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RBS Holdings N.V.
Form FWP
November 03, 2010

Term Sheet No. 119 Dated November 3, 2010
to Registration Statement Nos. 333-162193 and 333-162193-01
(To Product Supplement No. 2-III Dated April 2, 2010,
Underlying Supplement No. 2-IV,
Prospectus Supplement Dated April 2, 2010, and
Prospectus Dated April 2, 2010
Rule 433

Annual Reset Coupon Securities (ARCS)
Linked to the S and P 500([R]) Index

KEY DEAL TERMS

<input type="checkbox"/>	Term:	5 years
<input type="checkbox"/>	Underlying Index:	S and P 500([R]) Index
<input type="checkbox"/>	Buffer:	20%
<input type="checkbox"/>	Annual Index Return:	The percentage change in the value of the Underlying Index each year
<input type="checkbox"/>	Annual Return:	If the Annual Index Return is <input type="checkbox"/> 0.00%, the Maximum Annual Index Return, otherwise the Minimum Annual Index Return
<input type="checkbox"/>	Index Return*:	The percentage change in the value of the Underlying Index over the term of the Securities
	*only applies at maturity	
<input type="checkbox"/>	Minimum Annual Index Return:	2.00%
<input type="checkbox"/>	Maximum Annual Index Return:	6.75%

KEY DEAL DATES

<input type="checkbox"/>	Proposed Pricing Date:	November 23, 2010
<input type="checkbox"/>	Proposed Settlement Date:	November 30, 2010
<input type="checkbox"/>	Coupon Payment Dates:	November 30(th) , each year*
<input type="checkbox"/>	Maturity Date:	November 30, 2015
		*following business day convention

INVESTMENT RATIONALE

<input type="checkbox"/>	Offers neutral to moderately bullish investors an opportunity for annual returns that are in excess of comparable fixed income securities
<input type="checkbox"/>	o Offers a Minimum Annual Index Return of 2.00% each year or a Maximum Annual Index Return of 6.75% each year
<input type="checkbox"/>	Offers investors a buffer so that they are not exposed to the first 20% decline, if any, of the Underlying Index

KEY RISKS

<input type="checkbox"/>	Credit Risk -- Investors in the Securities assume the credit risk of RBS N. V. and RBS Holdings N. V. , as guarantor Principal Risk -- Investors can lose up to 80% of their principal amount
<input type="checkbox"/>	Capped Return -- Other than the Annual Coupon, the only return, if any, that you will be entitled to receive on the Securities will be the payment at maturity
<input type="checkbox"/>	Liquidity -- There may be little or no secondary market, however, our affiliate intends to make purchases and sales of the Securities

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TAX RAMIFICATIONS

[] RBS believes -- that it is reasonable to treat the Securities as prepaid financial contracts for U. S. federal income tax purposes

HYPOTHETICAL PAYOFF*

[GRAPHIC OMITTED]

PAYOFF ANNUALLY

[GRAPHIC OMITTED]

PAYOFF AT MATURITY

[GRAPHIC OMITTED]

RBS INVESTOR PRODUCTS | 1-866-747-4332 | usmarkets.rbs.com | investor.products@rbs.com

IRS Circular 230 Notice. To ensure compliance with IRS Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, by you for the purpose of avoiding penalties that may be imposed on you under the Internal Revenue Code; (b) such discussion is written in connection with the promotion or marketing by us of the transactions or matters addressed herein; and (c) you should seek advice based on your particular circumstances from an independent tax advisor.

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THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities (ARCS) Linked to the S&P 500® Index

Issuer:	The Royal Bank of Scotland N.V.	Launch Date:	November 3, 2010
Lead Agent:	RBS Securities Inc.	Proposed Pricing Date:	November 23, 2010
Issue Price:	100%	Proposed Settlement Date:	November 30, 2010
CUSIP:	78009KNT5	Determination Date:	November 24, 2015
ISIN:	US78009KNT50	Maturity Date:	November 30, 2015

1 Subject to certain adjustments as described in the accompanying Product Supplement

Status and Guarantee: Unsecured, unsubordinated obligations of the Issuer and fully and unconditionally guaranteed by the Issuer's parent company, RBS Holdings N.V.

Description of Offering: Annual Reset Coupon Securities linked to the performance of the S&P 500® Index due November 30, 2015 (the "Securities")

Underlying Index: The S&P 500® Index (Ticker: SPX)

Annual Coupon: For each Observation Period, if the Annual Index Return is 0% or positive, the Maximum Annual Index Return, if the Annual Index Return is less than 0%, the Minimum Annual Index Return.

Annual Index Return: For each Observation Period, the Annual Index Return is the percentage change in the value of the Underlying Index, calculated as follows:

$$\frac{\text{Ending Annual Value} - \text{Starting Annual Value}}{\text{Starting Annual Value}}$$

Starting Annual Value: For any Observation Period, the closing value of the Underlying Index on the applicable Observation Date on which such Observation Period begins, subject to certain adjustments as described in the accompanying Product Supplement; provided that the Starting Annual Value for the first Observation Period will be equal to the closing value of the Underlying Index on the Pricing Date.

Ending Annual Value: For any Observation Period, the closing value of the Underlying Index on the applicable Observation Date on which such Observation Period ends, subject to certain adjustments as described in the accompanying Product Supplement.

Observation Dates: November 23, 2011, November 23, 2012, November 23, 2013, November 23, 2014 and November 23, 2015, subject to postponement upon the occurrence of a market disruption event.

Observation Periods: The following annual periods: (i) November 23, 2010 to and including November 23, 2011, (ii) November 23, 2011 to and including November 23, 2012, (iii), November 23, 2012 to and including November 23, 2013, (iv) November 23, 2013 to and including November 23,

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2014 and (v) November 23, 2014 to and including November 23, 2015.

Maximum Annual Index Return: 6.75%

Minimum Annual Index Return: 2.00%

Coupon Payment: For each \$1,000 principal amount of Securities, the Coupon Payment will be calculated for each Observation Period as follows: \$1,000 x Annual Coupon. Interest will be paid in arrears.

Coupon Payment Dates: Each year on the anniversary of the Settlement Date; provided that if any such day is not a business day, the relevant Coupon Payment will be made on the next succeeding business day but no interest will accrue from and after the scheduled Coupon Payment Date until the date on which interest is paid.

	Price to Public	Agent's Commission ²	Proceeds to Issuer
Per Security	\$1,000	\$40.00	\$960.00
Total	\$	\$	\$

²For additional information see "Plan of Distribution (Conflicts of Interest)" in this Term Sheet.

The Securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency, nor are they obligations of, or guaranteed, by a bank. Investing in the Securities involves a number of risks. See "Risk Factors" beginning on page PS-8 of the accompanying Product Supplement No. 2-III and "Risk Factors" beginning on page 9 of this Term Sheet. The Securities and Exchange Commission and state securities regulators have not approved or disapproved these Securities, or determined if this Term Sheet or the accompanying Product Supplement, Prospectus Supplement or Prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

The agents are not obligated to purchase the Securities but have agreed to use reasonable efforts to solicit offers to purchase the Securities. To the extent the full aggregate face amount of the Securities being offered by this Term Sheet is not purchased by investors in the offering, one or more of our affiliates may purchase a part of the unsold portion, which may constitute up to 15% of the total aggregate face amount of the Securities, and to hold such Securities for investment purposes. See "Holdings of the Securities by Our Affiliates and Future Sales" under the heading "Risk Factors" and "Plan of Distribution (Conflicts of Interest)" in this Term Sheet. This Term Sheet and the accompanying Product Supplement, Prospectus Supplement and Prospectus may be used by our affiliates in connection with offers and sales of the Securities in market-making transactions.

PRICE: \$1,000 PER SECURITY

THE ROYAL BANK OF SCOTLAND N.V.

Annual Reset Coupon Securities

Payment at Maturity:	In addition to the final Coupon Payment, the payment at maturity for each Security is based on the performance of the Underlying Index linked to such Security. The cash payment at maturity is calculated as follows: (i) if the Index Return is 0% or positive, \$1,000; (ii) if the Index Return is less than 0% down to and including -20%, \$1,000; and (iii) if the Index Return is less than -20%, \$1,000 plus $(\text{Index Return} + 20\%) \times \$1,000$. If the Index Return is less than -20% you could lose at maturity up to 80% of your initial principal investment, and the coupon payments that you receive during the term of the Securities may not be sufficient to compensate you for such loss. In addition, if the Index Return is 0% or positive, you will never receive, other than the coupon payments, a payment at maturity greater than the principal amount of \$1,000 per Security. Any payment at maturity is subject to the creditworthiness of The Royal Bank of Scotland N.V. and RBS Holdings N.V., as guarantor.
Index Return:	The Index Return is the percentage change in the value of the Underlying Index over the term of the Securities, calculated as follows: $\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$
Initial Value:	The closing value of the Underlying Index on the Pricing Date, subject to certain adjustments as described in the accompanying Product Supplement.
Final Value:	The closing value of the Underlying Index on the Determination Date, subject to certain adjustments as described in the accompanying Product Supplement.
Buffer Level:	20% buffer. An Index Return equal to or less than 0% down to and including -20% will not result in the loss of any principal. An Index Return of less than -20% will result in a loss of principal which could be up to 80% of your initial principal investment.
Trustee:	Wilmington Trust Company
Denomination:	\$1,000
Selling Restriction:	Sales in the European Union must comply with the Prospectus Directive

WHERE YOU CAN FIND MORE INFORMATION

The Royal Bank of Scotland N.V., or RBS N.V., has filed a registration statement (including a Prospectus and Prospectus Supplement) with the Securities and Exchange Commission, or SEC, for the offering to which this Term Sheet relates. Before you invest, you should read the Prospectus and Prospectus Supplement in that registration statement and other documents, including the applicable Product Supplement No. 2-III, related to this offering that RBS N.V. has filed with the SEC for more complete information about RBS N.V. and the offering of the Securities.

You may get these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, RBS N.V., any underwriter or any dealer participating in the offering will arrange to send you the Prospectus, Prospectus Supplement, Underlying Supplement No. 2-IV and Product Supplement No. 2-III if you request by calling toll free (866) 747-4332.

You should read this Term Sheet together with the Prospectus dated April 2, 2010, as supplemented by the Prospectus Supplement dated April 2, 2010 relating to our Notes of which these Securities are a part, and the more detailed information contained in Product Supplement No. 2-III dated April 2, 2010 and in Underlying Supplement No. 2-IV dated April 2, 2010. This Term Sheet, together with the documents listed below, contains the terms of the Securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in this Term Sheet and in the accompanying Product Supplement No. 2-III, as the Securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Securities.

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

You may access these documents on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Underlying Supplement No. 2-IV dated April 2, 2010:

http://www.sec.gov/Archives/edgar/data/897878/000095010310000973/crt_424b2.pdf

- Product Supplement No. 2-III dated April 2, 2010:

http://www.sec.gov/Archives/edgar/data/897878/000095010310000970/crt_424b2.pdf

- Prospectus Supplement dated April 2, 2010:

http://www.sec.gov/Archives/edgar/data/897878/000095010310001004/crt_dp17140-424b2.pdf

- Prospectus dated April 2, 2010:

http://www.sec.gov/Archives/edgar/data/897878/000095010310000965/crt_424b2.pdf

Our Central Index Key, or CIK, on the SEC website is 897878. As used in this Term Sheet, the “Company,” “we,” “us” or “our” refers to The Royal Bank of Scotland N.V.; “Holdings” refers to RBS Holdings N.V.

These Securities may not be offered or sold (i) to any person/entity listed on sanctions lists of the European Union, United States or any other applicable local competent authority; (ii) within the territory of Cuba, Sudan, Iran and Myanmar; (iii) to residents of Cuba, Sudan, Iran or Myanmar; or (iv) to Cuban Nationals, wherever located.

We reserve the right to withdraw, cancel or modify any offering of the Securities and to reject orders in whole or in part prior to their issuance.

RBS NotesSM is a Service Mark of The Royal Bank of Scotland N.V.

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

SUMMARY

The following summary does not contain all the information that may be important to you. You should read this summary together with the more detailed information that is contained in Product Supplement No. 2-III and in the accompanying Underlying Supplement, Prospectus and Prospectus Supplement. You should carefully consider, among other things, the matters set forth in “Risk Factors” in the Product Supplement No. 2-III, which are summarized on page 9 of this Term Sheet. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the Securities.

What are the Securities?

The Securities are senior notes issued by us, The Royal Bank of Scotland N.V., and are fully and unconditionally guaranteed by our parent company, RBS Holdings N.V. The Securities are linked to the performance of the S&P 500® Index, which we refer to as the Underlying Index. The Securities have a term of 5 years. The Securities are annual reset coupon securities paying an annual coupon. When the annual index return is 0% or positive, the annual coupon will be the maximum annual index return. If the annual index return is less than 0%, the annual coupon will be the minimum annual index return, as described below. The payment at maturity of the Securities is also determined based on the performance of the Underlying Index, subject to a buffer, as described below. If the index return is less than 0% down to and including -20%, you will be entitled to receive, other than the coupon payments, only the principal amount of \$1,000 per Security at maturity. In such a case, you will receive no return on your investment, other than the coupon payments, and you will not be compensated for any loss in value due to inflation and other factors relating to the value of money over time. If the index return is less than -20%, you will suffer a loss and you could lose at maturity up to 80% of your initial principal investment, and the coupon payments that you receive during the term of the Securities may not be sufficient to compensate you for such loss. If the index return is 0% or positive, you will receive, other than the coupon payments, only the principal amount of \$1,000 per Security at maturity, regardless of how much or how little the value of the Underlying Index may appreciate above the initial value.

Any payment on the Securities is subject to the creditworthiness (ability to pay) of The Royal Bank of Scotland N.V. and RBS Holdings N.V. as guarantor.

What will I receive at maturity of the Securities and how is this amount calculated?

At maturity you will receive, for each \$1,000 principal amount of Securities, a cash payment calculated as follows:

- (1) If the index return is 0% or positive, \$1,000; or
- (2) If the index return is less than 0% down to and including -20%, \$1,000; or
- (3) If the index return is less than -20%, then \$1,000 plus $(\text{index return} + 20\%) \times 1,000$.

Accordingly, if the index return is less than -20%, at maturity you will receive, other than the coupon payments, less than the principal amount of \$1,000 per Security and you could lose at maturity up to 80% of your initial principal investment, and the coupon payments that you receive during the term of the Securities may not be sufficient to

compensate you for such loss. If the index return is 0% or positive, you will never receive, other than the coupon payments, a payment at maturity greater than the principal amount of \$1,000 per Security.

What is index return and how is it calculated?

The index return is the percentage change in the value of the Underlying Index, over the term of the Securities, calculated as:

$$\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$$

where,

4

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

- the initial value is the closing value of the Underlying Index on the pricing date; and
- the final value is the closing value of the Underlying Index on the determination date.

What coupon payments can I expect on the Securities?

Each coupon payment will equal the product of the principal amount and the applicable coupon rate. Coupon payments will be made annually on the anniversary of the settlement date; provided that if any such day is not a business day, that coupon payment will be made on the next succeeding business day but no interest will accrue from and after the scheduled coupon payment date until the date on which interest is paid. Interest payable on any coupon payment date is payable in arrears.

How is the coupon rate calculated?

For each observation period, the coupon rate is based on the performance of the Underlying Index. When the annual index return is 0% or positive, the coupon rate is equal to the maximum annual index return, which is 6.75%. When the annual index return is less than 0%, the coupon rate is equal to the minimum annual index return, which is 2.00%. For each observation period, the annual index return will be equal to:

$$\frac{\text{Ending Annual Value} - \text{Starting Annual Value}}{\text{Starting Annual Value}}$$

where,

- the starting annual value is the closing value of the Underlying Index on the applicable observation date on which such observation period begins, subject to certain adjustments as described in the accompanying Product Supplement; provided that the Starting Annual Value for the first Observation Period will be equal to the closing value of the Underlying Index on the Pricing Date; and
- the ending annual value is the closing value of the Underlying Index on the applicable observation date on which such Observation Period ends, subject to certain adjustments as described in the accompanying Product Supplement.

The coupon rate will always be positive and will equal either the minimum annual index return of 2.00%, or the maximum annual index return of 6.75%, regardless of how much the value of the Underlying Index may appreciate above the starting annual value.

The observation periods are the following annual periods: (i) November 23, 2010 to and including November 23, 2011, (ii) November 23, 2011 to and including November 23, 2012, (iii), November 23, 2012 to and including November 23, 2013, (iv) November 23, 2013 to and including November 23, 2014 and (v) November 23, 2014 to and including November 23, 2015. The observation dates are November 23, 2011, November 23, 2012, November 23, 2013, November 23, 2014 and November 23, 2015, subject to postponement upon the occurrence of a market disruption event.

If a scheduled observation date is not a trading day, or if a market disruption event has occurred on such trading day, the observation date shall be the immediately succeeding trading day; provided that the observation date shall be no later than the second scheduled trading day prior to the end of the relevant observation period, notwithstanding the occurrence of a market disruption event on such second scheduled trading day or such second scheduled trading day is not a trading day. For information about what constitutes a market disruption event, see “Description of Securities — Market Disruption Events” in Product Supplement No. 2-III.

If a market disruption event occurs on such second scheduled trading day prior to the end of the relevant observation period or such scheduled trading day is not a trading day, the calculation agent will determine the ending annual value in accordance with the formula for calculating the value of the Underlying Index last in effect prior to the commencement of the market disruption event, using the ending annual value (or, if trading in the relevant securities has been materially suspended or materially limited, its good faith estimate of the ending annual value that would have prevailed but for such suspension or limitation) on such trading day of each security most recently comprising the Underlying Index.

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

Will I get my principal back at maturity?

You could lose up to 80% of your principal investment in the Securities. Subject to the creditworthiness of The Royal Bank of Scotland N.V., as the issuer of the Securities, and RBS Holdings N.V., as the guarantor of the issuer's obligations under the Securities, you will receive at maturity, other than the coupon payments, at least \$200 per \$1,000 principal amount of Securities, regardless of the closing value of the Underlying Index on the Determination Date. If the index return is less than -20% over the term of the Securities, you will lose some of your initial principal investment and you could lose at maturity as much as 80% of your initial principal investment, and the coupon payments that you receive during the term of the Securities may not be sufficient to compensate you for such loss.

However, if you sell the Securities prior to maturity, you will receive, other than the coupon payments, the market price for the Securities, which could be zero. There may be little or no secondary market for the Securities. Accordingly, you should be willing to hold your securities until maturity.

Can you give me examples of the payment at maturity?

Example 1: If, for example, in a hypothetical offering, the initial value is 1,100 and the final value is 1,760, then the index return would be calculated as follows:

$$\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$$

or

$$\frac{1,760 - 1,100}{1,100} = 60.00\%$$

In this hypothetical example, the index return is positive. Therefore, the payment at maturity will be the principal amount of \$1,000 per Security. In this hypothetical example, the index return was 60.00% but you would have received, other than the coupon payments, no return over the term of the Securities and you would not be compensated for any loss in value due to inflation and other factors relating to the value of money over time.

Example 2: If, for example, in a hypothetical offering, the initial value is 1,100 and the final value is 1,045, then the index return would be calculated as follows:

$$\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$$

or

$$\frac{1,045 - 1,100}{1,100} = -5.00\%$$

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In this hypothetical example, the index return is negative. Since the index return is less than 0% but more than -20% you would receive, other than the coupon payments, the principal amount of \$1,000 per Security at maturity.

In this hypothetical example, the index return was -5.00% and you would not have lost any of your initial principal investment because the index return was negative but not less than -20%. In this hypothetical example you would not have received, other than the coupon payments, any return on your initial principal investment and you would not be compensated for any loss in value due to inflation and other factors relating to the value of money over time.

Example 3: If, for example, in a hypothetical offering, the initial value is 1,100 and the final value is 655, then the index return would be calculated as follows:

$$\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$$

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

or

$$655 - 1,100 = -40.45\%$$

1,100

In this hypothetical example, the index return is negative and is less than -20%. Therefore, payment at maturity will be calculated as:

$$\$1,000 + [(index\ return + 20\%) \times \$1,000]$$

or

$$\$1,000 + [(-40.45\% + 20\%) \times \$1,000] = \$795.50$$

Therefore, in this hypothetical example, you would receive at maturity, other than the coupon payments, a total payment of \$795.50 for each \$1,000 principal amount of Securities. In this hypothetical example, the index return was -40.45% but you would have lost 20.45% of your initial principal investment over the term of the Securities, and the coupon payments that you would receive during the term of the Securities may not be sufficient to compensate you for such loss.

These examples are for illustrative purposes only. It is not possible to predict the final value of the Underlying Index on the determination date or at any other time during the term of the Securities. The initial value is subject to adjustment as set forth in "Description of Securities — Discontinuance of the Underlying Index; Alteration of Method of Calculation" in the related Product Supplement.

In this Term Sheet, we have also provided under the heading "Hypothetical Return Analysis of the Securities – Payment at Maturity" the total return of owning the Securities through maturity for various closing values of the Underlying Index on the determination date.

Can you give me examples of the coupon payments?

We have provided examples of hypothetical coupon payments payable on the Securities under the heading "Hypothetical Return Analysis of the Securities – Coupon Payments."

Is there a limit on how much I can earn over the term of the Securities?

Yes. If the Securities are held to maturity and the Underlying Index is unchanged or appreciates, the total amount payable at maturity per Security, other than the coupon payments, is \$1,000.00. This means no matter how much the Underlying Index may appreciate above the initial value, you will receive, other than the coupon payments, no return.

What is the minimum required purchase?

You may purchase Securities in minimum denominations of \$1,000 or in integral multiples thereof.

Is there a secondary market for Securities?

The Securities will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the Securities and, as such, information regarding independent market pricing for the Securities may be extremely limited. You should be willing to hold your Securities until the maturity date.

Although it is not required to do so, we have been informed by our affiliate that when this offering is complete, it intends to make purchases and sales of the Securities from time to time in off-exchange transactions. If our affiliate does make such a market in the Securities, it may stop doing so at any time.

In connection with any secondary market activity in the Securities, our affiliate may post indicative prices for the Securities on a designated website or via Bloomberg. However, our affiliate is not required to post such indicative prices and may stop doing so at any time. Investors are advised that any prices shown on any website or Bloomberg page

7

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

are indicative prices only and, as such, there can be no assurance that any trade could be executed at such prices. Investors should contact their brokerage firm for further information.

In addition, the issue price of the Securities includes the selling agents' commissions paid with respect to the Securities and the cost of hedging our obligations under the Securities. The cost of hedging includes the profit component that our affiliate has charged in consideration for assuming the risks inherent in managing the hedging of the transactions. The fact that the issue price of the Securities includes these commissions and hedging costs is expected to adversely affect the secondary market prices of the Securities. See "Risk Factors — The Inclusion of Commissions and Cost of Hedging in the Issue Price is Likely to Adversely Affect Secondary Market Prices" and "Use of Proceeds" in the accompanying Product Supplement No. 2-III.

What is the relationship between The Royal Bank of Scotland N.V., RBS Holdings N.V. and RBS Securities Inc.?

RBS Securities Inc., which we refer to as RBSSI, is an affiliate of The Royal Bank of Scotland N.V. and RBS Holdings N.V. RBSSI will act as calculation agent for the Securities, and is acting as agent for this offering. RBSSI will conduct this offering in compliance with the requirements of NASD Rule 2720 of the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA member firm's distribution of the securities of an affiliate. See "Risk Factors — Potential Conflicts of Interest between Holders of Securities and the Calculation Agent" and "Plan of Distribution (Conflicts of Interest)" in the accompanying Product Supplement No. 2-III.

Tell me more about The Royal Bank of Scotland N.V. and RBS Holdings N.V.

The Royal Bank of Scotland N.V. is the new name of ABN AMRO Bank N.V.

RBS Holdings N.V. is the new name of ABN AMRO Holding N.V.

On February 6, 2010, ABN AMRO Bank N.V. changed its name to The Royal Bank of Scotland N.V. and on April 1, 2010 ABN AMRO Holding N.V. changed its name to RBS Holdings N.V.

The name changes are not changes of the legal entities that will issue and guarantee, respectively, the Securities referred to herein, and the name changes do not affect any of the terms of the Securities. The Securities will continue to be issued by The Royal Bank of Scotland N.V. and to be fully and unconditionally guaranteed by The Royal Bank of Scotland N.V.'s parent company, RBS Holdings N.V.

While the name "ABN AMRO Bank N.V." is used by a separate legal entity, which is owned by the State of the Netherlands (the "Dutch State"), neither the separate legal entity named ABN AMRO Bank N.V. nor the Dutch State will, in any way, guarantee or otherwise support the obligations under the Securities.

The Royal Bank of Scotland N.V. and RBS Holdings N.V. are both affiliates of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc; however, none of The Royal Bank of Scotland plc, The Royal Bank of Scotland Group plc or the UK government, in any way, guarantees or otherwise supports the obligations under the Securities.

For additional information, see “The Royal Bank of Scotland N.V. and RBS Holdings N.V.” in the accompanying prospectus dated April 2, 2010.

What if I have more questions?

You should read “Description of Securities” in the accompanying Product Supplement No. 2-III for a detailed description of the terms of the Securities. RBS N.V. has filed a registration statement (including a Prospectus and Prospectus Supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the Prospectus and Prospectus Supplement in that registration statement and other documents RBS N.V. has filed with the SEC for more complete information about RBS N.V. and the offering of the Securities. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, RBS N.V., any underwriter or any dealer participating in the offering will arrange to send you the Prospectus and Prospectus Supplement if you request it by calling toll free (866) 747-4332.

THE ROYAL BANK OF SCOTLAND N.V.
Annual Reset Coupon Securities

RISK FACTORS

You should carefully consider the risks of the Securities to which this Term Sheet relates and whether these Securities are suited to your particular circumstances before deciding to purchase them. It is important that prior to investing in these Securities you read the Underlying Supplement No. 2-IV and Product Supplement No. 2-III related to such Securities and the accompanying Prospectus and Prospectus Supplement to understand the actual terms of and the risks associated with the Securities. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the Securities.

Market Risk, Capped Principal Return

Other than the coupon payments payable on the coupon payment dates, the only return, if any, that you will be entitled to receive on the Securities will be the payment at maturity. If the index return is less than 0% down to -20%, you will be entitled to receive, other than the coupon payments, only the principal amount of \$1,000 per Security at maturity. In such a case, you will receive no return on your principal investment, other than the coupon payments, and you will not be compensated for any loss in value due to inflation and other factors relating to the value of money over time. If the index return decreases more than 20%, you could lose up to 80% of your initial principal investment, and the coupon payments that you receive during the term of the Securities may not be sufficient to compensate you for such loss. If the index return is zero (0%) or positive, you will receive, other than the coupon payments, no return regardless of how much the Underlying Index may appreciate above its initial value.

Your Yield May Be Less Than the Yield on a Conventional Debt Security of Comparable Maturity

The yield that you will receive on the Securities on the coupon payment dates, together with any payment that you receive at maturity, may be less than the return you would earn if you purchased a conventional debt security with the same maturity date. As a result, your investment in the Securities may not reflect the full opportunity cost to you when you consider factors that affect the time value of money, including inflation.

Credit Risk

The Securities are issued by RBS N.V. and guaranteed by RBS Holdings N.V., RBS N.V.'s parent company. As a result, investors in the Securities assume the credit risk of RBS N.V. and that of RBS Holdings N.V. in the event that RBS N.V. defaults on its obligations under the Securities. This means that if RBS N.V. and RBS Holdings N.V. fail, become insolvent, or are otherwise unable to pay their obligations under the Securities, you could lose some or all of your initial principal investment.

Although We Are a Bank, the Securities Are Not Bank Deposits and Are Not Insured or Guaranteed by the Federal Deposit Insurance Corporation, The Deposit Insurance Fund or any Other Government Agency

The Securities are our obligations but are not bank deposits. In the event of our insolvency the Securities will rank equally with our other unsecured, unsubordinated obligations and will not have the benefit of any insurance or guarantee of the Federal Deposit Insurance Corporation, The Deposit Insurance Fund or any other governmental agency.

Principal Risk

Return of principal on the Securities is only guaranteed up to \$200 per \$1,000 principal amount of Securities. Any payment required by the terms of the Securities is subject to our creditworthiness and the creditworthiness of Holdings. If the index return decreases by more than 20% during the term of the Securities, the amount of cash paid to you at maturity will be less than the principal amount of the Securities, subject to a minimum return of \$200 per \$1,000 principal amount of Securities.

Liquidity Risk

The Securities will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the Securities and information regarding independent market pricing of the Securities may be very l