

Edgar Filing: RBS Holdings N.V. - Form FWP

RBS Holdings N.V.
Form FWP
October 17, 2011

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Founded in 1727, The Royal Bank of Scotland Group plc (RBS Group) is the holding company of a large global banking and financial services group, headquartered in Edinburgh. Globally, RBS Group has a diversified customer base and provides a wide range of products and services to personal, commercial and large corporate and institutional customers.

The Royal Bank of Scotland plc (RBS plc), The Royal Bank of Scotland N.V. (RBS NV) and Citizens Financial Group, Inc. are subsidiaries of RBS Group.

Our Products

The Investor Products group within the RBS Global Banking and Markets division delivers multi-asset investment solutions for both retail and institutional investors. RBS products are offered across a wide range of structures and risk-return profiles that are designed to cater to investors with varying investment objectives, risk tolerance and time horizons. Our products enable investors to diversify their investment portfolio across multiple asset classes such as:

Interest rates Commodities Hybrids and multi-asset solutions
 Equities Foreign Exchange Other market measures
 Equity Indices Inflation

We offer innovative products designed to provide investors access to particular investment strategies, indices and themes; we also offer customer-driven solutions. RBS products are not FDIC-insured or government guaranteed.

Corporate Notes Exchange Traded Notes (ETNs)
 Structured Notes OTC derivatives

Issuer Details

You can find additional details about RBS Group (SEC file no. 1-10306) and RBS Holdings N.V. (SEC file no. 1-14624) through information they file with the Securities and Exchange Commission (SEC) at www.sec.gov, which you should read before investing in RBS products.

GLOBAL SOLUTIONS WITH BROAD REACH

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RBS Investor Products

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ISSUER LONG-TERM SENIOR, UNSECURED
CREDIT RATINGS
AS OF OCTOBER 13, 2011

About Issuer Credit Ratings

| | S and P | Moody's | Fitch |
|--------------------------------------|---------|---------|-------|
| obligations when they become due). | | | |
| RBS plc* | A+ | A2 | A |
| RBS NV* entitled to be paid on an | A+ | A2 | A |
| RBS Group** | A | A3 | A |

An issuer credit rating reflects the opinion of the issuer's credit rating agency to pay on its debt. It is not the responsibility of RBS plc or RBS NV.

An issuer credit rating has no bearing on the RBS product or what your return on investment will depend on the RBS product that you buy and sell. If the RBS product underperforms, your investment may experience a loss, which may be significant. The potential return on any RBS product is not guaranteed.

* Issuers of RBS products and subsidiaries of RBS Group. Credit ratings are based on the performance of that product.

** Issuer of RBS products and guarantor of RBS products issued. A credit rating is not a recommendation to buy, sell or hold securities. Credit ratings may be subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be evaluated independently of any other rating.

RBS GROUP SELECTED KEY FINANCIALS
RISK ASSET RATIO

About RBS Group

| | At December 31 | | |
|-------------|----------------|-------|-------|
| | 2010 | 2009 | 2008 |
| Core Tier 1 | 10.7% | 11.0% | 6.6% |
| Tier 1 | 12.9% | 14.1% | 10.0% |

RBS Group is the issuer of certain of the obligations of RBS plc, a subsidiary of RBS Group. The prospectus will specify information about RBS products.

For additional information on RBS Group 2010 Annual Report and financial statements of RBS Group see the prospectus.

| | At June 30 | |
|-------------|------------|-------|
| | 2011 | 2010 |
| Core Tier 1 | 11.1% | 10.5% |
| Tier 1 | 13.5% | 12.8% |

(Form 6-K).

RBS HOLDINGS N.V. SELECTED KEY FINANCIALS

About RBS Holdings N.V.

RISK ASSET RATIO*

| | At December 31 | |
|--|----------------|--|
| | | |

RBS Holdings N.V., a subsidiary of RBS Group, is the issuer of certain of the obligations of RBS NV, a subsidiary of RBS Group, for RBS products. The RBS Holding prospectus will specify information on key financials and financial statements of RBS Holdings N.V. 2010 Annual Report by Amendment No.1

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| | 2010 | 2009 | 2008 |
|-------------|-------|-------|-------|
| Core Tier 1 | 8.7% | 16.9% | 10.1% |
| Tier 1 | 11.0% | 19.9% | 10.9% |

year ended June 30, 2011 (Form 20-F/A) and RBS Holding

At June 30 (Form 6-K).

| | 2011 | 2010 |
|-------------|------|------|
| Core Tier 1 | 7.4% | 6.1% |
| Tier 1 | 9.6% | 7.9% |

* The ratios published for 2010 and 2011 are presented on a Basel I basis and reflect the effect of the legal separation of Santander S.A. acquired business to the legal separation of effect from June 30, 2010, consolidated subsidiaries in 2010 and 2011 are presented on a Report (Form 20-F) and RBS year ended June 30, 2011 (F

The Boards of RBS Group, RBS plc, RBS Holdings N.V. and RBS NV (collectively, the RBS Entities) approved the proposed transfers of a substantial part of the business activities of RBS NV to RBS plc, subject, amongst other matters, to regulatory and other approvals, further tax and other analysis in respect of the assets and liabilities to be transferred and employee consultation procedures. It is expected that the proposed transfers will be implemented on a phased basis over a period ending December 31, 2013. For further information, see the press release entitled "Proposed transfers of a substantial part of the business activities of RBS NV to RBS plc" [redacted] on Form 6-K by RBS Group on April 19, 2011.

CERTAIN RISK CONSIDERATIONS: An investment in RBS products involves risks, including market risk, liquidity risk, and a possible loss of some or all of your investment. Some RBS products do not pay coupons. Any payment on RBS products will be subject to the ability of the relevant RBS issuer and guarantor, if any, to pay their respective obligations when they become due. You should carefully consider whether the RBS products are suited to your particular circumstances before you buy them. We urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in RBS products. You should carefully read the relevant prospectus for the RBS product, including the "Risk Factors" section in the prospectus, before investing.

IMPORTANT NOTICE: The RBS Entities have each filed a registration statement (including a prospectus) with the Securities and Exchange Commission (SEC) for offerings to which this communication may relate. Before you invest, you should read the relevant prospectus in that registration statement and other documents have been filed with the SEC for more complete information about the RBS Entities and the relevant offerings. You may get these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, RBS plc, RBS NV, RBS Group, any underwriter or any dealer participating in this offering will arrange to send you the relevant prospectus if you request by calling toll free (866) 747-4332.

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RBS Investor Products

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