



Transfer of securities to BNP Paribas Arbitrage Issuance B.V. (“BNPP IBV”) pursuant to Part VII of the UK Financial Services and Markets Act 2000

On 19 November 2015, The Royal Bank of Scotland plc (with its registered office at 36 St Andrew Square, Edinburgh, Scotland) (“**RBS**”) and BNP Paribas S.A. (incorporated in France and with its registered office at 16, Boulevard des Italiens, 75009 Paris, France) (“**BNPP**”), acting through its London Branch, announced that the Court of Session in Scotland had approved and sanctioned the implementation of a banking business transfer scheme, whereby certain assets and liabilities related to RBS’s structured retail investor products and equity derivatives business would be transferred to BNPP pursuant to Part VII of the UK Financial Services and Markets Act 2000 (the “**Part VII Scheme**”).

The Part VII Scheme took effect on 7 December 2015 (the “**Effective Date**”).

On the Effective Date, BNPP, acting through its London Branch, became the issuer of those securities originally issued by RBS that were transferred pursuant to the Part VII Scheme. Immediately after the transfer of those securities to BNPP, acting through its London Branch, the role of the issuer under those securities was transferred, also under the terms of the Part VII Scheme, to BNPP IBV, a wholly owned subsidiary of BNPP. As part of the Part VII Scheme, BNPP guarantees all the obligations of BNPP IBV arising in respect of the transferred securities.

Under the Part VII Scheme, amendments were made to the terms of the transferring securities and to agreements related to them from the Effective Date in order to give effect to the Part VII Scheme, including (but not limited to) references to “RBS”, in its capacity as issuer of the transferred securities, being construed as references to “BNPP IBV”.

Details of the securities that have transferred under the Part VII Scheme as well as further information on the Part VII Scheme generally can be viewed at <http://warrants.bnpparibas.com/>

Transfers of securities to The Royal Bank of Scotland plc pursuant to Part VII of the UK Financial Services and Markets Act 2000

On 6 February 2010, ABN AMRO Bank N.V. (registered with the Dutch Chamber of Commerce under number 33002587) changed its name to The Royal Bank of Scotland N.V. ("**RBS N.V.**") and on 1 April 2010 ABN AMRO Holding N.V. changed its name to RBS Holdings N.V.

On 23 September 2011, RBS N.V. and The Royal Bank of Scotland plc, with its registered office at 36 St Andrew Square, Edinburgh, Scotland ("**RBS plc**"), announced that the Court of Session in Scotland had approved and sanctioned the implementation of a banking business transfer scheme whereby eligible business carried on in the United Kingdom by RBS N.V. would be transferred to RBS plc pursuant to Part VII of the UK Financial Services and Markets Act 2000 (the "**Part VII Scheme**"). The Part VII Scheme took effect on 17 October 2011 (the "**Effective Date**").

From the Effective Date, RBS plc became the issuer of those securities originally issued by RBS N.V. which were transferred to RBS plc pursuant to the Part VII Scheme. Under the Part VII Scheme, amendments were made to the terms of the transferring securities and to agreements related to them from the Effective Date in order to give effect to the Part VII Scheme, including (but not limited to) references to "The Royal Bank of Scotland N.V." (including references to its former name "ABN AMRO Bank N.V.") being construed as references to "The Royal Bank of Scotland plc". Details of these amendments are set out in the Scheme Document which can be viewed at www.investors.rbs.com/RBS_NV.

For details of which securities were transferred to RBS plc pursuant to the Part VII Scheme, investors should refer to www.investors.rbs.com/RBS_NV or, for securities issued from on or about 21 July 2011, investors should refer to the terms of the issue or offer documents (including termsheets). If they indicate that RBS plc was expected to become the issuer of the securities as a result of the Part VII Scheme, then RBS plc has become the issuer as of the Effective Date, unless the securities have been exercised, redeemed or repurchased and cancelled prior to the implementation of the Part VII Scheme.

For further details of the Part VII Scheme generally, investors should refer to www.investors.rbs.com/RBS_NV.

Übertragung von Wertpapieren auf The Royal Bank of Scotland plc nach Teil VII (Part VII) des britischen Financial Services and Markets Act 2000

Am 6. Februar 2010 hat die ABN AMRO Bank N.V. (eingetragen bei der niederländischen Handelskammer unter der Nummer 33002587) ihre Firmierung in The Royal Bank of Scotland N.V. ("**RBS N.V.**") geändert, und am 1. April 2010 hat die ABN AMRO Holding N.V. ihre Firmierung in RBS Holdings N.V. geändert.

Am 23. September 2011 haben RBS N.V. und The Royal Bank of Scotland plc, eingetragener Sitz 36 St Andrew Square, Edinburgh, Schottland ("**RBS plc**"), mitgeteilt, dass das zuständige Gericht in Schottland (Court of Session) die Umsetzung eines Verfahrens zur Übertragung von Bankgeschäft genehmigt hat. Danach wurde darunter fallendes englisches Geschäft der RBS N.V. auf die RBS plc nach Teil VII (Part VII) des britischen Financial Services and Markets Act von 2000 übertragen (das "**Part VII-Verfahren**"). Das Part VII-Verfahren ist zum 17. Oktober 2011 (der "**Stichtag**") wirksam geworden.

Seit dem Stichtag ist die RBS plc die Emittentin der von der RBS N.V. ausgegebenen Wertpapiere, die auf die RBS plc nach dem Part VII-Verfahren übertragen worden sind. Das Part VII-Verfahren beinhaltet mit Wirkung zum Stichtag Änderungen in den Bedingungen der übertragenen Wertpapiere und der mit ihnen in Zusammenhang stehenden Verträge, durch die das Part VII-Verfahren vollzogen wird. Unter anderem sind danach Bezugnahmen auf „The Royal Bank of Scotland N.V.“ (einschließlich Bezugnahmen auf die ehemalige Firmierung „ABN AMRO Bank N.V.“) nunmehr als Bezugnahmen auf „The Royal Bank of Scotland plc“ zu verstehen. Weitere Einzelheiten der Änderungen enthält das Verfahrensdokument (Scheme Document), das unter www.investors.rbs.com/RBS_NV abrufbar ist.

Nähere Angaben zu den auf die RBS plc nach dem Part VII-Verfahren übertragenen Wertpapieren erhalten Anleger unter www.investors.rbs.com/RBS_NV. Bei ab dem 21. Juli 2011 ausgegebenen Wertpapieren sollten Anleger die Emissions- oder Angebotsdokumente (einschließlich Termsheets) einsehen. Wenn diese die Angabe enthalten, dass die RBS plc die Emittentin der Wertpapiere nach dem Part VII-Verfahren werden soll, dann ist die RBS plc seit dem Stichtag die Emittentin, soweit die Wertpapiere nicht vor Umsetzung des Part VII-Verfahrens ausgeübt, gekündigt oder zurückgekauft und eingezogen worden sind.

Zu weiteren Einzelheiten des Part VII-Verfahrens sollten Anleger www.investors.rbs.com/RBS_NV einsehen.

Open End Certificates linked to the Rogers International Energy Commodity Index[®] (Rebased)

11 May 2005

FINAL TERMS AND CONDITIONS

We are pleased to present for your consideration the transaction described below. We are willing to negotiate a transaction with you because we understand that you have sufficient knowledge, experience and professional advice to make your own evaluation of the merits and risks of a transaction of this type and you are not relying on ABN AMRO Bank N.V. nor any of the companies in the ABN AMRO group for information, advice or recommendations of any sort other than the factual terms of the transaction. This term sheet does not identify all the risks (direct or indirect) or other considerations which might be material to you when entering into the transaction. You should consult your own business, tax, legal and accounting advisors with respect to this proposed transaction and you should refrain from entering into a transaction with us unless you have fully understood the associated risks and have independently determined that the transaction is appropriate for you.

TIME TABLE	
Launch Date:	26 April 2005
Pricing date:	26 April 2005
Listing Date:	26 April 2005
Issue and Payment Date:	29 April 2005
SPECIFIC OFFERING TERMS	
Index:	Rogers International Energy Commodity Index [®]
Index Reuters RIC:	.RICIE
Index Bloomberg Ticker:	RICIE <Index> go
Index Sponsor:	Euronext
Net Index Level:	<p>As of the Valuation Time on each Trading Day (referred to herein as 'TD(t)') following the Issue Date, the Net Index Level shall be equal to:</p> $NIL(t-1) * \frac{RICIE(t)}{RICIE(t-1)} - F(t)$ <p>Where:</p> <ul style="list-style-type: none"> • NIL(0) = USD 100; • NIL(t-1) is the Net Index Level on the Trading Day immediately preceding TD(t); • RICIE(t) is the level of the RICIE Index on TD(t); • RICIE(t-1) is the level of the RICIE Index on the Trading Day immediately preceding TD(t); • F(t) is the value of the Index Fee on TD(t).
Index Fee:	<p>1.25% per annum applied to the Net Index Level.</p> <p>The Index Fee will accrue on a daily basis and will be deducted from the Net Index Level, as determined by the Calculation Agent. An amount equivalent to (or a part of) the Index Fee once deducted by the Calculation Agent may be rebated or retained by the Issuer.</p> <p>As of the Valuation Time on each Trading Day TD(t), the Index Fee is equal to:</p> $\frac{[NIL(t-1) * 1.75\% * DC(t)]}{360} + C(t)$ <p>Where:</p> <p>NIL(t-1) is the Net Index Level on the Trading Day immediately preceding TD(t);</p> <p>DC(t) are the actual number of calendar days elapsed from and including TD(t-1) until but excluding TD(t);</p> <p>C(t) Rolling Costs are the aggregated amount of any additional fees or costs since the Launch Date which would notionally have been incurred by any person entering into any hedging arrangements whether upon initial inception and/or liquidation of the corresponding hedging arrangement or upon any liquidation and re-establishment of the corresponding hedging</p>

	arrangement (roll-over) in like manner to the Issuer all as determined by the Calculation Agent, subject to a maximum of 1% per annum. The Rolling Costs can be negative.
Market Making Spread	1% under normal market conditions
Index Reference:	1014.76 USD as of 19 April 2005
Index Currency:	USD
Denomination:	USD 100
Issue Price:	USD 100
Number of Certificates Issued:	100,000
Settlement Currency:	USD
Nominal Amount	USD 10,000,000
Symbol:	RICEE
Valoren Number:	2127165
Common Code:	021793248
ISIN Code:	CH0021271652
STANDARD PRODUCTS TERMS	
Issuer:	ABN AMRO Bank N.V. (Senior long-term debt rating: Moody's Aa3, S&P AA-)
Lead Manager:	ABN AMRO Bank N.V.
Description:	An Index certificate without a fixed Expiration Date that tracks the performance of the Index according to the Net Index Level. Investors are entitled to exercise the Certificates on a yearly basis on specified Exercise Dates. The Issuer is entitled to terminate the Certificates upon one year notice, commencing immediately after the Issue Date.
Expiration Date:	Open End - No fixed Expiration Date
Holder's Exercise Right:	Holder's are entitled, notwithstanding the Issuer having exercised its right of termination, to exercise the Certificates by giving three Trading Days notice prior to a scheduled Valuation Date.
Settlement:	USDCash Settlement in case of Early Termination and exercise
Settlement Date:	5 business days following the Early Termination or the Valuation Date
Settlement Amount:	For each Certificate duly exercised, an amount in the Settlement Currency equal to the Net Index Level at the Valuation Time on the Valuation Date. Subject to market disruption and adjustment in accordance with the terms and conditions.
Exercise Date:	Three business days prior to the Valuation Date
Valuation Time:	The time at which the Index Sponsor usually calculates and publishes the Index fixing based on the markets close of the previous day, currently 9.00 a.m. London Time.
Valuation Dates:	The last Trading Day of March each year (each a "Valuation Date"), commencing March 2007
Issuer's Early Termination Right:	The Issuer is entitled to terminate the Certificates on any date upon three months's notice against payment of the Early Termination Amount, commencing immediately after the Issue Date.
Early Termination Settlement Amount:	Upon Early Termination, each Certificate entitles the holder to an amount, in the Settlement Currency equal to the Net Index Level at the Valuation Time on the Early Termination Date (being the date specified in the notice). Subject to market disruption and adjustment in accordance with the terms and conditions
Adjustments Provisions:	The Calculation Agent may make adjustments to the terms of the Certificates is an event which affects the Index requires it. This may include (but is not limited to) an event such as failure by the Sponsor of the Index to calculate and/or publish the Index and/or substitution of the Sponsor or of the Index or if there is material change in the formula for of method of calculating the Index.
Calculation Agent:	ABN AMRO BANK N.V.
Applicable law:	English
Public offer	Switzerland.
Associated Risks:	Please refer to Appendix A hereto.
Selling Restrictions:	No sales permitted into the U.S. or The Netherlands or to U.S. or Dutch persons Standard U.K. and Japan selling restrictions
PRIMARY AND SECONDARY MARKET	
Listing:	SWX Swiss Exchange.
Trading Day:	Any day that is a trading day for the SWX.
Secondary Settlement:	Trade Date + 3 Business Days.
Minimum Trading Size:	1 Certificate
Minimum Exercise Size:	1 Certificate
Clearing:	SIS (Sega Inter settle) Euroclear Clearstream Luxembourg
QUOTES / INFORMATION	
Info Line:	+41 (0)1 631 62 62
Trading Line:	+41 (0) 1 631 62 68/9
Fax Line:	+41 (0)1 631 48 34
E-mail:	Abnamro.pip@ch.abnamro.com
Reuters:	ABNPB
Bloomberg:	AAPB
Postal Address:	ABN AMRO Bank N.V. Beethovenstrasse 33 / P.O. Box 2065 CH-8022 Zürich

This term sheet is for information purposes only and does not constitute an offer to sell or a solicitation to buy any security or other financial instrument. All prices are indicative and dependent upon market conditions and the terms are liable to change and completion in the final documentation.

APPENDIX A - RISK FACTORS

An investment in the Certificates entails significant risks not associated with similar investments in a conventional debt or equity security, including the following:

1. Market Risk: Level of Index

The Certificates entitle the Certificateholder of a Certificate to receive the Settlement or Early Termination Amount from the Issuer on the Settlement Date. Investors are therefore at risk that the level of the Index may cause the Settlement or Early Termination Amount to be less than the amount paid for the Certificates. Accordingly, this investment bears the market risk of a direct commodity investment and investors are cautioned to take advice accordingly. The historical level of the Index should not be taken as an indication of the Index's future performance during the term of the Certificates.

2. Secondary Market Risk

The price of the Certificates will be affected by a number of factors independent of the creditworthiness of the Issuer and the level of the Index, including, but not limited to, market interest, exchange rates and yield rates. Further, the level of the Index itself depends on a number of interrelated factors, including economic, financial and political events around the world, including factors affecting capital markets generally. The price at which a Certificateholder will be able to sell Certificates prior to the Early Termination or Exercise Date may be at a discount, which could be substantial, to the value of the Certificates at the Issue Date, if, at such time, the level of the Index is below, equal to or not sufficiently above the level of the Index at the Issue Date.

3. Liquidity

The Issuer cannot provide any assurances as to how the Certificates will trade in the secondary market or whether such market will be liquid or illiquid. No assurance can be given that there will be a market for the Certificates. If the Certificates are not traded on any exchange, pricing information for the Certificates may be more difficult to obtain, and the liquidity and prices of the Certificates may be adversely affected.

4. Conflicts of interest

Potential conflicts of interest may exist between the Calculation Agent and Certificateholders, including with respect to certain determinations and judgements that the Calculation Agent may make pursuant to the Conditions that may influence the amount receivable upon settlement of the Certificates.

Investors should consult their own business, tax, legal and accounting advisors with respect to this proposed transaction and they should refrain from entering into a transaction with us unless they have fully understood the associated risks and have independently determined that the transaction is appropriate for them.
