

ROYAL BANK OF SCOTLAND PLC

Form 424B5

September 28, 2012

PRODUCT PROSPECTUS SUPPLEMENT

(To Prospectus Dated September 28, 2012)

Product Prospectus Supplement No. PRCN-3 to

Registration Statement Nos. 333-184147

and 333-184147-01

Dated September 28, 2012

Rule 424(b)(5)

The Royal Bank of Scotland plc

RBS NotesSM

fully and unconditionally guaranteed by

The Royal Bank of Scotland Group plc

Periodic Reset Coupon Notes

- Periodic Reset Coupon Notes (which we refer to, together with the related guarantees, as the “securities”) are unsecured and unsubordinated obligations of The Royal Bank of Scotland plc, and are fully and unconditionally guaranteed by The Royal Bank of Scotland Group plc. The securities are not principal protected. Any payment on the securities (including any coupon payment and the payment at maturity) is subject to the ability 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, to pay their respective obligations as they become due. You may lose some or a significant portion of your investment in the securities.
 - This product prospectus supplement (which we refer to as the “product supplement”) describes the general terms of the securities and the general manner in which they may be offered and sold. For each offering of the securities, we will provide you with a term sheet or pricing supplement (which we refer to as a “pricing supplement”) that will describe the specific terms of that offering. The pricing supplement will identify any additions or changes to the terms specified in this product supplement. The pricing supplement will also identify the underlying market measure to which the securities are linked, which we refer to as the “Underlying Market Measure” and which may be equity-based or commodity-based indices, common stock or shares of issuers (which may include non-U.S. equity securities issued through depositary arrangements such as American Depositary Shares, or ADSs), commodities, exchange-traded funds, currencies or any other statistical or numerical measure of economic or financial performance, or a basket comprised of any combination of one or more of the foregoing.
- During the term of the securities, you will be entitled to receive a periodic cash coupon per security, if any, (each, a “Coupon Payment”) based upon the increase or decrease in the value of the applicable Underlying Market Measure from the Starting Periodic Value to the Ending Periodic Value (each as defined below) during an Observation Period (as defined below), calculated as described in this product supplement. The Coupon Payment for an Observation Period will be equal to the product of the Original Offering Price, the applicable Coupon Rate for such Observation Period and the applicable day-count fraction for such Observation Period. Generally, if the Ending Periodic Value is greater than or equal to the Starting Periodic Value for such Observation Period, the Coupon Rate will be equal to a fixed percentage per annum specified in the applicable pricing supplement (which we refer to as the “Maximum Periodic Coupon”) and, if the Ending Periodic Value is less than the Starting Periodic Value for such Observation Period, the Coupon Rate will be equal to a fixed percentage per annum specified in the applicable pricing supplement (which we refer to as the “Minimum Periodic Coupon”).
- Coupon Payments may be payable annually, semi-annually, quarterly, monthly, or at such other intervals as set forth in the applicable pricing supplement. Depending on the frequency of Coupon Payments that may be payable,

the applicable pricing supplement may refer to the relevant periodic return, value and coupon terms defined herein as the “Annual Return,” “Starting Annual Value,” “Ending Annual Value,” “Maximum Annual Coupon,” “Minimum Annual Coupon,” or the semi-annual return, values and coupons, the quarterly return, values and coupons, the monthly return, values and coupons or the return, values and coupons based on such other interval, as the case may be.

- At maturity, you will be entitled to receive a cash payment per security (the “Payment at Maturity”) based on the performance of the Underlying Market Measure from the Initial Value to the Final Value. If the Final Value is greater than or equal to the Buffer Value (each as defined below), then the Payment at Maturity will equal the Original Offering Price and if the Final Value is less than the Buffer Value, then you will be exposed to any decrease in the value of the Underlying Market Measure from the Initial Value to the Final Value on a one-for-one basis below the Buffer Value. In no event will the Payment at Maturity that you will be entitled to receive exceed the Original Offering Price.
- The applicable pricing supplement will specify a particular level of the Underlying Market Measure that is less than the Initial Value (i.e., a buffer), which we refer to as a “Buffer Value,” and the corresponding percentage decrease from the Initial Value, which we refer to as the “Buffer Amount.” The Payment at Maturity will be less than the Original Offering Price if the Final Value is less than the Buffer Value.
- The applicable pricing supplement will specify the Maximum Periodic Coupon and Minimum Periodic Coupon, Observation Period, and/or Buffer Value and Buffer Amount for your securities. We may determine the actual Maximum Periodic Coupon and Minimum Periodic Coupon, Observation Period, and/or Buffer Value and Buffer Amount on the “pricing date” of the securities, which will be the date the securities are priced for initial sale to the public.
- Each security will have an initial public offering price as set forth in the applicable pricing supplement (the “Original Offering Price”). The securities will be issued in denominations of the Original Offering Price or in integral multiples thereof. The pricing supplement may also set forth a minimum number of securities that you must purchase.
- Unless provided for in the applicable pricing supplement, the securities will not be listed on any securities exchange or quotation system.

The securities involve risks not associated with an investment in conventional debt securities. See “Risk Factors” beginning on S-16. 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 and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this product supplement or prospectus or any applicable pricing supplement are truthful or complete. Any representation to the contrary is a criminal offense.

RBS Securities Inc.

TABLE OF CONTENTS

PRODUCT SUPPLEMENT

	Page
ABOUT THIS PRODUCT SUPPLEMENT	S-1
WHERE YOU CAN FIND ADDITIONAL INFORMATION	S-2
SUMMARY	S-3
RISK FACTORS	S-16
PUBLIC INFORMATION REGARDING AN UNDERLYING COMPANY OR UNDERLYING FUND	S-40
USE OF PROCEEDS; HEDGING	S-42
DESCRIPTION OF THE SECURITIES	S-43
CLEARANCE AND SETTLEMENT	S-72
PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)	S-73
VALIDITY OF THE SECURITIES	S-75
CERTAIN UNITED KINGDOM TAXATION CONSIDERATIONS	S-76
U.S. FEDERAL INCOME TAX CONSEQUENCES	S-78
BENEFIT PLAN INVESTOR CONSIDERATIONS	S-84

PROSPECTUS

ABOUT THIS PROSPECTUS	1
USE OF PROCEEDS	1
THE ROYAL BANK OF SCOTLAND GROUP PLC	2
THE ROYAL BANK OF SCOTLAND PLC	2
DESCRIPTION OF DEBT SECURITIES	2
DESCRIPTION OF DOLLAR PREFERENCE SHARES	16
DESCRIPTION OF AMERICAN DEPOSITARY RECEIPTS	23
PLAN OF DISTRIBUTION	27
LEGAL OPINIONS	28
EXPERTS	28
ENFORCEMENT OF CIVIL LIABILITIES	29
WHERE YOU CAN FIND MORE INFORMATION	29

INCORPORATION OF DOCUMENTS BY REFERENCE	29
CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS	30

ABOUT THIS PRODUCT SUPPLEMENT

As used in this product supplement, “RBS plc,” “we,” “us,” “our” and the “Bank” refer to The Royal Bank of Scotland plc, “RBSG” refers to The Royal Bank of Scotland Group plc, “Group” means The Royal Bank of Scotland Group plc together with its subsidiaries consolidated in accordance with International Financial Reporting Standards, “RBSSI” refers to RBS Securities Inc., and references to “dollars” and “\$” are to United States dollars.

The securities are our unsecured and unsubordinated obligations issued as part of our RBS NotesSM program and guaranteed by RBSG. RBS NotesSM is a service mark of The Royal Bank of Scotland N.V., one of our affiliates.

This product supplement, together with the applicable pricing supplement, set forth certain terms of the securities and supplements the prospectus dated September 28, 2012 relating to our securities of which the securities are part. This product supplement is a "prospectus supplement" referred to in the prospectus. You may access the prospectus on the Securities and Exchange Commission (“SEC”) website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Prospectus dated September 28, 2012:
http://www.sec.gov/Archives/edgar/data/729153/000095010312005038/dp33197_424b2.htm

Our Central Index Key, or CIK, on the SEC website is 729153.

This product supplement, together with the applicable pricing supplement and the prospectus described above, 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, fact sheets, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in this product supplement, as the securities involve risks not associated with conventional debt securities. You should consult your investment, legal, tax, accounting and other advisers before deciding to invest in the securities.

It is important for you to read and consider all information contained in the applicable pricing supplement, this product supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information contained in the documents identified in “Where You Can Find More Information” in the accompanying prospectus.

We have not authorized anyone to provide information other than that which is contained in this product supplement, the applicable pricing supplement and the accompanying prospectus with respect to the securities. We take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. This document may only be used where it is legal to sell these securities. We are offering to sell these securities and seeking offers to buy these securities only in jurisdictions where offers and sales are permitted. Neither the delivery of this product supplement or the accompanying prospectus, nor any sale made hereunder and thereunder will, under any circumstances, create any implication that there has been no change in the affairs of RBS plc or RBSG since the date of the product supplement or that the information contained or incorporated by reference in the accompanying prospectus is correct as of any time subsequent to the date of such information.

The information set forth in this product supplement is directed to prospective purchasers who are United States residents. We disclaim any responsibility to advise prospective purchasers who are residents of countries other than the United States of any matters arising under foreign law that may affect the purchase of or holding of, or receipt of payments on, the securities. These persons should consult their own legal and financial advisers concerning these matters.

S-1

WHERE YOU CAN FIND ADDITIONAL INFORMATION

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, 100 F Street, N.E., Washington, D.C. 20549. You can call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. The SEC’s website, at <http://www.sec.gov>, contains reports and other information in electronic form that RBSG has filed. You may also request a copy of any filings referred to below (other than exhibits not specifically incorporated by reference) at no cost, by contacting us at The Royal Bank of Scotland plc, RBS Gogarburn, P.O. Box 1000, Edinburgh EH12 1HQ, Scotland, telephone +44 131 626 0000.

The SEC allows us to incorporate by reference much of the information RBSG files with it. This means:

- incorporated documents are considered part of this product supplement;
- we can disclose important information to you by referring you to those incorporated documents; and
- information that RBSG files with the SEC will automatically update and modify or supersede some of the information included or incorporated by reference into this product supplement

This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in this product supplement or in any document previously incorporated by reference have been modified or superseded. The accompanying prospectus lists documents that are incorporated by reference into this product supplement. Reports on Form 6-K we may furnish to the SEC after the date of this product supplement (or portions thereof) are incorporated by reference in this product supplement only to the extent that the report expressly states that it (or such portions) is incorporated by reference into the registration statement of which this product supplement is a part.

SUMMARY

This product supplement relates only to the securities and does not relate to any underlying asset that comprises the Underlying Market Measure described in any pricing supplement. This summary includes questions and answers that highlight selected information from the prospectus and this product supplement to help you understand the securities. You should read carefully the entire prospectus and product supplement, together with the applicable 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 product 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. If information in this product supplement is inconsistent with the prospectus, this product supplement will supersede the prospectus. However, if information in any pricing supplement is inconsistent with this product supplement, that pricing supplement will supersede this product supplement.

Certain capitalized terms used and not defined in this product supplement have the meanings ascribed to them in the prospectus.

You are urged to consult with your own attorneys and business and tax advisers before making a decision to purchase any of the securities.

The information in this “Summary” section is qualified in its entirety by the more detailed explanation set forth elsewhere in this product supplement and in the prospectus, as well as the applicable pricing supplement. You should rely only on the information contained in those documents. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor any selling agent is making an offer to sell the securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this product supplement and prospectus, together with the pricing supplement, is accurate only as of the date on their respective front covers.

What are the securities?

The securities are senior unsecured obligations issued by us, The Royal Bank of Scotland plc (“RBS plc”), and are fully and unconditionally guaranteed by our parent company, The Royal Bank of Scotland Group plc (“RBSG”). The securities will rank equally with all of our other unsecured senior indebtedness from time to time outstanding, 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 to the credit risk of RBSG, as guarantor of our obligations under the securities. Each series of the securities will mature on the date set forth in the applicable pricing supplement. The securities are not repayable at the option of any holder prior to their maturity date nor are they redeemable at our option except as described under “Description of the Securities—Optional Tax Redemption.” The securities are not principal protected. You may lose some or a significant portion of your investment in the securities.

The securities are designed for investors who are seeking exposure to a specific Underlying Market Measure, who have a view that the Underlying Market Measure will perform within a moderate range, who seek periodic cash coupons per security based on the performance of each Underlying Market Measure, and who are willing to accept the risk of losing some or a significant portion of their investment.

At maturity, you will be entitled to receive the Payment at Maturity (as defined below) based on the performance of the Underlying Market Measure from the Initial Value to the Final Value. In no event will the Payment at Maturity that you will be entitled to receive exceed the Original Offering Price. During the term of the securities, the securities will provide for Coupon Payments per security (as defined below)

S-3

based on the performance of the Underlying Market Measure during each Observation Period (as defined below). The Coupon Payment for each Observation Period will be based on either the Maximum Periodic Coupon or the Minimum Periodic Coupon (each as defined below), depending on the performance of the Underlying Market Measure during such Observation Period. Your return on investment on the securities will never exceed the Maximum Periodic Coupon during the term of your securities. Periodic Reset Coupon Notes are designed for investors who anticipate that the value of the Underlying Market Measure will increase moderately during the Observation Periods, and who are willing to accept a return that will not exceed the Maximum Periodic Coupon, as well as the risk of losing some or a significant portion of their investment.

Any payment on the securities (including any payment at maturity) is subject to the creditworthiness (i.e., the ability to pay) of RBS plc, as the issuer of the securities, and RBSG, as the guarantor of the issuer's obligations under the securities.

Is it possible for you to lose some or a significant portion of your investment in the securities?

Yes. You will be entitled to receive a Payment at Maturity that is less than the Original Offering Price of your securities if the Final Value is less than the Buffer Value (as defined below); in other words, the Final Value is less than the Initial Value by a percentage greater than the Buffer Amount (as defined below). In such circumstance, the Payment at Maturity that you will be entitled to receive will be less than the Original Offering Price, and you could lose some or a significant portion of your investment. However, in no event will the Payment at Maturity be less than zero. If the Final Value is equal to or greater than the Buffer Value, the Payment at Maturity will equal the Original Offering Price. In no event will the Payment at Maturity that you will be entitled to receive exceed the Original Offering Price. The Coupon Payments received during the term of the securities may not be sufficient to offset potential losses at maturity if the Final Value of the Underlying Market Measure is less than the Initial Value by an amount that exceeds the Buffer Amount.

You should carefully review the applicable pricing supplement to determine the extent to which your investment is at risk. Further, if you sell your securities prior to maturity, you may find that the value per security is less than the Original Offering Price.

What is the Underlying Market Measure?

The Underlying Market Measure may consist of one or more of any of the following:

- U.S. broad-based equity indices, U.S. sector or style-based equity indices, non-U.S. or global equity indices or commodity-based indices, each of which we refer to as an "Underlying Index." We refer to an Underlying Index comprised of securities as an "Underlying Equity Index" and to an Underlying Index comprised of commodities or commodity futures contracts as an "Underlying Commodity Index."
- A commodity, which we refer to as an "Underlying Commodity."
- The shares or common stock of an issuer, which we refer to as "Underlying Stock." As used in this product supplement, the terms "common stock" and "Underlying Stock" include American Depositary Shares, or ADSs, which are issued pursuant to depositary arrangements representing non-U.S. equity securities. We refer to the U.S. issuer of U.S. equity securities, or the non-U.S. issuer of the non-U.S. equity securities underlying an ADS, as the case may be, as the "Underlying Company," and we refer to the non-U.S. equity securities as the "ADS Underlying Stock."

S-4

- An exchange-traded fund, which we refer to as an “Underlying Fund.” We refer to an Underlying Fund that tracks an equity index or basket of stocks as an “Underlying Equity Fund” and to an Underlying Fund that tracks a commodity, commodity index or basket of commodities or commodity futures contracts as an “Underlying Commodity Fund.” We refer to the index that an Underlying Fund tracks as a “Target Index.”
- Any currency, which we refer to as a “Reference Currency” relative to another currency, which we refer to as a “Base Currency” and which together with the Reference Currency, form an “Underlying Currency Pair.” The Underlying Currency Pair will be expressed as a number of units of the Reference Currency for which one unit of the Base Currency can be exchanged, unless otherwise specified in the applicable pricing supplement.
 - Any other statistical or numerical measure of U.S. or non-U.S. economic or financial performance.

The Underlying Market Measure may consist of a basket of one or more of any combination of the foregoing, which we refer to as a “Basket.” We refer to each component included in any Basket as a “Basket Component.” If the Underlying Market Measure to which your securities are linked is a Basket, the Basket Components (and the component weights thereof) will be set forth in the applicable pricing supplement. When we refer to the value of an Underlying Market Measure in this product supplement, we mean the level of an index, the exchange rate for specific currencies, the price of the shares of common stock of an issuer, the price of the shares of an exchange-traded fund, or the rate of a statistical or numerical measure of economic or financial performance, or the value of a basket comprised of any combination of one or more of the foregoing, in each case as specified in the applicable pricing supplement.

The applicable pricing supplement will set forth information as to the specific Underlying Market Measure, including information as to the historical values of the Underlying Market Measure. However, historical values of the Underlying Market Measure are not indicative of the future performance of the Underlying Market Measure or the performance of your securities.

How are the periodic cash coupons determined?

Subject to our credit risk as issuer of the securities, and the credit risk of RBSG, as the guarantor of our obligations under the securities, and unless the applicable pricing supplement provides otherwise, we will pay a periodic cash coupon per security (each, a “Coupon Payment”) based on the Periodic Return (as defined below) of the Underlying Market Measure during each Observation Period (as defined below).

Unless otherwise specified in the applicable pricing supplement, each Coupon Payment will be paid periodically in arrears and will equal:

$$\text{Original Offering Price} \times \text{Coupon Rate} \times (\text{day-count fraction for each Observation Period}),$$

where the “day-count fraction” will be the number of days in such Observation Period (calculated on the basis of a 360-day year of twelve 30-day months) divided by 360, unless otherwise specified in the applicable pricing supplement. The Coupon Payment will be payable on the relevant Coupon Payment Date for such Observation Period.

Each “Observation Period” will commence on, and will include, an Observation Date and will extend to, and will include, the immediately succeeding Observation Date. Each “Observation Date” will be a single valuation date (as defined below) as specified in the applicable pricing supplement. Unless otherwise specified in the applicable pricing supplement, the first Observation Date will be the pricing date for the securities and the final Observation Date will be the final valuation date for purposes of determining the Final Value for the securities.

S-5

For each Observation Period, the “Periodic Return” measures the percentage increase or decrease in the value of the Underlying Market Measure from the Starting Periodic Value, determined on the applicable Observation Date corresponding to the beginning of such Observation Period, to the Ending Periodic Value, determined on the applicable Observation Date corresponding to the end of such Observation Period.

The “Coupon Rate” for an Observation Period will depend on the performance of the Underlying Market Measure during the Observation Period, and will be either the Maximum Periodic Coupon or the Minimum Periodic Coupon, determined as described below. Unless otherwise specified in the applicable pricing supplement:

- (i) If the Ending Periodic Value is greater than or equal to the Starting Periodic Value (i.e., the Periodic Return for an Observation Period is greater than or equal to 0%), then the Coupon Rate for such Observation Period will be a percentage equal to a fixed maximum percentage per annum specified in the applicable pricing supplement (the “Maximum Periodic Coupon”); and
- (ii) if the Ending Periodic Value is less than the Starting Periodic Value (i.e., the Periodic Return for an Observation Period is less than 0%), then the Coupon Rate for such Observation Period will be a percentage equal to a fixed minimum percentage per annum specified in the applicable pricing supplement (the “Minimum Periodic Coupon”); provided that the Coupon Rate will not be less than 0%.

Coupon Payments will accrue from and including the issuance date of the securities to but excluding the maturity date. Coupon Payments will be paid in arrears on each Coupon Payment Date to but excluding the maturity date. Coupon Payments will be payable to the person in whose name a security is registered at the close of business on the record date before each Coupon Payment Date. Coupon Payments payable at maturity will be payable to the person to whom principal is payable, and the paying agent will make the Coupon Payment on the maturity date, whether or not that date is a Coupon Payment Date. Unless otherwise set forth in the applicable pricing supplement, the “record date” for a Coupon Payment Date is the date that is 15 calendar days prior to that Coupon Payment Date, whether or not that date is a business day.

The “Coupon Payment Dates” will be as specified in the applicable pricing supplement, provided that if a scheduled Coupon Payment Date is not a business day, then the applicable Coupon Payment will be made on the next succeeding business day following such scheduled Coupon Payment Date; provided further that the final Coupon Payment Date will be the maturity date, in each case subject to postponement as described under “Description of the Securities—Coupon Payments” and “Description of the Securities—Market Disruption Events” below, and no interest will accrue or be payable as a result of the delayed payment.

Coupon Payments may be payable annually, semi-annually, quarterly, monthly, or at such other intervals as set forth in the applicable pricing supplement. Depending on the frequency of Coupon Payments that may be payable, the applicable pricing supplement may refer to the relevant Periodic Return, Starting Periodic Value, Ending Periodic Value, Maximum Periodic Coupon and Minimum Periodic Coupon defined herein as the “Annual Return,” “Starting Annual Value,” “Ending Annual Value,” “Maximum Annual Coupon” and “Minimum Annual Coupon,” or the “Semi-Annual Return,” “Starting Semi-Annual Value,” “Ending Semi-Annual Value,” “Maximum Semi-Annual Coupon” and “Minimum Semi-Annual Coupon,” or the “Quarterly Return,” “Starting Quarterly Value,” “Ending Quarterly Value,” “Maximum Quarterly Coupon” and “Minimum Quarterly Coupon,” or the “Monthly Return,” “Starting Monthly Value,” “Ending Monthly Value,” “Maximum Monthly Coupon” and “Minimum Monthly Coupon,” or the return, values and coupons based on such other interval, as the case may be.

How is the Payment at Maturity determined?

At maturity, subject to our credit risk as issuer of the securities, and the credit risk of RBSG, as the guarantor of our obligations under the securities, and unless the applicable pricing supplement provides otherwise, you will be entitled to receive a cash payment per security (the “Payment at Maturity”) that you hold, denominated in U.S. dollars, calculated as described in “Description of the Securities—Payment at Maturity” below. Unless the applicable pricing supplement provides otherwise, at maturity, (i) if the Final Value is greater than or equal to the Buffer Value (each as defined below), then the Payment at Maturity will equal the Original Offering Price and (ii) if the Final Value is less than the Buffer Value, then you will be exposed to any decrease in the value of the Underlying Market Measure from the Initial Value to the Final Value on a one-for-one basis below the Buffer Value. In no event will the Payment at Maturity that you will be entitled to receive exceed the Original Offering Price.

How will the Initial Value and the Starting Periodic Value be determined?

Underlying Stocks, Underlying Equity Indices, Underlying Funds and Underlying Currency Pairs

Unless otherwise specified in the applicable pricing supplement, the “Initial Value” and the initial “Starting Periodic Value” for an Underlying Market Measure that is one or more Underlying Stocks, Underlying Equity Indices, Underlying Funds or Underlying Currency Pairs, will equal the closing level of the Underlying Equity Index, the closing price of the Underlying Stock or shares of the Underlying Fund or, for the Underlying Currency Pair, the currency exchange rate of the Reference Currency relative to the Base Currency, at a specific time on the pricing date, or for each Starting Periodic Value subsequent to the initial Starting Periodic Value, the closing level of the Underlying Equity Index, the closing price of the Underlying Stock or shares of the Underlying Fund or, for the Underlying Currency Pair, the currency exchange rate of the Reference Currency relative to the Base Currency at a specific time on the applicable Observation Date corresponding to the beginning of an Observation Period and, in each case, as determined by the calculation agent, as set forth in the section “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value.”

Underlying Commodities and Underlying Commodity Indices

Unless otherwise specified in the applicable pricing supplement, the “Initial Value” and the initial “Starting Periodic Value” for an Underlying Market Measure that are Underlying Commodities or one or more Underlying Commodity Indices, will equal the price or value of the Underlying Commodity or the closing level of the Underlying Commodity Index on the pricing date, or for each Starting Periodic Value subsequent to the initial Starting Periodic Value, the price or value of the Underlying Commodity or the closing level of the Underlying Commodity Index on the applicable Observation Date corresponding to the beginning of an Observation Period, in each case, as determined by the calculation agent; provided that if a Market Disruption Event (as defined in “Description of the Securities—Market Disruption Events”) occurs or is continuing on the pricing date or any Observation Date corresponding to the beginning of an Observation Period, as the case may be, the calculation agent will establish the Initial Value or Starting Periodic Value, as the case may be, as set forth in the section “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value.”

Basket

Unless otherwise specified in the applicable pricing supplement, the “Initial Value” and the initial “Starting Periodic Value” for an Underlying Market Measure that is a Basket will be equal to 100 on the pricing date; however for each Starting Periodic Value subsequent to the initial Starting Periodic Value, the value of the Basket in respect of the applicable Observation Date corresponding to the beginning of an Observation Period will be determined by the calculation agent as set forth in the section “—Baskets—Computation of the Basket.” We will assign each Basket

Component a weighting (the “Initial

S-7

Component Weight”) so that each Basket Component represents a percentage of the Initial Value on the pricing date. We may assign the Basket Components equal Initial Component Weights, or we may assign the Basket Components unequal Initial Component Weights. The Initial Component Weight for each Basket Component will be set forth in the applicable pricing supplement. See “Description of the Securities—Baskets.”

How will the Final Value and the Ending Periodic Value be determined?

The calculation agent will determine the “Final Value” and each “Ending Periodic Value” for an Underlying Market Measure by reference to the value of the Underlying Market Measure in respect of the applicable valuation date (as defined below). Unless otherwise specified in the applicable pricing supplement, each valuation date corresponding to the end of an Observation Period will be an Observation Date for purposes of determining an Ending Periodic Value, and the final Observation Date will be the valuation date for the securities for purposes of determining the Final Value. The applicable pricing supplement will specify how the Final Value and the Ending Periodic Value for your securities will be determined, and will set forth the valuation date and Observation Dates applicable to your securities. In the event of a Market Disruption Event (as defined in “Description of the Securities—Market Disruption Events”) on a scheduled valuation date, or if a scheduled valuation date is not a Market Measure Business Day (as defined in “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value”), such valuation date will be postponed as described under “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value” and “Description of the Securities—Market Disruption Events.”

Underlying Equity Indices and Underlying Currency Pairs

Unless otherwise specified in the applicable pricing supplement, the “Final Value” and the “Ending Periodic Value” for an Underlying Market Measure that is one or more Underlying Equity Indices or Underlying Currency Pairs will equal the closing level of the Underlying Equity Index or, for the Underlying Currency Pair, the currency exchange rate of the Reference Currency relative to the Base Currency, at a specific time on the single valuation date or the applicable Observation Date corresponding to the end of an Observation Period, in each case, as determined by the calculation agent, subject to the terms and provisions which we describe in “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value,” “Description of the Securities—Market Disruption Events” and “Description of the Securities—Discontinuation or Modification of the Underlying Market Measure.”

Underlying Commodities and Underlying Commodity Indices

Unless otherwise specified in the applicable pricing supplement, the “Final Value” and the “Ending Periodic Value” for an Underlying Market Measure that are Underlying Commodities or one or more Underlying Commodity Indices will equal the price or value of the Underlying Commodity or the closing level of the Underlying Commodity Index on the single valuation date or the applicable Observation Date corresponding to the end of an Observation Period, in each case, as determined by the calculation agent; provided that if a Market Disruption Event (as defined below) occurs or is continuing on a valuation date, any Observation Date or if any scheduled valuation date is determined by the calculation agent not to be a Market Measure Business Day, then the calculation agent will establish the value of the Underlying Market Measure on the affected valuation date as set forth in the section “Description of the Securities— The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value,” “Description of the Securities—Market Disruption Events” and “Description of the Securities—Discontinuation or Modification of the Underlying Market Measure.”

S-8

Underlying Stocks and Underlying Funds

Unless otherwise specified in the applicable pricing supplement, the “Final Value” and the “Ending Periodic Value” for an Underlying Market Measure that is one or more Underlying Stocks or Underlying Funds will equal the closing price of the Underlying Stock or shares of the Underlying Fund on the single valuation date or the applicable Observation Date corresponding to the end of an Observation Period, in each case, as determined by the calculation agent, multiplied by the Adjustment Factor, subject to the terms and provisions which we describe in “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value,” “Description of the Securities—Market Disruption Events” and “Description of the Securities—Discontinuation or Modification of the Underlying Market Measure.” With respect to the Underlying Stock or Underlying Fund, the “Adjustment Factor” will be set initially at 1.0, but will be subject to adjustment upon the occurrence of certain corporate events affecting such Underlying Stock or Underlying Fund. See “Description of the Securities—Adjustment Events for Underlying Stocks and Underlying Funds” below.

Basket

Unless otherwise specified in the applicable pricing supplement, the “Final Value” and the “Ending Periodic Value” for an Underlying Market Measure that is a Basket will be the value of the Basket on the single valuation date or the applicable Observation Date corresponding to the end of an Observation Period, in each case, as determined by the calculation agent, as set forth in the section “Description of the Securities—Baskets—Computation of the Basket.” The closing value of each Basket Component will be determined by the calculation agent in accordance with the provisions applicable to such Basket Component (i.e., whether the Basket Component is the Underlying Equity Index, Underlying Currency Pair, Underlying Commodity, Underlying Commodity Index, Underlying Stock or Underlying Fund), as set forth above.

A “valuation date” means the single Market Measure Business Day (as defined below) on which the Final Value will be calculated, or the Market Measure Business Day(s) specified as Observation Date(s) on which a Starting Periodic Value or Ending Periodic Value will be calculated, in either case, as specified in the applicable pricing supplement; provided that, other than with respect to Underlying Commodities or one or more Underlying Commodity Indices, and unless otherwise specified in the applicable pricing supplement, (i) if a Market Disruption Event has occurred or is continuing on any such Market Measure Business Day(s) or (ii) if a scheduled valuation date is determined by the calculation agent not to be a Market Measure Business Day by reason of an extraordinary event, occurrence, declaration or otherwise, the affected valuation date for such Underlying Market Measure will be the immediately succeeding Market Measure Business Day where no Market Disruption Event has occurred or is continuing; provided further that no valuation date will be postponed by more than five (5) business days beyond the original valuation date, as further described under “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value” and “Description of the Securities—Market Disruption Events.”

The “maturity date” will be as specified in the applicable pricing supplement. If the scheduled maturity date (as specified in the applicable pricing supplement) is not a business day, then the maturity date will be the next succeeding business day following such scheduled maturity date. If, due to a Market Disruption Event or otherwise, as described above, a valuation date is postponed so that it falls less than three (3) business days prior to the scheduled maturity date, the maturity date will be the third business day following that valuation date, as postponed, unless otherwise specified in the applicable pricing supplement. However, if a security is issued with a term (from but excluding the settlement date to and including the maturity date, each as specified in the applicable pricing supplement) of one year or less, any postponement of the maturity date shall not cause the term (calculated as described above) to exceed one year. See “Description of the Securities—Market Disruption Events.”

S-9

Unless otherwise specified in the applicable pricing supplement, a “business day” means any day that is not a Saturday or Sunday or a day on which banking institutions in The City of New York are authorized or required by law, executive order or governmental decree to be closed.

Unless otherwise specified in the applicable pricing supplement, a “Market Measure Business Day” means:

- (a) With respect to an Underlying Equity Index, a day on which (1) the New York Stock Exchange (the “NYSE”) and The NASDAQ Stock Market, or their successors, are open for trading and (2) the relevant Underlying Equity Index is calculated and published.
- (b) With respect to an Underlying Commodity Index, a day, as determined by the calculation agent, on which (1) the primary exchange or organized market for trading for all commodities and commodity contracts included in such Underlying Commodity Index are open for trading and (2) the relevant Underlying Commodity Index is calculated and published.
- (c) With respect to an Underlying Commodity, a day, as determined by the calculation agent, on which the primary exchange or organized market for trading of such Underlying Commodity is open for trading during its regular trading session.
- (d) With respect to an Underlying Stock or Underlying Fund, a day, as determined by the calculation agent, on which trading is generally conducted on the primary exchange or organized market for trading of such Underlying Stock or shares of such Underlying Fund.
- (e) With respect to an Underlying Currency Pair, a day, other than a Saturday or a Sunday, that is neither a legal holiday nor a day on which commercial banks are authorized or required by law, regulation or executive order to close (including for dealings in foreign exchange in accordance with the practice of the foreign exchange market) in New York City and the principal financial centers for such Underlying Currency Pair, as specified in the applicable pricing supplement.

How will the buffer be determined?

The Payment at Maturity will be based on the Final Value relative to the Initial Value as well as the level of the buffer, or the “Buffer Value,” which will be a specified value of the Underlying Market Measure that is less than the Initial Value of the Underlying Market Measure. The “Buffer Amount” represents the corresponding percentage decrease from the Initial Value to the Buffer Value of the Underlying Market Measure. The Buffer Amount and Buffer Value will be set forth in the applicable pricing supplement, and the actual Buffer Value will be determined on the pricing date upon determination of the Initial Value for the Underlying Market Measure.

How does the buffer work?

At maturity, your investment will be protected against a modest decrease in the value of the Underlying Market Measure up to the specified Buffer Amount. A buffer will not protect you from all movements in the Underlying Market Measure. In particular, if the Final Value is less than the Buffer Value (in other words, the Final Value is less than the Initial Value by a percentage greater than the Buffer Amount), you will lose some or a significant portion of your investment, as further described under “Description of the Securities—Buffer.”

The buffer applicable to the securities is designed to offer only a modest protection to the investor against movements in the Underlying Market Measure. You should not invest in the securities if you are unable or unwilling to bear the risk of loss of some or a significant portion of your investment.

S-10

Is the return on the securities limited in any way?

Yes. Your return on an investment in the securities, if any, will never exceed the Coupon Payments received during the term of the securities. Even if the value of the Underlying Market Measure increases during each Observation Period, you will only receive cash coupons on a periodic basis, which is limited by the Maximum Periodic Coupon for each Observation Period, no matter how well the value of the Underlying Market Measure performs during such Observation Period. Similarly, at maturity, the Payment at Maturity you will be entitled to receive will never exceed the Original Offering Price, regardless of how much the Final Value for the Underlying Market Measure may have increased above the Initial Value.

Who will determine the Initial Value, the Final Value, the Starting Periodic Value, the Ending Periodic Value, each Coupon Payment and the Payment at Maturity?

Our affiliate, RBS Securities Inc., which we refer to as “RBSSI,” or one of our other affiliates will act as calculation agent for the securities, unless otherwise specified in the applicable pricing supplement. As calculation agent, RBSSI will determine the Initial Value, the Final Value, the Starting Periodic Value, the Ending Periodic Value, the closing value of the Underlying Market Measure on any given valuation date or Observation Dates, each Periodic Return, the Reference Return, each Coupon Payment and the Payment at Maturity. The calculation agent may be required, due to events beyond our control, to adjust any of these calculations, which we describe in “Description of the Securities—Adjustment Events for Underlying Stocks and Underlying Funds” and “Description of the Securities—Discontinuation or Modification of the Underlying Market Measure.”

Can the Coupon Payment Dates and the maturity date be postponed?

Yes. If a scheduled Coupon Payment Date or the maturity date is not a business day, then the applicable Coupon Payment Date or maturity date will be the next succeeding business day following such scheduled Coupon Payment Date or maturity date, and no interest will accrue or be payable as a result of the delayed payment. If, due to a Market Disruption Event or otherwise, as described above, a scheduled Observation Date or scheduled valuation date is postponed so that it falls less than three (3) business days prior to the scheduled Coupon Payment Date or scheduled maturity date, the Coupon Payment Date or the maturity date will be the third business day following that valuation date, as postponed. However, if a security is issued with a term (from but excluding the settlement date to and including the maturity date, each as specified in the applicable pricing supplement) of one year or less, any postponement of the maturity date shall not cause the term (calculated as described above) to exceed one year. See the sections entitled “Description of the Securities—Coupon Payments,” “Description of the Securities—The Initial Value, the Starting Periodic Value, the Final Value and the Ending Periodic Value” and “Description of the Securities—Market Disruption Events.”

Will you have an ownership interest in the securities, commodities, commodity futures contracts or other assets that comprise the Underlying Market Measure?

No. An investment in the securities does not entitle you to any ownership interest, including any voting rights in, or dividend payments, or other distributions on, the securities of any of the companies, or funds, or any commodities or commodity futures contracts included in an Underlying Market Measure. If the Underlying Market Measure is any other underlying asset, you similarly will not have any right to receive the underlying asset(s) comprising the Underlying Market Measure.

What is the minimum required purchase?

Unless otherwise specified in the applicable pricing supplement, you can purchase securities in denominations equal to the Original Offering Price or in integral multiples thereof.

S-11

How are the securities being offered?

We have registered the securities with the Securities and Exchange Commission, which we refer to as the “SEC,” in the United States. However, we will not register the securities for public distribution in any jurisdiction other than the United States. The selling agents may solicit offers to purchase the securities from non-U.S. investors in reliance on available private placement exemptions.

Is there a secondary market for the securities?

Unless otherwise specified in the applicable pricing supplement, 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, we have been informed by our affiliate, RBSSI, that when this offering is complete, it intends to 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 firms for further information.

In addition, the Original Offering Price of the securities includes the selling agents’ commissions paid with respect to the securities, which are reflected in the underwriting discount, as well as 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 value of your securities on the pricing date is less than the Original Offering Price due to the underwriting discount and our cost of hedging, both of which can be expected to be reflected in secondary market prices” and “Use of Proceeds; Hedging.”

If you were to sell your 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.

Who might consider investing in the securities?

The securities are not suitable for all investors. You may consider an investment in the securities if:

- you anticipate that the value of the Underlying Market Measure will remain unchanged or will increase moderately from the Starting Periodic Value to the Ending Periodic Value during the Observation Periods;
- you seek periodic cash coupons per security, you understand that such cash coupons will comprise the only return, if any, on your investment and you believe that such cash coupons will provide a sufficient return on investment;
- you accept that your investment may result in a loss, which could be significant, if the Final Value of the Underlying Market Measure is less than the Initial Value by an amount that

S-12

exceeds the Buffer Amount and, in such event, you understand that the periodic cash coupons may not be sufficient to offset potential losses at maturity;

- you accept that the return on the securities, if any, will not exceed the Maximum Periodic Coupon during the term of the securities and that the Payment at Maturity will not exceed the Original Offering Price;
- you seek exposure to the performance of the particular Underlying Market Measure specified in the applicable pricing supplement with no expectation of dividends or other benefits of owning the Underlying Market Measure or the underlying asset(s) comprising the Underlying Market Measure;
- you are willing to forgo market rates of interest on the securities such as fixed or floating rate interest paid on conventional interest-bearing debt securities;
- you are willing to accept that a trading market is not expected to develop for the securities, and you understand that secondary market prices for the securities, if any, will be affected by various factors, including our actual and perceived creditworthiness;
 - you are able to and willing to hold the securities until maturity; and
- you are willing to make an investment, the payments on which depend on the creditworthiness of RBS plc, as the issuer of the securities, and RBSG, as the guarantor of the issuer's obligations under the securities.

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

- you believe that the value of the Underlying Market Measure will decrease from the Initial Value by a percentage that exceeds its Buffer Amount;
 - you seek full principal protection or preservation of capital invested;
 - you are unwilling or unable to be exposed to the performance of the Underlying Market Measure;
- you seek a return on your investment that will not be capped at the Maximum Periodic Coupon and a Payment at Maturity that will not be limited to the Original Offering Price;
- you want to receive dividends or other distributions paid on the securities included in the Underlying Market Measure;
- 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 RBS plc, as the issuer, 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 advisers with respect to any investment in the securities.

S-13

What are some of the risks in owning the securities?

Investing in the securities involves a number of risks. We have described some of the most significant risks relating to the securities under the heading “Risk Factors” in this product 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 issued by us, you are assuming the risk that we may be unable to pay our obligations to you as they become due and payable. In addition, because the securities are fully and unconditionally guaranteed by RBSG, you are also assuming the risk that RBSG will be unable to pay amounts due to you under the securities in the event we fail to make any payment required by the terms of the securities.
- **Market Risk.** The Coupon Payments and Payment at Maturity payable on your securities will depend on the performance of the Underlying Market Measure to which your securities are linked, which, in turn, will depend on many factors beyond our control. These factors include general market conditions, which will be influenced by political, economic, financial, and other factors that impact the capital markets generally, the volatility of the Underlying Market Measure, changes in interest rates in general, and the time remaining to maturity of the securities. There is no guarantee of any return on your investment, and you may lose some or a significant portion of your investment.
- **No Principal Protection.** The securities are not principal protected, which means there is no guaranteed return of your investment.
- **Liquidity Risk.** Unless otherwise specified in the applicable pricing supplement, 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. If you sell your securities in the secondary market, if any, prior to maturity, you will receive the market price of the securities, which may be less than the Original Offering Price or the price that you paid for them.

Does ERISA impose any limitations on purchases of the securities?

Yes. An employee benefit plan subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, as amended (commonly referred to as “ERISA”), or a plan that is subject to Section 4975 of the Internal Revenue Code of 1986, as amended, or the “Code,” including individual retirement accounts, individual retirement annuities, or Keogh plans, or any entity the assets of which are deemed to be “plan assets” under the ERISA regulations, should not purchase, hold, or dispose of the securities unless that plan or entity has determined that its purchase, holding, or disposition of the securities will not constitute a prohibited transaction under ERISA or Section 4975 of the Code.

Any plan or entity purchasing the securities with “plan assets” will be deemed to represent that (i) such purchase will not constitute or result in a non-exempt prohibited transaction under ERISA or the Code and (ii) the purchaser or purchaser’s fiduciary has made and will make all investment decisions for the purchaser and the purchaser has not and will not rely in any way upon us or our affiliates to act as a fiduciary or adviser to the purchaser with respect to its purchase of the securities.

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

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

For a discussion of United Kingdom tax considerations relating to the securities, you should review the section in this product supplement entitled “Certain United Kingdom Taxation Considerations.”

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 RBSSI’s relationship with RBS plc and RBSG?

RBS Securities Inc., which we refer to as RBSSI, is an affiliate of RBS plc and RBSG. RBSSI will act as calculation agent for the securities, and is acting 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 and the calculation agent or other of our affiliates” and “Plan of Distribution (Conflicts of Interest)” in this product supplement.

What if I have more questions?

You should read “Description of the Securities” in this product supplement for a detailed description of the general terms of the securities. The applicable pricing supplement will describe the terms that apply to the specific securities. The securities are unsecured and unsubordinated obligations of RBS plc issued as part of our RBS NotesSM program and are fully and unconditionally guaranteed by RBSG. The securities offered by RBS plc will constitute our unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all our other present and future unsecured and unsubordinated obligations. The guarantees of RBSG will constitute RBSG’s unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all RBSG’s other current and future unsecured and unsubordinated obligations. You can find a general description of certain basic features of the securities in the section of the accompanying prospectus called “Description of Debt Securities.”

RISK FACTORS

An investment in the securities entails significant risks. You should carefully consider the risks of an investment in the securities, including those discussed below, and 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 advisers with respect to any investment in the securities.

Risks Related to the Securities Generally

The securities are not conventional debt securities—there is no principal protection; you may lose some or a significant portion of your investment in the securities.

The terms of the securities differ from those of conventional debt securities in that you could lose some or a significant portion of your initial investment.

You will lose some or a significant portion of your initial investment if the Final Value is less than the Buffer Value or if the Final Value is less than the Initial Value by a percentage greater than the Buffer Amount. Under this circumstance, your investment will be fully exposed to any decrease in the value of the Underlying Market Measure beyond the Buffer Amount.

Because the securities are not principal protected, the amount of cash paid to you at maturity in the circumstances described above will be less than the Original Offering Price of your securities and you assume the risk that you could lose some or a significant portion of your initial investment.

The Payment at Maturity will not exceed the Original Offering Price regardless of how well the Underlying Market Measure performs from the Initial Value to the Final Value. Furthermore, even if the Payment at Maturity is equal to the Original Offering Price, the Coupon Payments that you may receive on the securities during the term of the securities may be less than the return you would have received had you made your entire investment in a conventional debt security with the same maturity issued by us or a comparable issuer or an instrument which tracks the performance of the Underlying Market Measure specified in the applicable pricing supplement. Because the payment due at maturity may be less than the amount originally invested in the securities, the return on the securities (the effective yield to maturity) may be negative. Even if it is positive, the return payable on the securities may not be enough to compensate you for any loss in value due to inflation and other factors relating to the value of money over time.

The credit risk of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc, and their credit ratings and their credit spreads may adversely affect the value of the securities prior to maturity, and all payments on the securities will be subject to the ability of RBS plc and RBSG to pay their respective obligations as they become due.

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 also 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 any increase in their credit spreads charged by the market for taking credit risk is likely to adversely affect the value of the securities prior to maturity,

and all payments on the securities will be subject to the ability of RBS plc and RBSG to pay their respective obligations as they become due.

S-16

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 Market Measure may rise or fall resulting in a loss of some or a significant portion 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—The value of the securities prior to maturity will be influenced by many unpredictable factors, and may be less than the Original Offering Price.”

Your return on the securities is entirely dependent on the performance of the Underlying Market Measure during each Observation Period.

Your return on the securities is entirely dependent on the performance of the Underlying Market Measure during the Observation Periods. The Coupon Rate for each Observation Date depends on the calculation of the Periodic Return for such Observation Period. You will receive the Maximum Periodic Coupon for the applicable Observation Period on the corresponding Coupon Payment Date only if the relevant Periodic Return is greater than or equal to 0%. If the Periodic Return for the applicable Observation Period is less than 0%, the Coupon Rate for such Observation Period will be equal to the Minimum Periodic Coupon, which may be 0%. If the Periodic Return is less than 0% during the entire term of the securities, you will receive only the Minimum Periodic Coupon during the entire term of the securities.

It is possible that you may receive below-market Coupon Payments in respect of one or more Observation Periods.

There can be no guarantee that the Coupon Payments you will receive will be greater than what other investment opportunities could provide you at any time during the term of the securities. We have no control over a number of matters that may affect the performance of the Underlying Market Measure, including economic, financial and political events that are important in determining the existence, magnitude and longevity of these risks and their results. You should have a view as to the performance of the Underlying Market Measure for your securities and the values of the Underlying Market Measure relative to other investment opportunities before investing, and you must be willing to forgo guaranteed market rates from other investment opportunities for the term of the securities.

It is possible that you may receive only a limited amount of Coupon Payments or, if the Minimum Periodic Coupon is 0%, no Coupon Payments in respect of one or more Observation Periods.

Since the Coupon Payments are dependent on the performance of the Underlying Market Measure, each Coupon Payment for a particular Observation Period will depend on the values of the Underlying Market Measure on the applicable Observation Dates corresponding to the beginning and the end of such Observation Period. As a result, you could receive only a limited amount of Coupon Payments or, if the Minimum Periodic Coupon is set at 0%, no Coupon Payments on one or more, or even all of the Coupon Payment Dates. We have no control over various matters, including economic, financial, and political events which may affect the value of the Underlying Market Measure. You should have a view as to the performance of the Underlying Market Measure for your securities and the values of the Underlying Market Measure relative to other investment opportunities before investing, and you must be willing to forgo guaranteed market rates from other investment opportunities for the term of the securities.

The return on your initial investment is limited to the periodic Coupon Payments, which will not exceed the Maximum Periodic Coupon.

Your opportunity to participate in possible increases in the value of the Underlying Market Measure through an investment in the securities will be limited to the Coupon Payments at the Maximum Periodic Coupon as specified in the applicable pricing supplement. Regardless of how much the value of the Underlying Market Measure during the term of the securities may increase from its Initial Periodic Value, the Coupon Payment for any Observation Period during the term of the securities will never exceed the product of the Original Offering Price, the Maximum Periodic Coupon and the applicable day-count fraction for such Observation Period.

The Coupon Payments may not be sufficient to offset potential losses from the Payment at Maturity.

The Coupon Payments will comprise the only return, if any, on an investment in the securities. Because the Payment at Maturity will not exceed the Original Offering Price, and instead may be significantly less than the Original Offering Price, the Coupon Payments may not be sufficient to offset potential losses at maturity resulting from any decrease in value of the Underlying Market Measure.

The Payment at Maturity will not exceed the Original Offering Price regardless of how well the Underlying Market Measure performs from the Initial Value to the Final Value.

Unless the applicable pricing supplement provides otherwise, at maturity, (i) if the Final Value is greater than or equal to the Buffer Value, then the Payment at Maturity will equal the Original Offering Price; and if the Final Value is less than the Buffer Value, then you will be exposed to any decrease in the value of the Underlying Market Measure from the Initial Value to the Final Value on a one-for-one basis below the Buffer Value. The Payment at Maturity will never exceed the Original Offering Price regardless of how much the value of the Underlying Market Measure may increase from the Initial Value to the Final Value.

The Payment at Maturity will depend on the Final Value, which is determined on a single valuation date, and will not depend on the performance of the Underlying Market Measure during any one or more individual Observation Periods.

The calculation agent will determine the Payment at Maturity you are entitled to receive on the securities by comparing the Final Value to the Buffer Value. The Final Value will be determined by reference to a single value in respect of a single valuation date, as specified in the applicable pricing supplement. As a result, the Payment at Maturity you are entitled to receive, if any, at maturity will depend on the Final Value, determined only in respect of the specified valuation date, regardless of the value of the Underlying Market Measure at the maturity date or at other times during the term of the securities, including dates near the valuation date, and will not depend on the performance of the Underlying Market Measure during any one or more individual Observation Periods.

As a result, you may receive less than the Original Offering Price of your securities, even if the value of the Underlying Market Measure increased at certain times during the term of your securities, including on one or more Observation Date(s), before decreasing to a value that is below the Buffer Value on a valuation date. This difference could be particularly large if there is a significant increase in the value of the Underlying Market Measure after the final valuation date, if there is a significant decrease in the value of the Underlying Market Measure around the time of the final valuation date, or if there is significant volatility in the value of the Underlying Market Measure during the term of the securities (especially on dates near the final valuation date). For example, if the value of the Underlying Market Measure increases or remains relatively constant during the initial term of the securities and then decreases below the Buffer Value, the Final Value may be significantly less than if it were calculated on an earlier date. Under these circumstances, you may receive a lower payment at maturity than what you would have

S-18

received if you had invested directly in the underlying asset(s) comprising the Underlying Market Measure.

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 our other unsecured, unsubordinated 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.

Unless otherwise specified in the applicable pricing supplement, the securities will not be listed on any securities exchange and there may be little or no secondary market for the securities.

You should be willing to hold your securities until the maturity date. Unless otherwise specified in the applicable pricing supplement, 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. 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. In addition, the total amount of the securities being offered by the applicable pricing supplement may not be purchased by investors in the offering because one or more of our affiliates may agree to purchase a part of the unsold portion of the securities offered, which may constitute up to 15% of the total aggregate amount of the securities issued. Such affiliate or affiliates initially intend to hold the securities for investment purposes, which may affect the supply of securities available for secondary trading and therefore affect adversely the price of the securities in any secondary trading. If a substantial portion of any securities held by our affiliates were to be offered for sale following this offering, the market price of such securities could fall, especially if secondary trading in such securities is limited or illiquid.

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 move up and down between the date you purchase them and the valuation date when the calculation agent determines the Payment at Maturity you are entitled to receive on the maturity date. As such, even if you were able to sell your securities before their maturity, numerous factors, many of which are beyond our control, will influence the value of the Underlying Market Measure, the value of the securities and the price at which you may be able to sell them, including the following:

- the value of the Underlying Market Measure, which can fluctuate significantly;
- the volatility (frequency and magnitude of changes) in the value of the Underlying Market Measure;
- the dividend rate on an Underlying Stock or on securities that comprise an Underlying Equity Index or the shares of an Underlying Equity Fund, if applicable; while dividend payments, if any, on an Underlying Stock or the securities that comprise an Underlying Equity Index or the shares of an Underlying Equity Fund, as applicable, are not paid to you, such payments may have an influence on the market price of such Underlying Stock or the securities that comprise such Underlying Equity Index or shares of such Underlying Equity Fund, and therefore on the value of the Underlying Market Measure and your securities;

- the prices of an Underlying Commodity, the exchange-traded commodity futures contracts comprising an Underlying Commodity Index or the shares of an Underlying Commodity Fund;
 - prevailing interest and yield rates in the market;
- geopolitical conditions and economic, financial, political, regulatory, geographical, agricultural, or judicial events that affect the underlying asset(s) comprising the Underlying Market Measure, or the markets generally;
- if the securities are linked in whole or in part to an Underlying Market Measure that includes underlying asset(s) that are traded in non-U.S. dollars, changes in, and the volatility of, the exchange rate between the U.S. dollar and the relevant non-U.S. currency or currencies in which these underlying asset(s) are traded;
 - the supply and demand for the securities in the secondary market, if any;
 - the time remaining to the maturity of the securities;
- the occurrence of certain events affecting an Underlying Stock or Underlying Fund which may require an adjustment to the Adjustment Factor (and therefore, the Final Value); and
- the actual or perceived creditworthiness of RBS plc, as the issuer of the securities, and RBSG, as the guarantor of RBS plc's obligations under the securities.

These factors interrelate in complex ways, and the effect of one factor on the 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 Original Offering Price or the price which you paid for them. For example, assuming all other relevant factors remain constant, there may be a discount on the securities if at the time of sale the value of the Underlying Market Measure is below the Initial Value, and market interest rates rise. Even if there is an increase in the value of the Underlying Market Measure from its Initial Value, there may be a discount on the securities due to, among other things, market expectations concerning the performance of the Underlying Market Measure before the maturity date and the time remaining to maturity of the securities. Thus, if you sell your security before maturity, the price that you receive may be less, and may be substantially less, than the Original Offering Price or the price which you paid.

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 securities, the Underlying Market Measure or, if applicable, the underlying assets that comprise the Underlying Market Measure based on the historical performance of the Underlying Market Measure or, if applicable, the underlying asset(s) comprising the Underlying Market Measure. Neither we nor RBSG nor any of our affiliates can guarantee that the value of the Underlying Market Measure will perform in a manner that will result in a Payment at Maturity equal to the Original Offering Price of the securities. As an investor in the securities you assume the risk that as a result of the performance of the Underlying Market Measure you may not receive any return on your initial investment in the securities or that you may lose some or a significant portion of your initial investment in the securities.

In the event that the U.K. tax treatment of the securities changes in certain ways, allowing us or RBSG, as guarantor, to 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. We or RBSG will be required to deliver to the trustee and securities administrator a written legal opinion of independent English counsel of recognized standing, selected by us or RBSG, as applicable, in a form satisfactory to the trustee and securities administrator confirming that we or RBSG, as applicable, is entitled to exercise this right of redemption. 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.

Prior to maturity, an increase in the value of the Underlying Market Measure may not increase the value of your securities.

Owning the securities is not the same as owning the Underlying Market Measure or a product that tracks the return on the Underlying Market Measure. Accordingly, the value of your securities may not have a direct relationship with the value of the Underlying Market Measure, and changes in the value of the Underlying Market Measure prior to maturity may not result in a comparable change in the value of your securities. If the value of the Underlying Market Measure increases above its Initial Value, the value of the securities prior to maturity may not increase. It is also possible for the value of the Underlying Market Measure to increase while the value of the securities prior to maturity declines.

The value of your securities on the pricing date is less than the Original Offering Price due to the underwriting discount and our cost of hedging, both of 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 compensation to our affiliate, RBSSI, and other selling agents for distributing the securities, which are reflected in the underwriting discount, as well as 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 Market Measure, 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 both the underwriting discount and 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 dealer discounts, mark-ups or other transaction costs.

There are potential conflicts of interest between us and our affiliates and you, and we and our affiliates may take actions that are not in your interest.

Hedging and trading activities by us or our affiliates may adversely affect your return on the securities and the value of the 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 the applicable pricing supplement, we may have hedged our anticipated exposure in connection with the securities by taking positions in the underlying asset(s) (or options or futures contracts on the underlying asset(s)) that comprise the Underlying Market Measure or

S-21

in other instruments 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 Market Measure and/or the underlying asset(s) comprising the Underlying Market Measure 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 underlying asset(s) (or options or futures contracts on the underlying asset(s)) that comprise the Underlying Market Measure, 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 Market Measure or the underlying asset(s) comprising the Underlying Market Measure. 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 underlying asset(s) (or options or futures contracts on the underlying asset(s)) that comprise the Underlying Market Measure or options or futures on the Underlying Market Measure 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 Market Measure, the underlying asset(s) comprising the Underlying Market Measure and, therefore, the value of the securities linked to the Underlying Market Measure.

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 value of the Underlying Market Measure or the underlying asset(s) comprising the Underlying Market Measure. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could affect adversely the value of the securities.

The holding of securities by our affiliates and future sales by our affiliates could be in conflict with your interests.

Certain of our affiliates may purchase for investment a portion of the securities that has not been purchased by investors in a particular offering of securities, which initially they intend to hold for investment purposes. Circumstances may occur in which our interests or those of our affiliates could be in conflict with your interests. For example, our affiliates may attempt to sell the securities that they had been holding for investment purposes at the same time that you attempt to sell your securities, which could depress the price, if any, at which you can sell your securities. Moreover, the liquidity of the market for the securities, if any, could be substantially reduced as a result of our affiliates holding the securities. See “—Unless otherwise specified in the applicable pricing supplement, the securities will not be listed on any securities exchange and there may be little or no secondary market for the securities.”

There may be potential conflicts of interest between security holders and the calculation agent or other of our affiliates.

Our affiliate, RBSSI, will serve as the calculation agent for the securities. RBSSI will, among other things, determine the Initial Value, the Final Value, the Starting Periodic Value, the Ending Periodic Value, the closing value of the Underlying Market Measure on any given valuation date or Observation Dates, each Periodic Return, the Reference Return, each Coupon Payment and the Payment at Maturity that you will be entitled to receive. For example, the calculation agent may have to determine whether a Market Disruption Event affecting the Underlying Market Measure has occurred or is continuing on a day when the calculation agent will determine its value. In addition, the calculation agent may have to make additional calculations if the Underlying Market Measure is no longer published or is liquidated,

S-22

discontinued, suspended, modified, delisted or otherwise terminated. The calculation agent will exercise its judgment when performing its functions. Since these determinations by the calculation agent may affect the value of the securities, there may be a conflict of interest between the calculation agent's status as our affiliate and its role as a calculation agent in making any such decision. For a fuller description of the calculation agent's role, see "Description of the Securities—Role of the Calculation Agent."

Moreover, as discussed above, we and our affiliates may enter into transactions to hedge our anticipated exposure in connection with our obligations under the securities. We and our affiliates expect to make a profit. However, since hedging our obligations entails risk and may be influenced by market forces beyond our 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 Market Measure, and hence the value of your securities, in a manner that would be adverse to your interest as a security holder.

RBSSI and its affiliates may publish reports, express opinions or provide recommendations that are inconsistent with investing in or holding the securities. Any such reports, opinions or recommendations could affect the value of the Underlying Market Measure and therefore the value of the securities.

RBSSI and its affiliates may publish reports from time to time on financial markets and other matters that may influence the value of the securities or express opinions or provide recommendations that are inconsistent with purchasing or holding the securities. RBSSI and its affiliates may have published or may publish reports or other opinions that call into question the investment view implicit in an investment in the securities and RBSSI. Any reports, opinions or recommendations expressed by RBSSI or its affiliates may not be consistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the merits of investing in the securities and the Underlying Market Measure to which the securities may be linked.

We may engage in business with or involving one or more of the Underlying Companies, issuers of the securities comprising an Underlying Equity Index, shares of an Underlying Equity Fund or Target Index without regard to your interests.

We or our affiliates may presently or from time to time engage in business with the Underlying Companies, one or more of the issuers of the securities comprising an Underlying Equity Index, shares of an Underlying Equity Fund or Target Index without regard to your interests, including extending loans to, or making equity investments in, providing investment advisory services to, one or more of such issuers or their affiliates or subsidiaries, including merger and acquisition advisory services.

In the course of our business, we or our affiliates may acquire non-public information about the Underlying Companies, one or more of the issuers of the securities comprising an Underlying Equity Index, shares of an Underlying Equity Fund or Target Index. None of us, RBSG or any of our affiliates undertakes to disclose any such information to you. In addition, we or our affiliates from time to time have published, and in the future may publish, research reports with respect to the Underlying Companies, the issuers of the securities comprising an Underlying Equity Index, shares of an Underlying Equity Fund or Target Index. These research reports may or may not recommend that investors buy or hold the Underlying Stock, the ADS Underlying Stock, the securities comprising the Underlying Equity Index, shares of the Underlying Equity Fund or Target Index. As a prospective purchaser of a security, you should undertake such independent investigation of the Underlying Company or Underlying Fund as in your judgment is appropriate to make an informed decision with respect to an investment in the securities.

There is substantial uncertainty regarding the U.S. federal income tax consequences of an investment in the securities.

As of the date of this product supplement, 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 Put Options secured by Deposits, as described in the section of this product supplement entitled "U.S. Federal Income Tax Consequences." If the IRS were successful in asserting an alternative treatment, the tax consequences of your ownership and disposition of the securities could be materially and adversely affected. In addition, in 2007 the U.S. Treasury Department 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. While it is not clear whether the securities would be viewed as similar to the typical prepaid forward contract described in the notice, it is possible that 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 consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Risks Related to the Underlying Market Measure Generally

An investment in the securities is not the same as a direct investment in the Underlying Market Measure or in the underlying asset(s) that comprise the Underlying Market Measure.

An investment in the securities is not the same as a direct investment in the Underlying Market Measure or in the stocks, commodities, commodity futures contracts or other underlying assets that comprise the Underlying Market Measure. The securities are our unsecured and unsubordinated obligations, while the value of the Underlying Market Measure is a value derived from a theoretical calculation. The Underlying Market Measure may not be an actual portfolio of securities, and it may not be possible to make a direct investment in the Underlying Market Measure. Investing in the securities also will not make you a holder of the stocks, commodities, commodity futures contracts or other underlying assets comprising the Underlying Market Measure, and your return, if any, on the securities will not be the same as if you actually own the stocks, commodities, commodity futures contracts or other underlying assets comprising the Underlying Market Measure. You will not receive any payment of dividends or other distributions on any of the stocks, commodities, commodity futures contracts or any other underlying assets comprising the Underlying Market Measure. In addition, as an investor in the securities, you will not have voting rights or any other rights with respect to the stocks, commodities, commodity futures contracts or other underlying assets that comprise the Underlying Market Measure.

Further, neither we nor RBSG nor any of our affiliates will pledge or otherwise hold any assets (including any shares of the stocks, commodities, commodity futures contracts or other underlying assets that comprise the Underlying Market Measure that we or RBSG may own) for the benefit of holders of the securities under any circumstances. Consequently, in the event of a bankruptcy, insolvency or liquidation involving us or RBSG, as the case may be, our assets and the assets of RBSG will be subject to the claims of our creditors or RBSG's creditors generally and will not be available specifically for the benefit of the holders of the securities. Moreover, the indenture governing the securities does not contain any restriction on our ability or the ability of any of our affiliates to buy, sell, pledge or otherwise convey all or any portion of any assets that we own, including any underlying asset(s) (or options or futures contracts on the underlying asset(s)) that comprise the Underlying Market Measure, as we deem appropriate.

Adjustments to the Underlying Market Measure could adversely affect the securities.

In the case of an Underlying Index or Underlying Fund, the sponsor or publisher of the Underlying Market Measure is responsible for calculating and maintaining such Underlying Market Measure. The

S-24

sponsor or publisher of the Underlying Market Measure can add, delete or substitute the underlying asset(s) of the Underlying Market Measure. You should realize that the changing of the underlying asset(s) included in the Underlying Market Measure may affect the Underlying Market Measure, as a newly added underlying asset may perform significantly better or worse than the underlying asset(s) it replaces. The sponsor or publisher of the Underlying Market Measure may make other methodological changes that could change the value of the Underlying Market Measure. Additionally, a sponsor or publisher may alter, discontinue or suspend calculation or dissemination of the Underlying Market Measure. Any of these actions could affect adversely the value of the securities. The sponsor or publisher of the Underlying Market Measure has no obligation to consider your interests in calculating or revising such Underlying Market Measure.

If underlying asset(s) comprising the Underlying Market Measure are not traded in U.S. dollars, and their value(s) are converted into U.S. dollars for purposes of calculating the value of the Underlying Market Measure, then the securities will be subject to currency exchange rate risk.

The securities will be denominated in U.S. dollars. If the underlying asset(s) comprising the Underlying Market Measure are traded in a currency other than U.S. dollars, and their value(s) are converted into U.S. dollars for purposes of calculating the value of the Underlying Market Measure, the holders of the securities will be exposed to currency exchange rate risk with respect to each of the currencies in which the underlying asset(s) comprising the Underlying Market Measure trade. An investor's exposure to currency exchange rate risk under these circumstances will depend on the extent to which such currencies strengthen or weaken against the U.S. dollar and the relative weight of the relevant securities of that Underlying Market Measure denominated in each such currency. An investor will also be exposed to the volatility in the currency exchange rate fluctuation between the U.S. dollar and the relevant currency in which the securities trade. Assuming all other relevant factors remain constant, any strengthening of the U.S. dollar against such currencies will have an adverse impact on the value of the Underlying Market Measure, and therefore reduce the Payment at Maturity.

Factors that may impact currency exchange rate movements include:

- existing and expected rates of inflation;
- existing and expected interest rate levels;
- the extent of governmental surpluses or deficits in each relevant country for the currency in which the underlying asset(s) that comprise the Underlying Market Measure are quoted and the United States; and
- government intervention in the currency markets, including whether a particular currency exchange trade is fixed or allowed to float.

All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments of various relevant countries for the currencies in which the underlying asset(s) that comprise the Underlying Market Measure are quoted and the United States and other countries important to international trade and finance.

Risks Related to an Underlying Stock, Underlying Equity Index or Underlying Equity Fund Generally

Unless otherwise set forth in the applicable pricing supplement, we do not control any Underlying Company, any issuer whose securities comprise an Underlying Equity Index or shares of an Underlying Equity Fund or Target Index, and we are not responsible for any of their disclosure.

We do not control any Underlying Company, any issuer whose securities comprise an Underlying Equity Index or shares of an Underlying Equity Fund or Target Index. As a result, we will have no ability

S-25

to control the actions of such issuers, including actions that could affect the value of the Underlying Stock, the ADS Underlying Stock, the securities comprising the Underlying Equity Index, shares of the Underlying Equity Fund or Target Index, and we are not responsible for the accuracy or adequacy of any of their disclosure or publicly available information about these issuers. None of those issuers will be involved in the offering of the securities in any way, and none of them will have any obligation of any sort with respect to the securities. As a result, none of those issuers will have any obligation to consider your interests as a holder of the securities in taking any corporate actions that might affect the value of your securities.

If an Underlying Company is a foreign company, or an Underlying Equity Index, Underlying Equity Fund or Target Index includes securities traded on foreign exchanges, your return may be affected by factors affecting international securities markets.

The value of an Underlying Equity Index, shares of an Underlying Company, shares of an Underlying Equity Fund or Target Index may be computed by reference to the value of the equity securities of companies listed on various global exchanges. Under these circumstances, the return on the securities will be affected by factors affecting the prices of securities in the relevant markets. The relevant foreign securities may be more volatile than United States or other securities markets and may be affected by market developments in different ways than United States or other securities markets. Direct or indirect government intervention to stabilize a particular securities market and cross-shareholdings in companies in the relevant foreign securities markets may affect prices and the volume of trading in those markets. Also, there is generally less publicly available information about foreign companies than about United States companies that are subject to the reporting requirements of the SEC. Additionally, accounting, auditing and financial reporting standards and requirements in foreign countries differ from those applicable to United States reporting companies.

The prices and performance of securities of companies in foreign countries may be affected by political, economic, financial and social factors in those regions. In addition, recent or future changes in government, economic and fiscal policies in the relevant jurisdictions, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions, and possible fluctuations in the rate of exchange between currencies, are factors that could negatively affect the relevant securities or commodities markets. Moreover, the relevant foreign economies may differ favorably or unfavorably from the United States economy in economic factors such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

Risks Related to an Underlying Commodity, an Underlying Commodity Index or an Underlying Commodity Fund Generally

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

The commodities or commodity futures contracts relating to an Underlying Commodity, or comprising an Underlying Commodity Index or shares of an Underlying Commodity Fund, are subject to extensive statutes, regulations and margin requirements. The Commodity Futures Trading Commission, commonly referred to as 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

S-26

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.

The securities will not be regulated by the CFTC.

The securities are our senior unsecured obligations. The net proceeds to be received by us from the sale of the securities that are linked to an Underlying Commodity, Underlying Commodity Index or Underlying Commodity Fund will not be used to purchase or sell futures contracts relating to the Underlying Commodity, or that comprise the Underlying Commodity Index, shares of the Underlying Commodity Fund or Target Index, for the benefit of holders of the securities. An investment in the securities does not constitute either an investment in futures contracts or in a collective investment vehicle that trades in futures contracts. The securities do not constitute a direct or indirect investment by you in the trading of the futures contracts that comprise the Underlying Commodity Index, shares of the Underlying Commodity Fund or Target Index. 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 as a “commodity pool operator” (a “CPO”) by the CFTC, an independent federal regulatory agency. 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 on futures exchanges, which generally may only be transacted through a person registered with the CFTC as a “futures commission merchant” (an “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 regulated futures exchanges through a registered FCM.

For securities linked to an Underlying Commodity, Underlying Commodity Index, Underlying Commodity Fund or Target Index comprised of commodities or commodity futures contracts that are traded on a non-U.S. exchange, an investment in the securities will involve risks associated with the relevant non-U.S. exchange and the relevant markets that do not always apply to U.S. markets.

An Underlying Commodity Index, Underlying Commodity Fund or Target Index may include futures contracts on physical commodities on exchanges located outside the United States. The regulations of

S-27

the CFTC do not apply to trading on foreign exchanges, and trading on foreign exchanges may involve different and greater risks than trading on United States exchanges. Certain foreign markets may be more susceptible to disruption than United States exchanges due to the lack of a government-regulated clearinghouse system. Trading on foreign exchanges also involves certain other risks that are not applicable to trading on United States exchanges. Those risks include varying exchange rates, foreign exchange controls, governmental expropriation, burdensome or confiscatory taxation systems, government imposed moratoriums, and political or diplomatic events. It may also be more costly and difficult to enforce the laws or regulations of a foreign country or exchange, and it is possible that the foreign country or exchange may not have laws or regulations which adequately protect the rights and interests of investors in an Underlying Commodity Index, Underlying Commodity Fund or Target Index. Examples of these risks are set forth below:

- Underlying Commodities traded on the London Metal Exchange (the “LME”)

The securities may be linked to a commodity (e.g., aluminum, copper, lead, nickel and zinc) that is traded on the LME. The LME is a principals’ market that operates in a manner more closely analogous to the over-the-counter physical commodity markets than regulated futures markets. For example, there are no daily price limits on the LME, which would otherwise restrict the extent of daily fluctuations in the prices of LME contracts. In a declining market, therefore, it is possible that prices would continue to decline without limitation within a trading day or over a period of trading days. In addition, a contract may be entered into on the LME calling for delivery on any day from one day to three months following the date of such contract, for weekly deliveries from the third to the sixth month following the date of such contract, and for monthly deliveries from the sixth month following the date of such contract up to 15, 27, 63 and 123 months forward (depending on the commodity) following such sixth month. In contrast, trading on futures exchanges tends to call for delivery in stated delivery months. As a result, there may be a greater risk of a concentration of positions in LME contracts on particular delivery dates, which in turn could cause temporary aberrations in the prices of LME contracts for certain delivery dates. If such aberrations occur on any valuation date, the official U.S. dollar cash buyer settlement prices per metric ton of the Underlying Commodity and, consequently, the value of the securities may be adversely impacted.

- Underlying Commodities traded on the London Bullion Market Association (the “LBMA”)

The securities may be linked to a commodity (e.g., gold and silver) that is traded on the LBMA. The final prices of gold and silver will be determined by reference to fixing prices reported by the LBMA. The LBMA is a self-regulatory association of bullion market participants. Although all market-making members of the LBMA are supervised by the Bank of England and are required to satisfy a capital adequacy test, the LBMA itself is not a regulated entity. If the LBMA should cease operations, or if bullion trading should become subject to a value added tax or other tax or any other form of regulation currently not in place, the role of LBMA price fixings as a global benchmark for the value of gold and silver may be adversely affected. The LBMA is a principals’ market which operates in a manner more closely analogous to an over-the-counter physical commodity market than regulated futures markets. For example, there are no daily price limits on the LBMA which would otherwise restrict fluctuations in the prices of LBMA contracts. In a declining market, it is possible that prices would continue to decline without limitation within a trading day or over a period of trading days.

- Underlying Commodities traded on the London Platinum and Palladium Market Association (the “LPPM”)

The securities may be linked to a commodity (e.g., platinum) that is traded on the LPPM. The final price of platinum will be determined by reference to fixing prices reported by the LPPM. The LPPM is a self-regulatory association of platinum and palladium market participants that is not a regulated entity. If the LPPM should cease operations, or if bullion trading should become subject to a value added tax or other tax or any other form of regulation currently not in place, the role of LPPM price fixings as a global benchmark for the value of platinum may be adversely affected. The

LPPM is

S-28

a principals' market which operates in a manner more closely analogous to an over-the-counter physical commodity market than regulated futures markets, and certain features of U.S. futures contracts are not present in the context of LPPM trading. For example, there are no daily price limits on the LPPM which would otherwise restrict fluctuations in the prices of LPPM contracts. In a declining market, it is possible that prices would continue to decline without limitation within a trading day or over a period of trading days.

The prices of commodities are volatile and are affected by numerous factors that are specific to each commodity.

An Underlying Commodity, or commodities comprising an Underlying Commodity Index or Underlying Commodity Fund, may include commodities produced worldwide. Global commodity prices are primarily affected by the global demand for and supply of those commodities, but are also significantly influenced by speculative actions and by currency exchange rates. In addition, prices for commodities are affected by governmental programs and policies, such as trade, fiscal and monetary issues, and political, economic, financial and social factors in their relevant markets. Extrinsic factors such as weather, disease and natural disasters also affect commodity prices. Demand for agricultural commodities, such as wheat, corn and soy, both for human consumption and as cattle feed, has generally increased with increases in worldwide growth and prosperity. These factors and others may affect the price of an Underlying Commodity, the level of an Underlying Commodity Index or value of an Underlying Commodity Fund, and the value of your securities in varying ways, and different factors may cause the value of different Underlying Commodities or commodities comprising the Underlying Commodity Index or shares of the Underlying Commodity Fund, and the volatilities of their prices, to move in inconsistent directions and at inconsistent rates.

Fluctuations in the prices of the Underlying Commodity, or commodities comprising the Underlying Commodity Index or shares of the Underlying Commodity Fund, may have a material adverse effect on the value of the securities and your return on your investment in the securities. These prices are subject to the effects of numerous factors, certain of which are specific to the market for the commodities to which your securities may be linked. The following describes some of the factors affecting certain commodities.

- Aluminum

The price of aluminum is affected by the global demand for and supply of aluminum, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for aluminum is influenced by the level of global industrial economic activity. An additional component of demand is adjustments to inventory in response to changes in economic activity and/or pricing levels. The supply of aluminum is also affected by current and previous price levels, transportation problems, labor strikes and shortages of power and raw materials. It is not possible to predict the aggregate effect of all or any combination of these factors.

- Coffee

The price of coffee is affected by the global demand for and supply of coffee, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for coffee is influenced by human consumption, retail prices, social trends, lifestyle changes and market power, all of which are subject to fluctuation. The supply of coffee is dependent on many factors including weather patterns such as floods, drought and freezing conditions, government regulation, planting decisions, the price of fuel, seeds and fertilizers and the current and previous price of coffee. Changes in supply and demand may have an adverse effect on the price of coffee. It is not possible to predict the aggregate effect of all or any combination of these factors.

- Copper

The price of copper is affected by the global demand for and supply of copper, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for copper is

S-29

influenced by the level of global industrial economic activity. An additional component of demand is adjustments to inventory in response to changes in economic activity and/or pricing levels. The supply of copper is also affected by current and previous price levels.

- ### Corn

The price of corn is affected by the global demand for, and supply of, corn. The demand for corn is linked to the development of industrial and energy uses for corn. The demand for corn is also affected by the production and profitability of the pork and poultry sectors, which use corn for feed. Negative developments in those industries may lessen the demand for corn. For example, if avian flu were to have a negative effect on world poultry markets, the demand for corn might decrease. The supply of corn is dependent on many factors including weather patterns, government regulation, the price of fuel and fertilizers and the current and previous price of corn. The supply of corn is particularly sensitive to weather patterns in the countries of the largest suppliers of corn.

- ### Crude Oil

The price of crude oil futures is affected by the global demand for and supply of crude oil, but is also influenced from time to time by speculative actions and by currency exchange rates. Crude oil prices are generally more volatile and subject to dislocation than 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. 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 embargoes) 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. Crude oil prices are determined with significant influence by OPEC. 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.

- ### Gold

The price of gold is affected by the global demand for and supply of gold. The market for gold bullion is global, and gold prices are subject to volatile price movements over short periods of time and are affected by numerous factors, including macroeconomic factors such as the structure of and confidence in the global monetary system, expectations regarding the future rate of inflation, the relative strength of, and confidence in, the U.S. dollar (the currency in which the price of gold is usually quoted), interest rates, gold borrowing and lending rates, and global or regional economic, financial, political, regulatory, judicial or other events. Gold prices may be affected by industry factors such as industrial and jewelry demand as well as lending, sales and purchases of gold by the official sector, including central banks and other governmental agencies and multilateral institutions which hold gold. Additionally, gold prices may be affected by levels of gold production, production costs

and short-term changes in supply and demand due to trading activities in the gold market. It is not possible to predict the aggregate effect of all or any combination of these factors.

- Heating Oil

The level of global industrial activity influences the demand for heating oil. In addition, the seasonal temperatures in countries throughout the world can heavily influence the demand for heating oil. Heating oil is generally used to fuel heat furnaces for buildings. Heat oil is derived from crude oil and as such, any factors that influence the supply of crude oil may also influence the supply of heating oil.

- Lead

The price of lead is affected by the global demand for and supply of lead, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for lead is influenced by the level of global industrial economic activity. An additional component of demand is adjustments to inventory in response to changes in economic activity and/or pricing levels. The supply of lead is widely spread around the world. The supply of lead is also affected by current and previous price levels. A critical factor influencing supply is the environmental and regulatory regimes of the countries in which lead is mined and processed.

- Natural Gas

Natural gas is used for residential and commercial heating and in the production of electricity. The level of global industrial activity influences the demand for natural gas. The demand for natural gas has also traditionally been cyclical, with higher demand during the months of winter and lower demand during the warmer summer months. In addition, the seasonal temperatures in countries throughout the world can also heavily influence the demand for natural gas. In general, the supply of natural gas is based on competitive market forces: inadequate supply at any one time leads to price increases, which signal to production companies the need to increase the supply of natural gas to the market. Supplying natural gas in order to meet this demand, however, is dependent on a number of factors. These factors may be broken down into two segments: those factors that affect the short term supply and general barriers to increasing supply. In turn, factors that affect the short term supply include: the availability of skilled workers and equipment, disruptions related to permitting, well development, weather and delivery (e.g., hurricanes, labor strikes and wars). Similarly, the other more general barriers to the increase in supply of natural gas are: access to land, the expansion of pipelines and the financial environment. These factors, which are not exhaustive, are interrelated and can have complex and unpredictable effects on the supply for, and the price of, natural gas. It is not possible to predict the aggregate effect of all or any combination of these factors.

- Nickel

The price of nickel is affected by the global demand for and supply of nickel, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for nickel is significantly influenced by the level of global industrial economic activity. An additional component of demand is adjustments to inventory in response to changes in economic activity and/or pricing levels. The supply of nickel is also affected by current and previous price levels.

- Platinum

The price of platinum is affected by the global demand for and supply of platinum. However, since the platinum supply is very limited, any disruptions in platinum supply tend to have an exaggerated effect on the price of platinum. Platinum is used in a variety of industries, including the automotive industry, the chemical industry, the electronics industry, the dental industry and the jewelry industry.

S-31

- RBOB Gasoline

The level of global industrial activity influences the demand for non-oxygenated gasoline. In addition, the demand has seasonal variations, which occur during "driving seasons" usually considered the summer months in North America and Europe. Non-oxygenated gasoline is derived from crude oil and as such, any factors that influence the supply of crude oil may also influence the supply of non-oxygenated gasoline.

- Silver

The price of silver is affected by global demand for and supply of silver. Silver prices can fluctuate widely and may be affected by numerous factors. These include general economic trends, technical developments, substitution issues and regulation, as well as specific factors including industrial and jewelry demand, expectations with respect to the rate of inflation, the relative strength of the U.S. dollar (the currency in which the price of silver is generally quoted) and other currencies, interest rates, central bank sales, forward sales by producers, global or regional political or economic events, and production costs and disruptions in major silver producing countries. The supply of silver consists of a combination of new mine production and existing stocks of bullion and fabricated silver held by governments, public and private financial institutions, industrial organizations and private individuals. In addition, the price of silver has on occasion been subject to very rapid short-term changes due to speculative activities. From time to time, above-ground inventories of silver may also influence the market. It is not possible to predict the aggregate effect of all or any combination of these factors.

- Soybeans

The price of soybeans is affected by the global demand for and supply of soybeans, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for soybeans is in part linked to the development of agricultural, industrial and energy uses for soybeans. This includes the use of soybeans for the production of animal feed, vegetable oil, edible soybean oil and biodiesel, all of which may have a major impact on worldwide demand for soybeans. In addition, prices for soybeans are affected by governmental programs and policies regarding agriculture, including soybeans, specifically, and trade, fiscal and monetary issues, more generally. Extrinsic factors also affect soybean prices such as crop yields, natural disasters, pestilence, wars and political and civil upheavals. The supply of soybeans is particularly sensitive to weather patterns such as floods, drought and freezing conditions, planting decisions, the price of fuel, seeds and fertilizers and the current and previous price of soybeans. It is not possible to predict the aggregate effect of all or any combination of these factors.

- Wheat

The price of wheat is affected by the global demand for and supply of wheat, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for wheat is in part linked to the development of agricultural, industrial and energy uses for wheat including the use of wheat for the production of animal feed and bioethanol which may have a major impact on worldwide demand for wheat. In addition, prices for wheat are affected by governmental and intergovernmental programs and policies regarding trade, agriculture, energy and fiscal and monetary issues, more generally, and human consumption and alternative uses for wheat and other grains in manufacturing and other industries. Wheat prices may also be influenced by or dependent on subsidies, tariffs, retail prices, social trends, lifestyle changes and market power. Wheat prices are also affected by extrinsic factors such as natural disasters, pestilence, wars and political and civil upheavals. The supply of wheat is particularly sensitive to weather patterns such as floods, drought and freezing conditions, planting decisions, the price of fuel, seeds and fertilizers and the current and previous price of wheat. It is not possible to predict the aggregate effect of all or any combination of these factors.

• Zinc

The price of zinc is affected by the global demand for and supply of zinc, but is also influenced from time to time by speculative actions and by currency exchange rates. Demand for zinc is influenced by the level of global industrial economic activity. An additional component of demand is adjustments to inventory in response to changes in economic activity and/or pricing levels. The supply of zinc is also affected by current and previous price levels.

The primary exchange or organized market for trading of an Underlying Commodity has no obligation to consider your interests.

The primary exchange or organized market for trading of an Underlying Commodity is responsible for calculating the official settlement price or fixing level, as applicable, for the Underlying Commodity. The primary exchange or organized market for trading may alter, discontinue or suspend calculation or dissemination of the official settlement price or fixing level, as applicable, for the Underlying Commodity. Any of these actions could adversely affect the value of the securities. The exchange or market has no obligation to consider your interests in calculating or revising the official settlement price or fixing level, as applicable, for the Underlying Commodity.

Commodity prices may change unpredictably, can be extremely volatile, and can affect the value of the securities in unforeseeable ways.

Fluctuations in commodity prices may have a material adverse effect on the value of the securities and your return on an investment in the securities. Trading in commodities and commodity futures contracts is speculative and can be extremely volatile. The prices of commodities can fluctuate rapidly and are affected by numerous factors, including: changes in supply and demand relationships, governmental programs and policies, national and international political and economic events, changes in interest and exchange rates, speculation and trading activities in commodities and related contracts, general weather conditions, and trade, fiscal, monetary and exchange control policies. Many commodities are also highly cyclical. These factors, some of which are specific to the market for each such commodity, as discussed below, may cause the value of the different commodities to move in inconsistent directions at inconsistent rates. This, in turn, may affect the value of the securities. It is not possible to predict the aggregate effect of all or any combination of these factors.

Suspension or disruptions of market trading in the commodity and related futures markets may adversely affect the value of the securities.

The commodity markets are subject to temporary distortions or other disruptions due to various factors, including the lack of liquidity in the markets, the participation of speculators and government regulation and intervention. In addition, U.S. futures exchanges and some foreign exchanges have regulations that limit the amount of fluctuation in futures contract prices which may occur during a single business day. These limits are generally referred to as “daily price fluctuation limits” and the maximum or minimum price of a contract on any given day as a result of these limits is referred to as a “limit price.” Once the limit price has been reached in a particular contract, no trades may be made at a different price. Limit prices have the effect of precluding trading in a particular contract or forcing the liquidation of contracts at disadvantageous times or prices. These circumstances could adversely affect the price of an Underlying Commodity, level of an Underlying Commodity Index or value of an Underlying Commodity Fund, as applicable, and, therefore, the value of the securities.

An Underlying Commodity Index or Target Index may be a rolling index, and future prices of the commodities that are different relative to their current prices may adversely affect the value of the securities.

An Underlying Commodity Index or Target Index is comprised of commodity futures contracts. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, commodity futures

S-33

contracts normally specify a certain date for delivery of the underlying physical commodity. As the futures contracts that comprise the Underlying Commodity Index or Target 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 commodities contracts included in an Underlying Commodity Index or Target Index may have historically exhibited consistent periods of backwardation, backwardation will likely not exist at all times with respect to any commodity. Certain commodities futures contracts included in an Underlying Commodity Index or Target Index may 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. The absence of backwardation in the commodity markets could result in negative “roll yields,” which might create a loss for the purchase of the contracts and could adversely affect the value of the Underlying Commodity Index or Target Index. There can be no assurance, however, that backwardation or roll yields will exist in any particular commodity at any time during the term of the securities.

An Underlying Commodity Index or a Target Index comprised of commodity futures contracts may be an excess return index and not a total return index.

An Underlying Commodity Index or a commodity Target Index may be an excess return index and not a total return index. An excess return index reflects the returns that are potentially available through an investment in the commodity futures contracts that comprise the index. By contrast, a total return index, in addition to reflecting such returns, also reflects interest that could be earned on cash collateral. An excess return index does not include this total return feature. In addition, the term “excess return” is not intended to suggest that the performance of an excess return index at any time or the return on your securities will be positive or that such excess return index is designed to exceed a particular benchmark.

Risks Related to an Underlying Stock

There may be limited anti-dilution protection for securities linked to an Underlying Stock.

The calculation agent, RBSSI, which is our affiliate, will adjust the Final Value for certain events affecting the shares of an Underlying Stock, such as stock splits and other corporate actions. The calculation agent is not required to make an adjustment for every corporate action that affects the shares of an Underlying Stock. For example, the calculation agent is not required to make any adjustments if an Underlying Company or anyone else makes a partial tender or partial exchange offer for shares of the Underlying Stock. If an event occurs that does not require the calculation agent to adjust the amount of shares of the Underlying Stock payable at maturity, the value of the securities may be materially and adversely affected.

For securities linked to the performance of ADSs, fluctuations in exchange rates will affect your investment.

There are significant risks related to an investment in a security that is linked to ADSs, which are quoted and traded in U.S. dollars, representing shares of an ADS Underlying Stock that is quoted and traded in a foreign currency. The ADSs may trade differently from the ADS Underlying Stock. In recent years, exchange rates between the U.S. dollar and some other currencies have been highly volatile, and this volatility may continue in the future. These risks generally depend on economic and political events over which we have no control. Fluctuations in any particular exchange rate that have occurred in the past are not necessarily indicative, however, of fluctuations that may occur during the term of the securities. Changes in the exchange rate between the U.S. dollar and a foreign currency may

affect the U.S. dollar equivalent of the price of the ADS Underlying Stock on non-U.S. securities markets and, as a result, may affect the

S-34

market price of the ADSs, which may consequently affect the value of the securities.

For securities linked to the performance of ADSs, governmental actions or regulatory controls or taxes relating to exchange rates may affect your investment.

Foreign exchange rates can either float or be fixed by sovereign governments. Exchange rates of the currencies used by most economically developed nations are permitted to fluctuate in value relative to the U.S. dollar and to each other. However, from time to time governments and, in the case of countries using the euro, the European Central Bank, may use a variety of techniques, such as intervention by a central bank, the imposition of regulatory controls or taxes or changes in interest rates to influence the exchange rates of their currencies. Governments may also issue a new currency to replace an existing currency or alter the exchange rate or relative exchange characteristics by a devaluation or revaluation of a currency. These governmental actions could change or interfere with currency valuations and currency fluctuations that would otherwise occur in response to economic forces, as well as in response to the movement of currencies across borders. As a consequence, these government actions could adversely affect an investment in a security that is linked to ADSs, which is quoted and traded in U.S. dollars, representing an ADS Underlying Stock that is quoted and traded in a foreign currency.

We will not make any adjustment or change in the terms of the securities in the event that floating 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 other developments affecting the U.S. dollar or any relevant foreign currency. You will bear those risks.

There are important differences between the rights of holders of ADSs and the rights of holders of the common stock of the foreign company underlying the ADSs.

If your security is linked to the performance of an ADS, you should be aware that your security is linked to the price of the ADSs and not the ADS Underlying Stock, and there exist important differences between the rights of holders of ADSs and the ADS Underlying Stock. Each ADS is a security evidenced by American Depositary Receipts that represent a specified number of shares of common stock of a foreign issuer. Generally, the ADSs are issued under a deposit agreement, which sets forth the rights and responsibilities of the depositary, the foreign issuer and holders of the ADSs, which may be different from the rights of holders of common stock of the foreign issuer. For example, the foreign issuer may make distributions in respect of its common stock that are not passed on to the holders of its ADSs. Any such differences between the rights of holders of the ADSs and holders of the ADS Underlying Stock may be significant and may materially and adversely affect the value of the securities.

In some circumstances, the payment you receive at maturity on the securities may be based on the common stock of another company and not the common stock of the Underlying Company.

Following certain corporate events, such as a merger or acquisition, relating to an Underlying Stock or an ADS Underlying Stock where the Underlying Company is not the surviving entity, the amount you receive at maturity may be based on the common stock of a successor to the Underlying Company or any cash or any other assets distributed to holders of the Underlying Stock or the ADS Underlying Stock in such corporate event. The occurrence of these corporate events and the consequent adjustments may materially and adversely affect the value of the securities. We describe the specific corporate events that can lead to these adjustments and the procedures for selecting Exchange Property (as described below) in the section of this product supplement called “Description of the Securities—Adjustment Events for Underlying Stocks and Underlying Funds.”

Risks Related to Underlying Funds Generally

There may be limited anti-dilution protection for securities linked to an Underlying Fund.

The calculation agent, RBSSI, which is our affiliate, will adjust the Final Value for certain events affecting the shares of an Underlying Fund, such as splits and other corporate actions. The calculation agent is not required to make an adjustment for every corporate action that affects the shares of an Underlying Fund. If an event occurs that does not require the calculation agent to adjust the amount of shares of the Underlying Fund payable at maturity, the value of the securities may be materially and adversely affected.

The policies of the investment adviser for an Underlying Fund could affect the value of the securities.

The policies of the investment adviser concerning the calculation of an Underlying Fund's net asset value, additions, deletions or substitutions of stocks, commodities or commodity futures contracts held by the Underlying Fund, and the manner in which changes affecting the stocks, commodities or commodity futures contracts held by the Underlying Fund are reflected in the net asset value of the Underlying Fund, could affect the market price of the shares of the Underlying Fund and, therefore, affect the value of the securities. The value of the securities could also be affected if the investment adviser changes these policies, for example, by changing the manner in which it calculates the Underlying Fund's net asset value, or if the investment adviser discontinues or suspends calculation or publication of the Underlying Fund's net asset value, in which case it may become difficult to determine the value of the securities.

There are risks associated with the specific Underlying Fund to which your securities are linked.

An Underlying Fund may have limited operating history. Even if the shares of an Underlying Fund are listed for trading and a number of similar products have been traded for varying periods of time on various securities exchanges, you cannot be certain that an active trading market will continue for the shares of the Underlying Fund or that there will be liquidity in the trading market. The Underlying Fund is also subject to management risk, which is the risk that the investment strategy of the Underlying Fund's investment adviser, the implementation of which is subject to a number of constraints, may not produce the intended results. You should carefully consider the risks related to the Underlying Fund before investing in securities linked to it.

An Underlying Fund may not always be able exactly to replicate the performance of the Target Index.

It is possible that an Underlying Fund may not fully replicate the performance of the Target Index due to the temporary unavailability of certain index securities, commodities or commodity futures contracts in the secondary market or due to other extraordinary circumstances. In addition, an Underlying Fund is not able to replicate exactly the performance of the Target Index because the Target Index is a theoretical calculation while the Underlying Fund is an actual portfolio of stocks, commodities or commodity futures contracts.

The return of an Underlying Fund will be reduced by its expense ratio.

The return generated by an Underlying Fund will be reduced by its expenses and transaction costs, often referred to as its expense ratio, that are incurred in buying and selling shares, commodities or futures contracts held by the Underlying Fund. Some exchange-traded funds will have higher expense ratios than others that replicate similar investment strategies. You should note the expense ratio of the Underlying Fund when considering an investment in securities linked to it. For securities linked to an Underlying Fund or to a Basket that includes an Underlying Fund, the expense ratio may adversely affect the value of the securities.

Risks Related to an Underlying Currency Pair

The securities are subject to currency exchange risk.

Fluctuations in the exchange rate of an Underlying Currency Pair will affect the value of the securities. The exchange rate of an Underlying Currency Pair is the result of the supply of, and the demand for, those currencies, and the interaction of many factors that directly or indirectly affect the economic and political conditions in the countries relating to the Underlying Currency Pair, including economic and political developments in other countries. Of particular importance to potential currency exchange risk 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 countries relating to the Underlying Currency Pair. All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments of various countries, including the countries relating to the Underlying Currency Pair and other countries important to international trade and finance.

An investment in the securities is not the same as a direct investment in any currency.

An investment in the securities is not the same as a direct investment in any currency. This is due both to the method of calculating your payment at maturity and to the fact that the spot rate reflected in the Underlying Currency Pair is based on a single point in time and therefore does not necessarily reflect rates at which an actual transaction has occurred. Consequently, the return on the securities could be less than a direct investment in the Reference Currency relative to the Base Currency.

The liquidity, trading value and amounts payable under the securities could be affected by the actions of the governments of the originating nations of the currencies in the Underlying Currency Pair.

Foreign exchange rates can either be fixed by sovereign governments or floating. Exchange rates of most economically developed nations are permitted to fluctuate in value relative to the value of other currencies. However, governments do not always allow their currencies to float freely in response to economic forces. Governments use a variety of techniques, such as intervention by their central bank or imposition of regulatory controls or taxes, to affect the trading value of their respective currencies. They may also 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, trading value and amounts payable could be affected by the actions of sovereign governments which could change or interfere with theretofore freely determined currency valuation, fluctuations in response to other market forces and the movement of currencies across borders. Unless such an event constitutes a Market Disruption Event, there will be no adjustment or change in the terms of the securities in the event that floating exchange rates should become fixed, in the event of any devaluation or revaluation or imposition of exchange or other regulatory controls or taxes, in the event of the issuance of a replacement currency, or in the event of other developments affecting the currencies in the Underlying Currency Pair (except for the limited instance of the issuance of a replacement currency, as more fully described below in the section entitled “Description of the Securities—Discontinuation or Modification of the Underlying Market Measure—Underlying Currency Pairs”).

Global financial crisis can be expected to heighten currency exchange risks.

In periods of financial turmoil, capital can move quickly out of regions that are perceived to be more vulnerable to the effects of the crisis than others with sudden and severely adverse consequences to the currencies of those regions. In addition, governments around the world, including the United States government and governments the currencies of which are major world currencies, have recently made, and may be expected to continue to make, significant interventions in their economies, and sometimes directly in their currencies. Such interventions affect currency exchange rates globally and, in particular, the exchange rates of the currencies within the Underlying Currency Pair. Further interventions, other

S-37

government actions or suspensions of actions, as well as other changes in government economic policy or other financial or economic events affecting the currency markets, may cause currency exchange rates to fluctuate sharply in the future, which could have a material adverse effect on the value of the securities.

Even though the currencies comprising an Underlying Currency Pair are traded around-the-clock, the securities will not be so traded.

The interbank market in foreign currencies is a global, around-the-clock market. Therefore, the hours of trading for the securities, if any trading market develops, will not conform to the hours during which the currencies comprising an Underlying Currency Pair are traded. To the extent that U.S. markets are closed while markets for other currencies remain open, significant price and rate movements may take place in the foreign exchange markets that will not be reflected immediately in the price of the securities. The possibility of these movements should be taken into account in relating the value of the securities to those in the U.S. foreign exchange markets.

The absence of last-sale and other information about the currencies in the Underlying Currency Pair may affect the value of the securities.

There is no systematic reporting of last-sale information for foreign currencies. Reasonably current bid and offer information is available in certain brokers' offices, in bank foreign currency trading offices and to others who wish to subscribe for this information, but this information will not necessarily be reflected in the exchange rates used to calculate the Periodic Return or the Reference Return and therefore the Coupon Payments or the Payment at Maturity, if any, and the value of the securities. There is no regulatory requirement that those quotations be firm or revised on a timely basis. The absence of last-sale information and the limited availability of quotations to individual investors may make it difficult for many investors to obtain timely, accurate data about the state of the underlying foreign exchange markets.

In addition, certain relevant information relating to the originating countries of the currencies in the Underlying Currency Pair may not be as well known or as rapidly or thoroughly reported in the United States as comparable United States developments. Prospective purchasers of the securities should be aware of the possible lack of availability of important information that can affect the value of the currencies in the Underlying Currency Pair and must be prepared to make special efforts to obtain that information on a timely basis.

Suspension or disruptions of market trading in currencies comprising the Underlying Currency Pair may adversely affect the value of the securities.

The currencies markets are subject to temporary distortions or other disruptions due to various factors, including government regulation and intervention, the lack of liquidity in the markets, and the participation of speculators. These circumstances could adversely affect the Underlying Currency Pair and, therefore, the value of the securities.

Risks Related to a Basket

The Basket Components may not be equally weighted.

The Basket Components may have a different weight in determining the return of the Basket, depending on the component weight specified in the applicable pricing supplement. For example, the applicable pricing supplement may specify that the component weight for Component A, Component B and Component C are 50%, 30% and 20%, respectively. One consequence of such an unequal weighting of the Basket Components is that the same percentage change in the component return of two of the Basket Components may have different effects on the Periodic Return in

determining a Coupon Rate for an Observation Period or the Reference Return in determining the Payment at Maturity. For example, if the component weight for Component A is greater than the component weight for Component

S-38

B, a 5% decrease in Component A will have a greater effect on the Periodic Return in determining a Coupon Rate for an Observation Period or the Reference Return in determining the Payment at Maturity than a 5% decrease in Component B.

Changes in the value of the Basket Components may offset each other.

Price movements in the Basket Components may not correlate with each other. At a time when the value of one or more of the Basket Components increases, the value of the other Basket Components may not increase as much or may even decline. Therefore, in calculating the Periodic Return in determining a Coupon Rate for an Observation Period or the Reference Return in determining the Payment at Maturity, increases in the value of one or more of the Basket Components may be moderated, or more than offset, by lesser increases or declines in the value of the other Basket Components, particularly if the Basket Components that appreciate are of relatively low weight in the Basket. You assume the risk that the Periodic Return in determining a Coupon Rate for an Observation Period or the Reference Return in determining the Payment at Maturity may not be positive, which means that you may lose some or a significant portion of your investment in the securities if the Reference Return is negative.

You may not be able to rely on the Basket as a means of diversification in the equity, commodity or currency markets. For example, if one Basket Component is more heavily weighted than other Basket Components or if Basket Components representing one industry are more heavily weighted than other Basket Components, the Basket may be particularly sensitive to the performance of such Basket Component or such industry. In this situation, your return may be adversely affected by a decline in one or more Basket Components and, you may lose some or a significant portion of your investment in the securities if the Reference Return is negative.

If the Basket Components are from the same industry or sector, prices may correlate with each other.

If all of the Basket Components are from the same industry or sector, it is often, but not always, the case that prices of stocks in the same industry or sector may move up or down in a similar pattern due to macroeconomic factors affecting that industry or sector. This phenomenon is referred to as “correlation.” For example, a Basket of ten Underlying Stocks in the same industry or sector is likely to result in correlation between the ten Underlying Stocks, and it is possible that correlation will be detrimental to you since the prices of all ten Underlying Stocks may decline at the same time. This is impossible to predict.

Other risks related to the Underlying Market Measure.

The applicable pricing supplement may set forth additional risk factors applicable to the Underlying Market Measure to which your securities are linked. You should review these risks before purchasing the securities.

PUBLIC INFORMATION REGARDING AN UNDERLYING COMPANY OR UNDERLYING FUND

In the applicable pricing supplement, we will provide summary information regarding an Underlying Company or Underlying Fund, as applicable, based on its publicly available documents. We take no responsibility for the accuracy or completeness of such information.

The shares of an Underlying Company or Underlying Fund are registered under the Exchange Act. Companies with securities registered under the Exchange Act are required periodically to file certain financial and other information specified by the SEC. In addition, registered investment companies that manage exchange-traded funds are required to provide or file periodically certain financial and other information specified by the SEC pursuant to the Exchange Act and the Investment Company Act of 1940, as amended. Information provided to or filed with the SEC can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. In addition, information provided to or filed with the SEC electronically can be accessed through a website maintained by the SEC. The address of the SEC's website is <http://www.sec.gov>. Information provided to or filed with the SEC by an Underlying Company or Underlying Fund, as applicable, pursuant to the Exchange Act can be located by reference to the relevant SEC file number for such Underlying Company or Underlying Fund, as applicable.

In addition, information regarding an Underlying Company or Underlying Fund may be obta