

# SEPARATOR SHEET



2692890





**The Governor and Company of the Bank of Scotland**

(established by an Act of the Parliament of Scotland in 1695)

as Issuer and Guarantor

→ **Bank of Scotland Treasury Services PLC** ←

(incorporated with limited liability in England and Wales)

**Scotland International Finance No. 2 B.V.**

(incorporated with limited liability in The Netherlands and having its corporate seat in Amsterdam)

and other designated subsidiaries of The Governor and Company  
of the Bank of Scotland from time to time

as Issuers

**PROGRAMME FOR THE  
ISSUANCE OF DEBT INSTRUMENTS**

These supplementary listing particulars (the "Second Supplemental Information Memorandum Addendum") are prepared in connection with the Programme for the Issuance of Debt Instruments (the "Programme") of The Governor and Company of the Bank of Scotland ("Bank of Scotland"), Bank of Scotland Treasury Services PLC ("Treasury Services"), Scotland International Finance No. 2 B.V. ("SIF No. 2" and together with Bank of Scotland and Treasury Services, the "Issuers" and each an "Issuer") and are supplemental to, and should be read in conjunction with the Information Memorandum and Information Memorandum Addendum both dated June 30, 1995 and the Supplemental Information Memorandum Addendum dated August 24, 1995 which together comprise listing particulars (the "Listing Particulars"). Copies of this Second Supplemental Information Memorandum Addendum have been delivered for registration to the Registrar of Companies in England and Wales and to the Registrar of Companies in Scotland in accordance with Section 149 of the Financial Services Act 1986.

Arranger for the Programme

**MORGAN STANLEY & CO.**  
International

Arranger for DM Instruments

**MORGAN STANLEY BANK AG**

Arranger for French Franc Instruments

**MORGAN STANLEY S.A.**

Dealers

**BARCLAYS de ZOETE WEDD LIMITED**

**DEUTSCHE MORGAN GRENFELL**

**MERRILL LYNCH INTERNATIONAL LIMITED**

**MORGAN STANLEY & CO.**  
International

**MORGAN STANLEY S.A.**

**CS FIRST BOSTON**

**LEHMAN BROTHERS**

**J. P. MORGAN SECURITIES LTD.**

**MORGAN STANLEY BANK AG**

**SBC WARBURG**

A DIVISION OF SWISS BANK CORPORATION

December 20, 1995

Unless otherwise defined herein, terms defined in the Information Memorandum, Information Memorandum Addendum and Supplemental Information Memorandum Addendum have the same respective meanings where they appear in this Second Supplemental Information Memorandum Addendum. The Issuers and Bank of Scotland in its capacity as guarantor (the "Guarantor") accept responsibility for the information contained in these supplementary listing particulars. To the best of the knowledge and belief of each of the Issuers and the Guarantor (who have taken all reasonable care to ensure that such is the case), the information contained in these supplementary listing particulars is in accordance with the facts and does not omit anything likely to affect the import of such information. Save as disclosed herein there has been no significant change and no significant new matter has arisen since publication of the previous Listing Particulars.

#### Amendments

The third paragraph of the subsection entitled "Ratings" in the section entitled "Summary of the Programme" on page 8 in the Information Memorandum shall be deleted and replaced by the following:

"In reliance on the fact the Instruments are issued or guaranteed by Bank of Scotland, Standard & Poor's Ratings Group has rated unsubordinated Instruments with maturities of up to one year A-1, other unsubordinated Instruments A+, dated subordinated Instruments A, and undated subordinated Instruments A-."

The fifth paragraph on page 2 in the Supplemental Information Memorandum Addendum shall now be qualified as Moody's Investors Service, Inc have placed under review for possible downgrade the long term ratings of Bank of Scotland and its subsidiaries.

Under the heading "Principal Subsidiaries" on page 9 of the Information Memorandum Addendum the following shall be inserted:

"Bank of Western Australia Ltd. ("BankWest")

On December 1, 1995, Bank of Scotland completed the purchase of Bank of Western Australia Ltd. ("BankWest") from R & I Holdings, a statutory authority of the Government of Western Australia at a cost of A\$900 million. It is a condition of the purchase that Bank of Scotland will make an offer for sale to the public of 49% of BankWest prior to November 30, 1997, subject to achieving a minimum price of A\$416 million (net of expenses). Any proceeds of sale in excess of A\$416 million (net of expenses) will be payable to R&I Holdings. The offer for sale of 49% of BankWest is expected to open on January 8, 1996 and allocation preference will be given to BankWest customers and staff. More than 70 per cent. of the offer will be made available for sale to residents of Western Australia. Trading in BankWest shares on the Australian Stock Exchange is expected to commence on February 15, 1996.

BankWest has its headquarters in Perth and is the largest Western Australian domiciled financial institution having a substantial share of the Western Australia market, with some 23% of deposits and 24% of advances as at September 1995. It has approximately 2,870 full-time equivalent employees in offices throughout Western Australia, and in Sydney, Melbourne, Brisbane and Adelaide. BankWest also has representative offices in London and Singapore.

For the year ended September 30, 1995, BankWest's operating profit before income tax was A\$138.4 million\* and the operating profit and profit on extraordinary item after income tax was A\$99.2 million\*. As at September 30, 1995, BankWest had total assets of A\$10 billion\*, total liabilities of A\$9.5 billion\* and total shareholders' equity of A\$0.5 billion\*. It is expected that BankWest will initially account for approximately 10% of the Group's total assets."

Under the heading "Management — Board of Directors of the Company" on page 16 of the Information Memorandum Addendum the following shall be inserted:

"Peter A. Burt            Treasurer and Chief General Manager

John N. Maclean        Non-Executive Director

Director  
Kelvin Shipholdings Limited"

\*These figures were obtained from audited accounts of Bankwest as at, and for the year ended, September 30, 1995.

The information set out in paragraph 5 under the heading "General Information" on page 3 in the Supplemental Information Memorandum Addendum shall be deleted and shall be replaced by the following:

"5. The total capital resources of the Group have been increased by £374 million since February 28, 1995 arising from (i) the issue of ordinary stock under its profit sharing and stock option schemes, (ii) the issue of a further £100 million of 9¼% non-cumulative irredeemable preference stock on June 21, 1995 referred to in page 7 of the Information Memorandum Addendum, (iii) the issue by Bank of Scotland on August 2, 1995 of £75 million subordinated floating rate instruments due 2010, (iv) the prepayment by Bank of Scotland on August 4, 1995 of U.S.\$102.5 million subordinated floating rate unsecured loan 1998, (v) the issue by Bank of Scotland on August 10, 1995 of £100 million subordinated undated instruments, and (vi) retained earnings for the six months ended August 31, 1995. Save for the above, and the acquisition of BankWest, there has been no material change in the capitalisation, financial or trading position or prospects of the Group since February 28, 1995."

## **PRINCIPAL PAYING AGENT**

**Morgan Guaranty Trust Company of New York, London Office**  
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## **PAYING AGENT**

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## **PAYING AGENT**

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## **LEGAL ADVISERS**

*To the Issuers as to the laws of Scotland  
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*To the Dealers as to  
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*To the Issuers as to the laws of The Netherlands*

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*To the Trustee*

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## **LISTING AGENTS**

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## **AUDITORS**

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