



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

**COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
FINANSTILSYNET (DENMARK)
RAHOITUSTARKASTUS (FINLAND)
IRISH FINANCIAL SERVICES REGULATORY AUTHORITY (IRELAND)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
FINANSTILSYNET (NORWAY)
FINANSINSPEKTIONEN (SWEDEN)**

From:

**The Financial Services Authority
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom**

We hereby certify that the Supplementary Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 28th June 2011.

Name of Issuer: The Royal Bank of Scotland plc

Registered Office/Seat: Scotland

Type of Securities: Principal-Protected and Non-Principal Protected Notes (the Flexi-Payout Prospectus),

Guarantor (if any): N/A

Annexes: N/A

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. Supplementary Prospectus dated 28th June 2011

**Financial Services Authority
UK Listing Authority
Document approved**

Date: 29 June 2011

Signed: *A. Edwards*