may fluctuate based on the value of the Reference Entity or Index; (b) there may not be a secondary market in the Notes; (c) holders of the Notes have no ownership interest in any obligation of the Reference Entity or in the Index; (d) the amount payable on redemption of the Notes may be less than the nominal amount of the Notes if Conditions to Settlement are satisfied in respect of the Reference Entity, or if both Conditions to Settlement are satisfied and an Index Event occurs and is dependent, in part, on the value of the Index; and (e) following the occurrence of a Potential Index Event, the Issuer may in its discretion (i) require the Calculation Agent to determine amendments to the terms and conditions of the Notes, (ii) require the Calculation Agent to substitute the Index for an alternative index or (iii) determine that an Index Event has occurred and require the Calculation Agent to determine the Mandatory Unwind Amount; and the application of any such provisions may have an adverse effect on the value and liquidity of the Notes. Further, there may be certain conflicts of interest resulting from the Issuer's activities.

Investors should note that if the Issuer fails or becomes insolvent or the Reference Obligation is restructured or defaults, or in the event of a Hedging Disruption Event or an early redemption of the Notes, the investor may lose some or all their invested amount.

See "Risk Factors" in this Prospectus.