



**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 RBS 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 "RBS N.V." being construed as references to "RBS plc". Details of these amendments are set out in the Scheme Document which can be viewed at [http://www.investors.rbs.com/RBS\\_NV](http://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 [http://www.investors.rbs.com/RBS\\_NV](http://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 term-sheets) (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, 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 [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV).



# ABN·AMRO

## The Egyptian Stock Market Certificate: Open End Certificates on the Cairo & Alexandria Stock Exchanges CASE 30 Index

24 October 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:	27 October 2005
Issue Date:	27 October 2005
Public Offer Date:	27 October 2005
Listing Date:	27 October 2005
SPECIFIC OFFERING TERMS	
Underlying:	Cairo & Alexandria Stock Exchanges CASE 30 Price Return Index
Underlying Reuters RIC:	.CASE30
Bloomberg Code:	CASE
Underlying Exchange(s):	Cairo & Alexandria Stock Exchanges
Underlying Reference:	5488.26 as of 19 October 2005
Underlying Currency:	EGP
Issue Price:	9.52 USD (FX Rate: USD/EGP 5.7613 as of 19 October 2005)
Number of Certificates Issued:	500,000
Certificate Entitlement:	0.01 (100 Certificates control 1 Index)
Settlement Currency:	USD
Nominal Amount (Issue Price x Number of Certificates Issued):	USD 4,760,000
Symbol:	CAIRO
Valoren Number:	2315807
ISIN Code:	CH0023158071
Common Code:	2340009
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 Underlying. 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's 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:	Cash 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: Final Reference Price * Certificate Entitlement; or if the Underlying Currency is not the Settlement Currency Final Reference Price * Certificate Entitlement/FX Rate.  Subject to market disruption and adjustment in accordance with the terms and conditions.
Final Reference Price:	<b>Single Stock:</b> the price of the Underlying on the Exchange at the Valuation Time on the Valuation Date. <b>Index:</b> the level of the Underlying at the Valuation Time on the Valuation Date. <b>Basket:</b> an amount for the Basket equal to the sum of the values for the Underlyings as a product of (1) the price at the Valuation Time on the Valuation Date of each Underlying and (2) the number of such Underlying in the Basket. <b>Commodity:</b> the price of the Underlying on the Exchange at the Valuation Time on the Valuation

	Date.
FX Rate:	The relevant currency pair rates determined by the Calculation Agent from Reuters USDEGP=R on the relevant calculation days.
Exercise Date:	Three business days prior to the Valuation Date
Valuation Time:	The time with reference to which the index sponsor calculates the closing level of the Underlying
Valuation Date:	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 one year'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:  (i) Early Termination Reference Price * Certificate Entitlement; or if the Underlying Currency is not the Settlement Currency (ii) Early Termination Reference Price * Certificate Entitlement /FX Rate.
Early Termination Reference Price:	The level of the Underlying at the Valuation Time on the Early Termination Date
Adjustments Provisions:	The Calculation Agent may make adjustments to the terms of the Certificates is an event which affects the Underlying 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 or method of calculating the Index.
Market Disruption Provisions:	The following disruption / adjustment provisions shall apply: General moratorium in respect of banking activities in country of the principal financial centre of the Underlying Index (Egypt) Price Source Disruption, including the failure to publish a rate of exchange between the National Currency of the Underlying Index (EGP) and the Settlement Currency Governmental Default with respect to indebtedness for money borrowed or guaranteed by the country of the principal financial centre of the Underlying Index (Egypt) Inconvertibility/non-transferrability - de facto or de jures - of the National Currency of the Underlying Index (EGP) Nationalisation in the country of the principal financial centre of the Underlying Index (Egypt) Illiquidity of the National Currency of the Underlying Index (EGP) The change in law in the country of the principal financial centre of the Underlying Index (Egypt) which may affect the ownership in and/or the transferability of the National Currency of the Underlying Index (EGP) The imposition of any tax and/or levy with punitive character which is imposed in the country of the principal financial centre of the Underlying Index (Egypt) The unavailability of the Settlement Currency in the country of the principal financial centre of the Underlying Index (Egypt) The Calculation Agent may make such adjustments to the Conditions in order to account for any such event if it consider it appropriate to do so and the Valuation Date may be adjusted accordingly provided that if after 180 Trading Days a disruption / adjustment event is subsisting then in that case (i) the 180th Trading Day shall be deemed to be the Valuation Date (regardless of the Market Disruption Event); and (ii) the Calculation Agent shall determine the Final Reference Index Level (which may be zero) having regard to the then prevailing market conditions, the last reported trading price of the Underlying Index and such other factors as the Calculation Agent determines to be relevant.
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
<b>PRIMARY AND SECONDARY MARKET</b>	
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 Intersettle)                      Euroclear                      Clearstream Luxembourg
<b>QUOTES / INFORMATION</b>	
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
Internet:	<a href="http://www.abnamromarkets.ch">www.abnamromarkets.ch</a>

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.

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## 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. Equity Market Risk: Level of Index**

The Certificates entitle the Certificate holder 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 equity 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 and the stock exchanges on which the Index constituents have their primary listing. The price at which a Certificate holder 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. Currency Risk**

Prospective investors should be aware that the secondary market value and Final Settlement Price will be affected by the movement of the rate of exchange of the USD against the currencies in which the shares are denominated, such that a depreciation of such currencies against the USD would be a depreciating factor of the secondary market value and Final Settlement Price of the Certificates.

### **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 Certificate holders, 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.

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