

ROYAL BANK OF SCOTLAND PLC  
Form 424B5  
July 31, 2012

## CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee (1) |
|---|----------------------------------|--------------------------------|
| Notes                                     | \$300,000.00                     | \$34.38                        |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Pricing Supplement No. 143 dated July 30, 2012  
to Registration Statement Nos. 333-162219 and 333-162219-01  
(To Prospectus Supplement dated August 25, 2010, and  
Prospectus dated May 18, 2010)  
424(b)(5)

THE ROYAL BANK OF SCOTLAND plc  
Securities Due September 4, 2013  
Linked to the Trader Vic Index® Excess Return

|                          |  |                     |   |
|--------------------------|--|---------------------|---|
| Issuer:                  | The Royal Bank of Scotland plc (“RBS”)   | Guarantor:          | The Royal Bank of Scotland Group plc (“RBSG”) |
| Lead Agent:              | RBS Securities Inc.  | Pricing Date:       | July 30, 2012                                 |
| Original Offering Price: | 100%   | Settlement Date:    | August 2, 2012                                |
| CUSIP:                   | 78009PDD0  | Determination Date: | August 30, 2013                               |
| ISIN:                    | US78009PDD06   | Maturity Date:      | September 4, 2013                             |
| Status and Guarantee:    | Unsecured, unsubordinated obligations of the Issuer and fully and unconditionally guaranteed by the Issuer’s parent company, The Royal Bank of Scotland Group plc.   |                     |   |
| Description of Offering: | Securities due September 4, 2013 Linked to the Performance of the Trader Vic Index® Excess Return (the “securities”)   |                     |   |
| Underlying Index:        | The Trader Vic Index® Excess Return (Bloomberg ticker: TVICER <Index>) (the “Underlying Index”)  |                     |   |
| Coupon:                  | None. The securities do not pay interest.  |                     |   |
| Payment at Maturity:     | The payment at maturity for each Security is based on the performance of the Underlying Index. The cash payment at maturity for each \$1,000 principal amount of securities is calculated as follows:<br>Any payment at maturity is subject to the creditworthiness of The Royal Bank of Scotland plc, as the issuer and The Royal Bank of Scotland Group plc, as the guarantor of the issuer’s obligations. |                     |   |
| Final Index Value:       | The Closing Level of the Underlying Index on the Determination Date, subject to certain adjustments as described under “Description of Securities” in this pricing supplement.   |                     |   |
| Initial Index Value:     | 4,659.150  |                     |   |
| Adjustment Factor:       | where “Days” are the number of calendar days from but not including the Pricing Date, to but not including the Determination Date. Where the Pricing Date occurs on July 30, 2012, if the Determination Date occurs on August 30, 2013, the Adjustment Factor will be approximately 0.989 (assuming there are 395 calendar days in this period).   |                     |   |
| Trustee:                 | Securities Administrator: Citibank, N.A.   |                     |   |

Wilmington Trust  
Company

|                      |   |                                 |                                      |  |
|----------------------|---|---------------------------------|--------------------------------------|--|
| Denomination:        | \$1,000   | Settlement:                     | DTC, Book Entry, Transferable        |  |
| Selling Restriction: | Sales in the European Union must comply with the Prospectus Directive |                                 |                                      |  |
|                      | Original Offering Price   | Agent's Commission <sup>1</sup> | Proceeds, before expenses, to Issuer |  |
| Per Security         | \$1,000.00  | \$0.00                          | \$1,000.00                           |  |
| Total                | \$300,000.00  | \$0.00                          | \$300,000.00                         |  |

<sup>1</sup> For additional information see "Plan of Distribution (Conflicts of Interest)" in this pricing supplement.

The securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other government agency.

Investing in the securities involves a number of risks. See "Risk Factors" beginning on page S-2 of the accompanying prospectus supplement and "Risk Factors" beginning on page 12 of this pricing supplement.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this pricing supplement or the accompanying prospectus supplement or prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

PRICE: \$1,000 PER SECURITY

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Securities Linked to the Trader Vic Index® Excess Return

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## WHERE YOU CAN FIND MORE INFORMATION

RBS has filed a registration statement (including a prospectus) with the Securities and Exchange Commission, or SEC, for the offering to which this pricing supplement relates. Before you invest, you should read the prospectus in that registration statement and other documents, including the applicable prospectus supplement, related to this offering that RBS has filed with the SEC for more complete information about RBS and the offering of the securities.

You may get these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, RBS, any underwriter or any dealer participating in this offering will arrange to send you the prospectus and prospectus supplement if you request by calling toll free (866) 747-4332.

You should read this pricing supplement together with the prospectus dated May 18, 2010, and the more detailed information contained in the prospectus supplement dated August 25, 2010. This pricing supplement, together with the documents listed below, contains the terms of the securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in this pricing supplement and the accompanying prospectus supplement, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the securities.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

Edgar Filing: ROYAL BANK OF SCOTLAND PLC - Form 424B5

- Prospectus Supplement dated August 25, 2010:  
[http://www.sec.gov/Archives/edgar/data/729153/000095010310002511/dp18935\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/729153/000095010310002511/dp18935_424b2.htm)

- Prospectus dated May 18, 2010:  
[http://www.sec.gov/Archives/edgar/data/729153/000095010310001492/dp17682\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/729153/000095010310001492/dp17682_424b2.htm)

Our Central Index Key, or CIK, on the SEC website is 729153. Unless otherwise indicated or unless the context requires otherwise, all references in this document to “we,” “us” and “our” or similar references are to The Royal Bank of Scotland plc.

The securities are our senior unsecured obligations issued as part of our RBS Notes<sup>SM</sup> program and guaranteed by

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RBSG.

RBS Notes<sup>SM</sup> is a service mark of The Royal Bank of Scotland N.V., one of our affiliates. Trader Vic Index® and TVI® are trademarks of EAM Partners L.P. (“EAM”).

RBSG is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith, RBSG files reports and other information with the SEC. You may read and copy these documents at the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Room of the SEC at 100 F Street, NE, Washington, D.C. 20549 at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. The SEC also maintains an Internet website that contains reports and other information regarding RBSG that are filed through the SEC’s Electronic Data Gathering, Analysis and Retrieval (EDGAR) System. This website can be accessed at [www.sec.gov](http://www.sec.gov). You can find information RBSG has filed with the SEC by reference to file number 1-10306.

The SEC allows us to incorporate by reference much of the information RBSG files with it, which means that we and RBSG can disclose important information to you by referring you to those publicly available documents. The information that we and RBSG incorporate by reference in this pricing supplement is considered to be part of this pricing supplement. Because we and RBSG are incorporating by reference future filings with the SEC, this pricing supplement is continually updated and those future filings may modify or supersede some of the information included or incorporated in this pricing supplement. This means that you must look at all of the SEC filings that we and RBSG incorporate by reference to determine if any of the statements in this pricing supplement or in any document previously incorporated by reference have been modified or superseded. This pricing supplement incorporates the Annual Report on Form 20-F of RBSG for the year ended December 31, 2011, filed on March 27, 2012, all Form 6-Ks filed with the SEC subsequent to such Annual Report, as of the date hereof, that are specifically incorporated by reference into the Registration Statement of which this pricing supplement is a part, all subsequent Annual Reports filed on Form 20-F and any future filings we or RBSG make with the SEC (including any Form 6-Ks RBSG subsequently files with the SEC and specifically incorporates by reference into the Registration Statement of which this pricing supplement is a part) under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act that are identified in such filing as being specifically incorporated by reference into the Registration Statement of which this pricing supplement is a part until we and RBSG complete our offering of the securities to be issued under the registration statement or, if later, the date on which any of our affiliates cease offering and selling these securities.

You may request, at no cost to you, a copy of these documents (other than exhibits not specifically incorporated by reference) by writing or telephoning us at:

The Royal Bank of Scotland plc  
RBS Gogarburn  
P.O. Box 1000  
EH12 1HQ Edinburgh, Scotland  
+44 131 626 0000

EAM created and owns rights to the methodology that is employed in connection with the Trader Vic Index®. EAM does not sponsor, endorse, sell, or promote this or any investment fund or other vehicle that is offered by third parties and that seeks to provide an investment return based on the returns of the Trader Vic Index®.

These Securities are not sponsored, endorsed, sold or promoted by EAM. EAM makes no representation, condition or warranty, express or implied, to the owners of the Securities or any member of the public regarding the advisability of investing in the strategy manifested in the Trader Vic Index® or in the Securities. EAM's only relationship to The Royal Bank of Scotland plc is the licensing of certain trademarks and trade names of EAM and/or of the Trader Vic Index® which is created, compiled, maintained and owned by EAM without regard to the Securities. EAM has no obligation to take the needs of the owners of the Securities into consideration in determining, or composing the Trader Vic Index®. EAM is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Securities to be issued. EAM has no obligation or liability in connection with the administration, marketing or trading of the Securities.

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EAM SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE TRADER VIC INDEX® FROM SOURCES THAT EAM CONSIDERS RELIABLE, BUT EAM ACCEPTS NO RESPONSIBILITY FOR, AND SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS THEREIN. EAM DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE TRADER VIC INDEX® OR ANY DATA INCLUDED THEREIN. EAM MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE RESULTS TO BE OBTAINED BY ANY PERSON OR ENTITY FROM THE USE OF THE TRADER VIC INDEX® OR ANY DATA INCLUDED THEREIN. EAM MAKES NO EXPRESS OR IMPLIED WARRANTIES AND EXPRESSLY DISCLAIMS ALL CONDITIONS AND WARRANTIES IMPLIED BY STATUTE, GENERAL LAW OR CUSTOM WITH RESPECT TO THE TRADER VIC INDEX® OR ANY DATA INCLUDED THEREIN EXCEPT ANY IMPLIED CONDITION OR WARRANTY THE EXCLUSION OF WHICH WOULD CONTRAVENE ANY STATUTE OR CAUSE ANY PART OF THIS CLAUSE TO BE VOID.

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## SUMMARY

The following summary does not contain all the information that may be important to you. You should read carefully the entire prospectus and prospectus supplement, together with this pricing supplement, to understand fully the terms of your securities, as well as the tax and other considerations important to you in making a decision about whether to invest in any of the securities. In particular, you should review carefully the section in this pricing supplement entitled “Risk Factors,” which highlights a number of risks of an investment in the securities, to determine whether an investment in the securities is appropriate for you. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the securities.

What are the securities?

The securities are issued by us, The Royal Bank of Scotland plc, and are fully and unconditionally guaranteed by our parent company, The Royal Bank of Scotland Group plc. The securities will rank equally with all of our other unsecured senior obligations, and any payments due on the securities, including any repayment of your investment, will be subject to our credit risk, as issuer of the securities, and the credit risk of RBSG, as guarantor of our obligations under the securities. The securities are not principal protected. You may lose some or all of your investment in these securities. The securities are linked to the performance of the Trader Vic Index® Excess Return, which we refer to as the Underlying Index. The securities will mature on September 4, 2013. Unlike ordinary debt securities, the securities do not pay interest.

The payment at maturity of the securities is determined based on the performance of the Underlying Index, subject to an Adjustment Factor, as described below. If the closing level of the Underlying Index increases from the Initial Index Value, which is determined on the Pricing Date, so that it is higher on the Determination Date, you will receive at maturity the principal amount of \$1,000 per security times the return on the Underlying Index, times the Adjustment Factor. The Adjustment Factor will reduce any return you receive to less than 100% of the return on the Underlying Index. If the closing level of the Underlying Index is the same as or decreases from the Initial Index Value, so that it is the same or lower on the Determination Date, you will lose some or all of your initial investment. In addition, even if the closing level of the Underlying Index on the Determination Date is slightly higher than the Initial Index Value, you may lose some of your initial investment if that increase is not sufficient to offset the effect of the Adjustment Factor. Although there is no cap on the return of your investment in the securities, the Adjustment Factor will always operate to reduce any payment you receive at maturity so that it will always be less than 100% of any increase and more than 100% of any decrease in the level of the Underlying Index.

Any payment on the securities (including any payment at maturity) is subject to the creditworthiness (i.e., ability to pay) of The Royal Bank of Scotland plc, as issuer of the securities, and The Royal Bank of Scotland Group plc, as the guarantor of the issuer’s obligations under the securities.

What will I receive at maturity of the securities?

At maturity you will receive, for each \$1,000 principal amount of securities, a cash payment calculated as follows:

where,

- the Initial Index Value is defined as the closing level of the Underlying Index on the Pricing Date;

• the Final Index Value is defined as the closing level of the Underlying Index on the Determination Date (subject to certain adjustments as described under “Description of Securities” in this pricing supplement. ) and  
• the Adjustment Factor will equal:

where “Days” are the number of calendar days from but not including the Pricing Date of the securities to but not including, the Determination Date.

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Where the Pricing Date occurs on July 30, 2012, if the Determination Date occurs on August 30, 2013, the Adjustment Factor will be approximately 0.989 (assuming that there are 395 calendar days during that period).

Will I receive interest payments on the securities?

No. You will not receive interest payments on the securities.

Will I get my principal back at maturity?

The securities are not principal protected, so you are not guaranteed to receive any return of principal at maturity. If the closing level of the Underlying Index on the Determination Date is below or the same as the Initial Index Value, you will lose some or all of your initial investment and you could lose up to 100% of your initial investment. In addition, even if the closing level of the Underlying Index on the Determination Date is slightly higher than the Initial Index Value, you may lose some of your initial investment if that increase is not sufficient to offset the effect of the Adjustment Factor.

Any payment at maturity is subject to our creditworthiness (i.e., ability to pay) as the issuer of the securities and the creditworthiness of The Royal Bank of Scotland Group plc, as the guarantor of our obligations under the securities.

If you sell the securities prior to maturity, you will receive the market price, if any, for the securities, which could be zero. There may be little or no secondary market for the securities. Accordingly, you should be willing to hold your securities until maturity.

Can you give me examples of the payment at maturity?

Example 1: If, for example, the Initial Index Value is 4,600, the Final Index Value is 6,900 and the securities have a maturity of 1 year and 30 days (assuming there are 395 calendar days from but not including the Pricing Date, to but not including the Determination Date), then the payment at maturity (rounded to two decimal places) would be calculated as follows:

and the Adjustment Factor is calculated as:

In this hypothetical example, the closing level of the Underlying Index on the Determination Date increased from the Initial Index Value by 50%, which is an amount greater than the effect of the Adjustment Factor. Therefore, the payment at maturity will be the principal amount of \$1,000 times the return on the Underlying Index times the Adjustment Factor. In this hypothetical example, while the return on the Underlying Index was 50.00%, you would have received, at maturity, a

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payment of \$1,483.50 (rounded to two decimal places) for each \$1,000 principal amount of securities, which represents a return of approximately 48.35% over the term of the securities. You would have received less than the return on the Underlying Index due to the effect of the Adjustment Factor. Although there is no cap on the return of your investment in the securities, the payment you will receive at maturity will always be less than 100% of the return on the Underlying Index due to the Adjustment Factor.

Example 2: If, for example, the Initial Index Value is 4,600, the Final Index Value is 4,646 and the securities have a maturity of 1 year 30 days (assuming there are 395 calendar days from but not including the Pricing Date, to but not including the Determination Date), then the payment at maturity (rounded to two decimal places) would be calculated as follows:

where, the Adjustment Factor is calculated as:

In this hypothetical example, the closing level of the Underlying Index on the Determination Date increased from the Initial Index Value by 1%, which was not a sufficient increase to offset the effect of the Adjustment Factor. Therefore, the payment at maturity will be the principal amount of \$1,000 times the return on the Underlying Index times the Adjustment Factor. In this hypothetical example, while the return on the Underlying Index was 1%, you would have received at maturity a payment of \$998.89 (rounded to two decimal places) for each \$1,000 principal amount of securities, which represents a loss of approximately -0.111% over the term of the securities. Even though the Underlying Index appreciated above the Initial Index Value, you would have lost a portion of your initial investment due to the effect of the Adjustment Factor.

Example 3: If, for example, the Initial Index Value is 4,600, the Final Index Value is 2,760 and the securities have a maturity of 1 year and 30 days (assuming there are 395 calendar days from but not including the Pricing Date, to but not including the Determination Date), then the payment at maturity (rounded to two decimal places) would be calculated as follows:

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$$\$1,000 \times .5934 = \$593.40$$

where, the Adjustment Factor is calculated as:

In this hypothetical example, the closing level of the Underlying Index on the Determination Date decreased from the Initial Index Value by 40% but, due to the Adjustment Factor you would have lost approximately -40.66%. Therefore, in this hypothetical example, you would receive at maturity an amount less than your initial investment, for a total payment of \$593.40 (rounded to two decimal places) for each \$1,000 principal amount of securities. If the closing level of the Underlying Index decreases substantially from the Initial Index Value to the Final Index Value, you could lose up to 100% of your initial investment.

Is there a limit on how much I can earn over the term of the securities?

No. If the securities are held to maturity, the total amount payable at maturity per security is not limited. Any payment you receive at maturity, however, will always be less than 100% of the return on the Underlying Index due to the Adjustment Factor.

What is the minimum required purchase?

You may purchase securities in minimum denominations of \$1,000 or in integral multiples thereof.

Is there a secondary market for securities?

The securities will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the securities and, as such, information regarding independent market pricing for the securities may be extremely limited or nonexistent. You should be willing to hold your securities until the Maturity Date.

Although it is not required to do so, our affiliate has informed us that when this offering is complete, it may make purchases and sales of the securities from time to time in off-exchange transactions. If our affiliate does make such a market in the securities, it may stop doing so at any time.

In connection with any secondary market activity in the securities, our affiliate may post indicative prices for the securities on a designated website or via Bloomberg. However, our affiliate is not required to post such indicative prices and may stop doing so at any time. Investors are advised that any prices shown on any website or Bloomberg page are indicative prices only and, as such, there can be no assurance that any trade could be executed at such prices. Investors should contact their brokerage firm for further information.

In addition, the Original Offering Price of the securities includes certain costs associated with hedging our obligations under the securities. The cost of hedging includes the profit component built into the price we paid for the hedge. The fact that the Original Offering Price of the securities includes these commissions and hedging costs is expected to affect adversely the secondary market prices of the securities. See "Risk Factors—The Inclusion of the Cost

of Hedging in the Original Offering Price Is Likely to Adversely Affect Secondary Market Prices” and “Use of Proceeds” in this pricing supplement.

If you were to sell the securities in the secondary market, if any, the price that you receive for them may be less than the Original Offering Price, and may be less than what you paid for them.

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What are the tax consequences of an investment in the securities?

You should review carefully the section in this pricing supplement entitled “U.S. Federal Income Tax Consequences.”

For a discussion of U.K. tax considerations relating to the securities, you should refer to the section below entitled “Taxation in the United Kingdom.”

We do not provide any advice on tax matters. You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities, as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

What is the Underlying Index, and where can I find out more about the Underlying Index?

The Underlying Index is an index designed to provide investors with potential diversification and seeks to benefit from both rising and declining price trends of the Underlying futures contracts that comprise the Index. Currently comprised of 24 futures contracts across physical commodities, global currencies and U.S. interest rates, the Underlying Index seeks to capture rising and falling price trends by taking both long and short positions. The Underlying Index components are grouped into 18 sectors; each sector, except the energy sector, is represented on either a “long” or “short” basis, depending on recent price trends of that sector. The energy sector is represented on either a “long” or “flat” basis. A flat position means that no portion of the Underlying Index is deemed to be allocated to the energy sector. For further information about the Index see the section entitled “The Underlying Index.” The Underlying Index has a base currency in U.S. dollars and is unleveraged; for every USD reflected in the Underlying Index, the Underlying Index references futures positions with a total notional amount of one U.S. dollar.

What is the relationship between The Royal Bank of Scotland plc, The Royal Bank of Scotland Group plc and RBS Securities Inc.?

RBS Securities Inc., which we refer to as RBSSI, is an affiliate of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc. RBSSI will act as agent for this offering. RBSSI will conduct this offering in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority, which is commonly referred to as FINRA, regarding a FINRA member firm’s distribution of the securities of an affiliate. See “Risk Factors—There may be potential conflicts of interest between security holders, the Calculation Agent, the Index Calculation Agent, or other of our affiliates” and “Plan of Distribution (Conflicts of Interest)” in this pricing supplement.

Who will determine the payment at maturity?

RBS Securities Inc. (“RBSSI”), one of our affiliates will act as calculation agent for Wilmington Trust Company, the trustee for the securities (in such capacity, the “Calculation Agent”). As Calculation Agent, RBSSI will determine, among other things, the Adjustment Factor, and the payment, if any, at maturity. RBS Business Services Private Limited is the calculation agent for the Underlying Index (in such capacity, the “Index Calculation Agent”), and will determine, among other things, the Initial Index Value, and the Final Index Value.

When is the Closing Level Determined?

The level of the Underlying Index is calculated and published by the Index Calculation Agent with respect to every Business Day and is updated continuously as the prices of the underlying components change, so there is no formal closing time for the Underlying Index. The Closing Level of the Underlying Index for any given Business Day will be the level of the Underlying Index published at approximately 11:00 a.m., New York City time on the immediately following Business Day.

Who invests in the securities?

The securities are not suitable for all investors. The securities may be a suitable investment for you if:

- You seek an investment with a return linked to the performance of the Underlying Index.

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• You believe the closing level of the Underlying Index will increase by an amount sufficient to offset the Adjustment Factor and to provide you with a satisfactory return on your investment during the term of the securities.

- You are willing to accept the risk of fluctuations in the level of the Underlying Index.
- You do not seek current income from this investment.

The securities may not be a suitable investment for you if:

- You are not willing to be exposed to fluctuations in the level of the Underlying Index.
- You seek principal protection or preservation of capital invested.

• You believe the closing level of the Underlying Index will decrease or will not increase by an amount sufficient to offset the Adjustment Factor during the term of the securities.

- You seek interest payments or current income from your investment.

• You see assurances that there will be a liquid market if and when you want to sell the securities prior to maturity.

• You are unwilling or are unable to assume the credit risk associated with RBS, as the issuer of the securities, and RBSG, as the guarantor of the issuer's obligations under the securities.

You should carefully consider whether the securities are suited to your particular circumstances before you decide to purchase them. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the securities.

What are some of the risks in owning the securities?

Investing in the securities involves a number of risks. We have described the most significant risks relating to the securities under the heading "Risk Factors" in this pricing supplement which you should read before making an investment in the securities.

Some selected risk considerations include:

**Credit Risk.** Because you are purchasing a security from us, you are assuming the risk that we may not be able to pay our obligations to you as they become due and payable. In addition, because the securities are fully and unconditionally guaranteed by The Royal Bank of Scotland Group plc, you are assuming the credit risk of The Royal Bank of Scotland Group plc in the event that we fail to make the payment required by the terms of the securities. This means that if The Royal Bank of Scotland Group and The Royal Bank of Scotland Group plc fail, become insolvent or are otherwise unable to pay their obligations under the securities, you could lose some or all of your initial

investment. Any obligations or securities sold, offered, or recommended are not deposits of The Royal Bank of Scotland plc nor are they insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other government agency.

**Principal Risk.** The securities are not ordinary debt securities; they are not principal protected, which means that there is no guaranteed return of your investment. In addition, if the closing level of the Underlying Index decreases or does not change from the Pricing Date to the Determination Date, you will lose some or all of your initial investment. Even if the closing level of the Underlying Index increases slightly from the Initial Index Value to the Final Index Value, you may lose some of your initial investment if that increase is not sufficient to offset the Adjustment Factor. Accordingly, you may lose some or all of your initial investment in the securities.

**Liquidity Risk.** The securities will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the securities and, as such, information regarding independent market pricing of the securities may be extremely limited or non-existent. The value of the securities in the secondary market, if any, will be subject to many unpredictable factors, including then prevailing market conditions.

It is important to note that many factors will contribute to the secondary market value of the securities, and you may not receive your full principal back if the securities are sold prior to maturity. Such factors include, but are not limited to, time to maturity, the level of the Underlying Index, volatility of the Underlying Index and interest rates.

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In addition, the Original Offering Price of the securities includes the certain costs associated with hedging our obligations under the securities. The cost of hedging includes the profit component built into the price we paid for the hedge. The fact that the Original Offering Price of the securities includes these commissions and hedging costs is expected to affect adversely the secondary market prices of the securities.

What if I have more questions?

You should read “Description of Notes” in the accompanying prospectus supplement for a detailed description of the terms of the securities and the section below entitled “The Underlying Index” for a detailed description of the Underlying Index. The Royal Bank of Scotland plc has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents The Royal Bank of Scotland plc has filed with the SEC for more complete information about The Royal Bank of Scotland plc and the offering of the securities. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, The Royal Bank of Scotland plc, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and prospectus supplement if you request them by calling toll free (866) 747-4332.

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## RISK FACTORS

You should carefully consider the risks of the securities to which this pricing supplement relates and whether these securities are suited to your particular circumstances before deciding to purchase them. For a discussion of certain general risks associated with your investment in the securities, please refer to the section entitled “Risk Factors” beginning on page S-2 of the accompanying prospectus supplement. It is important that prior to investing in these securities you read the accompanying prospectus and prospectus supplement to understand the actual terms of and the risks associated with the securities. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the securities.

### Risk Factors Relating to the Issuer

The credit risk of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc, and their credit ratings and credit spreads may adversely affect the value of the securities.

You are dependent on The Royal Bank of Scotland plc’s ability to pay all amounts due on the securities, and therefore you are subject to the credit risk of The Royal Bank of Scotland plc and to changes in the market’s view of The Royal Bank of Scotland plc’s creditworthiness. In addition, because the securities are unconditionally guaranteed by The Royal Bank of Scotland plc’s parent company, The Royal Bank of Scotland Group plc, you are dependent on the credit risk of The Royal Bank of Scotland Group plc in the event that The Royal Bank of Scotland plc fails to make any payment or delivery required by the terms of the securities. Any actual or anticipated decline in The Royal Bank of Scotland plc or The Royal Bank of Scotland Group plc’s credit ratings or increase in their credit spreads charged by the market for taking credit risk is likely to adversely affect the value of the securities.

Our credit ratings are an assessment, by each rating agency, of our ability to pay our obligations, including those under the securities. Credit ratings are subject to revision, suspension or withdrawal at any time by the assigning rating organization in their sole discretion. However, because the return on the securities is dependent upon factors in addition to our ability to pay our obligations under the securities, an improvement in our credit ratings will not necessarily increase the value of the securities and will not reduce market risk and other investment risks related to the securities. Credit ratings (i) do not reflect market risk, which is the risk that the value of the Underlying Index may rise or fall resulting in a loss of some or all of your investment, (ii) do not address the price, if any, at which the securities may be resold prior to maturity (which may be substantially less than the Original Offering Price of the securities), and (iii) are not recommendations to buy, sell or hold the securities. See “Risk Factors — Risk Factors Relating to the Securities - The Market Price of the Securities Will Be Influenced by Many Unpredictable Factors.”

### Risk Factors Relating to the Securities

The securities are not conventional debt securities—they do not pay interest and there is no principal protection; you may lose some or all of your investment in the securities.

The terms of the securities differ from those of conventional debt securities in that (i) we will not pay you interest on the securities and (ii) you could lose some or all of your initial investment. The return that you will receive at

maturity will be primarily based on any increase or decrease in the level of the Underlying Index. If the closing level of the Underlying Index decreases or does not change from the Initial Index Value to the Final Index Value, you will lose some of your initial investment, and you could lose up to 100% of your initial investment. In addition, even if the closing level of the Underlying Index increases slightly from the Initial Index Value to the Final Index Value, you may lose some of your initial investment if that increase is not sufficient to offset the Adjustment Factor. In either case, the amount of cash paid to you at maturity will be less than the principal amount of your securities and you assume the risk that you could lose some or all of your initial investment.

Furthermore, even if the return on the Underlying Index is positive, the return you receive on the securities may be less than the return you would have received had you invested your entire principal amount in a conventional debt

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security with the same maturity issued by us or by a comparable issuer. You cannot predict the future performance of the Underlying Index based on its historical performance.

The return that you will receive will always be less than 100% of the return on the Underlying Index due to the Adjustment Factor.

The Adjustment Factor is a fee formula based on the number of calendar days from but not including the Pricing Date, to but not including the Determination Date of your securities. Since the Adjustment Factor reduces the amount of your return at maturity, the payment you will receive at maturity will always be less than 100% of the return on the Underlying Index. As a result, the level of the Underlying Index must increase by an amount sufficient to offset the Adjustment Factor in order for you to receive at least the principal amount of your investment at maturity. See “Description of Securities—Adjustment Factor.”

Although we are a Bank, the securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, The Deposit Insurance Fund or any other government agency

The securities are our obligations but are not bank deposits. In the event of our insolvency, the securities will rank equally with all of our other senior unsecured obligations and will not have the benefit of any insurance or guarantee of the Federal Deposit Insurance Corporation, The Deposit Insurance Fund or any other government agency.

The securities will not be listed on any securities exchange; secondary trading may be limited.

You should be willing to hold your securities until the Maturity Date. The securities will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the securities and information regarding independent market pricing for the securities may be extremely limited or non-existent. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the securities easily. Our affiliate has informed us that, upon completion of the offering, it intends to purchase and sell the securities from time to time in off-exchange transactions, but it is not required to do so. If our affiliate does make such a market in the securities, it may stop doing so at any time.

The securities may not be a suitable investment for you.

The securities may not be a suitable investment for you if you are not willing to be exposed to fluctuations in the level of the Underlying Index, you seek full principal protection or preservation of capital invested, you believe that the closing level of the Underlying Index will decrease from the Initial Index Value or that the level of the Underlying Index will not increase sufficiently over the term of the securities to provide you with your desired return, you seek interest payments or other current income on your investment, you seek assurances that there will be a liquid market if and when you want to sell the securities prior to maturity or you are unwilling or are unable to assume the credit risk associated with The Royal Bank of Scotland plc, as the issuer, and The Royal Bank of Scotland Group plc, as the guarantor of the issuer’s obligations under the securities.

The value of the securities prior to maturity will be influenced by many unpredictable factors, and may be less than the Original Offering Price.

The value of the securities may fluctuate between the date you purchase them and the Determination Date in respect of which the Calculation Agent determines the amount to be paid to you on the Maturity Date.

Several factors, many of which are beyond our control, will influence the value of the securities, including:

- the level of the Underlying Index, which can fluctuate significantly;
- the volatility (frequency and magnitude of changes) in the level of the Underlying Index;
- the market prices of the exchange-traded futures contracts that are referenced in the Underlying Index;
  - prevailing interest and yield rates in the market;

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- the prices of commodities and currencies referenced by Index Components and the prices of exchange-traded commodity futures contracts and currency futures contracts that are Index Components;
- geopolitical conditions and economic, financial, political, regulatory, geographical, agricultural, or judicial events that affect the futures contracts comprising the Underlying Index, or markets generally, and which may affect the level of the Underlying Index;
  - the time remaining to the maturity of the securities;
- the creditworthiness of The Royal Bank of Scotland plc as issuer of the securities and The Royal Bank of Scotland Group plc as the guarantor of our obligations under the securities. Any person who purchases the securities is relying upon the creditworthiness of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc and has no rights against any other person. The securities constitute the general, senior unsecured contractual obligations of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc

These factors interrelate in complex ways, and the effect of one factor on the market value of your securities may offset or enhance the effect of another factor.

Some or all of these factors will influence the price that you will receive if you sell your securities prior to maturity in the secondary market, if any. If you sell your securities prior to maturity, the price at which you are able to sell your securities may be at a discount, which could be substantial, from the principal amount. For example, there may be a discount on the securities if at the time of sale the level of the Underlying Index is at or below the Initial Index Level. Even if the level of the Underlying Index is greater than the Initial Index Level, there may be a discount on the securities based on the time remaining to the maturity of the securities. Thus, if you sell your securities before maturity, you may not receive back your entire principal amount.

Some or all of these factors will influence the return, if any, that you receive upon maturity of the securities. We cannot predict the future performance of the Underlying Index based on its historical performance. The performance of the Underlying Index over the term of the securities, as well as the amounts payable on the securities, may bear little relation to the historical levels of the Underlying Index set forth in this pricing supplement. Neither we, The Royal Bank of Scotland Group plc or any of our or its affiliates can guarantee that the level of the Underlying Index will increase sufficiently so that you may receive at maturity at least the principal amount of the securities.

As an investor in the securities, you assume the risk that as a result of the performance of the Underlying Index you may not receive any return on your initial investment in the securities or that you may lose some or all of your initial investment in the securities.

The value of your securities on the pricing date is less than the Original Offering Price due our cost of hedging, which can be expected to be reflected in secondary market prices.

In determining the economic terms of the securities, and consequently the potential return on the securities to you, we have taken into account certain costs associated with hedging our obligations under the securities. The Original

Offering Price of the securities reflects these factors.

As a result, the value of your securities on the pricing date will be less than the Original Offering Price. Assuming no change in the value of the Underlying Index, in market conditions or any other relevant factors, the price, if any, at which the selling agents are willing to purchase securities in secondary market transactions will likely be less than the Original Offering Price by an amount reflecting the cost of unwinding our hedge of our obligations under the securities (principally reflecting a profit component built into the price we paid for the hedge). In addition, any such prices may differ from values determined by pricing models used by the selling agents, as a result of mark-ups or other transaction costs.

The payment, if any, you receive at maturity depends on the Final Index Value on the Determination Date only.

We determine the payment at maturity based on the difference between the Initial Index Value on the Pricing Date and the Final Index Value on the Determination Date. As a result the payment, if any, at maturity depends on the level of

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the Underlying Index on the Determination Date regardless of whether the level of the Underlying Index at the Maturity Date or at other times during the term of the securities, including dates near the Determination Date, was higher than the Final Index Value. This difference could be particularly large if there is a significant increase in the level of the Underlying Index after the Determination Date, if there is a significant decrease in the level of the Underlying Index around the time of the Determination Date or if there is significant volatility in the level of the Underlying Index during the term of the securities (especially on dates near the Determination Date). For example, since the Determination Date is near the end of the term of the securities, if the level of the Underlying Index increases or remains relatively constant during the initial term of the securities and then decreases below the Initial Index Value, then the Final Index Value may be significantly less than if it was calculated on another date or dates during the term of the securities.

The payment you receive at maturity may not reflect the performance of the Underlying Index.

If on the Determination Date, any of the underlying futures contracts comprising the Underlying Index closes up or down the limit on the Relevant Exchange, the Index Calculation Agent will adjust the closing level of the Underlying Index on such date to reflect the closing price of the relevant futures contract on the first succeeding day on which the relevant futures contract does not close up or down the limit on the Relevant Exchange. If the calculation agent recalculates the closing level of the Underlying Index in this manner, the payment that you receive at maturity or upon early redemption will not precisely reflect the published performance of the Underlying Index. See “Description of Securities — Final Index Value.”

Hedging and trading activities by us or our affiliates could affect the value of your securities.

We and our affiliates may carry out activities that minimize our risks related to the securities. In particular, on or prior to the date of this pricing supplement, we may have hedged our anticipated exposure in connection with the securities by taking positions in the Index Components that comprise the Underlying Index, the commodities or currencies referenced by the Index Components, or options or futures contracts referencing such Index Components, commodities or currencies, that we deemed appropriate in connection with such hedging. We may enter into such hedging arrangements with or through one of our subsidiaries or affiliates. These trading activities, however, could potentially alter the value of the Underlying Index, the underlying Index Components comprising the Underlying Index and, therefore, the value of the securities.

We and our affiliates are likely to modify our hedge position throughout the term of the securities by purchasing and selling the Index Components (or options or futures contracts on the commodities or currencies referenced by the Index Components) that comprise the Underlying Index, or other instruments that we deem appropriate. We cannot give any assurance that our hedging or trading activities will not affect the value of the Underlying Index or the Index Components comprising the Underlying Index. It is also possible that we or one of more of our affiliates could receive substantial returns from these hedging activities while the value of the securities may decline.

We or one or more of our affiliates may also engage in trading the components (or options or futures contracts on the components) that comprise the Underlying Index or options or futures on the Underlying Index on a regular basis as part of our or their general broker-dealer activities and other businesses, for proprietary accounts, for other accounts

under management or to facilitate transactions for customers, including through block transactions. Any of these activities could adversely affect the value of the Underlying Index, the Index Components comprising the Underlying Index and, therefore, the value of the securities.

We or one or more of our affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to changes in the level of the Underlying Index, the Index Components, or the physical commodities or currencies referenced by the Index Components. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the value of the securities.

There may be potential conflicts of interest between security holders and the Calculation Agent, Index Calculation Agent, or other of our affiliates.

One of our affiliates, RBSSI, will serve as the calculation agent for the Trustee in respect of the securities, and another of our affiliates, RBS Business Services Private Limited will serve as the calculation agent for the Underlying Index. For a fuller description of the roles of RBSSI and RBS Business Services Private Limited as Calculation Agent and Index Calculation Agent, respectively, see “Description of Securities — Calculation Agent” and “Description of Securities

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— Index Calculation Agent.” For example, the Index Calculation Agent may have to determine whether a Market Disruption Event affecting the Underlying Index has occurred or is continuing on a day when the calculation agent is scheduled determine its level. In addition, the Index Calculation Agent may have to make additional calculations if the Underlying Index is discontinued, suspended, modified or otherwise terminated. The Calculation Agent will, among other things, determine the amount, if any, paid to you with respect to the securities at maturity. The Calculation Agent and the Index Calculation Agent will exercise their judgment when performing their respective functions. Since these determinations by the Calculation Agent and Index Calculation Agent may affect the value of the securities, the Calculation Agent and Index Calculation Agent may have conflicts of interest in making any such decisions.

Moreover, the Original Offering Price of the securities includes certain costs of hedging our obligations under the securities. Our affiliates through which we hedge our obligations under the securities expect to make a profit. Since hedging our obligations entail risk and may be influenced by market forces beyond our affiliates’ control, such hedging may result in a profit that is more or less than initially projected, or could result in a loss. These activities may present a conflict of interest between your interest in the securities and the interests that we and our affiliates may have in these transactions or in our proprietary accounts. These activities could affect the value of the Underlying Index, and hence the value of your securities, in a manner that would be adverse to your interest as a security holder.

The U.S. federal income tax consequences of an investment in the securities are uncertain

There is no direct legal authority regarding the proper U.S. federal income tax treatment of the securities, and we do not plan to request a ruling from the Internal Revenue Service (the “IRS”). Consequently, significant aspects of the tax treatment of the securities are uncertain, and the IRS or a court might not agree with the treatment of the securities as prepaid financial contracts that are not debt, as described in the section of this pricing supplement entitled “U.S. Federal Income Tax Consequences.” If the IRS were successful in asserting an alternative treatment for the securities, the tax consequences of ownership and disposition of the securities could be materially and adversely affected. In addition, in 2007 Treasury and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

You should review the discussion under “U.S. Federal Income Tax Consequences” and consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities, as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

In the event that we or RBSG, as guarantor, exercise our option to redeem the securities, as described below under “Description of the Securities—Optional Tax Redemption,” the amount of cash you will be entitled to receive upon redemption of the securities is uncertain.

We will have the option to redeem your securities if the U.K. tax treatment of the securities changes in certain ways, as described below under “Description of the Securities—Optional Tax Redemption,” including but not limited to the

imposition of a withholding tax that requires us to pay Additional Amounts in respect of that tax. The amount we pay you for your securities in such redemption will be their fair market value, as calculated by the Calculation Agent. The fair market value of the securities may be less than the Original Offering Price.

#### Risk Factors Relating to the Index

#### General Risks Related to the Underlying Index

You must rely on your own evaluation of the merits of an investment linked to the Underlying Index.

In the ordinary course of their businesses, our affiliates and EAM Partners L.P. (“EAM”), which is the owner of the Underlying Index, may have expressed views on expected movements in the Underlying Index or its components and may do so in the future. These views or reports may be communicated to our clients, the clients of our affiliates and the clients of EAM. However, these views are subject to change from time to time. Moreover, other professionals who deal

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in markets relating to the Underlying Index or its components may at any time have significantly different views from those of our affiliates and EAM. For these reasons, you are encouraged to independently obtain information which you consider necessary to evaluate an investment in the securities, the Underlying Index and its components from multiple sources, and you should not rely on the views expressed by our affiliates or by EAM.

The Underlying Index tracks commodity futures contracts and does not track the spot prices of physical commodities or currencies underlying such contracts.

The Underlying Index is composed of exchange-traded futures contracts on physical commodities, currencies and rates. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, a commodity futures contract is typically an agreement to buy a set amount of an underlying physical commodity at a predetermined price during a stated delivery period. The price of a commodity futures contract reflects the expected value of the underlying physical commodity upon delivery in the future. In contrast, the underlying physical commodity's current or "spot" price reflects the immediate delivery value of the underlying physical commodity.

The securities are linked to the Underlying Index and not to the spot prices of the physical commodities or currencies referenced by the notional futures contracts that comprise the Underlying Index. Therefore, an investment in the securities is not the same as buying and holding the physical commodities or currencies referenced by the Underlying Index. While price movements in the commodity futures contracts comprising the Underlying Index may correlate with changes in the spot prices of the such physical commodities or currencies, the correlation will not be perfect and price movements in the spot markets for such physical commodities or currencies may not be reflected in the futures market (and vice versa). Accordingly, an increase in the spot prices of such physical commodities or currencies may not result in an increase in the prices of the commodity futures contracts comprising the Underlying Index or, consequently, the level of the Underlying Index. The prices of the commodity futures contracts comprising the Underlying Index and, thus, the level of the Underlying Index may decrease while the spot prices for the referenced physical commodities or currencies remain stable or increase, or do not decrease to the same extent.

The level of the Underlying Index will depend primarily on the position of the sectors within the Underlying Index, and one or more of those positions may not reflect the actual performance of those sectors.

The performance of the Underlying Index will depend primarily on the performance of each Index Component and how its corresponding sector is positioned within the Underlying Index. For example, if all other conditions remain constant, if the grains sector were positioned short, a decrease in the value of the corn futures contract would tend to increase the level of the Underlying Index, while an increase in the value of that contract would tend to decrease the level of the Underlying Index. There can be no assurance that the position determined for each sector will be aligned with the future price movements of its corresponding Index components. If a commodity sector is out of position in relation to the movements of its corresponding Index components (e.g., a short-positioned commodity sector experiences an increase in the value of one or more of its Index components, or a long-positioned commodity sector experiences a decrease in the value of one or more of its Index components), there could be a negative impact on the level of the Underlying Index. This could adversely affect the value of your securities and the payment you would receive on the securities at maturity.

The position of each sector is generally determined on the second to last business day of each month. If a different date of determination was used, the position taken with respect to each sector may be different, and may result in a lower return for the Underlying Index for the relevant month.

The Underlying Index takes monthly long and short positions and you should not invest in the securities if you have solely a bullish or bearish view of the Index Components.

The Underlying Index takes monthly long and short positions for each sector, with the exception of the energy sector which is positioned either long or flat. A flat position means that no portion of the Underlying Index is deemed to be

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allocated to the energy sector, as described below in the section “The Underlying Index—Index Components and Sectors.” The securities may not be an appropriate investment for you if you anticipate that the sectors and/or their components will rise only (a “bullish” view) or decline only (a “bearish” view). In addition, because the energy sector is never positioned short in the Underlying Index, the securities may not be an appropriate investment for you if you have a bearish view of that sector.

The Underlying Index is expected to perform poorly in neutral or volatile market conditions, or if there are no prolonged price trends within its sectors.

The Underlying Index is designed to capture, in the aggregate, both rising and declining price trends of the Index Components (as defined below) over longer time periods. It aims to accomplish this by referencing long positions for sectors which prices demonstrate a bullish trend, and referencing short positions for sectors which prices demonstrate a bearish trend, with the exception of the energy sector which position is set to either long or flat, but never short. The lack of prolonged price trends in a neutral or volatile market, where the prices of the Index Components either remain flat or fluctuate, could adversely impact the performance of the Underlying Index and, consequently, the value of your securities.

Securities linked to the Underlying Index are not short-term investments.

As discussed in this pricing supplement, the Underlying Index is designed to capture price trends of its components over longer time periods. It is not designed to track short-term price movements in the Index Components or any sector within the Underlying Index. As such, securities linked to the Underlying Index are not intended to be short-term trading instruments. Even if there were to be a prolonged price trend within the Underlying Index sectors or Index Components, you may not realize any return on your securities if you buy and sell the securities over shorter time periods.

The Underlying Index has a limited history to consider for making an independent assessment of its performance.

The amount of your payment, if any, with respect to your securities will be linked to the performance of the Underlying Index, which was launched in June 2009. The methodology of the Underlying Index was subsequently amended in May 2012 and in July 2012. For a further explanation of these amendments, see “Historical Data Relating to the Underlying Index”. There is no actual historical value information available before July 2012 for you to consider in making an independent investigation of the Underlying Index with its current methodology. Any data relating to the Underlying Index included in this Underlying Supplement for any date from June 2009 to July 2012 is historical data based on the then-current methodology. Any data prior to July 2009 is hypothetical historical data. The performance of the Underlying Index over the term of the securities, as well as the amounts payable on the securities, may bear little relation to the historical values of the Underlying Index set forth in this Underlying Supplement or in any Pricing Supplement. You cannot predict the performance of the Underlying Index during the term of the securities based on its historical performance.

A prolonged decline in value in energy-oriented raw materials would have a negative impact on the level of the Underlying Index and the value of your securities.

As of July 2012, 16.75% of the Index Components were energy-oriented, including 9.95% in crude oil. As energy is always weighted long or flat in the Underlying Index, a decline in the prices of such raw materials would adversely affect the level of the Underlying Index and the value of your securities. Technological advances or the discovery of new oil reserves could lead to increases in worldwide production of oil and corresponding decreases in the price of crude oil. In addition, further development and commercial exploitation of alternative energy sources, including solar, wind or geothermal energy, could lessen the demand for crude oil products and result in lower prices. Absent amendment of the Underlying Index to lessen or eliminate the concentration of existing energy contracts in the Underlying Index or to

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broaden the Underlying Index to account for such developments, the level of the Underlying Index and the value of your securities could decline.

The Underlying Index was amended in May 2012 to remove the natural gas Index Component from the energy sector and create a natural gas sector to track natural gas independently. The base weight of the energy sector was reduced to reflect the removal of the natural gas index component, though no changes were made to the base weight of the remaining Index Components in the energy sector. According to EAM, the change was made in order to capture the recent disconnection between natural gas and the rest of the energy complex, as advances in shale natural gas drilling and increased domestic supply reduced the correlations with crude oil, heating oil and RBOB gasoline.

The Underlying Index is an “excess return” index, not a “total return” index.

EAM publishes both the Underlying Index and a total return variant. The Underlying Index, which is an “excess return” index, reflects the returns that are potentially available through an unleveraged investment in the long and short (or flat) positions in the futures contracts that comprise the Underlying Index. In contrast, the total return variant, in addition to reflecting these returns, also reflects the interest that could be earned on cash collateral from an investment in the Underlying Index components in 3-month U.S. Treasury bills. The excess return version of the Underlying Index does not include this feature. In addition, the term “excess return” is not intended to suggest that the performance of the excess return version of the Underlying Index at any time, or the return on your securities, will be positive or that the excess return version of the Underlying Index is designed to exceed a particular benchmark.

The Underlying Index is a rolling index and future prices of the Index Components that are different relative to their current prices may decrease the amounts payable on the securities.

The Underlying Index is composed of futures contracts on commodities, currencies and U.S. interest rates. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, futures contracts normally specify a certain date for delivery of the underlying asset. As the exchange-traded futures contracts that comprise the Underlying Index approach expiration, they are replaced by contracts that have a later expiration. Thus, for example, a contract purchased and held in August may specify an October expiration. As time passes, the contract expiring in October is replaced by a contract for delivery in a later month (e.g., November). This process is referred to as “rolling.” If the market for these contracts is (putting aside other considerations) in “backwardation,” where the prices are lower in the distant delivery months than in the nearer delivery months, the sale of the October contract would take place at a price that is higher than the price of the November contract, thereby creating a “roll yield” which might create a profit for the purchase of the contracts. While certain contracts included in the Underlying Index have historically exhibited consistent periods of backwardation, backwardation will likely not exist at all times with respect to any contract. Certain of the assets included in the Underlying Index have historically traded in “contango” markets. Contango markets are those in which the prices of contracts are higher in the distant delivery months than in the nearer delivery months. Contango (or backwardation in the case of a short position) in the commodity markets would result in negative “roll yields” which could adversely affect the value of the Underlying Index and, accordingly, decrease the payments, if any, you receive on the securities. There can be no assurance, however, that backwardation or roll yields will exist in any particular Index component at any time during the term of the securities.

Policies of the Index Committee and changes that affect the composition and calculation of the Underlying Index will affect the market value of the securities and the return you will receive.

The Underlying Index is overseen and managed by the Index Committee (as defined herein). The policies of the Index Committee concerning the calculation of the level of the Underlying Index, additions, deletions or substitutions of Index Components and the manner in which changes affecting the Index Components are reflected in the Underlying Index could affect the level of the Underlying Index and, therefore, the market value of the securities and the amounts

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payable on the securities. The amounts payable in respect of the securities and their market value could also be affected if the Index Committee changes, discontinues or suspends compilation and maintenance of the Underlying Index.

The composition of the Underlying Index may change over time, as additional assets satisfy the eligibility criteria or assets currently included in the Underlying Index fail to satisfy such criteria. The annual composition of the Underlying Index will be determined by the Index Committee based on the Index Committee's assessment of the worldwide consumption of those assets, including in reliance upon historic price, liquidity and production data that are subject to potential errors in data sources or errors that may affect the weights of Index components. Any discrepancies that require revision are not applied retroactively but will be reflected in prospective weighting calculations of the Underlying Index for the following year. However, not every discrepancy may be discovered. If, for any reason, one of the futures contracts referenced in the Underlying Index ceases to exist, or any other similar event with similar consequences as determined in the discretion of the Index Committee occurs, the Index Committee will call an exceptional meeting to assess whether the composition and/or the weights of, the Underlying Index should be modified. The modification of the composition and/or the weights of the Underlying Index may have an adverse impact on the value of the Underlying Index, the amounts payable on the securities and their market value prior to maturity.

Furthermore, EAM is the sole owner of the Underlying Index. EAM currently has two representatives on the Index Committee. The other two members of the Index Committee are appointed by The Royal Bank of Scotland plc, and, currently, such members are employees of The Royal Bank of Scotland plc. EAM, through the Index Committee, has a significant degree of discretion regarding the composition and management of the Underlying Index, including additions, deletions and the weights of the Index components or exchange-traded futures contracts on the Index components. Any of these factors could affect the level of the Underlying Index and, therefore, could affect the amount payable on the securities and the market value of the securities prior to maturity. EAM and the Index Committee do not have any obligation to consider the needs of any parties to transactions involving the Underlying Index, including the holders of the securities, when making changes to the Underlying Index.

Our membership on the Index Committee may conflict with your interest as a holder of the securities.

The Index Committee is responsible for the calculation methodology of the Underlying Index. Our employees currently represent two of the four members of the Index Committee. As members of the Index Committee, our employees will be involved in the composition and management of the Underlying Index, including additions, deletions and the weights of the futures contracts that comprise the Underlying Index, all of which could affect the level of the Underlying Index and, therefore, could affect the amounts payable on the securities and the value of the securities prior to maturity. We do not believe that we have the power to control the decision-making of the Index Committee; however, we may influence the determinations of the Index Committee, which may adversely affect the value of your securities. Due to our potential influence on determinations of the Index Committee, which may affect the market value of the securities, we, as issuer of the securities, may have a conflict of interest if we participate in or influence such determinations.

Since we cannot control or predict the actions of the Index Committee, we are not ultimately responsible for any errors in or discontinuation of disclosure regarding the methods or policies relating to the calculation of the Underlying Index.

Our business activities may create conflicts of interest.

We and our affiliates expect to engage in trading activities related to the Index Components, futures or options on the commodities or currencies referenced by the Index Components, swaps referencing the Underlying Index, or other derivative instruments with returns linked to the performance of the Underlying Index, the Index Components, and/or the physical commodities or currencies referenced by the Index Components that are not for the account of holders of the securities or on their behalf. These trading activities may present a conflict between the holders' interest in the securities and the interests that we and our affiliates will have in their proprietary accounts, in facilitating transactions, including

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options and other derivatives transactions, for their customers and in accounts under their management. These trading activities, if they influence the level of the Underlying Index, could be adverse to the interests of the holders of the securities.

Moreover, we and/or our affiliates have published and in the future expect to publish research reports and trading advice with respect to the Underlying Index, some or all of the physical commodities or currencies referenced by the Index Components. This research and trading advice is modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the securities. The research and trading advice should not be viewed as a recommendation or endorsement of the securities in any way and investors must make their own independent investigation of the merits of this investment. Any of these activities by us and/or our affiliates may affect the market price of the Index Components or the physical commodities or currencies referenced by the Index Components and the level of the Underlying Index and, therefore, the market value of the securities. With respect to any of the activities described above, we and our affiliates have no obligation to consider the needs of any buyer, seller or holder of the securities at any time.

Additional conflicts of interest relating to the management of EAM may arise.

EAM, individually or through an affiliate, may actively trade commodities, currencies and U.S. interest rates and/or futures contracts on such components, including those related to the Underlying Index, and over-the-counter contracts having values which derive from or are related to the Underlying Index, the Index Components, and the physical commodities or currencies referenced by the Index Components. EAM, individually or through an affiliate, also may actively trade and hedge the Underlying Index. With respect to any such activities, neither EAM nor any of its affiliates has any obligation to take the needs of any buyers, sellers or holders of the securities into consideration at any time. It is possible that such trading and hedging activities, by any of these parties, will affect the level of the Underlying Index and therefore the market value of the securities.

Discontinuance of the Underlying Index may affect the market value of the securities and the return you will receive on the securities.

Neither we, our affiliates, the Index Committee, EAM nor its affiliates are under any obligation to continue to compile and maintain the Underlying Index or is required to compile and maintain any successor index. If the Index Committee discontinues or suspends the compilation and maintenance of the Underlying Index, it may become difficult to determine the market value of the securities or the amounts payable on the securities. The Index Calculation Agent for the securities may designate a successor index selected in its sole discretion. If the Index Calculation Agent determines in its sole discretion that no successor index comparable to the Underlying Index exists, the amount you receive on the securities will be determined by the Index Calculation Agent in its sole discretion.

#### Risks Related to the Commodity Futures Contracts Included in the Underlying Index

Ownership of the securities will not entitle you to any rights with respect to any futures contracts included in or tracked by the Underlying Index components.

You will not own or have any beneficial or other legal interest in, and will not be entitled to any rights with respect to, any of the futures contracts included in the Underlying Index. We will not be required to invest in any of the futures contracts or of the commodities or currencies included in the Underlying Index on behalf or for the benefit of holders of the securities.

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The commodities or commodity futures contracts comprising the Underlying Index are subject to legal and regulatory regimes that may change in ways that could adversely affect the value of the underlying commodity, the Underlying Index and the securities.

The commodities and commodity futures contracts referenced in the Underlying Index are subject to extensive statutes, regulations and margin requirements. The Commodity Futures Trading Commission, or the “CFTC,” and the exchanges on which such commodities or commodity futures contracts trade are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily limits and the suspension of trading. Furthermore, certain exchanges have regulations that limit the amount of fluctuations in commodity or commodity futures contract prices that may occur during a single five minute trading period. These limits could adversely affect the market prices of relevant commodity futures contracts and forward contracts. The regulation of commodity transactions in the United States is subject to ongoing modification by government and judicial action. In addition, various national governments have expressed concern regarding the disruptive effects of speculative trading in the commodity markets and the need to regulate the derivative markets in general. Any future regulatory changes, including but not limited to changes resulting from the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), which was enacted on July 21, 2010, may have a substantial adverse effect on the value of the securities.

Additionally, in accordance with the Dodd-Frank Act, the CFTC is drafting regulations to establish limits on the amount of positions, other than bona fide hedge positions, that may be held by any person in futures contracts on certain energy and agricultural based commodities. On October 18, 2011 the CFTC adopted limits that will apply to a party’s combined futures, options and swaps position in any one of 28 physical commodities and economically equivalent futures, options and swaps. The limits apply across affiliated and controlled entities and accounts and do not provide an exemption for financial hedging. These limits will be phased in generally beginning in 2012. Such rules may interfere with our ability to enter into or maintain hedge positions in instruments subject to the limits, and consequently, we may decide, or be forced, to sell a portion, possibly a substantial portion, of our hedge position in such underlying commodity or futures contracts on such underlying commodity or related contracts. Other market participants are subject to the same regulatory issues and may decide, or be required to, sell their positions in such underlying commodity or futures contracts on such underlying commodity or related contracts. While the effect of these or other regulatory developments are difficult to predict, if this broad market selling were to occur, it would likely lead to declines, possibly significant declines, in the price of such underlying commodity or futures contracts on such underlying commodity and therefore, and could affect the value of the securities.

Commodity prices may change unpredictably, affecting the Level of the Underlying Index and the value of your securities in unforeseeable ways.

Trading in futures contracts on physical commodities, including trading in the commodities underlying the Index Components, is speculative and can be extremely volatile. Market prices of the Index Components may fluctuate rapidly based on numerous factors, including: changes in supply and demand relationships (whether actual, perceived, anticipated, unanticipated or unrealized); weather; fluctuations in agricultural output; changes in trade practices; fiscal, monetary and exchange control programs; domestic and foreign political and economic events and policies; disease;

pestilence; technological developments; changes in interest rates, whether through governmental action or market movements; and monetary and other governmental policies, action and inaction. The current or “spot” prices of the underlying physical commodities may also affect, in a volatile and inconsistent manner, the prices of the futures contracts in respect of the relevant commodity. These factors may affect the level of the Underlying Index and the value of your Securities in varying ways, and different factors may cause the prices of the Underlying Index components, and the volatility of their prices, to move in inconsistent directions at inconsistent rates.

The price of crude oil is volatile and may adversely affect the value of your securities.

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The Index Component referencing WTI light crude oil is significantly weighted (over 9%) in the Underlying Index when the Underlying Index references a long position in the energy sector. Therefore, a decrease in the price of WTI light crude oil may have a material adverse effect on the market value of the securities and the return on your investment in the securities. The price of WTI light crude oil futures is primarily affected by the global demand for and supply of crude oil, and is also influenced by speculative actions and currency exchange rates. Crude oil prices are generally more volatile and subject to dislocation than the prices of other commodities. Demand for refined petroleum products by consumers, as well as the agricultural, manufacturing and transportation industries, affects the price of crude oil. Crude oil's end-use product is often transport fuel, industrial fuel and in-home heating fuel. The potential for substitution in most areas exists, although considerations including relative cost often limit substitution levels. Because the precursors of demand for petroleum products are linked to economic activity, demand will tend to reflect economic conditions. Demand is also influenced by government regulations, such as environmental or consumption policies. In addition to general economic activity and demand, prices for crude oil are affected by political events, labor activity and, in particular, direct government intervention (such as embargos) or supply disruptions in major oil-producing regions of the world. Such events tend to affect oil prices worldwide regardless of the location of the event. Supply for crude oil may increase or decrease depending on many factors. These include production decisions by the Organization of the Petroleum Exporting Countries ("OPEC") and other crude oil producers. OPEC has the potential to influence oil prices worldwide because its members possess a significant portion of the world's oil supply. In the event of sudden disruptions in the supplies of oil, such as those caused by war, natural events, accidents or acts of terrorism, prices of oil futures contracts could become extremely volatile and unpredictable. Also, sudden and dramatic changes in the futures market may occur, for example, upon the commencement or a cessation of hostilities that may exist in countries producing oil, the introduction of new or previously withheld supplies into the market or the introduction of substitute products or commodities. Crude oil prices may also be affected by short-term changes in supply and demand because of trading activities in the oil market and seasonality (e.g., weather conditions such as hurricanes). It is not possible to predict the aggregate effect of all or any combination of these factors.

The securities will not be regulated by the CFTC.

Unlike an investment in the securities, an investment in a collective investment vehicle that invests in futures contracts on behalf of its participants may be regulated as a commodity pool and its operator may be required to be registered with and regulated by the CFTC as a "commodity pool operator" (a "CPO"). Because the securities are not interests in a commodity pool, the securities will not be regulated by the CFTC as a commodity pool, we will not be registered with the CFTC as a CPO and you will not benefit from the CFTC's or any non-U.S. regulatory authority's regulatory protections afforded to persons who trade in futures contracts or who invest in regulated commodity pools. The securities do not constitute investments by you or by us on your behalf in futures contracts traded on regulated futures exchanges, which may only be transacted through a person registered with the CFTC as a "futures commission merchant" ("FCM"). We are not registered with the CFTC as an FCM and you will not benefit from the CFTC's or any other non-U.S. regulatory authority's regulatory protections afforded to persons who trade in futures contracts on a regulated futures exchange through a registered FCM.

The Recognized Exchanges have no obligation to consider your interests.

The Recognized Exchanges are responsible for calculating and publishing the official settlement price in respect of the relevant Index Components. The Recognized Exchanges may alter, discontinue or suspend calculation or dissemination of the official settlement price in respect of any Index Component. Any of these actions could adversely affect the value of the securities. The Recognized Exchanges have no obligation to consider your interests in calculating or revising the official settlement price in respect of any Index Component.

Risks Related to the Underlying Currencies Included in the Underlying Index

The securities are subject to risks relating to economic conditions in the relevant foreign jurisdictions.

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The value of the currencies referenced by the currency-based Index Components will affect the value of the securities. Changes in the values of these currencies will result over time from the interaction of many factors directly or indirectly affecting economic and political conditions in the relevant countries, including economic and political developments. Of particular importance are existing and expected rates of inflation, existing and expected interest rate levels, the balance of payments and the extent of governmental surpluses or deficits in the relevant countries. All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the applicable governments, as well as the governments of other countries important to international trade and finance.

The actions of the relevant sovereign governments may affect the liquidity, trading value and payments you receive on the securities.

Exchange rates of most economically developed nations are “floating,” meaning the rate is permitted to fluctuate in value. However, governments, from time to time, may not allow their currencies to float freely in response to economic forces. Moreover, governments, including that of the United States, and those that issued the other currencies referenced by the currency-based Index Components, use a variety of techniques, such as intervention by their central bank or imposition of regulatory controls or taxes, to affect the exchange rates of their respective currencies. Governments also may issue a new currency to replace an existing currency or alter the exchange rate or relative exchange characteristics by devaluation or revaluation of a currency. Thus, a special risk in purchasing the securities is that their liquidity, their trading value and the amount you may receive on the securities could be affected by the actions of the relevant sovereign governments which could change or interfere with currency valuation and the movement of currencies across borders. There will be no adjustment or change in the terms of the securities in the event that exchange rates should become fixed, or in the event of any devaluation or revaluation or imposition of exchange or other regulatory controls or taxes, or in the event of the issuance of a replacement currency or in the event of any other development affecting the relevant currencies.

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### HYPOTHETICAL RETURN ANALYSIS OF THE SECURITIES AT MATURITY

The following table illustrates potential return scenarios on a Security that is held to maturity by an investor who purchases the securities on the settlement date. These examples are based on various assumptions, including hypothetical levels of the Underlying Index, set forth below. We cannot, however, predict the level of the Underlying Index on the Determination Date or at any other time in the future. Therefore, the table set forth below is for illustrative purposes only and the returns set forth may not be the actual returns applicable to a holder of the securities. Moreover, the level of the Underlying Index may not increase or decrease over the term of the securities in accordance with any of the hypothetical examples below, and the size and frequency of any fluctuations in the level of the Underlying Index over the term of the securities, which we refer to as the volatility of the Underlying Index, may be significantly different than the volatility implied by any of these examples.

#### Assumptions

Initial Index Value: 4,659.150  
Term of the Securities: One year and one month (approximately)  
Principal Amount per Security: \$1,000

| Initial Index Value | Hypothetical Final Index Value | Principal Amount of Securities | % Change from the Initial Index Value to the |                                    | Hypothetical Total Return on Each Security |         |
|---------------------|--------------------------------|--------------------------------|--|------------------------------------|--|---------|
|                     |                                |                                | Hypothetical Final Index Value               | Hypothetical Adjustment Factor (a) | (\$)(b)(c)                                 | (%)(d)  |
| 4,659.150           | 9,318.300                      | \$1,000.00                     | 100.00%                                      | 0.989                              | 1978.3562                                  | 97.84%  |
| 4,659.150           | 8,852.385                      | \$1,000.00                     | 90.00%                                       | 0.989                              | 1879.4384                                  | 87.94%  |
| 4,659.150           | 8,386.470                      | \$1,000.00                     | 80.00%                                       | 0.989                              | 1780.5205                                  | 78.05%  |
| 4,659.150           | 7,920.555                      | \$1,000.00                     | 70.00%                                       | 0.989                              | 1681.6027                                  | 68.16%  |
| 4,659.150           | 7,454.640                      | \$1,000.00                     | 60.00%                                       | 0.989                              | 1582.6849                                  | 58.27%  |
| 4,659.150           | 6,988.725                      | \$1,000.00                     | 50.00%                                       | 0.989                              | 1483.7671                                  | 48.38%  |
| 4,659.150           | 6,522.810                      | \$1,000.00                     | 40.00%                                       | 0.989                              | 1384.8493                                  | 38.48%  |
| 4,659.150           | 6,056.895                      | \$1,000.00                     | 30.00%                                       | 0.989                              | 1285.9315                                  | 28.59%  |
| 4,659.150           | 5,590.980                      | \$1,000.00                     | 20.00%                                       | 0.989                              | 1187.0137                                  | 18.70%  |
| 4,659.150           | 5,125.065                      | \$1,000.00                     | 10.00%                                       | 0.989                              | 1088.0959                                  | 8.81%   |
| 4,659.150           | 4,659.150                      | \$1,000.00                     | 0.00%  | 0.989                              | 989.1781                                   | -1.08%  |
| 4,659.150           | 4,193.235                      | \$1,000.00                     | -10.00%                                      | 0.989                              | 890.2603                                   | -10.97% |
| 4,659.150           | 3,727.320                      | \$1,000.00                     | -20.00%                                      | 0.989                              | 791.3425                                   | -20.87% |
| 4,659.150           | 3,261.405                      | \$1,000.00                     | -30.00%                                      | 0.989                              | 692.4247                                   | -30.76% |
| 4,659.150           | 2,795.490                      | \$1,000.00                     | -40.00%                                      | 0.989                              | 593.5068                                   | -40.65% |
| 4,659.150           | 2,329.575                      | \$1,000.00                     | -50.00%                                      | 0.989                              | 494.5890                                   | -50.54% |

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|           |           |            |          |       |          |          |
|-----------|-----------|------------|----------|-------|----------|----------|
| 4,659.150 | 1,863.660 | \$1,000.00 | -60.00%  | 0.989 | 395.6712 | -60.43%  |
| 4,659.150 | 1,397.745 | \$1,000.00 | -70.00%  | 0.989 | 296.7534 | -70.32%  |
| 4,659.150 | 931.830   | \$1,000.00 | -80.00%  | 0.989 | 197.8356 | -80.22%  |
| 4,659.150 | 465.915   | \$1,000.00 | -90.00%  | 0.989 | 98.9178  | -90.11%  |
| 4,659.150 | 0.000     | \$1,000.00 | -100.00% | 0.989 | 0.0000   | -100.00% |

Please see footnotes on the next page.

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(a) Adjustment Factor will equal:

where “Days” are the number of calendar days from but not including the Pricing Date, to but not including the Determination Date. Where the Pricing Date occurs on July 30, 2012, if the Determination Date occurs on August 30, 2013, the Adjustment Factor will be approximately 0.989 (assuming there are 395 calendar days in this period).

(b) At maturity you will receive, for each \$1,000 principal amount of securities, a cash payment calculated as follows:

where,

- the Initial Index Value will equal the closing level of the Underlying Index on the Pricing Date;
- the Final Index Value will equal the closing level of the Underlying Index on the Determination Date; and
  - the Adjustment Factor will equal approximately 0.989, as calculated per footnote (a) above.

(c) The hypothetical total return presented is exclusive of any tax consequences of owning the securities. You should consult your tax advisor regarding whether owning the securities is appropriate for your tax situation. See the sections titled “Risk Factors” and “United States Federal Income Taxation” in this pricing supplement.

(d) Represents the hypothetical percentage total return on each Security.

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## THE UNDERLYING INDEX

The following is a description of the Underlying Index including, without limitation, its make-up, method of calculation and changes in its components. The data in this description has been derived from publicly available sources. The information reflects the policies of, and is subject to change at any time, by a committee that formulates and enacts all assessments and decisions regarding the calculation, composition and management of the Underlying Index (the “Index Committee”). We have not independently verified the accuracy or completeness of this information and therefore cannot be responsible for it. You, as an investor in the securities, should make your own investigation into the Underlying Index.

The securities will be linked to the “Trader Vic Index® Excess Return” index. The daily prices of the Trader Vic Index® Excess Return are published on Bloomberg page TVICER <Index> and on Reuters page .TVICER.

RBS Business Services Private Limited, located at West 346, 1 414 Empire Complex, Senapati Bapat Marg Lower Parel, Mumbai 400013, or any successor as may be appointed by the Index Committee from time to time, is the calculation agent for the Underlying Index (the “Index Calculation Agent”). The Index Calculation Agent calculates the level of the Underlying Index using the methodology provided by the Index Committee, and has no obligation to continue to maintain or compile the Underlying Index.

### Overview

The Underlying Index was launched in June 2009. The Underlying Index is a rules-based dynamic futures index that seeks to provide investors with portfolio diversification and to potentially increase in value during both rising and declining price trends of the commodity and financial futures markets comprising the Underlying Index. Currently comprised of 24 notional futures contracts across physical commodities, global currencies and U.S. interest rates (each such notional futures contract, an “Index Component”, and collectively, the “Index Components”), the Underlying Index is designed to capture rising and falling price trends by taking both long and short positions. The Index Components are grouped into 18 sectors; each sector, except the energy sector, is represented on either a “long” or “short” basis, depending on recent price trends of that sector. The energy sector is represented on either a “long” or “flat” basis as described below under “The Underlying Index—Index Composition—Index Components and Sectors.”

The Underlying Index is expressed in a base currency in U.S. dollars (“USD”). The Underlying Index is unleveraged; for every USD reflected in the level of the Underlying Index, the Underlying Index references futures positions with a total notional amount of one USD.

The level of the Underlying Index will be calculated and published by the Index Calculation Agent on every Index Business Day (as defined below), subject to the occurrence of a Market Disruption Event (as defined below).

The initial level of the Underlying Index was set to USD 1,000 on July 31, 1990.

### Index Composition

## Recognized Exchanges

All futures contracts referenced in the Underlying Index must be publicly traded on a “Recognized Exchange.” The current Recognized Exchanges, which may be altered from time to time by the Index Committee as described below under “Underlying Index—The Index Committee” are: Chicago Board of Trade (“CBOT”), Chicago Mercantile Exchange (“CME”), Intercontinental Exchange (“ICE”) and New York Mercantile Exchange (“NYMEX”).

## Index Components and Sectors

The Underlying Index is comprised of 24 notional futures contracts across physical commodities, global currencies and U.S. interest rates. These components, which were chosen based on characteristics of liquidity, economic importance, and credit stability, are grouped into 18 sectors based on their historic correlation. For example, gold and silver have been grouped together to form the precious metals sector. Index Components that are part of the same multi-component sector, such as precious metals, are held in the same long/short/flat direction, as described below.

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The current sectors are: energy, natural gas, livestock, grains, precious metals, high grade copper, cocoa, coffee, cotton, sugar, Australian dollar, British pound, Canadian dollar, Euro, Japanese yen, Swiss franc, U.S. 30-year bond and U.S. 10-year note.

Below is a list of the sectors and the Index Components in each sector, together with their respective base weights as of the July 2012 roll period:

INDEX COMPONENT WEIGHTS – IF ENERGY REPRESENTED BY “LONG” POSITION

| Sector            | Sector Base Weight | Index Component   | Index Component Base Weight |
|-------------------|--------------------|-------------------|-----------------------------|
| Energy            | 16.75%             | Crude Oil         | 9.95%                       |
|                   |                    | RBOB Gasoline     | 3.40%                       |
|                   |                    | Heating Oil       | 3.40%                       |
| Natural Gas       | 4.50%              | Natural Gas       | 4.50%                       |
| Grains            | 11.50%             | Soybeans          | 5.00%                       |
|                   |                    | Corn              | 4.00%                       |
|                   |                    | Wheat             | 2.50%                       |
| Precious Metals   | 5.25%              | Gold              | 3.50%                       |
|                   |                    | Silver            | 1.75%                       |
| High Grade Copper | 5.00%              | High Grade Copper | 5.00%                       |
| Livestock         | 3.00%              | Live Cattle       | 1.80%                       |
|                   |                    | Lean Hogs         | 1.20%                       |
| Sugar             | 1.00%              | Sugar             | 1.00%                       |
| Cotton            | 1.00%              | Cotton            | 1.00%                       |
| Cocoa             | 1.00%              | Cocoa             | 1.00%                       |
| Coffee            | 1.00%              | Coffee            | 1.00%                       |
| Euro              | 11.00%             | Euro              | 11.00%                      |
| Japanese Yen      | 10.00%             | Japanese Yen      | 10.00%                      |
| Swiss Franc       | 10.00%             | Swiss Franc       | 10.00%                      |
| British Pound     | 3.00%              | British Pound     | 3.00%                       |
| Australian Dollar | 2.00%              | Australian Dollar | 2.00%                       |
| Canadian Dollar   | 1.00%              | Canadian Dollar   | 1.00%                       |
| U.S. 30-Year Bond | 6.50%              | U.S. 30-Year Bond | 6.50%                       |
| U.S. 10-Year Note | 6.50%              | U.S. 10-Year Note | 6.50%                       |

The Index Components represent either notional long or notional short positions in the commodities or financial futures they reference, with the exception of the energy sector, which may be represented by a notional long or notional flat position, but not a notional short position. The Underlying Index does not take a notional short position in energy, as energy-related commodities are subject to rapid and substantial price increases in the event of perceived or actual shortages. The notional long and short positions represent hypothetical contracts referencing certain

quantities of the underlying commodity that are fixed with respect to each Index Component at the inception of the Underlying Index but may be amended from time to time by the Index Sponsor with the consent of the Index Committee consistent with the factors or figures that the Recognized Exchange uses (each such quantity, a “Contract Factor”). The weighting of the contracts is based upon the Settlement Price of each notional contract with respect to the relevant Contract Factor. The “Settlement Price” in respect of an Index Component means the daily settlement price of such Index Component on the relevant Recognized Exchange at its closing time on a given Index Business Day. An “Index Business Day” means a day on which all of the relevant Recognized Exchanges are (or, but for the occurrence of a Market Disruption Event, would have been) scheduled and open for trading for at least three hours and a daily settlement price for each futures contract is published by the Recognized Exchange.

If the energy sector is positioned flat, its sector base weight is set to zero, and its previous weight of 16.75% is distributed on a pro-rata basis to all other sectors (and their components), as illustrated in the table below. As a result,

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sectors have two “base” weighting schemes: one when the energy sector is positioned long and another when the energy sector is positioned flat.

INDEX COMPONENT BASE WEIGHTS – IF ENERGY REPRESENTED BY “FLAT” POSITION

| Sector            | Sector Base Weight | Index Component   | Index Component Base Weight |
|-------------------|--------------------|-------------------|-----------------------------|
| Energy            | 0.0000%            | Crude Oil         | 0.0000%                     |
|                   |                    | RBOB Gasoline     | 0.0000%                     |
|                   |                    | Heating Oil       | 0.0000%                     |
| Natural Gas       | 5.4054%            | Natural Gas       | 5.4054%                     |
|                   |                    | Soybeans          | 6.0060%                     |
| Grains            | 13.8138%           | Corn              | 4.8048%                     |
|                   |                    | Wheat             | 3.0030%                     |
|                   |                    | Gold              | 4.2042%                     |
| Precious Metals   | 6.3036%            | Silver            | 2.1021%                     |
|                   |                    | High Grade Copper | 6.0060%                     |
| Livestock         | 3.6036%            | Live Cattle       | 2.1622%                     |
|                   |                    | Lean Hogs         | 1.4414%                     |
|                   |                    | Sugar             | 1.2012%                     |
| Cotton            | 1.2012%            | Cotton            | 1.2012%                     |
| Cocoa             | 1.2012%            | Cocoa             | 1.2012%                     |
| Coffee            | 1.2012%            | Coffee            | 1.2012%                     |
| Euro              | 13.2132%           | Euro              | 3.00%                       |
| Japanese Yen      | 12.0120%           | Japanese Yen      | 12.0120%                    |
| Swiss Franc       | 12.0120%           | Swiss Franc       | 12.0120%                    |
| British Pound     | 3.6036%            | British Pound     | 3.6036%                     |
| Australian Dollar | 2.4024%            | Australian Dollar | 2.4024%                     |
| Canadian Dollar   | 1.2012%            | Canadian Dollar   | 1.2012%                     |
| U.S. 30-Year Bond | 7.8078%            | U.S. 30-Year Bond | 7.8078%                     |

Index Component Weight Determination

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Initial Weights

As of the July 2012 roll period, the Index Components have the initial weights listed in the first chart in the preceding section “The Underlying Index – Index Composition – Index Components and Sectors”. The initial weights of the Underlying Index may be amended from time to time, as described below under “—The Index Committee.”

Sector Position Determination

The Underlying Index utilizes customized “Exponential Moving Averages” or “EMAs” to take notional long and short positions (or in the case of the energy sector, long and flat positions) in an attempt to follow and reflect price trends across the commodity and financial futures included in the Underlying Index. The Underlying Index utilizes EMA as a measure of average returns that can be used to give greater weight to more recent returns. Sectors which are less sensitive to changing trends are given a more equal weighting across their returns, while sectors which are more sensitive to changing trends are given a weighting which is more skewed towards the more recent returns. The EMA is customized for each sector in the Underlying Index based on a proprietary algorithm designed to reflect the historical behavioral patterns and price trends of the Index Components. The moving average algorithm is applied to the return history data for each sector. This is not a “spot” value comparison of a single contract, but rather, is the running total percentage change of the sector from the date of the Underlying Index’s inception. The sector valuation is a “continuous contract” that incorporates pricing from individual contracts following the roll schedule. Seasonality and historical volatility for each

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Index Component are considered and built into the EMA for each sector and forms the basis for directional long and short positions (or, in the case of the energy sector, directional long and flat positions).

More specifically, the EMA takes into account two key variables: (i) the number of months over which the EMA for that sector is calculated (each, a “Sector Length”) and (ii) a multiplier that is used to assign weightings to the return values observed over the applicable Sector Length. The Sector Length is determined by the Index Sponsor and is designed to reflect underlying trends in that sector, and ranges from four to 12 months for the sectors included in the Underlying Index. The multiplier, which ranges from one to two for the sectors included in the Underlying Index, then allows for different weightings to be assigned to each rolling sector cumulative return value in the EMA calculation. For example, a higher multiplier provides greater weight to more recent return values observed and therefore allows the EMA to be more sensitive to more recent movements in the moving average calculations.

Each sector within the Underlying Index is either set long or short on a monthly basis, with the exception of the energy sector which is set either long or flat. The rule for the Underlying Index regarding long, short and flat positions can be summarized as follows:

- Long positions are tracked when a sector’s current price input is equal to or greater than its EMA;
  - Short positions are tracked when a sector’s current price input is less than its EMA;
- Flat (zero weight) position for the energy sector when a short position would otherwise result from the Underlying Index methodology; in this case, the weight for energy is distributed proportionately to the other 17 sectors as described above.

If the sector price at the end of the month is greater than its EMA, the Underlying Index will be positioned long that sector for the next month. If the sector price at the end of the month is less than its EMA, the Underlying Index will be positioned short that sector for the next month (or flat, in the case of the energy sector).

The position of each sector is determined on the second to last business day of the month (the “Position Determination Date,” or “PDD”) when the monthly percentage change of a sector’s price is compared to past monthly price changes exponentially weighted to greatest weight to the most recent return.

#### Roll Schedule

While the Underlying Index is designed to capture futures contract price trends over its lifetime, futures contracts themselves have limited durations. Consequently, in order for the Underlying Index to be calculated on an ongoing basis, it must change (or “roll”) from tracking contracts that are approaching expiration to tracking new contracts. Currently, each contract has four to six roll periods each year and its own “roll pattern” based on historical liquidity.

The risk of unusual liquidity or pricing around the maturity date of a commodity futures contract is usually greater than in the case of other futures contracts because (among other factors) a number of market participants take delivery

of the underlying commodities. Spot markets in commodities occasionally have delivery problems, related to, for example, weather conditions disrupting transportation of cattle to a delivery point. Such a delay could cause an unexpected price increase in the spot market, while the price of later-dated futures contracts change to a lesser degree. The Underlying Index seeks to avoid delivery issues by referencing contracts that are outside of nearby delivery.

#### The Index Committee

The Index Committee formulates and enacts all business assessments and decisions regarding the calculation, composition and management of the Underlying Index.

EAM currently has two of the four representatives on the Index Committee. The other two members of the Index Committee are appointed by The Royal Bank of Scotland plc, and may be employees of The Royal Bank of Scotland plc or its affiliates. Victor Sperandeo, CEO of EAM, chairs the Index Committee.

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Any changes to the Underlying Index methodology will require the approval of at least 75% of the Index Committee members. In order to constitute a quorum, all current Index Committee members (or their appointees) must participate in the Index Committee meeting. New members may be added to the Index Committee if agreed to by all of the existing members of the Index Committee.

The Index Committee will use commercially reasonable efforts to provide prior notice of any modifications of the Index Composition or the index calculation methodology, if any, to index licensees and the Index Calculation Agent.

#### Rebalancing

Sector weights are reset monthly to their base weights. Individual component weights are allowed to fluctuate within each sector and are reset to their base value annually. Base weights are reviewed annually by the Index Committee.

#### Calculation of the Trader Vic Index® Excess Return index

Your securities are linked to the Trader Vic Index® Excess Return index, which is designed to reflect the returns that are potentially available through an unleveraged investment in the long and short (or flat) positions in the futures contracts that comprise the Underlying Index.

The level of the Trader Vic Index® Excess Return (“TVIER”) is calculated with respect to each Index Business Day as follows:

Where:

CSR<sub>i</sub> means, in respect of the i-th Index Component, the component return since the roll, which is calculated as follows

t means the current Index Business Day;

RD means the Rollover Date immediately preceding Index Business Day t;

TVIER(t) means the value of the Trader Vic Index® Excess Return on Index Business Day t;

TVIER(RD) means the value of the Trader Vic Index® Excess Return on the Rollover Date immediately preceding Index Business Day t;

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means the total number of Index Components included in the Index on Index Business Day  $t$ ;

RCPi(RD) means, in respect of the  $i$ -th Index Component, the relevant position of the notional contract with the appropriate month of contract expiration of each year as determined by the roll schedule (however, on each Rollover Date, if a roll is due, the notional contract is changed to the next following contract for the appropriate month of contract expiration of each year as determined by the roll schedule) (such contract, the “Relevant Contract”)

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on the Rollover Date immediately preceding Index Business Day t;

wi(RD) means, in respect of the i-th Index Component, the Index Component Weight on the Rollover Date immediately preceding Index Business Day t;

Pi(t) means, in respect of the i-th Index Component, the Settlement Price of the Relevant Contract i on Index Business Day t; and

Pi(RD) means, in respect of the i-th Index Component, the Settlement Price of the Relevant Contract on the Rollover Date immediately preceding Index Business Day t.

When Index Business Day t is a Rollover Date (t=RD), TVIER(t) is first calculated using the current Relevant Contract before the Relevant Contract is rolled over.

where RD-1 is the Rollover Date immediately preceding the current Index Business Day t, which is also a Rollover Date, and t=RD is the current Index Business Day t which is also a Rollover Date.

In the case that a Relevant Contract that was scheduled to roll settles at a Limit Price on a Rollover Date, the Relevant Contract is “held” (i.e., not rolled) until the next Index Business Day on which it could be “executed.”

The “Limit Price” means on any Index Business Day, a Settlement Price for the contract expiration of the Relevant Contract with respect to a particular Index Component that represents the maximum or minimum price for such contract expiration on such Index Business Day, as determined by the rules or policies or the relevant Recognized Exchange or the Commodity Futures Trading Commission. The “contract expiration” is a specific calendar month specified by the Recognized Exchange during or after which a futures contract expires or delivery or settlement occurs.

A “Rollover Date” means the last Index Business Day of each month, subject to a Market Disruption Event, on which the Underlying Index may roll its notional positions into the newly selected Relevant Contracts determined on the next to last Index Business Day of the month.

#### Market Disruption Events

A “Market Disruption Event” means, in respect of any Index Business Day, any unscheduled and extraordinary condition that would require the calculation of the level of the Underlying Index on an alternative basis or on an alternative Index Business Day were such event to occur or exist on such day, all as determined by the Index

Calculation Agent in its sole and absolute discretion.

Without limitation, any of the following may be a Market Disruption Event if so determined by the Index Calculation Agent in its sole and absolute discretion:

- a general moratorium in respect of banking activities in the country in which a Recognized Exchange a) on which any Index Component is traded or b) is located;

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- it becomes impossible to obtain the Settlement Price of a futures contract on any Index Business Day in the inter-bank market;
- it becomes impossible to obtain a price for or trade in the relevant futures contract on the Recognized Exchange on an Index Business Day;
- it is impossible to obtain a firm quote for the Settlement Price of a futures contract on an Index Component such that the Index Calculation Agent is unable to perform the determinations and calculations required of it under the Underlying Index methodology to discharge its obligations with respect to the Underlying Index
- the occurrence of any event which (A) generally makes it impossible to convert the currencies into U.S. dollars through customary legal channels for conducting such conversion in the principal financial center of the U.S. or (B) generally makes it impossible to deliver U.S. dollars from accounts inside the U.S. to accounts outside the U.S. or between accounts in the U.S. or to a non-resident of the U.S.;
- the imposition of any punitive tax and/or levy on the futures contracts which constitute Index Components in the U.S.;
- a change in law in the U.S. which may affect the ownership in and/or the transferability of the U.S. dollar; or
  - the unavailability of the U.S. dollar in the U.S.

If the Index Calculation Agent determines that a Market Disruption Event has occurred on any Index Business Day, the level of the Underlying Index will be calculated and published by the Index Calculation Agent on the first succeeding Index Business Day on which the Index Calculation Agent determines that there is no Market Disruption Event. If the Index Calculation Agent determines that there is a Market Disruption Event occurring on each of the eight Index Business Days immediately following the original Index Business Day on which (but for the Market Disruption Event) the level of the Underlying Index would have been calculated and published by the Index Calculation Agent, then on the ninth such Index Business Day, the Index Calculation Agent will determine the Settlement Price of the Relevant Contract for the Index Component affected by the Market Disruption Event and the level of the Underlying Index having regard to the then prevailing market conditions, the last reported trading price of the respective Index Components and such other factors as the Index Calculation Agent determines to be relevant. Any such determination will be made with the prior consent of the Index Committee.

If, in the determination of the Index Calculation Agent, a Market Disruption Event has occurred on any re-balancing date, or annual re-weighting date, the re-balancing shall be postponed to the first succeeding Index Business Day on which the Index Calculation Agent determines that there is no Market Disruption Event. If the Index Calculation Agent determines that there is a Market Disruption Event occurring on each of the eight Index Business Days immediately following the original date which (but for the Market Disruption Event) would have been a re-balancing date or annual re-weighting date, then: (i) the ninth Business Day of the month will be deemed to be the re-balancing date or annual re-weighting date (regardless of the Market Disruption Event), and (ii) the Index Calculation Agent will

determine the Settlement Price of the Relevant Contract of the Index Component affected by the Market Disruption and the level of the Underlying Index having regard to the then prevailing market conditions, the last reported trading price of the respective Index Components and such other factors as the Index Calculation Agent determines to be relevant. Any such determination will be made with the prior consent of the Index Committee.

Determinations or actions by the Index Calculation Agent with the consent of the Index Committee as described above may include, among others but without limitation:

- (i) accepting the price or level of any Index Component of or instrument referenced by the Index published on any alternative price source;

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- (ii) if no alternative price source is available, selecting a substantially similar component for the Index or instrument at a value determined by the Index Calculation Agent;
- (iii) removing the affected Index Component from the Index at a value determined by the Index Calculation Agent, thereby resulting in a decrease in the Index Value by a commensurate amount;
- (iv) if no alternative price source or similar instrument or component is available, adjust, amend or otherwise alter the methodology; and
- (v) if none of the foregoing will achieve the objective of the Index, permanently cease to calculate and/or disseminate levels for the Index.

If, on any Index Business Day, there is a suspension of or limitation on trading by the Recognized Exchange by reason of movements in price of one or more futures contracts of an Index Component that is outside the upper or lower Limit Price permitted by the Recognized Exchange and such suspension or limitation occurs on the Rollover Date, then the closing value of the Underlying Index may be adjusted by delaying the roll of the affected Index Component as described in "--Calculation of the Trader Vic Index® Excess Return index" above.

#### Adjustment Events

The methodology of the Underlying Index may be adjusted, amended or otherwise altered by the Index Sponsor, EAM, at any time, effective on such date as the Index Sponsor shall designate, with the consent of the Index Committee. These adjustments may include, but are not limited to the following events, each an "Adjustment Event":

- any adjustments required because it has become unlawful in any applicable jurisdiction for the Index Calculation Agent to (i) sell or purchase any of the Index Components or (ii) use any Index Component or futures contract in the Underlying Index; or
- any adjustments required for clarification or for minor or technical reasons, including, without limitation, (i) to correct any manifest or proven error or to cure, correct or supplement any ambiguity or defective provision contained in the Underlying Index methodology, and (ii) clarifying, minor, or technical adjustments made to the Underlying Index to ensure that the Underlying Index complies with the requirements of the Council Directive of December 20, 1985 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (No 85/611/EEC) as amended from time to time and supplemented in similar laws or regulations for financial indices; or
- any Index Component or futures contract referenced in the Underlying Index is terminated or modified or changed in any other way; or
  - such other adjustments as are necessary to ensure the integrity of the Underlying Index.

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On the occurrence of an Adjustment Event, the Index Sponsor will use commercially reasonable efforts to provide, on a timely basis, Index licensees and the Index Calculation Agent with prior notice of all Adjustment Events.

Upon the occurrence of any event to which notice is required as provided for herein, the Index Committee may require the Index Sponsor to publish notice of the occurrence of the relevant event on Bloomberg pages TVICTR <Index> and TVICER <Index>, on Reuters pages .TVICTR and .TVICER, or over PR Newswire.

The Index Sponsor may publish such additional notices relating to the Index as it determines necessary, but is under no obligation to publish any particular notice. Such notices may be published on Bloomberg pages TVICTR <Index> and TVICER <Index> and on Reuters pages .TVICTR and .TVICER.

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### The Index Calculation Agent

The Index Committee formulates and enacts all business assessments and decisions regarding the calculation, composition, and of the Underlying Index. RBS Business Services Private Limited is the current Index Calculation Agent, though the Index Committee may appoint a successor, which may be an affiliate of ours. The Index Calculation Agent calculates and publishes the value of the Underlying Index using the methodology provided by the Index Committee. The Index Calculation Agent has the sole discretion to make all determinations regarding the Underlying Index as described in this Underlying Supplement, including determinations regarding the level of the Underlying Index, a Market Disruption Event, a successor index, Index Business Days, and calculations related to the discontinuance of the Underlying Index. Absent manifest error, all determinations of the Index Calculation Agent will be final and binding on you and us, without any liability on the part of the Index Calculation Agent.

Although it is intended that the Index Calculation Agent employ the methodology described herein to make determinations in respect of the Underlying index, no assurance can be given that market, regulatory, judicial, or fiscal circumstances or, without limitation, any other circumstances will not arise that would necessitate a modification or change in such methodology. The Index Committee may make any such modification or change to such methodology that it considers necessary to take into account such circumstances.

Calculations made by the Index Calculation Agent in respect of the Underlying Index shall be made on the days specified herein; however, notwithstanding the foregoing or anything else in this description of the Underlying Index, should the Index Calculation Agent determine that in order to give effect to the methodology described herein it is necessary to make calculations on a day or days other than that specified, then the Index Calculation Agent is permitted to make such calculations on such calendar day or days as it shall determine.

### License Agreement

EAM and The Royal Bank of Scotland plc (or its affiliate, The Royal Bank of Scotland N.V.) have entered into an exclusive license agreement providing for the license to The Royal Bank of Scotland plc, and its affiliates, in exchange for a fee, of the right to use the Underlying Index in connection with the securities. The license agreement provides that the following language must be stated in this Underlying Supplement:

EAM created and owns rights to the methodology that is employed in connection with the Underlying Index. EAM does not sponsor, endorse, sell or promote this or any investment fund or other investment that is offered by third parties and that seeks to provide an investment return based on the returns of the Underlying Index.

The securities are not sponsored, endorsed, sold or promoted by EAM. EAM makes no representation, condition or warranty, express or implied, to the owners of the Security or any member of the public regarding the advisability of investing in the strategy manifested in the Underlying Index or in the securities. EAM's only relationship to The Royal Bank of Scotland plc, is the licensing of certain trademarks and trade names of EAM and/or of the Underlying Index which was created, compiled, maintained and owned by EAM without regard to the securities. EAM has no obligation to take the needs of the owners of the securities into consideration in determining, or composing the Underlying Index. EAM is not responsible for and has not participated in the determination of the timing of, prices at,

or quantities of the securities to be issued. EAM has no obligation or liability in connection with the administration, marketing or trading of the securities.

EAM SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE UNDERLYING INDEX FROM SOURCES THAT EAM CONSIDERS RELIABLE, BUT EAM ACCEPTS NO RESPONSIBILITY FOR, AND SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS THEREIN. EAM DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE UNDERLYING INDEX OR ANY DATA INCLUDED THEREIN. EAM MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE RESULTS TO BE OBTAINED BY ANY PERSON OR ENTITY FROM THE USE OF THE UNDERLYING INDEX OR ANY DATA INCLUDED THEREIN. EAM MAKES NO EXPRESS OR IMPLIED WARRANTIES AND EXPRESSLY DISCLAIMS ALL CONDITIONS AND WARRANTIES IMPLIED BY STATUTE, GENERAL LAW OR CUSTOM WITH RESPECT TO THE UNDERLYING INDEX OR ANY DATA INCLUDED THEREIN EXCEPT ANY IMPLIED CONDITION OR WARRANTY THE EXCLUSION OF WHICH WOULD CONTRAVENE ANY STATUTE OR CAUSE ANY PART OF THIS CLAUSE TO BE VOID.

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## The Commodity Futures Markets

Contracts on physical commodities are traded on regulated futures exchanges, in the over-the-counter market and on various types of physical and electronic trading facilities and markets. At present, all of the contracts included in the Underlying Index are exchange-traded futures contracts. An exchange-traded futures contract is a bilateral agreement providing for the purchase and sale of a specified type and quantity of a commodity or financial instrument during a stated delivery month for a fixed price. A futures contract on an index of commodities typically provides for the payment and receipt of a cash settlement based on the value of such commodities. A futures contract provides for a specified settlement month in which the commodity or financial instrument is to be delivered by the seller (whose position is described as “short”) and acquired by the purchaser (whose position is described as “long”) or in which the cash settlement amount is to be made.

There is no purchase price paid or received on the purchase or sale of a futures contract. Instead, an amount of cash or cash equivalents must be deposited with the broker as “initial margin.” This amount varies based on the requirements imposed by the exchange clearing houses, but may be as low as 5% or less of the value of the contract. This margin deposit provides collateral for the obligations of the parties to the futures contract.

By depositing margin in the most advantageous form (which may vary depending on the exchange, clearing house or broker involved), a market participant may be able to earn interest on its margin funds, thereby increasing the potential total return that may be realized from an investment in futures contracts. The market participant normally makes to, and receives from, the broker subsequent payments on a daily basis as the price of the futures contract fluctuates. These payments are called “variation margin” and make the existing positions in the futures contract more or less valuable, a process known as “marking to market.”

Futures contracts are traded on organized exchanges, known as “contract markets” in the United States, through the facilities of a centralized clearing house and a brokerage firm which is a member of the clearing house. The clearing house guarantees the performance of each clearing member which is a party to the futures contract by, in effect, taking the opposite side of the transaction. At any time prior to the expiration of a futures contract, subject to the availability of a liquid secondary market, a trader may elect to close out its position by taking an opposite position on the exchange on which the trade obtained the position. This operates to terminate the position and fix the trader’s profit or loss.

U.S. contract markets, as well as brokers and market participants, are subject to regulation by the CFTC. Futures markets outside the United States are generally subject to regulation by comparable regulatory authorities. However, the structure and nature of trading on non-U.S. exchanges may differ from the foregoing description. From its inception to the present, the Underlying Index has been comprised exclusively of futures contracts traded on regulated exchanges.



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## HISTORICAL DATA RELATING TO THE UNDERLYING INDEX

The following graph sets forth the hypothetical monthly performance of the Underlying Index in the period from June 2006 to June 2009, and the actual monthly historical performance of the Underlying Index in the period from June 2009 through July 30, 2012. The Underlying Index was launched in June 2009, and its methodology amended on May 1, 2012 and July 9, 2012. The May 1, 2012 amendment, among other things, removed the natural gas Index Component from the energy sector, and created a “natural gas” sector which may be positioned either long or short. The base weight of the energy sector was reduced to reflect the removal of the natural gas Index Component, though no changes were made to the base weights of any individual Index Components. The July 9, 2012 amendment, among other things, added a method to calculate the value of the Underlying Index with respect to Index Business Days on which an Index Component that was scheduled to roll settles at a Limit Price on a Rollover Date. In such circumstances, the relevant Index Component’s roll is held until a following day where the Index Component does not settle at a Limit Price.

The actual performance of the Underlying Index over the term of the securities, as well as the amounts payable, may bear little relation to the historical levels of the Underlying Index. The trading prices of exchange traded futures contracts on the Index components will determine the value of the Underlying Index. As a result, it is impossible to predict whether the level of the Underlying Index will rise or fall.

This historical data on the Underlying Index is not necessarily indicative of the future performance of the Underlying Index. Any historical upward or downward trend in the value of the Underlying Index during any period set forth below is not an indication that the Underlying Index is more or less likely to increase or decrease at any time during the term of the securities. It is not possible to predict the level of the Underlying Index at any time during the term of the securities based on the historical levels of the Underlying Index.

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### DESCRIPTION OF SECURITIES

Capitalized terms not defined herein have the meanings given to such terms in the accompanying prospectus supplement. The term “Security” refers to each \$1,000 principal amount of our securities due September 4, 2013 Linked to the Trader Vic Index® Excess Return, which are fully and unconditionally guaranteed by The Royal Bank of Scotland Group plc.

|                         |  |
|-------------------------|--|
| Principal Amount:       | \$300,000  |
| Settlement Date         | August 2, 2012   |
| Original Offering Price | 100%   |
| Maturity Date           | September 4, 2013; provided that if such day is not a Business Day, then the Maturity Date will be the next following Business Day.  |
| Business Day            | Means an “Index Business Day” as defined herein.   |
| Specified Currency      | U.S. Dollars   |
| CUSIP/ISIN              | 78009PDD0 / US78009PDD06   |
| Denominations           | The securities may be purchased in denominations of \$1,000, which we refer to as the principal amount, and integral multiples thereof.  |
| Form of Securities      | The securities will be represented by a single registered global security, deposited with the Depository Trust Company.  |
| Guarantee               | The payment obligations of The Royal Bank of Scotland plc under the securities, when and as they shall become due and payable, whether at maturity or upon acceleration, are fully and unconditionally guaranteed by The Royal Bank of Scotland Group plc. |
| Interest Rate           | None. The securities do not pay interest.  |
| Payment at Maturity     | The payment at maturity for each Security is based on the performance of the Underlying Index. The cash payment at maturity is calculated as follows:  |

Any payment at maturity is subject to the creditworthiness of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc, as guarantor.

Adjustment Factor

, where “Days” are the number of calendar days from but not including the Pricing Date, to but not including the Determination Date.

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|                     |   |
|---------------------|---|
| Initial Index Value | 4,659.150   |
| Final Index Value   | <p>The Closing Level of the Underlying Index on the Determination Date as calculated by the Index Calculation Agent and published on the HP screen on Bloomberg, subject to the terms and provisions which we describe in “Description of Securities — Discontinuance of the Underlying Index; Alteration of Method of Calculation.”</p> <p>If on the Determination Date any of the underlying futures contracts comprising the Underlying Index closes up or down the applicable limit on the Relevant Exchange, the Index Calculation Agent will adjust the closing level of the Underlying Index on such date to reflect the closing price of the relevant futures contract on the first succeeding day on which the relevant futures contract does not close up or down the limit on the Relevant Exchange. However, if no such day occurs within three Business Days, the Index Calculation Agent will use the closing price of each relevant contract on the third scheduled Business Day prior to the originally scheduled Determination Date.</p>   |
| Closing Level       | <p>The Closing Level of the Underlying Index for any given Business Day will be the level of the Underlying Index published at approximately 11:00 a.m., New York City time on the immediately following Business Day.</p>  |
| Determination Date  | <p>August 30, 2013</p> <p>If the scheduled Determination Date is not a Business Day, or if a Market Disruption Event has occurred on such Business Day, the Determination Date will be postponed to the last date on which the settlement price of a Disrupted Contract (as defined below) is determined, as described below, and the Index Calculation Agent will calculate the closing level for that Determination Date utilizing, for those futures contracts included in the Underlying Index that do not suffer a Market Disruption Event or a non-Business Day on the originally scheduled Determination Date, the final settlement prices, and for those futures contracts included in the Underlying Index that experience a Market Disruption Event or a non-T Business Day on the originally scheduled Determination Date (the “Disrupted Contracts”), the settlement prices on the first Business Day on which a Market Disruption Event is not existing with respect to such futures contracts. If, however, a Market Disruption Event with respect to one or more Disrupted Contracts included in the Underlying Index is</p> |

continuing on the third Business Day following the originally scheduled Determination Date, the Index Calculation Agent will determine, on such third Business Day, in its discretion, an estimated fair value price for the Disrupted Contracts after considering any available electronic or after hours trading prices, related over-the-counter or other non-exchange based prices, implied prices that may be derived from other exchange traded instruments, and estimated fair values based on fundamental market information.

See “Risk Factors” for a discussion of certain conflicts of interest which may arise with respect to the calculation agent.

Relevant Exchange

With respect to a futures contract included in the Underlying Index, the Relevant Exchange means the primary market or exchange on which that contract trades.

Trustee

Wilmington Trust Company

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Securities Administrator                      Citibank, N.A.

Market Disruption Event                      Market Disruption Event has the meaning set forth herein.

Discontinuance of the Underlying Index; Alteration of Method of Calculation                      If EAM Partners L.P. or any successor sponsor of the Underlying Index (the “Index Sponsor”) discontinues publication of the Underlying Index and the Index Sponsor or another entity publishes a successor or substitute index that the Index Calculation Agent determines, in its sole discretion, to be comparable to the discontinued Underlying Index (such index being referred to herein as a “Successor Index”), then the Final Index Value will be determined by reference to the value of such Successor Index at the close of trading on the applicable Determination Date.

Upon any selection by the Index Calculation Agent of a Successor Index, the Index Calculation Agent will cause written notice thereof to be furnished to us, the Trustee, the Securities Administrator and the Depository Trust Company as the holder of the securities within three business days of such selection.

If the Index Sponsor discontinues publication of the Underlying Index prior to, and such discontinuance is continuing on, the Determination Date, and the Index Calculation Agent determines that no Successor Index is available with respect to the Underlying Index at such time, then the Index Calculation Agent will determine the Final Index Value. Such Final Index Value will be computed by the Index Calculation Agent in accordance with the formula for and method of calculating the Underlying Index last in effect prior to such discontinuance, using the closing level (or, if trading in the relevant futures contracts has been materially suspended or materially limited, its good faith estimate of the closing price that would have prevailed but for such suspension or limitation) on the Determination Date of each component most recently comprising the Underlying Index. Notwithstanding these alternative arrangements, discontinuance of the publication of the Underlying Index may adversely affect the value of the securities.

If at any time the method of calculating the Underlying Index or a Successor Index, or the level thereof, is changed in a material respect, or if the Underlying Index or a Successor Index is in any other way modified so that such index does not, in the opinion of the Index Calculation Agent, fairly represent the value of the Underlying Index or such Successor Index had such changes or modifications not been made, then the Index Calculation Agent will, at the close of business in New York City on the Determination Date, make such calculations and adjustments to the terms of the securities as, in the good faith judgment of the Index Calculation Agent, may be necessary in order to arrive at a level of an index comparable to the

Underlying Index or Successor Index, as the case may be, as if such changes or modifications had not been made, and on the applicable Determination Date make each relevant calculation with reference to the Underlying Index or Successor Index, as adjusted. Accordingly, if the method of calculating the Underlying Index or a Successor Index is modified so that the level of such index is a fraction of what it would have been if it had not been modified (e.g., due to a split in the index), then the Index Calculation Agent will adjust such index in order to arrive at a level of the Underlying Index or Successor Index as if it had not been modified (e.g., as if such

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split had not occurred).

Alternate Calculation in case  
of an Event of Default

In case an Event of Default with respect to the securities occurs and is continuing, the amount payable upon any acceleration of the securities permitted under the Indenture shall be determined by the Index Calculation Agent and will be equal to the Payment at Maturity calculated as if the Closing Level for the Underlying Index as of the date of acceleration were the Final Index Value on the Determination Date, and the Adjustment Factor shall be determined based upon the number of calendar days between the Pricing Date and that date of acceleration. See “Description of Debt Securities — Events of Default” in the prospectus.

If the maturity of the securities is accelerated because of an Event of Default as described above, we will, or will cause the Calculation Agent to, provide written notice to the Trustee at its Delaware office, and to the Securities Administrator at its New York office, on which notice the Trustee and the Securities Administrator may conclusively rely, and to DTC of the aggregate cash amount due with respect to the securities, if any, as promptly as possible and in no event later than two business days after the date of acceleration.

Calculation Agent

RBS Securities Inc (“RBSSI”). All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on you and on us.

Optional Tax Redemption

If we or The Royal Bank of Scotland Group plc, as applicable, determine that as a result of a change in or amendment to the laws or regulations of a U.K. taxing jurisdiction, including any treaty to which it is a party, or a change in an official application or interpretation of those laws or regulations, including a decision of any court or tribunal that occurs after the date of this pricing supplement, that (1) we or the Royal Bank of Scotland Group plc would on the next payment date of the securities become obligated to pay Additional Amounts (as defined below); (2) the next payment of interest in respect of the securities would be treated as “distributions” within the meaning of Chapter 2 of Part 23 of the Corporation Tax Act 2010 of the United Kingdom, or any statutory modification or re-enactment of the Act; or (3) on the next interest payment date we or Royal Bank of Scotland Group plc, as applicable, would not be entitled to claim a deduction in respect of the payments in computing our or RBSG’s U.K. taxation liabilities, or the value of the deduction to us or Royal Bank of Scotland Group plc, as applicable, would be materially reduced, we (or The Royal Bank of Scotland Group plc, if applicable) will have the option to redeem notes issued as part of the same issuance as a whole

upon not less than 30 nor more than 60 days' notice to each holder of such notes. The redemption price will be equal to the fair market value of the securities on the fifth Index Business Day prior to the redemption date, as determined by the Calculation Agent, in good faith and in a commercially reasonable manner to be fair and equitable to the holders of the securities, which determination shall be binding on us and the holders of the securities. Such fair market value would take into consideration, among other things, the value of the Underlying Index, the time remaining to maturity of the securities, and the value of expected future payments on the securities based on then current market conditions. For further information on tax redemption,

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please refer to “Description of the Notes – Tax Redemption,” beginning on page S-24 of the accompanying prospectus supplement.

Additional Amounts

Subject to certain exceptions and limitations described in “Description of Notes—Additional Amounts” in the accompanying prospectus supplement, we will pay such additional amounts to holders of the securities as may be necessary in order that the net payment of any amount payable on the securities, after withholding for or on account of any present or future tax, assessment or governmental charge imposed upon or as a result of such payment by The United Kingdom (or any political subdivision or taxing authority thereof or therein) or the jurisdiction of residence or incorporation of any successor corporation (other than the United States), will not be less than the amount provided for in the securities to be then due and payable.

Book Entry Note or Certificated Note

Book Entry

Index Calculation Agent

RBS Business Services Private Limited or any successor thereto. The Index Calculation Agent has sole discretion to make all determinations regarding the Underlying Index as described herein under “The Underlying Index.” Absent manifest error, all determinations of the Index Calculation Agent will be final and binding on you and us, without any liability on the part of the Index Calculation Agent.

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## TAXATION IN THE UNITED KINGDOM

The following is a general summary of certain U.K. tax consequences as of the date of this pricing supplement in relation to the securities. It is based on current United Kingdom law and HM Revenue & Customs practice and is not exhaustive. It does not address the U.K. consequences of any payment by RBSG under the guarantee. Any holders who are in doubt as to their tax position should consult their professional advisers.

### Payments on the Securities

Where securities are to be, or may fall to be, redeemed at a premium, then any such element of premium may constitute a payment of interest for the purposes of United Kingdom withholding tax. If any such element of premium does not constitute a payment of interest for the purposes of United Kingdom withholding tax it generally will be paid by RBS without withholding or deduction for or on account of United Kingdom income tax.

Payments on the securities of amounts treated as interest for the purposes of United Kingdom withholding tax generally will be paid by RBS without withholding or deduction for or on account of United Kingdom income tax provided that RBS continues to be a bank within the meaning of Section 991 of the Income Tax Act 2007 (the "ITA 2007") and the interest on the securities is paid in the ordinary course of its business within the meaning of Section 878 of the ITA 2007.

Payments on the securities of amounts treated as interest for the purposes of United Kingdom withholding tax generally will also be paid by RBS without withholding or deduction for or on account of United Kingdom income tax if the payments are regarded as made under derivative contracts the profits and losses arising from which are calculated in accordance with Part 7 of Corporation Tax Act 2009.

Additionally, if the securities are and continue to be "quoted Eurobonds", payments of interest by RBS on the securities would be made without withholding or deduction for or on account of United Kingdom tax. The securities issued will constitute "quoted Eurobonds" if they are and continue to be listed on a recognised stock exchange, within the meaning of Section 1005 of the ITA 2007.

In all other cases, interest will generally be paid by RBS subject to deduction of income tax at the basic rate (currently 20%), subject to the availability of other reliefs or to any direction to the contrary from HM Revenue & Customs in respect of such relief as may be available pursuant to the provisions of any applicable double taxation treaty.

Persons in the United Kingdom (i) paying interest to or receiving interest on behalf of another person who is an individual, or (ii) paying amounts due on redemption of any securities which constitute deeply discounted securities as defined in Chapter 8 of Part 4 of the Income Tax (Trading and Other Income) Act 2005 to or receiving such amounts on behalf of another person who is an individual, may be required to provide certain information to HM Revenue & Customs regarding the identity of the payee or person entitled to the interest and, in certain circumstances, such information may be exchanged with tax authorities in other countries. However, in relation to amounts payable on the redemption of such securities, HM Revenue & Customs published practice indicates that HM Revenue & Customs

will not exercise its power to obtain information where such amounts are paid or received on or before April 5, 2013.

#### EU Directive on the Taxation of Savings Income

The EU has adopted a Directive regarding the taxation of savings income. The Directive requires Member States to provide to the tax authorities of other Member States details of payments of interest and other similar income paid by a person to an individual or to certain other persons in another Member State, except that Austria and Luxembourg will instead impose a withholding system for a transitional period (subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest or other income may request that no tax be withheld) unless during such period they elect otherwise. The European Commission has proposed certain amendments to the Directive, which may, if implemented, amend or broaden the scope of the requirements described above.

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## U.S. FEDERAL INCOME TAX CONSEQUENCES

The following discussion constitutes the full opinion of our U.S. tax counsel, Davis Polk & Wardwell LLP, regarding the material U.S. federal income tax consequences of ownership and disposition of the securities. It applies to you only if you hold the securities as capital assets within the meaning of Section 1221 of the Internal Revenue Code (the “Code”). This discussion is based on the Code, administrative pronouncements, judicial decisions and currently effective and proposed Treasury regulations, changes to any of which subsequent to the date of this pricing supplement may affect the tax consequences described below, possibly with retroactive effect. It does not address all aspects of U.S. federal income taxation that may be relevant to you in light of your particular circumstances, including different consequences that may apply if you are a beneficial owner of the securities who is subject to special treatment under the U.S. federal income tax laws, such as a financial institution, a regulated investment company, a tax-exempt entity, a dealer in securities, a trader in securities who elects to apply a mark-to-market method of tax accounting, an entity classified as a partnership for U.S. federal income tax purposes, a person who holds the securities as a part of a straddle or conversion transaction, or a U.S. holder (as defined below) that has a “functional currency” other than the U.S. dollar.

### Tax Treatment of the Securities

In the opinion of our U.S. tax counsel, which is based on prevailing market conditions, it is more likely than not that the securities will be treated as prepaid financial contracts that are not debt for U.S. federal income tax purposes, with the consequences described below. We do not plan to request a ruling from the IRS, and the IRS or a court might not agree with this treatment, in which case the timing and character of income or loss on your securities could be materially and adversely affected. You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities (including possible alternative treatments) as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction. Unless otherwise stated, the following discussion is based on the treatment of the securities as prepaid financial contracts that are not debt.

### Tax Consequences to U.S. Holders

You are a “U.S. holder” if, for U.S. federal income tax purposes, you are a beneficial owner of a security and are: (i) a citizen or individual resident of the United States; (ii) a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any State therein or the District of Columbia; or (iii) an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

### Tax Treatment as Prepaid Financial Contracts

**Tax Treatment Prior to Maturity.** You should not recognize taxable income or loss over the term of the securities prior to maturity, other than pursuant to a sale or exchange, as described below.

**Sale, Exchange or Retirement of the Securities.** Upon a sale, exchange or retirement of the securities, you will recognize taxable gain or loss equal to the difference between the amount realized on such sale, exchange or

retirement and your tax basis in the securities. Your tax basis in the securities should equal the amount you paid to acquire them.

Because the value of the Underlying Index is determined in part by reference to foreign currency futures contracts, it is possible that certain rules relating to foreign currency instruments under Section 988 of the Code could apply to the securities. Due to the lack of direct authority, it is uncertain whether or how these rules apply to the securities. If these rules were to apply, all or a portion of your gain or loss on the securities that would otherwise be treated as capital gain or loss would be treated as ordinary income or loss, unless before the close of the day on which you acquire your securities you make a valid election to treat such gain or loss as capital gain or loss pursuant to the applicable Treasury regulations. Our U.S. tax counsel believes it is reasonable to treat the election under Section 988 as available and that there should be no adverse consequences as a result of having made a protective election under Section 988. However, because there is no direct legal authority addressing the availability of this election for instruments such as the securities, our U.S. tax counsel is unable to conclude that it is more likely than not that the election is available.

To make this election, you must, in accordance with the detailed procedures set forth in the regulations under Section 988, either (a) clearly identify the securities on your books and records on the day you acquire them as being subject to

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such an election and file the relevant statement verifying such election with your federal income tax return or (b) obtain “independent verification” of the election. Assuming the election is available, if you make a valid election before the close of the day on which you acquire your securities, your gain or loss on the securities should be capital gain or loss, and should be long-term capital gain or loss if you have held the securities for more than one year. The deductibility of capital losses is subject to limitations. In addition, if you do not make a valid election under Section 988, special reporting rules could apply if your ordinary losses with respect to foreign currencies (including certain instruments linked to foreign currencies) exceed a specified threshold.

#### Uncertainties Regarding Tax Treatment as Prepaid Financial Contracts

If the securities are treated as prepaid financial contracts, due to the lack of direct legal authority there remain significant uncertainties regarding the U.S. federal income tax consequences of your ownership and disposition of the securities. You might be required to include amounts in income during the term of the securities and/or to treat all or a portion of your gain or loss on the sale or retirement of the securities as ordinary income or loss or as short-term capital gain or loss without regard to how long you have held the securities. For instance, it is possible that any reconstitution, rebalancing, change in the methodology of, or substitution of a successor to, the Underlying Index could result in a “deemed” taxable exchange, causing you to recognize gain or loss (subject, in the case of loss, to the possible application of the “wash sale” rules) as if you had sold or exchanged the securities.

In addition, in 2007, Treasury and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

#### Tax Consequences if Securities Are Treated as Debt Instruments

If the securities are treated as debt instruments issued by us, they will be governed by Treasury regulations relating to the taxation of contingent payment debt instruments. In that event, even if you are a cash-method taxpayer, in each year that you hold securities you will be required to accrue into income “original issue discount” based on our comparable yield for similar non-contingent debt, determined as of the time of issuance of your securities, even though we will not make any payment with respect to the securities prior to maturity or earlier repurchase or redemption by us. In addition, any income recognized upon the sale, exchange or retirement of the securities will be treated as ordinary in character. Moreover, if you recognize a loss above certain thresholds, you could be required to file a disclosure statement with the IRS.

#### Tax Consequences to Non-U.S. Holders

You are a “non-U.S. holder” if, for U.S. federal income tax purposes, you are a beneficial owner of a security and are: (i) a nonresident alien individual; (ii) a foreign corporation; or (iii) a foreign estate or trust. This discussion does not apply to a non-U.S. holder who is an individual present in the United States for 183 days or more in the taxable year of disposition. Such a non-U.S. holder should consult his or her tax adviser regarding the U.S. federal income tax consequences of the ownership and disposition of the securities.

**Sale, Exchange or Retirement of the Securities.** Any gain from the sale, exchange or retirement of the securities should not be subject to U.S. federal withholding or income tax, unless such gain is effectively connected with your conduct of a trade or business in the United States, as described below.

**Income Effectively Connected with a Trade or Business in the United States.** If you are engaged in a trade or business in the United States, and income from the securities is effectively connected with your conduct of that trade or business (and, if an applicable treaty so requires, is attributable to a permanent establishment in the United States), you generally will be taxed in the same manner as a U.S. holder. If this paragraph applies to you, you should consult your tax

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adviser with respect to other U.S. tax consequences of the ownership and disposition of the securities, including the possible imposition of a 30% branch profits tax if you are a corporation.

**Additional Withholding Tax Considerations.** If the securities are treated as indebtedness, any income from the securities generally will not be subject to U.S. federal withholding or income tax if (i) you have provided a properly executed IRS Form W-8BEN and (ii) any income from the securities is not effectively connected with your conduct of a trade or business in the United States.

As described above under “— Tax Consequences to U.S. Holders — Uncertainties Regarding Tax Treatment as Prepaid Financial Contracts,” in 2007 Treasury and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. The notice focuses, among other things, on the degree, if any, to which income realized with respect to such instruments by non-U.S. persons should be subject to withholding tax. It is possible that any Treasury regulations or other guidance promulgated after consideration of these issues might require non-U.S. holders to accrue income, subject to withholding tax, over the term of the securities, possibly on a retroactive basis.

#### Information Reporting and Backup Withholding

You may be subject to information reporting in respect of your investment in the securities. You may also be subject to backup withholding at the rate specified in the Code on the amounts you receive from a sale, exchange or retirement of the securities unless you provide a correct taxpayer identification number or otherwise establish an exemption. If you are a non-U.S. holder and you provide a properly executed IRS Form W-8 appropriate to your circumstances, you will generally establish an exemption from backup withholding. Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against your U.S. federal income tax liability, provided the required information is furnished to the IRS.

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## USE OF PROCEEDS

The net proceeds we receive from the sale of the securities will be used for general corporate purposes and, in part, by us or one or more of our affiliates in connection with hedging our obligations under the securities. The Original Offering Price of the securities includes any selling agents' commissions (as shown on the cover page of this pricing supplement) paid with respect to the securities and the cost of hedging our obligations under the securities. The cost of hedging includes the projected profit that our affiliates expect to realize in consideration for assuming the risks inherent in managing the hedging transactions. Since hedging our obligations entails risk and may be influenced by market forces beyond our or our affiliates' control, such hedging may result in a profit that is more or less than initially projected, or could result in a loss. See also "Risk Factors — The Inclusion of Commissions and Cost of Hedging in the Original Offering Price Is Likely to Adversely Affect Secondary Market Prices" and "Plan of Distribution (Conflicts of Interest)" in this pricing supplement and "Use of Proceeds" in the accompanying prospectus supplement.

## PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

We have appointed RBSSI as agent for any offering of the Securities. RBSSI has agreed to use reasonable efforts to solicit offers to purchase the Securities. You can find a general description of the commission rates payable to the agents under "Plan of Distribution" in the accompanying Prospectus Supplement.

RBSSI is an affiliate of ours and The Royal Bank of Scotland Group plc. RBSSI will conduct each offering of Securities in compliance with the requirements of FINRA Rule 5121 regarding a FINRA member firm's distribution of securities of an affiliate. Following the initial distribution of any of these Securities, RBSSI may offer and sell those Securities in the course of its business as a broker-dealer. RBSSI may act as principal or agent in these transactions and will make any sales at varying prices related to prevailing market prices at the time of sale or otherwise. RBSSI may use this pricing supplement and the accompanying Prospectus Supplement and Prospectus in connection with any of these transactions. RBSSI is not obligated to make a market in any of these Securities and may discontinue any market-making activities at any time without notice.

RBSSI or an affiliate of RBSSI may enter into one or more hedging transactions with us in connection with this offering of Securities. See "Use of Proceeds" above.

To the extent that the total aggregate face amount of the Securities being offered by this pricing supplement is not purchased by investors in that offering, one or more of our affiliates may agree to purchase a portion of the unsold Securities, and to hold such Securities for investment purposes. See "Risk Factors — Holdings of the Securities by Our Affiliates and Future Sales."

## VALIDITY OF THE SECURITIES

Davis Polk & Wardwell LLP, New York, New York, will pass upon the validity of the securities and will rely as to all matters of Scots law on the opinion of Dundas & Wilson CS LLP, Edinburgh, Scotland.

CERTAIN EMPLOYEE RETIREMENT INCOME SECURITY ACT CONSIDERATIONS

Each purchaser of the securities and each fiduciary who causes any entity to purchase or hold a Security shall be deemed to have represented and warranted, on each day such purchaser holds a Security, that either (i) it is neither a Plan nor a Non-ERISA Arrangement and it is not purchasing or holding securities on behalf of or with the assets of a Plan or a Non-ERISA Arrangement; or (ii) its purchase, holding and subsequent disposition of such securities shall not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA, Section 4975 of the Code or any provision of Similar Law.

For additional ERISA considerations, see "Benefit Plan Investor Consideration" in the accompanying prospectus supplement.

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