SUPPLEMENT DATED 19 OCTOBER 2009 TO THE PROSPECTUS DATED 25 NOVEMBER 2008, THE PROSPECTUS DATED 3 APRIL 2009 AND THE PROSPECTUS DATED 25 SEPTEMBER 2009

The Royal Bank of Scotland plc

(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980, registered number SCO90312)

The Prospectuses listed in the schedule hereto

This Supplement (this **Supplement**) to the Prospectus dated 25 November 2008, the Prospectus dated 3 April 2009 and the Prospectus dated 25 September 2009 listed in the Schedule hereto, each as supplemented at the date hereof, (the **Prospectuses**) (each of which comprises a base prospectus), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**). Terms defined in the Prospectuses have the same meanings when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectuses and any other supplements to the Prospectuses issued by The Royal Bank of Scotland plc (the **Issuer**).

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. Disincorporation of Certain Information Incorporated by Reference in Certain Prospectuses

(a) The prospectus dated 26 September 2008 incorporated by reference in each of (i) the Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus and (ii) the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus shall, by virtue of this Supplement, no longer be so incorporated.

(b) The supplementary prospectus dated 4 November 2008 incorporated by reference in the Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus shall, by virtue of this Supplement, no longer be so incorporated and any related references in that Prospectus to that supplementary prospectus shall, by virtue of this Supplement, deemed to be deleted.

(c) The supplementary prospectus dated 17 March 2009 incorporated by reference in the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus shall, by virtue of this Supplement, no longer be so incorporated and any related references in that Prospectus to that supplementary prospectus shall, by virtue of this Supplement, deemed to be deleted.

2. Incorporation of Information by Reference in Certain Prospectuses

(a) The following document shall be deemed to be incorporated in, and form part of, each of (i) the Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus and (ii) the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus:

"The Prospectus dated 25 September 2009 relating to the Issuer's Certificate and Warrant Programme (excluding the documents incorporated therein by reference and the sections entitled "Summary of the Programme" and "Form of Final Terms") (the **Programme Prospectus**).".

(b) The following shall be deemed to be incorporated in, and form part of, (i) the Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus and (ii) the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus:

"The section entitled "Terms and Conditions of the Securities" contained in the Prospectus dated 26 September 2008 relating to the Issuer's Certificate and Warrant Programme.".

3. Amendments to Cross References in Certain Prospectuses

(a) In each of (i) the Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus and (ii) the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus, references to Conditions 11, 15 and 16 shall, by virtue of this Supplement be deemed to be references to Conditions 12, 16 and 17, respectively.

(b) In each of (i) the Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus and (ii) the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus, the first sentence in the section headed "Risk Factors" shall be deleted and replaced by the following:

"The following risk factors shall be read in conjunction with the risk factors set out on pages 15 to 25 of the Programme Prospectus and pages 6 to 22 of the Issuer's Registration Document dated 14 August 2009 (as supplemented).".

(c) In the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus, item (1) on the first page, second paragraph, of the section headed "Form of Final Terms" shall, by virtue of this Supplement, be deleted in its entirety and replaced by the following:

"(1) the terms and conditions (the "Conditions") set out in the prospectus dated [26 September 2008]/[25 September 2009] relating to the Issuer's Certificate and Warrant Programme (the "**Programme Prospectus**") and

4. Amendment to Disclosure on Taxation in Certain Prospectuses

(a) In the C&W Programme Prospectus, the section entitled "Taxation" shall be deleted in its entirety and replaced by the following:

"**Taxation**

The following comments are of a general nature, are based on the Issuer's understanding of current law and practice and are included in this document solely for information purposes. These comments are not intended to be, nor should they be regarded as, legal or tax advice. The precise tax treatment of a holder of a Security will depend for each issue on the terms of the Security, as specified in the Conditions as amended and supplemented by the applicable Final Terms under the law and practice at the relevant time. Prospective holders of Securities should consult their own tax advisers in all relevant jurisdictions to obtain advice about their particular tax treatment in relation to such Securities.

UNITED KINGDOM TAXATION

The following describes certain general United Kingdom tax consequences arising from acquiring, holding and disposing of Warrants and Redeemable Certificates which fall into certain categories for tax purposes. Prospective purchasers of particular Warrants and Redeemable Certificates should obtain professional advice in order to determine which, if any, of these categories those Warrants or Redeemable Certificates fall into. The following relates only to the position of individuals who are the beneficial owners of Warrants or Redeemable Certificates and who are resident and domiciled in the United Kingdom for tax purposes and is based on current United Kingdom tax law and HM Revenue & Customs (**HMRC**) practice; some aspects do not apply to certain classes of person (such as persons carrying on a trade of dealing in Warrants or Redeemable Certificates and persons connected with the Issuer) to whom special rules may apply. Prospective purchasers who are companies (or unit trusts or open-ended investment companies) and any investor who may be unsure as to their tax position should seek their own professional advice.

Warrants

The following summary applies only to Warrants which do not carry a right to the payment of interest. It is anticipated that any Warrants which carry such a right are likely to be treated for United Kingdom tax purposes as Redeemable Certificates and, on this basis, holders of such Warrants should refer to the tax treatment summary in respect of Redeemable Certificates set out below.

Withholding Tax

No United Kingdom income tax should be required to be deducted or withheld from any payments made on the Warrants.

Taxation of Profits and Gains

(i) United Kingdom resident individuals

Gains arising to an individual as a result of acquiring then exercising or otherwise disposing of a "qualifying option" are generally, subject to the discussion at (ii) below ("Guaranteed Returns"), charged to tax under the capital gains tax rules in the Taxation of Chargeable Gains Act 1992 (**TCGA 1992**). Options which are listed on a recognised stock exchange are qualifying options and the London Stock Exchange is recognised for these purposes.

Warrants which are admitted to the Official List of the UK Listing Authority and admitted to trading by the London Stock Exchange and which can be regarded as options (in particular, it should be noted that Warrants may not be considered to be options where "Automatic Exercise: No delivery of Exercise Notice" is specified as applying in the applicable Final Terms) should generally be treated as "qualifying options" (**Qualifying Warrants**). Therefore, an individual holding such a Qualifying Warrant should be charged to tax on any gain made on the disposal of the Qualifying Warrant under the capital gains tax rules in TCGA 1992. This means that such a holder should, on the disposal of a Qualifying Warrant, be entitled to make a tax free gain in any tax year equal to the annual exempt amount (which is £10,100 for the tax year 2009-10), assuming the annual exemption has not been utilised in relation to another gain in the same tax year.

Accordingly, on the disposal of a Qualifying Warrant by sale, the holder should, subject to the availability of the annual exempt amount (see above), be charged to capital gains tax on the gain arising on the disposal, calculated by comparing the amount received on disposal with the base cost.

In the case of a Qualifying Warrant which is settled by physical delivery, the acquisition of the Qualifying Warrant and the acquisition of a new asset on the exercise of such a Qualifying Warrant is treated as a single transaction for capital gains purposes, so that the amount paid for the Qualifying Warrant plus the amount paid for the new asset constitutes the base cost for the new asset. The exercise of such a Qualifying Warrant is not treated as a disposal of the Qualifying Warrant. Accordingly, no charge to capital gains tax will arise on the exercise of such a Qualifying Warrant. However, a disposal of the new asset acquired on the exercise of such a Qualifying Warrant may give rise to a charge to capital gains tax, if a gain arises on that disposal.

In the case of a Qualifying Warrant which is settled by way of a cash payment, the exercise of the Qualifying Warrant will be treated as a disposal. The cash amount received on the exercise will be treated as the consideration for the disposal. The amount paid for a Qualifying Warrant plus any amount paid on exercise will be treated as the base cost for the purposes of calculating any capital gain arising on the exercise of the Qualifying Warrant.

A Warrant that is not a Qualifying Warrant may alternatively be regarded as a "financial future" for the purposes of the capital gains tax rules in TCGA 1992. In this case, on the disposal of such a Warrant, the holder should, subject to the availability of the annual exempt amount (see above), be charged to capital gains tax on the gain arising on the disposal, calculated by comparing the amount

received on disposal with the base cost. The amount paid for such a Warrant plus any amount paid on exercise will constitute the base cost for these purposes.

(ii) Guaranteed Returns

Any Warrant which is (either alone or taken together with other related transactions) designed to produce a guaranteed return equivalent to money invested at interest will not be taxed in accordance with the rules described above. Any profit or gain arising in relation to such a Warrant will be charged to tax as income under Chapter 12 of Part 4 of the Income Tax (Trading and Other Income) Act 2005 (**ITTOIA 2005**), without the benefit of the annual exempt amount.

(iii) Individual Savings Account (**ISA**), Personal Equity Plan (**PEP**), Self-invested Personal Pension Schemes (**SIPPS**) and Small Self-administered Schemes (**SSAS**).

Warrants will not qualify for inclusion within the stocks and shares component of an ISA or within the stocks and shares component of an existing PEP.

Warrants should generally be capable of being held within a SIPPS or SSAS. However Warrantholders should obtain independent advice in relation to the tax treatment of any Warrants held within such a SIPPS or SSAS.

*Stamp Duty and Stamp Duty Reserve Tax (**SDRT**)*

On the basis of the Issuer's understanding of current unpublished HMRC practice, cash settled warrants in a form similar to the Warrants should not generally be stampable on issue. Accordingly, the grant of a Warrant which is a Cash Settled Security (a **Cash Settled Warrant**) should not be stampable.

Although the issue is not free from doubt United Kingdom stamp duty may be payable on an instrument which constitutes certain types of Warrants which are Physical Delivery Securities (each a **Physical Delivery Warrant**). However, if any such instrument is executed and retained outside the United Kingdom, such stamp duty may potentially be indefinitely deferred, although such an unstamped document will not be admissible in evidence in court or arbitration proceedings in the United Kingdom.

No United Kingdom stamp duty should be required to be paid on the sale of any Warrants provided no instrument of transfer is used in order to complete the sale.

No SDRT will be payable on the issue into CREST of any Warrant.

No SDRT will be payable on the issue into Euroclear or Clearstream of any Cash Settled Warrant.

No SDRT will be payable in relation to the issue into Euroclear or Clearstream of a Physical Delivery Warrant which does not give the holder an interest in, rights arising out of, or the right to acquire stock, shares or loan capital.

SDRT will generally be payable under current law in relation to the issue into Euroclear or Clearstream of a Physical Delivery Warrant which gives the holder an interest in, rights arising out of, or the right on exercise to acquire stock, shares or loan capital unless such stock, shares or loan capital qualify as "exempt securities". SDRT would be payable at 1.5 per cent. of the issue price. SDRT will generally not be payable under current law in relation to an agreement to transfer such Physical Delivery Warrants within Euroclear or Clearstream provided no election has been made under which the alternative system of charge (as provided for in section 97A Finance Act 1986) applies to the Physical Delivery Warrants. It is not clear the extent to which the decision of the ECJ in *HSBC Holdings plc and Vidacos Nominees Ltd v HMRC* (Case C-569/07) discussed further below applies to Physical Delivery Warrants or the way in which any change in legislation or HMRC practice in response to this decision may alter the position outlined above.

SDRT will generally be payable in relation to an agreement to transfer a Physical Delivery Warrant held within CREST which gives the holder an interest in, rights arising out of, or the right on exercise to acquire stock, shares or loan capital unless such stock, shares or loan capital qualify as "exempt securities". SDRT would be payable at 0.5 per cent. of the consideration given under an agreement to transfer any such Physical Delivery Warrants.

No SDRT will be payable in relation to any agreement to transfer Cash Settled Warrants or Physical Delivery Warrants which do not give the holder an interest in, rights arising out of, or the right to acquire stock, shares or loan capital.

United Kingdom stamp duty or SDRT may be required to be paid in relation to the transfer of an asset (such as stock or marketable securities) following the exercise of a Physical Delivery Warrant. However, any such liability to SDRT will be cancelled (or, if already paid, will be repaid) if an instrument effecting the transfer is chargeable with stamp duty (or is otherwise required to be stamped) and has been duly stamped within six years of the agreement being made or, in the case of a conditional agreement, within six years of all conditions being satisfied.

Redeemable Certificates

Withholding Tax

The following analysis applies to Redeemable Certificates which carry a right to the payment of interest and/or are redeemed at a premium, any amount of which is deemed to constitute a payment of interest.

Redeemable Certificates which are and continue to be listed on a recognised stock exchange, within the meaning of section 1005 of the Income Tax Act 2007 should constitute "quoted Eurobonds" and payments of interest by the Issuer on such Redeemable Certificates may be made without withholding or deduction for or on account of United Kingdom tax. The London Stock Exchange is a recognised stock exchange and Redeemable Certificates will be treated as listed on the London Stock Exchange if they are included in the Official List by the UK Listing Authority and are admitted to trading on the London Stock Exchange.

In all other cases, interest will generally be paid by the Issuer under deduction of income tax at the basic rate (currently 20 per cent.) subject to the availability of other reliefs or to any direction to the contrary from HMRC in respect of such relief as may be available pursuant to the provisions of any applicable double taxation treaty.

Taxation of Profits and Gains

(i) United Kingdom resident individuals

Redeemable Certificates may fall to be treated as "qualifying corporate bonds" either because they constitute "deeply discounted securities" for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 or, where they do not constitute deeply discounted securities, because they otherwise fulfil the conditions to be treated as qualifying corporate bonds pursuant to section 117 TCGA 1992.

A Redeemable Certificate will be treated as a deeply discounted security for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 where the issue price is or could be less than the sum payable on redemption and the amount by which it is or could be less (expressing the difference between the issue price and the Cash Settlement Amount as a percentage of the Cash Settlement Amount) is greater than the percentage figure equal to one half the number of years between the issue date and the Redemption Date, where this is less than thirty years, or 15 per cent. in other cases. Where a Redeemable Certificate falls to be treated as a deeply discounted security, profits and gains arising from disposing of the Redeemable Certificate prior to the Redemption Date, or from holding the Redeemable Certificate to the Redemption Date, will be charged to tax as income, without the benefit of the annual exempt amount referred to in respect of Qualifying Warrants above. No relief

from income tax is available in respect of any loss suffered on the disposal or redemption of a Redeemable Certificate which is a deeply discounted security.

Where a Redeemable Certificate qualifies as a deeply discounted security for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 and is extinguished by delivery of shares in a company or any other securities, the delivery is deemed to involve a payment on redemption of an amount equal to whatever, at the time of delivery, is the market value of the shares or other securities delivered. In such a situation, the amount by which any such deemed payment exceeded the amount paid by the Redeemable Certificate holder to acquire the Redeemable Certificate would be subject to tax as income, without the benefit of the annual exempt amount. The acquisition cost of the shares or other securities will be their market value at the time of delivery for the purposes of computing any future capital gain or loss.

Where a Redeemable Certificate is not a deeply discounted security or an "excluded indexed security" (as described below) and is expressed in sterling with no provision for conversion into, or redemption in, a currency other than sterling, it may be a qualifying corporate bond if, on the basis of its Final Terms, it satisfies the conditions set out in section 117 TCGA 1992. On a disposal of a Redeemable Certificate which is not a deeply discounted security but which is a qualifying corporate bond, no chargeable gain or allowable loss will arise for the purposes of capital gains tax.

Where a Redeemable Certificate qualifies as an "excluded indexed security" it will not be treated as a deeply discounted security or a qualifying corporate bond and will be subject to capital gains tax as discussed below. An excluded indexed security is, in broad terms, a security which provides that the holder is entitled to receive at redemption an amount equal to the amount subscribed for the security multiplied by any increase or decrease in the value of a specified asset (expressed as a percentage) over the life of the security. The specified asset must be the kind of asset that if held by an individual is generally taxed under the capital gains tax rules, including a Qualifying Warrant. An excluded indexed security can provide for a minimum amount to be payable at redemption provided this does not exceed 10 per cent. of the amount paid on the issue of the security.

A Redeemable Certificate, which is not a deeply discounted security and does not otherwise fall to be treated as a qualifying corporate bond, including a Redeemable Certificate which is treated as an excluded indexed security, should be a chargeable asset for the purposes of capital gains tax such that any gain arising on disposal prior to the Redemption Date, or at the Redemption Date, would be charged to tax as a capital gain under TCGA 1992, with the benefit of the annual exempt amount (to the extent not already utilised).

Where a Redeemable Certificate is a chargeable asset for the purposes of capital gains tax and is denominated in a currency other than sterling, the normal rule is that, in calculating any gain or loss on disposal of that Redeemable Certificate, sterling values are compared at acquisition and transfer. Accordingly, a taxable profit can arise even where the foreign currency amount received on a disposal is less than or the same as the amount paid for the Redeemable Certificate.

Except where a Redeemable Certificate is treated as a deeply discounted security, any accrued interest at the date of disposal will be taxed under the provisions of Chapter 2 of Part 12 of the Income Tax Act 2007 (Accrued Income Profits and Losses).

(ii) ISA, PEP, SIPPS and SSAS

A Redeemable Certificate may, depending on its terms, be eligible to be held within the stocks and shares component of an ISA or of an existing PEP provided it is listed on a recognised stock exchange and at the date when such Redeemable Certificate is first held under the account or the plan (as the case may be), the terms on which it was issued do not require the Redeemable Certificate to be re-purchased or redeemed or allow the holder to require it to be re-purchased or redeemed

(except in circumstances which are neither certain nor likely to occur) within the period of five years from that date.

UK tax resident Redeemable Certificate holders who acquire their investment in Redeemable Certificates through an ISA or through an existing PEP and who satisfy the requirements for tax exemption in the ISA Regulations 1998 (UK Statutory Instruments 1998 No. 1870) or the PEP Regulations 1989 (UK Statutory Instruments 1989 No. 469) (as the case may be) will not be subject to either UK income tax or UK capital gains tax on income and gains realised from their investment and any losses on their investment will be disregarded for the purposes of UK capital gains tax.

Redeemable Certificates should generally be capable of being held within a SIPPS or SSAS. However holders of Redeemable Certificates should obtain independent advice in relation to the tax treatment of Redeemable Certificates held within any such SIPPS or SSAS.

Provision of Information

Holders of Redeemable Certificates who are individuals may wish to note that in certain circumstances, HMRC has power to obtain information from any person in the United Kingdom who pays interest or other amounts payable on the redemption of Redeemable Certificates which are deeply discounted securities for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 to (or receives such amounts for the benefit of) another person, although HMRC published practice indicates that HMRC will not exercise the power referred to above to require this information in respect of such amounts payable on redemption of the Redeemable Certificates where such amounts are paid on or before 5 April 2010. Such information may include the name and address of the beneficial owner of the amount payable on redemption. Any information obtained may, in certain circumstances, be exchanged by HMRC with the tax authorities of the jurisdiction in which the holder of the Redeemable Certificate is resident for tax purposes.

Stamp Duty and SDRT

No United Kingdom stamp duty will be payable in relation to the issue of Redeemable Certificates which are Cash Settled Securities (**Cash Settled Redeemable Certificates**) or Redeemable Certificates which are Physical Delivery Securities (**Physical Delivery Redeemable Certificates**). No United Kingdom stamp duty will be payable on transfers of Redeemable Certificates on sale provided no instruments of transfer are used to complete such sales. No United Kingdom stamp duty will be payable in relation to the redemption of a Redeemable Certificate settled by way of a cash payment. United Kingdom stamp duty may be required to be paid in relation to the transfer of an asset on redemption of a Redeemable Certificate settled by way of physical delivery.

No SDRT will be payable in relation to the issue into CREST of Redeemable Certificates or the redemption of Cash Settled Redeemable Certificates.

No SDRT will be payable in relation to the issue into Euroclear or Clearstream of Cash Settled Redeemable Certificates or in relation to agreements to transfer Cash Settled Redeemable Certificates held within CREST where such Cash Settled Redeemable Certificates: (i) qualify as loan capital; (ii) do not carry rights to acquire shares or securities (by way of exchange, conversion or otherwise); (iii) have not carried and do not carry a right to interest the amount of which exceeds a reasonable commercial return on their nominal amount or which falls or has fallen to be determined by reference to the results of, or any part of, a business or to the value of any property; and (iv) have not carried and do not carry a right on repayment to an amount which exceeds their nominal amount and is not reasonably comparable with what is generally repayable (in respect of a similar nominal amount of capital) under the terms of issue of loan capital listed in the Official List of the London Stock Exchange.

Applying the reasoning of the ECJ in the case of *HSBC Holdings plc and Vidacos Nominees Ltd v HMRC* (Case C-569/07), SDRT should not be payable in relation to the issue into Euroclear or Clearstream of Redeemable Certificates which qualify as loan capital but carry rights to acquire other shares or securities

(by way of exchange, conversion or otherwise) that are not "exempt securities", carry or have carried a right to interest the amount of which exceeds a reasonable commercial return on their nominal amount or which falls or has fallen to be determined by reference to the results of, or any part of, a business or to the value of any property or rights to a premium not reasonably comparable with amounts payable on securities listed in the Official List of the London Stock Exchange. However, it is possible that HMRC may dispute whether the ECJ's reasoning should be applied in this way or might amend the United Kingdom stamp duty and/or SDRT regime.

It is possible that certain Redeemable Certificates may not constitute loan capital but may give the holder an interest in, rights arising out of, or the right to acquire stock, shares or loan capital. In these circumstances, SDRT would be payable in relation to the issue into Euroclear or Clearstream of such Redeemable Certificates at the rate of 1.5 per cent. of the consideration given for the issue.

SDRT will generally not be payable under current law in relation to agreements to transfer Redeemable Certificates held within Euroclear or Clearstream, provided no election has been made under which the alternative system of charge (as provided for in section 97A Finance Act 1986) applies to the Redeemable Certificates.

SDRT will generally be payable in relation to agreements to transfer Redeemable Certificates held within CREST which carry rights to acquire other shares or securities (by way of exchange, conversion or otherwise) that are not "exempt securities", carry or have carried a right to interest the amount of which exceeds a reasonable commercial return on their nominal amount or which falls or has fallen to be determined by reference to the results of, or any part of, a business or to the value of any property or rights to a premium not reasonably comparable with amounts payable on securities listed in the Official List of the London Stock Exchange. SDRT would be payable at 0.5 per cent. of the consideration given under an agreement to transfer such Redeemable Certificates.

In addition, SDRT may be payable (possibly at the time of issue) by a Redeemable Certificateholder in respect of any agreement to transfer an asset pursuant to a Physical Delivery Redeemable Certificate. However, any such liability to SDRT will be cancelled (or if already paid will be repaid) if the instrument effecting the transfer is chargeable with stamp duty (or otherwise required to be stamped) and has been duly stamped within six years of the agreement being made or, in the case of a conditional agreement, within six years of all conditions being satisfied.

IRISH TAXATION

The following describes certain general Irish tax consequences arising from acquiring, holding and disposing of Exercisable Certificates (which term shall, for the purposes of this tax summary, not include Warrants) and Redeemable Certificates only. Prospective purchasers of particular Securities should obtain professional advice in order to determine the appropriate tax treatment. The correct tax treatment will be dependent upon on the precise terms of the applicable Final Terms and Conditions. The following relates to the position of individuals who are the beneficial owners of the Securities and who are resident and/or ordinarily resident in Ireland. Persons who are non-Irish domiciled should take specific tax advice. The following refers to current Irish tax law and Irish Revenue Commissioners' practice. Some aspects do not apply to certain classes of person (such as a person who holds the Securities as part of a trade of dealing in securities).

Exercisable Certificates

The Exercisable Certificates should not be construed as debt instruments for Irish tax purposes on the assumption that they do not carry a coupon entitlement.

On the assumption that the Exercisable Certificates do not carry a coupon entitlement and are held as an investment (and not as trading stock), any gain realised by a Securityholder on a disposal of an Exercisable

Certificate (i.e. the excess, if any, of the euro equivalent of the disposal proceeds over the euro equivalent of the consideration paid for the Exercisable Certificate and certain incidental costs of acquisition and disposal) should be liable to capital gains tax (currently at rate of 25%).

Generally, the Securityholder should, on the disposal of the Exercisable Certificate, be entitled to make a tax free gain in any tax year equal to the annual exempt amount (which is €1,270 for the tax year 2009), provided the annual exemption has not been otherwise utilised.

The above summary applies only to Exercisable Certificates which do not carry a coupon entitlement. It is anticipated that any Exercisable Certificates which carry such an entitlement are likely to be treated for Irish tax purposes as Redeemable Certificates and, on this basis, holders of such Exercisable Certificates should refer to the tax treatment summary in respect of Redeemable Certificates set out below.

Redeemable Certificates

It is likely that the Redeemable Certificates would be construed as debt instruments for Irish tax purposes. On that basis, it is likely that profits and gains arising from the disposal of a Redeemable Certificate prior to the Redemption Date, or from holding the Redeemable Certificate to the Redemption Date, will be liable to Irish income tax at the Securityholder's marginal income tax rate and to the income levy. Certain Securityholders may also be liable to PRSI and the health levy.

In the event that the Redeemable Certificates carry a coupon entitlement, the income arising should be liable to Irish income tax at theSecurityholder's marginal income tax rate and to the income levy. Certain Securityholders may also be liable to PRSI and the health levy.

EU Savings Directive

Under EC Council Directive 2003/48/EC on the taxation of savings income, Member States are required to provide to the tax authorities of other Member States details of payments of interest (or similar income) paid by a person to an individual or to certain other persons in another Member State. However, for a transitional period, Belgium, Luxembourg and Austria may instead (unless during that period they elect otherwise) operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories including Switzerland have agreed to adopt similar measures (a withholding system in the case of Switzerland) with effect from the same date.".

(b) In the Exercisable Certificates/Warrants and Redeemable Certificates Prospectus, the section entitled "Taxation" shall be deleted in its entirety and replaced by the following:

"**Taxation**

The following comments are of a general nature, are based on the Issuer's understanding of current law and practice and are included in this document solely for information purposes. These comments are not intended to be, nor should they be regarded as, legal or tax advice. The precise tax treatment of a holder of a Security will depend for each issue on the terms of the Security, as specified in the Conditions of the Security as amended and supplemented by the applicable Final Terms under the law and practice at the relevant time. Prospective holders of Securities should consult their own tax advisers in all relevant jurisdictions to obtain advice about their particular tax treatment in relation to such Securities.

UNITED KINGDOM TAXATION

The following describes certain general United Kingdom tax consequences arising from acquiring, holding and disposing of Exercisable Certificates (which term shall, for the purposes of this tax summary, include Warrants) and Redeemable Certificates which fall into certain categories for tax purposes. Prospective purchasers of particular Exercisable Certificates and Redeemable Certificates should obtain professional advice in order to determine which, if any, of these categories those Exercisable Certificates or Redeemable Certificates fall into. The following relates only to the position of individuals who are the beneficial owners of Exercisable Certificates or Redeemable Certificates and who are resident and domiciled in the United Kingdom for tax purposes and is based on current United Kingdom tax law and HM Revenue & Customs (**HMRC**) practice; some aspects do not apply to certain classes of person (such as persons carrying on a trade of dealing in Exercisable Certificates or Redeemable Certificates and persons connected with the Issuer) to whom special rules may apply. Prospective purchasers who are companies (or unit trusts or open-ended investment companies) and any investor who may be unsure as to their tax position should seek their own professional advice.

Exercisable Certificates

The following summary applies only to Exercisable Certificates which do not carry a right to the payment of a Coupon. It is anticipated that any Exercisable Certificates which carry such a right are likely to be treated for United Kingdom tax purposes as Redeemable Certificates and, on this basis, holders of such Exercisable Certificates should refer to the tax treatment summary in respect of Redeemable Certificates set out below.

Withholding Tax

No United Kingdom income tax should be required to be deducted or withheld from any payments made on the Exercisable Certificates.

Taxation of Profits and Gains

(i) United Kingdom resident individuals

Gains arising to an individual as a result of acquiring then exercising or otherwise disposing of a "qualifying option" are generally, subject to the discussion at (ii) below ("Guaranteed Returns"), charged to tax under the capital gains tax rules in the Taxation of Chargeable Gains Act 1992 (**TCGA 1992**). Options which are listed on a recognised stock exchange are qualifying options and the London Stock Exchange is recognised for these purposes.

Exercisable Certificates which are admitted to the Official List of the UK Listing Authority and admitted to trading by the London Stock Exchange and which can be regarded as options should generally be treated as "qualifying options" (**Qualifying Exercisable Certificates**). Therefore, an individual holding such a Qualifying Exercisable Certificate should be charged to tax on any gain made on the disposal of the Qualifying Exercisable Certificate under the capital gains tax rules in TCGA 1992. This means that such a holder should, on the disposal of a Qualifying Exercisable Certificate, be entitled to make a tax free gain in any tax year equal to the annual exempt amount (which is £10,100 for the tax year 2009-10), assuming the annual exemption has not been utilised in relation to another gain in the same tax year.

Accordingly, on the disposal of a Qualifying Exercisable Certificate by sale, the holder should, subject to the availability of the annual exempt amount (see above), be charged to capital gains tax on the gain arising on the disposal, calculated by comparing the amount received on disposal with the base cost.

In the case of a Qualifying Exercisable Certificate which is settled by physical delivery, the acquisition of the Qualifying Exercisable Certificate and the acquisition of a new asset on the exercise of such a Qualifying Exercisable Certificate is treated as a single transaction for capital gains purposes, so that the amount paid

for the Qualifying Exercisable Certificate plus the amount paid for the new asset constitutes the base cost for the new asset. The exercise of such a Qualifying Exercisable Certificate is not treated as a disposal of the Qualifying Exercisable Certificate. Accordingly, no charge to capital gains tax will arise on the exercise of such a Qualifying Exercisable Certificate. However, a disposal of the new asset acquired on the exercise of such a Qualifying Exercisable Certificate may give rise to a charge to capital gains tax, if a gain arises on that disposal.

In the case of a Qualifying Exercisable Certificate which is settled by way of a cash payment, the exercise of the Qualifying Exercisable Certificate will be treated as a disposal. The cash amount received on the exercise will be treated as the consideration for the disposal. The amount paid for a Qualifying Exercisable Certificate plus any amount paid on exercise will be treated as the base cost for the purposes of calculating any capital gain arising on the exercise of the Qualifying Exercisable Certificate.

An Exercisable Certificate that is not a Qualifying Exercisable Certificate should generally be regarded as a "financial future" for the purposes of the capital gains tax rules in TCGA 1992. Accordingly, on the disposal of such an Exercisable Certificate, the holder should, subject to the availability of the annual exempt amount (see above), be charged to capital gains tax on the gain arising on the disposal, calculated by comparing the amount received on disposal with the base cost. The amount paid for such an Exercisable Certificate plus any amount paid on exercise will constitute the base cost for these purposes.

(ii) Guaranteed Returns

Any Exercisable Certificate which is (either alone or taken together with other related transactions) designed to produce a guaranteed return equivalent to money invested at interest will not be taxed in accordance with the rules described above. Any profit or gain arising in relation to such an Exercisable Certificate will be charged to tax as income under Chapter 12 of Part 4 of the Income Tax (Trading and Other Income) Act 2005 (**ITTOIA 2005**), without the benefit of the annual exempt amount.

(iii) Individual Savings Account (ISA), Personal Equity Plan (PEP), Self-invested Personal Pension Schemes (SIPPS) and Small Self-administered Schemes (SSAS).

Exercisable Certificates will not qualify for inclusion within the stocks and shares component of an ISA or within the stocks and shares component of an existing PEP.

Exercisable Certificates should generally be capable of being held within a SIPPS or SSAS. However holders should obtain independent advice in relation to the tax treatment of any Exercisable Certificates held within such a SIPPS or SSAS.

*Stamp Duty and Stamp Duty Reserve Tax (**SDRT**)*

On the basis of the Issuer's understanding of current unpublished HMRC practice, cash settled warrants in a form similar to the Exercisable Certificates should not generally be stampable on issue. Accordingly, the grant of an Exercisable Certificate which is a Cash Settled Security (a **Cash Settled Exercisable Certificate**) should not be stampable.

Although the issue is not free from doubt United Kingdom stamp duty may be payable on an instrument which constitutes certain types of Exercisable Certificates which are Physical Delivery Securities (each a **Physical Delivery Exercisable Certificate**). However, if any such instrument is executed and retained outside the United Kingdom, such stamp duty may potentially be indefinitely deferred, although such an unstamped document will not be admissible in evidence in court or arbitration proceedings in the United Kingdom.

No United Kingdom stamp duty should be required to be paid on the sale of any Exercisable Certificates provided no instrument of transfer is used in order to complete the sale.

No SDRT will be payable on the issue into CREST of any Exercisable Certificate.

No SDRT will be payable on the issue into Euroclear or Clearstream of any Cash Settled Exercisable Certificate.

No SDRT will be payable in relation to the issue into Euroclear or Clearstream of a Physical Delivery Exercisable Certificate which does not give the holder an interest in, rights arising out of, or the right to acquire stock, shares or loan capital.

SDRT will generally be payable under current law in relation to the issue into Euroclear or Clearstream of a Physical Delivery Exercisable Certificate which gives the holder an interest in, rights arising out of, or the right on exercise to acquire stock, shares or loan capital unless such stock, shares or loan capital qualify as "exempt securities". SDRT would be payable at 1.5 per cent. of the issue price. SDRT will generally not be payable under current law in relation to an agreement to transfer such Physical Delivery Exercisable Certificates within Euroclear or Clearstream provided no election has been made under which the alternative system of charge (as provided for in section 97A Finance Act 1986) applies to the Physical Delivery Exercisable Certificates. It is not clear the extent to which the decision of the ECJ in *HSBC Holdings plc and Vidacos Nominees Ltd v HMRC* (Case C-569/07) discussed further below applies to Physical Delivery Exercisable Certificates or the way in which any change in legislation or HMRC practice in response to this decision may alter the position outlined above.

SDRT will generally be payable in relation to an agreement to transfer a Physical Delivery Exercisable Certificate held within CREST which gives the holder an interest in, rights arising out of, or the right on exercise to acquire stock, shares or loan capital unless such stock, shares or loan capital qualify as “exempt securities”. SDRT would be payable at 0.5 per cent. of the consideration given under an agreement to transfer any such Physical Delivery Exercisable Certificates.

No SDRT will be payable in relation to any agreement to transfer Cash Settled Exercisable Certificates or Physical Delivery Exercisable Certificates which do not give the holder an interest in, rights arising out of, or the right to acquire stock, shares or loan capital.

United Kingdom stamp duty or SDRT may be required to be paid in relation to the transfer of an asset (such as stock or marketable securities) following the exercise of a Physical Delivery Exercisable Certificate. However, any such liability to SDRT will be cancelled (or, if already paid, will be repaid) if an instrument effecting the transfer is chargeable with stamp duty (or is otherwise required to be stamped) and has been duly stamped within six years of the agreement being made or, in the case of a conditional agreement, within six years of all conditions being satisfied.

Redeemable Certificates

Withholding Tax

The following analysis applies to Redeemable Certificates which carry a right to the payment of interest and/or are redeemed at a premium, any amount of which is deemed to constitute a payment of interest. The right to the payment of a Coupon is likely to be regarded as interest for these purposes.

Redeemable Certificates which are and continue to be listed on a recognised stock exchange, within the meaning of section 1005 of the Income Tax Act 2007, should constitute “quoted Eurobonds” and payments of interest by the Issuer on such Redeemable Certificates may be made without withholding or deduction for

or on account of United Kingdom tax. The London Stock Exchange is a recognised stock exchange and Redeemable Certificates will be treated as listed on the London Stock Exchange if they are included in the Official List by the UK Listing Authority and are admitted to trading on the London Stock Exchange.

In all other cases, interest will generally be paid by the Issuer under deduction of income tax at the basic rate (currently 20 per cent.) subject to the availability of other reliefs or to any direction to the contrary from HMRC in respect of such relief as may be available pursuant to the provisions of any applicable double taxation treaty.

Taxation of Profits and Gains

(i) United Kingdom resident individuals

Redeemable Certificates may fall to be treated as "qualifying corporate bonds" either because they constitute "deeply discounted securities" for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 or, where they do not constitute deeply discounted securities, because they otherwise fulfil the conditions to be treated as qualifying corporate bonds pursuant to section 117 TCGA 1992.

A Redeemable Certificate will be treated as a deeply discounted security for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 where the issue price is or could be less than the sum payable on redemption and the amount by which it is or could be less (expressing the difference between the issue price and the Cash Settlement Amount as a percentage of the Cash Settlement Amount) is greater than the percentage figure equal to one half the number of years between the issue date and the Redemption Date, where this is less than thirty years, or 15 per cent. in other cases. Where a Redeemable Certificate falls to be treated as a deeply discounted security, profits and gains arising from disposing of the Redeemable Certificate prior to the Redemption Date, or from holding the Redeemable Certificate to the Redemption Date, will be charged to tax as income, without the benefit of the annual exempt amount referred to in respect of Qualifying Exercisable Certificates above. No relief from income tax is available in respect of any loss suffered on the disposal or redemption of a Redeemable Certificate which is a deeply discounted security.

Where a Redeemable Certificate qualifies as a deeply discounted security for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 and is extinguished by delivery of shares in a company or any other securities, the delivery is deemed to involve a payment on redemption of an amount equal to whatever, at the time of delivery, is the market value of the shares or other securities delivered. In such a situation, the amount by which any such deemed payment exceeded the amount paid by the Redeemable Certificate holder to acquire the Redeemable Certificate would be subject to tax as income, without the benefit of the annual exempt amount. The acquisition cost of the shares or other securities will be their market value at the time of delivery for the purposes of computing any future capital gain or loss.

Where a Redeemable Certificate is not a deeply discounted security or an "excluded indexed security" (as described below) and is expressed in sterling with no provision for conversion into, or redemption in, a currency other than sterling, it may be a qualifying corporate bond if, on the basis of its Final Terms, it satisfies the conditions set out in section 117 TCGA 1992. On a disposal of a Redeemable Certificate which is not a deeply discounted security but which is a qualifying corporate bond, no chargeable gain or allowable loss will arise for the purposes of capital gains tax.

Where a Redeemable Certificate qualifies as an "excluded indexed security" it will not be treated as a deeply discounted security or a qualifying corporate bond and will be subject to capital gains tax as discussed further below. An excluded indexed security is, in broad terms, a security which provides that the holder is entitled to receive at redemption an amount equal to the amount subscribed for the security multiplied by any increase or decrease in the value of a specified asset (expressed as a percentage) over the life of the security.

The specified asset must be the kind of asset that if held by an individual is generally taxed under the capital gains tax rules, including a Qualifying Exercisable Certificate. An excluded indexed security can provide for a minimum amount to be payable at redemption provided this does not exceed 10 per cent. of the amount paid on the issue of the security.

A Redeemable Certificate, which is not a deeply discounted security and does not otherwise fall to be treated as a qualifying corporate bond, including a Redeemable Certificate which is treated as an excluded indexed security, should be a chargeable asset for the purposes of capital gains tax such that any gain arising on disposal prior to the Redemption Date, or at the Redemption Date, would be charged to tax as a capital gain under TCGA 1992, with the benefit of the annual exempt amount (to the extent not already utilised).

Where a Redeemable Certificate is a chargeable asset for the purposes of capital gains tax and is denominated in a currency other than sterling, the normal rule is that, in calculating any gain or loss on disposal of that Redeemable Certificate, sterling values are compared at acquisition and transfer. Accordingly, a taxable profit can arise even where the foreign currency amount received on a disposal is less than or the same as the amount paid for the Redeemable Certificate.

Except where a Redeemable Certificate is treated as a deeply discounted security, any accrued interest at the date of disposal will be taxed under the provisions of Chapter 2 of Part 12 of the Income Tax Act 2007 (Accrued Income Profits and Losses).

(ii) ISA, PEP, SIPPS and SSAS

A Redeemable Certificate may, depending on its terms, be eligible to be held within the stocks and shares component of an ISA or of an existing PEP provided it is listed on a recognised stock exchange and at the date when such Redeemable Certificate is first held under the account or the plan (as the case may be), the terms on which it was issued do not require the Redeemable Certificate to be re-purchased or redeemed or allow the holder to require it to be re-purchased or redeemed (except in circumstances which are neither certain nor likely to occur) within the period of five years from that date.

UK tax resident Redeemable Certificate holders who acquire their investment in Redeemable Certificates through an ISA or through an existing PEP and who satisfy the requirements for tax exemption in the ISA Regulations 1998 (UK Statutory Instruments 1998 No. 1870) or the PEP Regulations 1989 (UK Statutory Instruments 1989 No. 469) (as the case may be) will not be subject to either UK income tax or UK capital gains tax on income and gains realised from their investment and any losses on their investment will be disregarded for the purposes of UK capital gains tax.

Redeemable Certificates should generally be capable of being held within a SIPPS or SSAS. However holders of Redeemable Certificates should obtain independent advice in relation to the tax treatment of Redeemable Certificates held within any such SIPPS or SSAS.

Provision of Information

Holders of Redeemable Certificates who are individuals may wish to note that in certain circumstances, HMRC has power to obtain information from any person in the United Kingdom who pays interest or other amounts payable on the redemption of Redeemable Certificates which are deeply discounted securities for the purposes of Chapter 8 of Part 4 of ITTOIA 2005 to (or receives such amounts for the benefit of) another person, although HMRC published practice indicates that HMRC will not exercise the power referred to above to require this information in respect of such amounts payable on redemption of the Redeemable Certificates where such amounts are paid on or before 5 April 2010. Such information may include the name and address of the beneficial owner of the amount payable on redemption. Any information obtained may, in

certain circumstances, be exchanged by HMRC with the tax authorities of the jurisdiction in which the holder of the Redeemable Certificate is resident for tax purposes.

Stamp Duty and SDRT

No United Kingdom stamp duty will be payable in relation to the issue of Redeemable Certificates which are Cash Settled Securities (**Cash Settled Redeemable Certificates**) or Redeemable Certificates which are Physical Delivery Securities (**Physical Delivery Redeemable Certificates**). No United Kingdom stamp duty will be payable on transfers of Redeemable Certificates on sale provided no instruments of transfer are used to complete such sales. No United Kingdom stamp duty will be payable in relation to the redemption of a Redeemable Certificate settled by way of a cash payment. United Kingdom stamp duty may be required to be paid in relation to the transfer of an asset on redemption of a Redeemable Certificate settled by way of physical delivery.

No SDRT will be payable in relation to the issue into CREST of Redeemable Certificates or the redemption of Cash Settled Redeemable Certificates.

No SDRT will be payable in relation to the issue into Euroclear or Clearstream of Cash Settled Redeemable Certificates or in relation to agreements to transfer Cash Settled Redeemable Certificates held within CREST where such Cash Settled Redeemable Certificates: (i) qualify as loan capital; (ii) do not carry rights to acquire shares or securities (by way of exchange, conversion or otherwise); (iii) have not carried and do not carry a right to interest the amount of which exceeds a reasonable commercial return on their nominal amount or which falls or has fallen to be determined by reference to the results of, or any part of, a business or to the value of any property; and (iv) have not carried and do not carry a right on repayment to an amount which exceeds their nominal amount and is not reasonably comparable with what is generally repayable (in respect of a similar nominal amount of capital) under the terms of issue of loan capital listed in the Official List of the London Stock Exchange.

Applying the reasoning of the ECJ in the case of *HSBC Holdings plc and Vidacos Nominees Ltd v HMRC* (Case C-569/07), SDRT should not be payable in relation to the issue into Euroclear or Clearstream of Redeemable Certificates which qualify as loan capital but carry rights to acquire other shares or securities (by way of exchange, conversion or otherwise) that are not "exempt securities", carry or have carried a right to interest the amount of which exceeds a reasonable commercial return on their nominal amount or which falls or has fallen to be determined by reference to the results of, or any part of, a business or to the value of any property or rights to a premium not reasonably comparable with amounts payable on securities listed in the Official List of the London Stock Exchange. However, it is possible that HMRC may dispute whether the ECJ's reasoning should be applied in this way or might amend the United Kingdom stamp duty and/or SDRT regime.

It is possible that certain Redeemable Certificates may not constitute loan capital but may give the holder an interest in, rights arising out of, or the right to acquire stock, shares or loan capital. In these circumstances, SDRT would be payable in relation to the issue into Euroclear or Clearstream of such Redeemable Certificates at the rate of 1.5 per cent. of the consideration given for the issue.

SDRT will generally not be payable under current law in relation to agreements to transfer Redeemable Certificates held within Euroclear or Clearstream, provided no election has been made under which the alternative system of charge (as provided for in section 97A Finance Act 1986) applies to the Redeemable Certificates.

SDRT will generally be payable in relation to agreements to transfer Redeemable Certificates held within CREST which carry rights to acquire other shares or securities (by way of exchange, conversion or

otherwise) that are not "exempt securities", carry or have carried a right to interest the amount of which exceeds a reasonable commercial return on their nominal amount or which falls or has fallen to be determined by reference to the results of, or any part of, a business or to the value of any property or rights to a premium not reasonably comparable with amounts payable on securities listed in the Official List of the London Stock Exchange. SDRT would be payable at 0.5 per cent. of the consideration given under an agreement to transfer such Redeemable Certificates.

In addition, SDRT may be payable (possibly at the time of issue) by a Redeemable Certificateholder in respect of any agreement to transfer an asset pursuant to a Physical Delivery Redeemable Certificate. However, any such liability to SDRT will be cancelled (or if already paid will be repaid) if the instrument effecting the transfer is chargeable with stamp duty (or otherwise required to be stamped) and has been duly stamped within six years of the agreement being made or, in the case of a conditional agreement, within six years of all conditions being satisfied.

IRISH TAXATION

The following describes certain general Irish tax consequences arising from acquiring, holding and disposing of Exercisable Certificates (which term shall, for the purposes of this tax summary, not include Warrants) and Redeemable Certificates only. Prospective purchasers of particular Securities should obtain professional advice in order to determine the appropriate tax treatment. The correct tax treatment will be dependent upon on the precise terms of the applicable Final Terms and Conditions. The following relates to the position of individuals who are the beneficial owners of the Securities and who are resident and/or ordinarily resident in Ireland. Persons who are non-Irish domiciled should take specific tax advice. The following refers to current Irish tax law and Irish Revenue Commissioners' practice. Some aspects do not apply to certain classes of person (such as a person who holds the Securities as part of a trade of dealing in securities).

Exercisable Certificates

The Exercisable Certificates should not be construed as debt instruments for Irish tax purposes on the assumption that they do not carry a coupon entitlement.

On the assumption that the Exercisable Certificates do not carry a coupon entitlement and are held as an investment (and not as trading stock), any gain realised by a Securityholder on a disposal of an Exercisable Certificate (i.e. the excess, if any, of the euro equivalent of the disposal proceeds over the euro equivalent of the consideration paid for the Exercisable Certificate and certain incidental costs of acquisition and disposal) should be liable to capital gains tax (currently at rate of 25%).

Generally, the Securityholder should, on the disposal of the Exercisable Certificate, be entitled to make a tax free gain in any tax year equal to the annual exempt amount (which is €1,270 for the tax year 2009), provided the annual exemption has not been otherwise utilised.

The above summary applies only to Exercisable Certificates which do not carry a coupon entitlement. It is anticipated that any Exercisable Certificates which carry such an entitlement are likely to be treated for Irish tax purposes as Redeemable Certificates and, on this basis, holders of such Exercisable Certificates should refer to the tax treatment summary in respect of Redeemable Certificates set out below.

Redeemable Certificates

It is likely that the Redeemable Certificates would be construed as debt instruments for Irish tax purposes. On that basis, it is likely that profits and gains arising from the disposal of a Redeemable Certificate prior to

the Redemption Date, or from holding the Redeemable Certificate to the Redemption Date, will be liable to Irish income tax at the Securityholder's marginal income tax rate and to the income levy. Certain Securityholders may also be liable to PRSI and the health levy.

In the event that the Redeemable Certificates carry a coupon entitlement, the income arising should be liable to Irish income tax at the Securityholder's marginal income tax rate and to the income levy. Certain Securityholders may also be liable to PRSI and the health levy.

EU Savings Directive

Under EC Council Directive 2003/48/EC on the taxation of savings income, Member States are required to provide to the tax authorities of other Member States details of payments of interest (or similar income) paid by a person to an individual or to certain other persons in another Member State. However, for a transitional period, Belgium, Luxembourg and Austria may instead (unless during that period they elect otherwise) operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories including Switzerland have agreed to adopt similar measures (a withholding system in the case of Switzerland) with effect from the same date.".

If the documents which are incorporated by reference in each of the Prospectuses by virtue of this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of any of the Prospectuses for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, each of the Prospectuses by virtue of this Supplement.

To the extent that there is any inconsistency between any statement in or incorporated by reference in each of the Prospectuses by virtue of this Supplement and any other statement in or incorporated by reference in each of the Prospectuses, the statements in or incorporated by reference in each of the Prospectuses by virtue of this Supplement will prevail.

Save as disclosed in this Supplement or any document incorporated by reference in each of the Prospectuses by this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in each of the Prospectuses (as supplemented at the date hereof) since the publication of each of the Prospectuses.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.

SCHEDULE

List of Prospectuses

1. Prospectus dated 25 September 2009 relating to the Issuer's Certificate and Warrant Programme (the **C&W Programme Prospectus**).

2. Prospectus dated 3 April 2009 relating to the issue of Exercisable Certificates/Warrants and Redeemable Certificates (the **Exercisable Certificates/Warrants and Redeemable Certificates Prospectus**).

3. Prospectus dated 25 November 2008 relating to Call/Put Warrants, Lock-In Call/Lock-In Put and Digital Call/Digital Put Warrants (the **Call/Put, Lock-In Call/Put and Digital Call/Put Warrants Prospectus**).