

RBS Holdings N.V.
Form 20-F
March 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2010

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 1-14624

RBS Holdings N.V.
(Exact name of Registrant as specified in its charter)

The Netherlands
(Jurisdiction of incorporation)

Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which
registered

New York Stock Exchange*

Guarantee of 5.90% Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust V	
Guarantee of 6.25% Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust VI	New York Stock Exchange**
Guarantee of 6.08% Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust VII	New York Stock Exchange***
5.90% Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust V	New York Stock Exchange
6.25% Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust VI	New York Stock Exchange
6.08% Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust VII	New York Stock Exchange
Leveraged CPI Linked Securities due January 13, 2020	NYSE Arca
Structured Hybrid Equity Linked Securities (SHIELDS) due January 16 2014 linked to the S&P 500 Index	NYSE Arca
RBS US Large Cap Trendpilot Exchange Traded Notes	NYSE Arca
RBS US Mid Cap Trendpilot Exchange Traded Notes	NYSE Arca
RBS Gold Trendpilot Exchange Traded Notes	NYSE Arca

* The guarantee is not listed for trading, but is listed only in connection with the registration of the corresponding Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust V.

** The guarantee is not listed for trading, but is listed only in connection with the registration of the corresponding Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust VI.

*** The guarantee is not listed for trading, but is listed only in connection with the registration of the corresponding Non-cumulative Guaranteed Trust Preferred Securities of RBS Capital Trust VII.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each class of common stock as of the close of the period covered by the annual report

(Title of each class)	(Number of outstanding shares)
Ordinary shares, par value €0.56 per share	3,306,843,332

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☒ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☐ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-Accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included

in this filing:

- ☐ U.S. GAAP
- ☒ International Financial Reporting Standards as issued by the International Accounting Standards Board
- ☐ Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

- ☐ Item 17
- ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

- ☐ Yes
- ☒ No

RBS Holdings N.V.
Annual Report and Accounts 2010

2	SEC Form 20-F cross reference	
4	Management Board Report	
4	Chairman's Statement	
5	Business Review	
80	Governance	
95	Financial Statements	
96	Consolidated income statement	
97	Consolidated statements of comprehensive income	
98	Consolidated balance sheets	
99	Consolidated statements of changes in equity	
101	Consolidated cash flow statements	
102	Accounting policies	
113	Notes on the accounts	
1	Net interest income	113
2	Non-interest income	113
3	Operating expenses	114
4	Pension costs	115
5	Auditor's remuneration	117
6	Tax	118
7	Dividends	118
8	Financial instruments - classification	119
9	Financial instruments - valuation	122
10	Financial instruments - maturity analysis	135
11	Financial assets - impairments	137
12	Derivatives	138
13	Debt securities	140
14	Equity shares	142
15	Major subsidiaries and participating interests	143
16	Intangible assets	144
17	Property, plant and equipment	146
18	Prepayments, accrued income and other assets	147
	Discontinued operations and assets and liabilities	
19	of disposal groups	148
20	Settlement balances and short positions	149
21	Accruals, deferred income and other liabilities	149
22	Deferred taxation	150
23	Subordinated liabilities	151
24	Share capital	155
25	Reserves	155
26	Collateral and securitisations	156
27	Capital resources	157
28	Memorandum items	158
29	Changes in operating assets and liabilities	161
30	Interest received and paid	161

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31	Analysis of cash and cash equivalents	161
32	Segmental analysis	162
33	Risk and balance sheet management	166
	Remuneration of Managing Board and	
34	Supervisory Board	184
35	Related parties	186
36	Joint ventures	188
37	Post balance sheet events	188
	Supplemental condensed consolidating financial	
38	information	189

198 Other information

204 Additional information

SEC Form 20-F cross reference

Form 20

F Item	Item caption	Page reference in this document
PART I Identity of Directors, Senior management and		
1	Advisors	Not applicable
2	Offer Statistics and Expected Timetable	Not applicable
3	Key Information	
	Selected financial data	10-11, 155, 197, 204, 212, 220
	Capitalisation and indebtedness	Not applicable
	Reason for the offer and use of proceeds	Not applicable
	Risk factors	9, 221-231
4	Information on the Company	13-18, 33-34, 37-79, 138-143, 166-183, 204-212
	History and development of the Company	4, 8, 102, 219-220, 238
	Business overview	4, 8, 102, 162-165, 217-219
	Organisational structure	4, 8, 143, 162
	Property, plant and equipment	146-147, 213
4A	Unresolved Staff Comments	Not applicable
	Operating and Financial Review and	
5	Prospects	
	Operating results	10-27, 44, 114, 138-139, 217-219
	Liquidity and capital resources	33-79, 101, 119-136, 138-139, 166-171, 217-219
	Research and Development, Patent and	
	Licenses etc	Not applicable
	Trend information	9, 219, 221-231
	Off-balance sheet arrangements	140-142, 156, 158-159, 220
	Tabular disclosure of contractual obligations	37-42, 156, 159, 166-169, 212
	Directors, Senior Management and	
6	Employees	
	Directors and senior management	82-83, 85-87
	Compensation	91-92, 109-111, 114-117, 184-185
	Board practices	28-29, 81-87, 90-92
	Employees	19, 114-117
	Share ownership	220
	Major Shareholders and Related Party	
7	Transactions	
	Major shareholders	220
	Related party transactions	186-187
	Interest of experts and counsel	Not applicable
8	Financial Information	
	Consolidated statements and other financial	
	information	96-197, 200
	Significant changes	188
9	The offer and listing	
	Offer and listing details	Not applicable

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	Plan of distributions		Not applicable
	Markets	220	
	Selling shareholders		Not applicable
	Dilution		Not applicable
	Expense of the issue		Not applicable
10	Additional Information		
	Share capital		Not applicable
	Memorandum and Articles of Association		201-202
	Material contracts		220
	Exchange controls		Not applicable
	Taxation		Not applicable
	Dividends and paying agents		Not applicable
	Statements by experts		Not applicable
	Documents on display		237
	Subsidiary information		Not applicable
11	Quantitative and Qualitative Disclosures about Market Risk		30-31, 43-44, 64-66, 170-171, 181-183
12	Description of Securities other than Equity Securities		Not applicable

SEC Form 20-F cross reference continued

Form 20	F Item	Item caption	Page reference in this document
PART II Defaults, Dividends, Arrearages and			
13		Delinquencies	Not applicable
		Material Modifications to the Rights of	
14		Security Holders and use of Proceeds	Not applicable
15		Controls and Procedures	93-94
16A		Audit Committee Financial Expert	84-85, 90-91
16B		Code of Ethics	