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**FINAL TERMS**

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**Dated 7 January 2012**

**AMENDED AND RESTATED AS OF 28 FEBRUARY 2013**



# **The Royal Bank of Scotland plc**

*(incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980  
registered number SC090312)*

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**EUR 4,868,000 5Y RETRO-FINANCE NOTES LINKED TO A SHARES BASKET DUE 2018**

**ISSUE PRICE: 100% (WHICH MAY INCLUDE A DISTRIBUTION FEE OF UP TO 0.6% PER ANNUM)**

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The Securities have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or political subdivision of the United States, and may not be offered, sold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person, except pursuant to an exemption from, or in a transaction not subject to the requirements of the Securities Act and any applicable U.S. state securities laws. The Securities are being offered and sold only outside the United States to persons other than U.S. persons (as defined in Regulation S under the Securities Act) in offshore transactions that meet the requirements of Regulation S under the Securities Act. Furthermore, trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended.

## FINAL TERMS

*Terms used herein shall be deemed to be defined as such for the purposes of the Base Prospectus relating to Notes, the Royal Bank of Scotland plc Retro-Finance LaunchPAD Programme (Finland) dated 29 June 2012 (the "Base Prospectus"), as supplemented from time to time up to, and including, the Issue Date, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of each Series of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and each Series of the Securities described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented.*

*The Base Prospectus as so supplemented is available for viewing at the office of the Issuer at 36 St Andrew Square, Edinburgh EH2 2YB, Scotland and copies may be obtained from the Issuer at that address.*

*These Final Terms relate to the Securities and must be read in conjunction with, and are subject to, the General Conditions, the Additional Terms and Conditions of Retro-Finance Securities and the relevant Product Conditions. These Final Terms, the relevant Product Conditions, the General Conditions and the Additional Terms and Conditions of Retro-Finance Securities (as set forth in the Base Prospectus) together constitute the Conditions of each Series of the Securities described herein and will be attached to any Global Security representing each such Series of the Securities. In the event of any inconsistency between these Final Terms and the General Conditions or the Additional Terms and Conditions of Retro-Finance Securities or the relevant Product Conditions, these Final Terms will govern.*

*The Netherlands Authority for the Financial Markets has provided the Financial Supervisory Authority (FIN-FSA) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.*

*Save for (a) any fees payable to the Dealers, (b) as discussed in the section of the Base Prospectus entitled "Market-Making Arrangements", (c) the Issuer, see "Risk Factors – Actions taken by the Issuer may affect the value of the Securities" in the Base Prospectus, (d) the Calculation Agent, see "Risk Factors - Actions taken by the Calculation Agent may affect the Underlying" in the Base Prospectus, (e) the third party distributors and (f) Nooa Savings Bank Ltd in its separate capacities as Deposit Bank and (if specified below) Distributor, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.*

Issuer:	The Royal Bank of Scotland plc
Clearing Agents:	Euroclear Finland.
Distributor:	Nooa Savings Bank Ltd
Subscription Period:	From and including 7 January 2013 up to and including 15 February 2013
Pricing Date(s):	27 February 2013
Launch Date:	7 January 2013
As, if and when issued trading:	Not Applicable
Issue Date:	6 March 2013
Listing:	Application will be made for the Securities to be listed on the Nordic Growth Market – NGM AB – NDX (Nordic Derivatives Exchange)
Listing Date:	6 March 2013

Admission to trading:	<p>Application will be made for the Securities to be listed on the Nordic Growth Market – NGM AB – NDX (Nordic Derivatives Exchange) with effect from the Listing Date.</p> <p>No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date). The Issuer has no duty to maintain the listing (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime. Securities may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s)</p> <p>If, following the date of these Final Terms, but before the later of (i) the closure of the offer for the Securities; and (ii) if applicable, the admission of the Securities to trading on the Nordic Growth Market – NGM AB – NDX (Nordic Derivatives Exchange), the Prospectus (the "<b>Original Prospectus</b>") is supplemented, updated or replaced (including replacement following the expiry of the Original Prospectus) then the Issuer shall be entitled, without the consent of any Holder, any prospective Holder, the Trustee or any other person, to amend these Final Terms so as to provide, and/or replace these Final Terms with ones which provide that references to the Original Prospectus herein shall be to the Original Prospectus as amended, supplemented, updated or replaced (save that the terms and conditions applicable to the Securities shall be the Conditions set forth in the Original Prospectus).</p>
Details of the minimum and/or maximum amount of application:	Please refer to the section of the Base Prospectus entitled "General Information - Information on the Offering of the Securities - (d) Minimum/ Maximum Application Amount".
Manner in and date on which results of the offer are to be made public:	Please refer to the section of the Base Prospectus entitled "General Information - Information on the Offering of the Securities - (f) Details of the Manner in Which the Results of the Initial Offer are to be Made Public".
Announcements to Holders:	Delivered to Clearing Agents.
Offer Price:	Issue Price
Reasons for the offer, estimated net proceeds and total expenses:	
(i) Reasons for the offer:	Not Applicable
(ii) Estimated net proceeds:	Not Applicable
(iii) Estimated total expenses:	Not Applicable

Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries:

Retail and qualified investors

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

The Issuer will pay a fee to the Distributor in connection with the offer of up to 0.6 per cent of the Specified Denomination per Security per annum.

Principal Agent:

The Royal Bank of Scotland plc, 250 Bishopsgate, London EC2M 4AA, United Kingdom.

Agent(s):

SEB Unioninkatu 30, PO Box 630 FI-00101 Helsinki

Calculation Agent:

The Royal Bank of Scotland plc, 250 Bishopsgate, London EC2M 4AA, United Kingdom.

Sales Restriction:

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and the Securities may not be exercised, offered, sold, transferred or delivered within the United States or to or for the account or benefit of, any U.S. person as defined in Regulation S under the Securities Act. Furthermore, trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended and no U.S. person may at any time trade or maintain a position in the Securities.

Form of the Securities:

Dematerialised form.

The Finnish book-entry securities system is centralised at Euroclear Finland, the Finnish Central Securities Depository Ltd. Euroclear Finland provides clearing and registration services for securities in Finland.

In order to effect entries in the Euroclear Finland book-entry system, a Holder or such Holder's nominee must establish a book-entry account with Euroclear Finland. A book-entry account may be established via a credit institution or a securities intermediary acting as an account operator for Euroclear Finland. All transactions in book-entry securities are executed as computerised book-entry transfers.

Transfers of Securities may only be effected within Euroclear Finland and will be effected in accordance with the rules and procedures of Euroclear Finland.

"**Euroclear Finland**" means Euroclear Finland Oy, Urho Kekkosen katu 5 C 00100 Helsinki Finland.]

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## SHARE RETRO-FINANCE NOTES

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Series: *EUR 4,868,000 5Y RETRO-FINANCE NOTES LINKED TO A SHARES BASKET DUE 2018*

Issue Price: 100% of the Nominal Amount (which may include a distribution fee of up to 0.6% per annum)

Additional Market Disruption Events: None

Basket:

Share	Share Company	Exchange	Weight	Underlying Currency
The ordinary share of the Share Company (ISIN: SE0000667925)	TeliaSonera AB (Bloomberg Code: TLSN SS Equity)	Stockholm	10.00 per cent	SEK
The A share of the Share Company (ISIN: FI0009003305)	Sampo Oyj. (Bloomberg Code: SAMAS FH Equity)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: FI0009013403)	Kone Oyj (Bloomberg Code: KNEBV Equity)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: SE0000427361)	Nordea AB (Bloomberg Code: NDA SS Equity)	Stockholm	10.00 per cent	SEK
The ordinary share of the Share Company (ISIN: FI0009007132)	Fortum Oyj (Bloomberg Code: FUM1V FH)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: FI0009005987)	UPM Kymmene Oyj (Bloomberg Code: UPM1V FH Equity)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: FI0009005961)	Stora Enso Oyj (Bloomberg Code: STERV FH Equity)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: FI0009005318)	Nokian Renkaat Oyj (Bloomberg Code: NRE1V FH Equity)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: FI0009000681)	Nokia Oyj (Bloomberg Code: NOK1V FH Equity)	Helsinki	10.00 per cent	EUR
The ordinary share of the Share Company (ISIN: FI0009013296)	Neste Oil Oyj (Bloomberg Code: NES1V FH Equity)	Helsinki	10.00 per cent	EUR

Business Day: The definition in Product Condition 1 applies

Business Day Convention: Modified Following

Cash Amount:  $\text{Nominal Amount} \times [100\% + \text{Participation} \times \text{Max}(0; \text{Basket Performance})]$

Where:

“Basket Performance” means an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{1}{10} \times \sum_{i=1}^{10} (\text{Underlying Performance}_i)$$

Where:

For each Share(i) with  $i = 1, \dots, 10$  in the Reference Basket, the Underlying Performance(i) is calculated in accordance with the following formula

$$\frac{S_{i,T} - S_{i,0}}{S_{i,0}}$$

Where:

$S_{i,0}$  = with respect to each Underlying, the Initial Reference Price

$S_{i,T}$  = with respect to each Underlying, the Final Reference Price

The four Underlying Performances that have the highest numerical value will be replaced by a fixed Underlying Performance of 30%.

“Participation” means 67.83%

provided that notwithstanding anything else the minimum Cash Amount shall be one unit of the Settlement Currency (e.g. if the Settlement Currency is EUR, then the minimum Cash Amount shall be EUR 1)

Emerging Market Disruption Events:

The definition in Product Condition 1 applies

Exchange:

See Basket

Final Averaging Dates:

Not Applicable

Final Reference Price:

Means with respect to each Share, the closing price of the Share as quoted on the Exchange at the Valuation Time on the Valuation Date as determined by or on behalf of the Calculation Agent, without regard to any subsequently published correction or (if, in the determination of the Calculation Agent, no such price can be determined and no Market Disruption Event has occurred and is continuing) an amount determined by the Calculation Agent as its good faith estimate of the official closing price of the Share on such dates having regard to the then prevailing market conditions, the last reported trading price of such Share on the Exchange and such other factors as the Calculation Agent determines relevant, subject to adjustment in accordance with Product Condition 4

Initial Averaging Dates:	Not Applicable
Initial Reference Price:	Means with respect to each Share, the closing price of such Share as quoted on the Exchange at the Valuation Time on the Pricing Date, as determined by or on behalf of the Calculation Agent, without regard to any subsequently published correction or (if, in the determination of the Calculation Agent, no such price can be determined and no Market Disruption Event has occurred and is continuing) an amount determined by the Calculation Agent as its good faith estimate of the official closing price of the Share on such date having regard to the then prevailing market conditions, the last reported trading price of the Shares and such other factors as the Calculation Agent determines relevant, subject to adjustment in accordance with Product Condition 4
Interest:	Not Applicable
Interest Payment Dates:	Not Applicable
Interest Period:	Not Applicable
Interest Rate:	Not Applicable
Interest Rate Day Count Fraction:	Not Applicable
Issuer Call:	Not Applicable
Issuer Call Cash Amount:	Not Applicable
Issuer Call Commencement Date:	Not Applicable
Issuer Call Date:	See Issuer notice of call
Issuer Call Notice Period:	Not Applicable
Maturity Date:	13 March 2018
Nominal Amount:	EUR 1,000
Relevant Currency:	The definition in Product Condition 1 applies.
Settlement Currency:	EUR
Settlement Date:	The Maturity Date or, if later, the tenth Business Day following the Valuation Date.
Share:	See Basket
Share Company:	See Basket

Specified Trading Days:	8, or in respect of an Emerging Market Disruption Event only, 180
Specified Valid Averaging Dates:	Not Applicable
Standard Currency:	The definition in Product Condition 1 applies.
Underlying Currency:	See Basket
Valuation Date:	27 February 2018 or, if such day is not a Trading Day, then the next succeeding day which is a Trading Day
Additional Terms and Conditions of Retro-Finance Securities:	Applicable
Deposit Bank:	Nooa Savings Bank Ltd
Original Deposit Amount:	EUR 4,496,577
Deposit Amount Interest Rate:	1.60%
Option:	A derivative contract, on market-standard terms, having the following features: <ul style="list-style-type: none"> <li>• notional amount equalling the aggregate Nominal Amount of the Series</li> <li>• strike date being identical to the Pricing Date and the settlement date being identical to the Maturity Date</li> <li>• basket of reference assets identical to the Basket</li> <li>• strike price identical to the Initial Reference Level</li> <li>• annual valuation of each Underlying on the same valuation dates as the Valuation Dates, and the final price equal to the Final Reference Level</li> <li>• European call option (meaning that it is only exercisable at final settlement)</li> <li>• cash settlement amount payable on final settlement an amount equal to the Participation Rate multiplied by the positive Basket Performance (if any)</li> </ul>
ISIN:	FI4000052691
Common Code:	Not Applicable
Fondscore:	Not Applicable
Other Securities Code:	Not Applicable
Indication of yield:	Not Applicable

Amendments to General Conditions or Product Conditions: As set forth above and:

(1) The Issuer has agreed with Euroclear Finland that, so long as the Securities are accepted for clearance through Euroclear Finland, any substitution of the Issuer in



accordance General Condition 8 will comply with the requirements of Euroclear Finland and, in particular, any Substitute will be acceptable to Euroclear Finland.

(2) So long as Euroclear Finland is the Clearing Agent in respect of the Securities the following provisions shall apply and, notwithstanding any provisions to the contrary in the General Conditions or the Product Conditions, may not be amended, modified or set aside other than in such manner as may be acceptable under the Rules (as defined below), in the sole opinion of Euroclear Finland:

- (i) Title to the Securities will pass by transfer between accountholders at Euroclear Finland perfected in accordance with the legislation (including the Finnish Act on the Book-Entry System 826/1991 and the Finnish Act on the Book-Entry Accounts 827/1991), rules and regulations applicable to and/or issued by Euroclear Finland that are in force and effect from time to time (the **Rules**). The **Holder** means a person in whose name a Security is registered in a Euroclear Finland account in the book entry settlement system of Euroclear Finland or any other person recognised as a holder of Securities pursuant to the Rules and accordingly, where Securities are held through a registered nominee, the nominee shall be deemed to be the holder. General Condition 2 shall be deemed to be amended accordingly.
- (ii) The address of Euroclear Finland is Urho Kekkosen katu 5C, PO BOX 1110, 00101 Helsinki, Finland.
- (iii) The Issuer shall be entitled to obtain from Euroclear Finland extracts from the book entry registers of Euroclear Finland (Fi. "omistajaluettelo") relating to the Securities.

Amendments to the Offering Procedure for the Securities: Not Applicable

Sales Restriction:

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and the Securities may not be exercised, offered, sold, transferred or delivered within the United States or to, or for the account or benefit of, any U.S. person as defined in Regulation S under the Securities Act. Furthermore, trading in the Securities has not been approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended and no U.S. person may at any time trade or maintain a position in the Securities.

Information on the Underlying

Performance of Underlying/formula/ other variable, explanation of effect on value of investment and associated risks and other information concerning the Underlying:

**General:** Fluctuations in the value of the Shares will have an effect on the value of the Securities throughout the life of the Securities and at maturity/expiration. The value of the Shares may go down or up throughout the life of the Securities.

**Positive Correlation:** All other things being equal, positive performance of the Shares will have a positive effect on the value of the Securities at maturity/expiration, and negative performance of the Shares will have a negative effect on the value of the Securities at maturity/expiration.

**Equal Weighting in Basket:** Equal weighting of each constituent in the basket means that the value or performance of each constituent will have an equal influence on the value of the Securities at maturity/expiration.

**Less than 100% Participation:** Any increase in the value or performance of the Underlying will have a lesser effect on the value of the Securities at maturity/expiration than would have been the case if the Securities had been exposed to 100% of the value or performance of the Underlying.

**Capital protection.** The Securities are capital protected (for the avoidance of doubt, the level of capital protection of each Security may be less than 100% of the amount invested) only upon redemption at maturity. If the Securities are sold or redeemed prior to maturity, the investor will not benefit from the capital protection feature and may receive an amount which is substantially less than the capital protection amount. The capital protection amount is linked to the nominal value of the Securities or a percentage of the nominal value, as specified in the terms and conditions of the Securities, and not the issue price or the secondary market price.

**Deposit Bank Event:** If a Deposit Bank Event occurs, (i) the value of the Securities will fall, perhaps to as low as EUR 1, and a holder may realise little or no return on the Securities and/or (ii) the date of final redemption of the Securities may be extended beyond the Maturity Date. See Basket

Page where information about the past and future performance of the Underlying and its volatility can be obtained:

Secondary Market:

Under normal market conditions The Royal Bank of Scotland plc, acting through The Royal Bank of Scotland plc London Branch, intends (but is not obliged) to maintain a secondary market throughout the life of the product. The Issuer has the right to determine the values of the variables related to market making quotes.

Series: EUR 4,868,000 5Y Retro-Finance Notes Linked to a Shares Basket Due 2018

#### **NO SIGNIFICANT CHANGE AND NO MATERIAL ADVERSE CHANGE**

There has been no significant change in the financial position of the Issuer Group taken as a whole since 30 June 2012 (the end of the last financial period for which audited financial information of the Issuer Group has been published).

There has been no material adverse change in the prospects of the Issuer Group taken as a whole since 31

December 2011 (the date of the last published audited financial information of the Issuer Group).

The Issuer has been informed by the Deposit Bank as at the date hereof that there has been (a) no significant change in the financial position of the Deposit Bank and (b) no material adverse change in the prospects of the Deposit Bank, in each case, since 31 December 2011 (the date of the last published audited financial information of the Deposit Bank). The Issuer accepts no responsibility for this information, which has been provided to it by the Deposit Bank, but confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the information provided by the Deposit Bank, no facts have been omitted which would render the reproduced information inaccurate or misleading. See also "Risk Factors – Information in respect of the Deposit Bank".

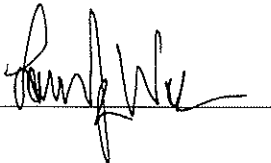
## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in the Base Prospectus, as completed and/or amended by these Final Terms. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information. Material changes since the date of the Base Prospectus will trigger the need for a supplement under Article 16 of Directive 2003/71/EC which will be filed with the AFM.

The information relating to the Deposit Bank contained in the Base Prospectus (and, if applicable, as supplemented or reproduced in an Annex to these Final Terms) has been extracted from external sources. In addition, the information relating to the Underlying has been extracted from external sources. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by the external sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer

By:



LAUREN WOMORA

AUTHORISED SIGNATORY