

THE ROYAL BANK OF SCOTLAND PLC

- and -

BNP PARIBAS S.A.

NOTICE IS HEREBY GIVEN that on 28 September 2015 a Petition was presented to the Court of Session in Scotland (the “**Court**”) by The Royal Bank of Scotland plc (“**RBS**”) (registered in Scotland and with its registered office at 36 St Andrew Square, Edinburgh EH2 2YB, Scotland) and BNP Paribas S.A. (“**BNPP**”) (incorporated in France and with its registered office at 16, boulevard des Italiens, 75009 Paris, France) for an order of the Court, under Part VII of the Financial Services and Markets Act 2000, sanctioning a scheme for the transfer of certain of the banking business of RBS to BNPP (the “**Scheme**”).

Pursuant to the Scheme, (A) BNPP, acting through its London branch, will become deposit taker in respect of certain structured deposits which will be transferred from RBS under the Scheme, and (B) BNP Paribas Arbitrage Issuance B.V. (“**BNPP IBV**”), a wholly owned subsidiary of BNPP, will become the issuer in place of BNPP of certain securities (which will be first transferred from RBS to BNPP, acting through its London branch, under the Scheme). BNPP will guarantee all the obligations of BNPP IBV arising in respect of the transferred securities and certain related agreements.

Copies of a document setting out the terms of the Scheme, a summary of certain of its principal terms, a Deed of Guarantee to be given by BNPP in connection with the Scheme, and a Deed of Irrevocable Offer and certain other undertakings to be given by BNPP and BNPP IBV in connection with the Scheme are available, free of charge, at <http://investors.rbs.com/FSMA-transfer-IPED>, on request by e-mailing: [FSMAResponseTeamRBS@rbs.com](mailto:FSMAResponseTeamRBS@rbs.com), by contacting your regular RBS contact person or from Pieter-Reinier Maat, Global Head of IPED Client Management, The Royal Bank of Scotland, 135 Bishopsgate, London EC2M 3UR, United Kingdom. These documents are available until the date on which the Court sanctions the Scheme which is currently expected to be 19 November 2015. The effective date of the Scheme is currently expected to be 7 December 2015, or such other date as RBS and BNPP may agree in writing, subject to regulatory approvals and Court sanction.

In accordance with the Financial Services and Markets Act 2000 (Control of Business Transfers) (Requirements on Applicants) Regulations 2001, RBS and BNPP will publish this notice in The Edinburgh Gazette, The London Gazette, The Belfast Gazette, The Times, The Scotsman and the Financial Times (including the international editions, other than the Americas edition).

Any person who considers that they would be adversely affected by the carrying out of the Scheme may lodge written Answers (formal written objections) to the Petition with the Court at Parliament House, Parliament Square, Edinburgh EH1 1RQ, United Kingdom, within 42 days of the publication of the last of these notices, which is expected to be on or around 2 October 2015. In accordance with its practice, the Court is also likely to consider any other objections to the Scheme which are made to it whether in writing or in person at the hearing to sanction the Scheme.

This notice is given pursuant to Regulation 5(2) of the Financial Services and Markets Act 2000 (Control of Business Transfers) (Requirements on Applicants) Regulations 2001 and has been approved by the Prudential Regulation Authority.

Dated 29 September 2015

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