

40/000978

In accordance with
Section 854 of the
Companies Act 2006.

AR01

BLUEPRINT

OneWorld

Annual Return

(For returns made up to a date on or after 1 October 2011)

A fee is payable with this form
Please see 'How to pay' on the
last page.

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ What this form is for
You may use this form to confirm
that the company information is
correct as at the date of this return.
You must file an Annual Return at
least once every year.

☒ What this form is NOT for
You cannot use this form to
notice of changes to the company
officers, registered office address,
company type or information
relating to the company records.

MONDAY



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08/10/2012

#188

COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies.

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 3 2 7 0 0 0

Company name in full BANK OF SCOTLAND PLC

① Company name change
If your company has recently
changed its name, please provide
the company name as at the date of
this return.

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates.

Date of this return 1 7 0 9 2 0 1 2

② Date of this return
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date.

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities. ③

Classification code 1 6 4 1 1 0

Classification code 2

Classification code 3

Classification code 4

③ Principal business activity
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section.

A full list of the trade classification
codes are available on our website:
www.companieshouse.gov.uk

If you cannot determine a code, please give a brief description of your
business activity below:

Principal activity
description

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A4**Company type¹**

Please confirm your company type by ticking the appropriate box below (only one box must be ticked):

- ☒ Public limited company
☐ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

1 Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website:
www.companieshouse.gov.uk

A5**Registered office address²**

Building name/number THE MOUND

Street

Post town EDINBURGH

County/Region

Postcode

E H 1 1 Y Z

2 Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return.

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return.

A6**Single alternative inspection location (SAIL) of the company records (if applicable)³**

Building name/number

Street

Post town

County/Region

Postcode

3 SAIL address

This must agree with the address that is held on the Companies House record at the date of this return.

If the address has changed, you should complete form AD02 and submit it together with this annual return.

A7**Location of company records⁴**

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6:

- ☐ Register of members.
☐ Register of directors.
☐ Directors' service contracts.
☐ Directors' indemnities.
☐ Register of secretaries.
☐ Records of resolutions etc.
☐ Contracts relating to purchase of own shares.
☐ Documents relating to redemption or purchase of own share out of capital by private company.
☐ Register of debenture holders.
☐ Report to members of outcome of investigation by public company into interests in its shares.
☐ Register of interests in shares disclosed to public company.
☐ Instruments creating charges and register of charges: England and Wales or Northern Ireland.
☐ Instruments creating charges and register of charges: Scotland.

4 Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section.

Certain records must be kept by every company while other records are only kept by certain company types where appropriate.

If the records are not kept at the SAIL address, they must be available at the registered office.

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return.

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Part 2**Officers of the company**

This section should include details of the company at the date to which this annual return is made up.

- For a secretary who is an individual, go to Section B1.
- For a corporate secretary, go to Section C1.
- For a director who is an individual, go to Section D1.
- For a corporate director, go to Section E1.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**B1****Secretary's details ^①**

Please use this section to list all the secretaries of the company.
For a corporate secretary, complete Section C1-C4.

Title*	MS
Full forename(s)	CLAIRE ANNE
Surname	DAVIES
Former name(s) ^②	

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ^③**

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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(For returns made up to a date on or after 1 October 2011)

Corporate secretary**C1 Corporate secretary's details ^①**

Please use this section to list all the corporate secretaries of the company.

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate secretary appointments

You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.

Corporate secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.

This information will appear on the public record.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3 EEA companies ^②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ^③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1Director's details ^①

Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	SIR
Full forename(s)	WINFRIED FRANZ WILHELM
Surname	BISCHOFF
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH/GERMAN
Date of birth	d1 d0 m0 m5 y1 y9 y4 y1
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2Director's service address ^③

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*		
Full forename(s)	LORD (NORMAN ROY)	
Surname	BLACKWELL	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	BRITISH	
Date of birth	d 2 d 9 m 0 m 7 y 1 y 9 y 5 y 2	
Business occupation (if any)	DIRECTOR	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	Mr	
Full forename(s)	MARK GEORGE	
Surname	CULMER	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	d0 d6 m1 m0 y1 y9 y6 y2	
Business occupation (if any)	GROUP FINANCE DIRECTOR	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1 Director's details ^①	
Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	MS
Full forename(s)	CAROLYN JULIE
Surname	FAIRBAIRN
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d₁ d₃ m₁ m₂ y₁ y₉ y₆ y₀
Business occupation (if any)	DIRECTOR

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ^③	
Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	MS	
Full forename(s)	ANITA MARGARET	
Surname	FREW	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	BRITISH	
Date of birth	d 2 d 4 m 0 m 6 y 1 y 9 y 5 y 7	
Business occupation (if any)	DIRECTOR	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	MR.
Full forename(s)	ANTÓNIO MOTA DE SOUSA
Surname	HORTA-OSÓRIO
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	Portuguese
Date of birth	d 2 d 8 m 0 m 1 y 1 y 9 y 6 y 4
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.																	
Title*	Mr																
Full forename(s)	DAVID LAWTON																
Surname	ROBERTS																
Former name(s) ^②																	
Country/State of residence	United Kingdom																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>2</td><td>m</td><td>0</td><td>m</td><td>9</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>2</td></tr></table>	d	1	d	2	m	0	m	9	y	1	y	9	y	6	y	2
d	1	d	2	m	0	m	9	y	1	y	9	y	6	y	2		
Business occupation (if any)	Director																

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	25								
Street	GRESHAM STREET								
Post town	LONDON								
County/Region									
Postcode	<table><tr><td>E</td><td>C</td><td>2</td><td>V</td><td></td><td>7</td><td>H</td><td>N</td></tr></table>	E	C	2	V		7	H	N
E	C	2	V		7	H	N		
Country	United Kingdom								

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	MR	
Full forename(s)	THOMAS TIMOTHY	
Surname	RYAN	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	AMERICAN	
Date of birth	d 1 d 3 m 0 m 6 y 1 y 9 y 4 y 5	
Business occupation (if any)	DIRECTOR	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	MR.
Full forename(s)	MARTIN ANTHONY
Surname	SCICLUNA
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	^d 2 ^d 0 ^m 1 ^m 1 ^y 1 ^y 9 ^y 5 ^y 0
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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(For returns made up to a date on or after 1 October 2011)

Director

D1

Director's details ^①

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	MR
Full forename(s)	ANTHONY
Surname	WATSON
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d 0 d 2 m 0 m 4 y 1 y 9 y 4 y 5
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	MRS	
Full forename(s)	SARA VIVIANNE	
Surname	WELLER	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	d0 d1 m0 m8 y1 y9 y6 y1	
Business occupation (if any)	DIRECTOR	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director**E1 Corporate director's details^①**

Please use this section to list all the corporate director's of the company.

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate director appointments
You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.

Corporate director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.

This information will appear on the public record.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3 EEA companies^②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered^③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered^④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Part 3 Statement of capital ¹

Does your company have share capital?

- Yes Complete the sections below and the following Part 4.
→ No Go to Part 5 (Signature).

¹ This should reflect the company's capital status at the made up date of this annual return.

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Ordinary Shares	1.42	0.00	23,388,340,552	£ 5,847,085,138.00
Preference Shares	0.25	0.00	400	£ 100.00
				£
				£
Totals			23,388,340,952	£ 5,847,085,238.00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ⁵	

⁵ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

² Including both the nominal value and any share premium.

³ Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

⁴ Total number of issued shares in this class.

Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency.

Currency

③ Total number of issued shares in this class.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

F4**Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

£0.25 Ordinary Shares

Voting rights

Each share carries the right to one vote on a poll.

Class of share

£0.25 Preference shares

Voting rights

No express rights other than those provided for by general law and in the company's articles from time to time (no such rights currently)...

Class of share

Voting rights

Class of share

Voting rights

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

Part 4

Shareholders

Does your company have share capital?

→ Yes go to **Section G1** 'Companies with share capital'.

→ No Go to **Part 5** (Signature).

G1

Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below: ❶

☒ No go to **Section G2** 'Past and present shareholders'.

☐ Yes go to **Question 2**.

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to **Section G2** 'Past and present shareholders'.

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below: ❷

☐ No go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'.

☐ Yes go to **Part 5** 'Signature'

❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.do

❷ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).

G2

List of past and present shareholders ❸

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below:

☐ There were no shareholder changes in this period. Go to **Part 5** (Signature).

☒ A full list of shareholders is enclosed.

☐ A list of shareholder changes is enclosed.

How is the list of shareholders enclosed, Please tick the appropriate box below:

☒ The list of shareholders is enclosed on paper. Go to **Section G3**. 'List of past and present shareholders'

☐ The list of shareholders is enclosed in another format. Go to **Part 5** (Signature).

❸ This section only applies to companies answering 'No' in **Section G1**.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders^①

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

^① Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary.

This section only applies to companies answering 'No' to Question 1 in Section G1.

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
HAROLD FRANCIS BAINES	£0.25 Ordinary Shares	1		/ /
BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED	£0.25 Ordinary Shares	1		/ /
HBOS PLC	£0.25 Ordinary Shares	23,388,340,550		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3**List of past and present shareholders¹**

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

¹ Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary.

This section only applies to companies answering 'No' to Question 1 in Section G1.

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS TSB BANK plc	£0.25 Preference shares	400		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

(For returns made up to a date on or **after 1 October 2011**)

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

→ Go to Part 5 (Signature)

Further shareholders
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary.

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AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

Part 5

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ☒, Secretary, Person authorised ☒, Charity commission receiver and manager, CIC manager, Judicial factor.

1 Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

2 Person authorised

Under either section 270 or 274 of the Companies Act 2006.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name GROUP SECRETARIAT

Address 25 GRESHAM STREET

Post town LONDON

County/Region

Postcode E C 2 V 7 H N

Country United Kingdom

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01.
- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed your principal business activity.
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details.
- ☐ You have fully completed the Statement of capital (if applicable).
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

BANK OF SCOTLAND PLC

The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (Schedule 4. Part 3)

Subsidiary Undertakings

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
ABOVE BAR (SOUTHAMPTON) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
ADF NO.1 PTY LTD	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
AIRCRAFT INVESTMENTS LIMITED	Cayman Islands	US\$1.00 Ordinary shares	0.00000	100.00000
ALBION COLLECTIONS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
ARRAN ISLE LIMITED*	United Kingdom	-	-	-
AUTOMOBILE ASSOCIATION PERSONAL FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
AVONBRIDGE INVESTMENTS LIMITED	Cayman Islands	£1.00 Ordinary Non-redeemable shares	0.00000	100.00000
BANK OF SCOTLAND (IRELAND) COMMERCIAL FINANCE LIMITED	Ireland	€1.27 Ordinary-A shares	100.00000	
		€1.27 Ordinary-B shares	100.00000	
BANK OF SCOTLAND (STANLIFE) LONDON NOMINEES LIMITED*	United Kingdom	-	-	-
BANK OF SCOTLAND CAPITAL FUNDING (JERSEY) LIMITED	Jersey	£1.00 Ordinary shares	100.00000	
BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED*	United Kingdom	-	-	-
BANK OF SCOTLAND EQUIPMENT FINANCE LIMITED	United Kingdom	£1.00 'A' ORDINARY OF ONE POUND shares	0.00000	100.00000
		£1.00 'B' ORDINARY OF ONE POUND shares	0.00000	100.00000
BANK OF SCOTLAND INDEPENDENT FINANCIAL ADVISERS LIMITED	United Kingdom	£1.00 ORDINARY shares	99.99933	100.00000
BANK OF SCOTLAND INSURANCE SERVICES LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
BANK OF SCOTLAND LEASING LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BANK OF SCOTLAND LNG LEASING (NO 1) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BANK OF SCOTLAND LONDON NOMINEES LIMITED*	United Kingdom	-	-	-
BANK OF SCOTLAND NOMINEES (UNIT TRUSTS) LIMITED*	United Kingdom	-	-	-
BANK OF SCOTLAND P.E.P. NOMINEES LIMITED*	United Kingdom	-	-	-

BANK OF SCOTLAND PLC
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
BANK OF SCOTLAND STRUCTURED ASSET FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BANK OF SCOTLAND TRANSPORT FINANCE 1 LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BANK OF WALES LIMITED	United Kingdom	£0.25 ORD. STOCK UNITS shares	100.00000	
BARENTS LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BAVARIAN MORTGAGES NO. 5 LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BAVARIAN MORTGAGES NO.2 LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BERISFORD CONSUMER FINANCE (WESTERN) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BIRMINGHAM MIDSHIRES ASSET MANAGEMENT LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BIRMINGHAM MIDSHIRES FINANCIAL SERVICES LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BIRMINGHAM MIDSHIRES LAND DEVELOPMENT LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BIRMINGHAM MIDSHIRES MORTGAGE SERVICES LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BIRMINGHAM MIDSHIRES MORTGAGE SERVICES NO.1 LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BIRMINGHAM MIDSHIRES PROPERTY SERVICES LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BLACK HORSE FOUNDATION LIMITED		£1.00 Redeemable Ordinary 1 shares	100.00000	
BLAIR, OLIVER AND SCOTT LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
BOS (BOSTON) INC	United Kingdom	£1.00 ORDINARY shares	100.00000	
BOS (IRELAND) EUROFINANCE LIMITED	United States	US\$1.00 Ordinary shares	100.00000	
	Ireland	€1.27 Ordinary-A shares	100.00000	
		€1.27 Ordinary-B shares	100.00000	
BOS (IRELAND) FINANCIAL ENTERPRISES LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
BOS (IRELAND) FINANCIAL SERVICES LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
BOS (IRELAND) FUNDING LIMITED	Ireland	€1.27 Ordinary shares	99.99975	100.00000
BOS (IRELAND) INTERNATIONAL FINANCE LIMITED	Ireland	€1.00 ORDINARY shares	100.00000	
BOS (IRELAND) INVESTMENTS	Ireland	€1.00 Ordinary shares	0.00000	100.00000

BANK OF SCOTLAND PLC

The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
BOS (IRELAND) LEASING LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
BOS (IRELAND) NOMINEES LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
BOS (IRELAND) PROPERTY SERVICES 2 LIMITED	Ireland	€1.00 Ordinary shares	100.00000	
BOS (IRELAND) SOFTWARE DEVELOPMENT SERVICES LIMITED	Ireland	€1.00 Ordinary shares	100.00000	
BOS (IRELAND) WEALTH MANAGEMENT LIMITED	Ireland	€1.27 Ordinary shares	0.00000	100.00000
BOS (REL) HOLDING CORPORATION	United States	US\$0.10 Ordinary shares	0.00000	100.00000
BOS (SHARED APPRECIATION MORTGAGES (SCOTLAND) NO. 2) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BOS (SHARED APPRECIATION MORTGAGES (SCOTLAND) NO. 3) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BOS (SHARED APPRECIATION MORTGAGES (SCOTLAND)) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BOS (SHARED APPRECIATION MORTGAGES) NO. 1 PLC	United Kingdom	£1.00 ORDINARY shares	99.99800	100.00000
BOS (SHARED APPRECIATION MORTGAGES) NO. 2 PLC	United Kingdom	£1.00 ORDINARY shares	99.99800	100.00000
BOS (SHARED APPRECIATION MORTGAGES) NO. 3 PLC	United Kingdom	£1.00 ORDINARY shares	99.99800	100.00000
BOS (SHARED APPRECIATION MORTGAGES) NO. 4 PLC	United Kingdom	£1.00 ORDINARY shares	99.99800	100.00000
BOS (SHARED APPRECIATION MORTGAGES) NO. 5 PLC	United Kingdom	£1.00 ORDINARY shares	99.99800	100.00000
BOS (SHARED APPRECIATION MORTGAGES) NO. 6 PLC	United Kingdom	£1.00 ORDINARY shares	99.99800	100.00000
BOS (USA) AL INC.	United States	US\$0.01 Ordinary shares	0.00000	100.00000
BOS (USA) FUND INVESTMENTS INC.	United States	US\$0.01 Common Stock shares	0.00000	100.00000
BOS (USA) INC	United States	US\$0.01 Ordinary shares	0.00000	100.00000
BOS (USA) RFL INC.	United States	US\$0.01 Ordinary shares	0.00000	100.00000
BOS AIRCRAFT HOLDINGS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BOS EDINBURGH NO 1 LIMITED	United Kingdom	US\$1.00 Ordinary shares	0.00000	100.00000
BOS INTERNATIONAL (AUSTRALIA) LTD	Australia	£1.00 Ordinary shares	0.00000	100.00000
		AUD1.00 Ordinary shares	0.00000	100.00000

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
BOS INTERNATIONAL (SECURITIES) PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
BOS MISTRAL LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
BOSEMP GP LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BOSI SECURITY SERVICES LIMITED	Australia	AUD1.00 ordinary shares	0.00000	100.00000
BOSIC INC	Canada	CAD1.00 Ordinary shares	0.00000	100.00000
BOSINT INVESTMENTS LIMITED	Jersey	£1.00 Ordinary shares	0.00000	100.00000
BOSSAF RAIL LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
BPG Capital Pty Limited	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
BRIDGEND INVESTMENTS LIMITED	Cayman Islands	£1.00 A Shares	0.00000	100.00000
BRITANNIA PERSONAL LENDING LIMITED	United Kingdom	£1.00 'A' ORDINARY shares	100.00000	
BRITISH LINEN CHARTER PLC	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
BRITISH LINEN EQUITY LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BRITISH LINEN LEASING (LONDON) LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
BRITISH LINEN LEASING LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BRITISH LINEN SECURITIES LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
BRITISH LINEN SHIPPING LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
CANMORE INVESTMENTS LIMITED	Cayman Islands	£1.00 Ordinary shares	0.00000	100.00000
CAPITAL 1945 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK ASSET FINANCE (2) LIMITED	United Kingdom	£1.00 A shares	100.00000	
		£1.00 B shares	100.00000	
CAPITAL BANK ASSET FINANCE LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK CASHFLOW FINANCE LIMITED	United Kingdom	£1.00 NONCUM PREF shares	100.00000	
		£1.00 ORDINARY shares	100.00000	
CAPITAL BANK INSURANCE SERVICES LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 1 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 10 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 11 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 12 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 2 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 3 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 4 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 5 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 6 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	

Date 25/09/2012

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
CAPITAL BANK LEASING 7 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 8 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK LEASING 9 LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK PROPERTY INVESTMENTS (3) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK PROPERTY INVESTMENTS (6) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL BANK VEHICLE MANAGEMENT LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CAPITAL CORPORATE FINANCE LIMITED	Australia	AUD1.00 ORD shares	0.00000	99.99999
CAPITAL FINANCE (NZ) LIMITED	Australia	AUD1.00 ORD shares	0.00000	100.00000
CAPITAL FINANCE AUSTRALIA LIMITED	Australia	AUD1.00 J REDEEMABLE PREF shares	0.00000	100.00000
CAPITAL FINANCE NEW ZEALAND LIMITED	New Zealand	AUD1.00 ORD shares	0.00000	100.00000
CAPITAL FLEETLEASE LIMITED	Australia	AUD1.00 ORD shares	0.00000	100.00000
CAPITAL LEASING (EDINBURGH) LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
CAPITAL LEASING LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
CAPITAL MOTOR FINANCE LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL PERSONAL FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
CAPITAL RENT (NSW) PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT GROUP LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT IT INVESTMENTS PTY LIMITED	Australia	AUD0.34 Ordinary shares	0.00000	100.00000
CAPITAL RENT NATIONAL LEASING PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT PACIFIC LEASING PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT SERVICES PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT TECHNOLOGY LEASING PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT TECHNOLOGY SERVICES (AUSTRALIA) PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
CAPITAL RENT UK LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
CARTWRIGHT FINANCE LIMITED	United Kingdom	£1.00 'C' ORDINARY shares	0.00800	
CASTLE COLLECTIONS LIMITED	United Kingdom	£1.00 'N' ORDINARY shares	100.00000	
CASTLEMILL INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000

BANK OF SCOTLAND PLC
The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008
(Schedule 4. Part 3)

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
CBRAIL (NORDHARZ) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
CBRAIL (UK) LIMITED	United Kingdom	£1.00 Ordinary Euros shares	0.00000	100.00000
		£1.00 Ordinary shares	0.00000	100.00000
CBRAIL LIMITED	United Kingdom	£1.00 Ordinary Euros shares	0.00000	100.00000
		£1.00 Ordinary shares	0.00000	100.00000
CBRAIL S.A.R.L.	Luxembourg	£25.00 Ordinary shares	0.00000	100.00000
CENTRAL COLLECTIONS LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
CF ASSET FINANCE LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
CHARIOT FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
COUNTY WIDE PROPERTY INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
DEVA LEASE 2 LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
DEVA LEASE 3 LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
FIRST RETAIL FINANCE (CHESTER) LIMITED	United Kingdom	£1.00 'A' ORDINARY shares	100.00000	
		£1.00 'B' ORDINARY shares	100.00000	
FLEXIFLY LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
FORTHRIGHT FINANCE LIMITED	United Kingdom	£0.25 ORDINARY shares	100.00000	
FORTROSE INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
FREEWAY LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
GENSAR DESIGN LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
GLOSSTRIPS LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
GODFREY DAVIS (CONTRACT HIRE) LIMITED	United Kingdom	£0.25 Ordinary shares	100.00000	
HALIFAX CREDIT CARD LIMITED	United Kingdom	£1.00 'A' Ordinary Shares of £1.00	100.00000	
		£1.00 'B' Ordinary Shares of £1.00	100.00000	
		£1.00 'C' Ordinary Shares of £1.00	100.00000	
HALIFAX LEASING (JUNE) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
HALIFAX LEASING (MARCH NO.2) LIMITED	United Kingdom	£0.50 ORDINARY shares	0.00000	100.00000
		£0.50 ORDINARY A Shares	0.00000	100.00000
HALIFAX LEASING (SEPTEMBER) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
HALIFAX LOANS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
HALIFAX MORTGAGE SERVICES (HOLDINGS) LIMITED	United Kingdom	£1.00 Ordinary Shares of £1.00	0.00000	100.00000
HALIFAX MORTGAGE SERVICES LIMITED	United Kingdom	£1.00 Ordinary Shares of £1.00	0.00000	100.00000
HALIFAX PREMISES LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	

Date 25/09/2012

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
HALIFAX VEHICLE LEASING (1998) LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
HBOS CANADA INC	Canada	CAD1.00 Ordinary shares	100.00000	
HBOS DIRECTORS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
HBOS TREASURY SERVICES LIMITED	United Kingdom	£0.25 ORDINARY 25P shares	100.00000	
HL GROUP (HOLDINGS) LIMITED	United Kingdom	£1.00 Ordinary Shares of £1.00	0.00000	100.00000
HOME SHOPPING PERSONAL FINANCE LIMITED	United Kingdom	£1.00 'A' ORDINARY shares	100.00000	
HORIZON CAPITAL 2000 LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
HORIZON CAPITAL LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
HORIZON HOTEL INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
HORIZON PROPERTY INVESTMENTS (SOUTH) LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
HORIZON PROPERTY INVESTMENTS LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
HORIZON RESIDENTIAL DEVELOPMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
HORIZON RESOURCES LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
HTDF NO.1 PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
IBOS FINANCE LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
IBOS SECURITIES*	United Kingdom	-	-	-
ICC CORPORATE FINANCE LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
ICC ENTERPRISE PARTNERS LIMITED	Ireland	€1.27 Ordinary shares	0.00000	100.00000
ICC EQUITY PARTNERS LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
ICC ESOP TRUSTEE LIMITED	Ireland	€1.20 Ordinary shares	100.00000	
ICC FINANCE LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
ICC FINANCIAL CONSULTING LIMITED (IN MEMBERS VOLUNTARY LIQUIDATION)	Ireland	€1.27 Ordinary shares	0.00000	100.00000
ICC HOLDINGS	Ireland	€1.27 Ordinary shares	99.09910	100.00000
ICC INTERNATIONAL FINANCE LIMITED	Ireland	€1.00 ORDINARY shares	100.00000	
ICC SOFTWARE PARTNERS LIMITED	Ireland	€1.27 Ordinary shares	0.00000	100.00000
ICC VENTURE PARTNERS LIMITED	Ireland	€1.27 Ordinary shares	100.00000	
IL FINANCE LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
IN STORE CREDIT LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
INTELLIGENT FINANCE FINANCIAL SERVICES LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
INTELLIGENT FINANCE SOFTWARE LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	

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J & J COLLECTIONS LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
KANTO LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
KATRINE LEASING LIMITED	Jersey	£1.00 Par Value shares	0.00000	100.00000
KINGSFERRY INVESTMENTS LIMITED	Cayman Islands	£1.00 Ordinary non-redeemable shares	0.00000	100.00000
KRIPTON PROPERTIES LIMITED	Ireland	€1.27 Ordinary shares	0.00000	100.00000
LEX VEHICLE FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LEX VEHICLE LEASING (HOLDINGS) LIMITED	United Kingdom	£1.00 Ordinary-A shares	0.00000	100.00000
		£1.00 Ordinary-B shares	0.00000	100.00000
		£1.00 Redeemable Preference shares	0.00000	100.00000
LEX VEHICLE LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LEX VEHICLE PARTNERS (1) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LEX VEHICLE PARTNERS (2) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LEX VEHICLE PARTNERS (3) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LEX VEHICLE PARTNERS (4) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LEX VEHICLE PARTNERS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANK EUROPEAN INFRASTRUCTURE CARRY GP LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANK EUROPEAN INFRASTRUCTURE CARRY LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANK EUROPEAN INFRASTRUCTURE GP LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANK EUROPEAN INFRASTRUCTURE PARTNERS CARRY LP*	United Kingdom	-	-	-
LLOYDS BANK UK INFRASTRUCTURE CARRY GP LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANK UK INFRASTRUCTURE CARRY LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANK UK INFRASTRUCTURE GP LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
LLOYDS BANKING GROUP INSURANCE PCC LIMITED	Guernsey	£1.00 Ordinary shares	77.16049	100.00000
LLOYDS INTERNATIONAL PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
		AUD4.7588 Ordinary shares	0.00000	100.00000

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		AUD4.7966 Ordinary shares	0.00000	100.00000
		AUD4.8243 Ordinary shares	0.00000	100.00000
		AUD5.756 Ordinary shares	0.00000	100.00000
		AUD1.00 Ordinary shares	0.00000	100.00000
		AUD1.00 Ordinary shares	0.00000	100.00000
LLOYDS SECRETARIES LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
LLOYDS TSB (FOUNTAINBRIDGE 1) LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
LLOYDS TSB (FOUNTAINBRIDGE 2) LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
LONDON UBERIOR (L.A.S.GROUP) NOMINEES LIMITED*	United Kingdom	-	-	-
MCKEE DEVELOPMENT COMPANY LIMITED	Ireland	€1.00 Ordinary shares	100.00000	
MEADOWFIELD INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
MEMBERSHIP SERVICES FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
MGR CAPITAL LIMITED	United Kingdom	£0.01 Ordinary-A shares	0.00000	100.00000
MORAY INVESTMENTS LIMITED	United Kingdom	£0.005 Ordinary shares	0.00000	100.00000
MORTGAGE SERVICES FUNDING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
NEVIS LEASING LIMITED	Jersey	£1.00 Ordinary shares	0.00000	74.00000
NFU MUTUAL FINANCE LIMITED	United Kingdom	£1.00 'A' ORDINARY OF ONE POUND shares	100.00000	
		£1.00 C shares	100.00000	
NORDIC LEASING LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
NORTHERN MORTGAGE CORPORATION LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
NWS 2*	United Kingdom	-	-	-
NWS TRUST LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
OBAN INVESTMENTS LIMITED	Jersey	£600.00 Ordinary-A shares	0.00000	100.00000
		£400.00 Ordinary-B shares	0.00000	0.41494
OCEAN LEASING (JULY) LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
OCEAN LEASING (NO 1) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
OCEAN LEASING (NO 2) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
OMNISTONE LIMITED	Ireland	€1.26974 Ordinary-A shares	100.00000	
		€1.26974 Ordinary-B shares	100.00000	
		€1.26974 Ordinary-C shares	98.00000	100.00000
OVAL LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000

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PACIFIC LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
PEONY EASTERN LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
PEONY LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
PEONY WESTERN LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
QUION 6 BV	Netherlands	€100.00 Ordinary shares	100.00000	
S.J.S. INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
SALESLEASE PURCHASE LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
SCOTLAND INTERNATIONAL FINANCE B.V.	Netherlands	€1.00 Ordinary shares	99.99957	100.00000
SCOTLAND INTERNATIONAL FINANCE NO. 2 B.V.	Netherlands	€1.00 Ordinary shares	100.00000	
SCOTMAR COMMERCIAL EQUIPMENT FINANCE LIMITED	United Kingdom	£1.00 Ordinary-A shares	100.00000	
SEABREEZE LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
SEADANCE LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
SEAFORTH MARITIME (HIGHLANDER) LIMITED	United Kingdom	US\$1.00 Ordinary shares	0.00000	100.00000
SEAFORTH MARITIME (JARL) LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
SEASPIRIT LEASING LIMITED	United Kingdom	£1.00 ORDINARY shares	100.00000	
SEASPRAY LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
SFP HOLDING (MCO) CORPORATION	United States	US\$0.10 Ordinary shares	0.00000	100.00000
SHIBDEN DALE LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
SIE-LEASE (AUSTRALIA) LIMITED		US\$1.00 Ordinary shares	0.00000	100.00000
SIE-LEASE (NEW ZEALAND) PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
SOUTHERN MORTGAGE CORPORATION LIMITED	New Zealand	NZD1.00 Ordinary shares	0.00000	100.00000
	United Kingdom	£1.00 Ordinary shares	100.00000	
		£1.00 Preference shares	100.00000	
		£1.00 Preference A shares	100.00000	
		£1.00 Preference B shares	100.00000	
SUSSEX COUNTY HOMES LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
SY COLOSSAL INVESTMENTS LIMITED	Cayman Islands	£1.00 Ordinary shares	0.00000	100.00000
TANTALLON INVESTMENTS, INC	United States	US\$0.01 Ordinary shares	0.00000	100.00000
THE BRITISH LINEN COMPANY LIMITED	United Kingdom	£1.00 Ordinary shares	99.98000	
THE LIGHT LEEDS INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	

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THE MORTGAGE BUSINESS PUBLIC LIMITED COMPANY	United Kingdom	£1.00 ORDINARY shares	99.99999	100.00000
THE MOUND PROPERTY COMPANY LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
THISTLE FINANCE LIMITED	Ireland	£1.27 Ordinary-A shares	100.00000	
		£1.27 Ordinary-B shares	100.00000	
THISTLE LEASING*	United Kingdom	-	-	-
TOWER HILL PROPERTY INVESTMENTS (10) LIMITED	United Kingdom	£1.00 ORDINARY shares	90.00000	
TOWER HILL PROPERTY INVESTMENTS (7) LIMITED	United Kingdom	£1.00 ORDINARY shares	90.00000	
TRANQUILLITY LEASING LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
TRISTAN PROPERTIES LIMITED	Ireland	£1.27 Ordinary shares	0.00000	100.00000
UBERIOR (MOORFIELD) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR (RODINHEIGHTS) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR CANADA LP LTD	Canada	CAD1.00 Ordinary shares	0.00000	100.00000
UBERIOR CAPITAL RESTRICTURES PTY LIMITED	Australia	AUD100.00 Ordinary shares	0.00000	100.00000
UBERIOR CO-INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR ENA LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	
UBERIOR ENERGY INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR EQUITY LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR EUROPE LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR FUND HOLDINGS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR FUND INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR FUND MANAGER LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR GP 1 LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE FINANCE GP LIMITED*	Guernsey	-	-	-
UBERIOR INFRASTRUCTURE INVESTMENTS (MUNDARING) LIMITED*	Guernsey	-	-	-
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 2) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 4) LIMITED*	Guernsey	-	-	-
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 4) USA LLC*	United States	-	-	-

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 5) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 6) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 7) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE INVESTMENTS (NO 8) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE INVESTMENTS (NRAH) LIMITED*	Guernsey	-	-	-
UBERIOR INFRASTRUCTURE INVESTMENTS (SOUTHMEAD) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR INFRASTRUCTURE INVESTMENTS LIMITED	United Kingdom	£1.00 ORDINARY shares	0.00000	100.00000
UBERIOR INVESTMENTS ASIA PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
UBERIOR INVESTMENTS LIMITED	United Kingdom	£1.00 Ordinary shares	99.99995	100.00000
UBERIOR ISAF CIP 2007 L.P.*	United Kingdom	-	-	-
UBERIOR ISAF CIP NOMINEE LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR NOMINEES LIMITED*	United Kingdom	-	-	-
UBERIOR PROPERTIES (2002) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR PROPERTY MANAGEMENT (2002) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR REAL ESTATE FUND LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
UBERIOR TRADING LIMITED	United Kingdom	£1.00 ORDINARY shares	99.00000	100.00000
UBERIOR TRUSTEES LIMITED*	United Kingdom	-	-	-
UBERIOR VENTURES AUSTRALIA PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
UBERIOR VENTURES LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
VEHICLE LEASING (1) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
VEHICLE LEASING (2) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
VEHICLE LEASING (3) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
VEHICLE LEASING (4) LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
WARWICK LEASING LIMITED	United Kingdom	£1.00 'A' ORDINARY OF ONE POUND shares	0.00000	100.00000

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
		£1.00 'B' ORDINARY OF ONE POUND shares	0.00000	100.00000
WEST CRAIGS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
WESTERN TRUST & SAVINGS HOLDINGS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
WESTERN TRUST HOLDINGS LIMITED	United Kingdom	£1.00 Ordinary shares	100.00000	

* No share class information available.

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Joint Ventures

Name of Undertaking	Principle place of business address	Capital % owned by Group	Notes
BELLHOUSE JOSEPH LEITH LIMITED	5-6 CORK STREET, LONDON, England, W1S 3NX, United Kingdom	0.00000	
BROOKLYN PROPERTIES LIMITED	124-127 ST. STEPHEN'S GREEN, DUBLIN 2, IRELAND	37.50000	
SWIP & CWI LUXEMBOURG (NO. 1) MANAGEMENT COMPANY S.A.R.L.	2-8 AVENUE CHARLES DE GAULLE, L-1653 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG, LUXEMBOURG	0.00000	

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Associated Undertakings

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
A G GERMANY LIMITED*	United Kingdom	-	-	-
AAIM GROUP LIMITED*	United Kingdom	-	-	-
ADMIRAL TAVERNS GROUP HOLDINGS LIMITED*	United Kingdom	-	-	-
AGORA MAX LIMITED*	United Kingdom	-	-	-
AGORA SHOPPING CENTRES LIMITED*	United Kingdom	-	-	-
ALDERLEY CAPITAL LIMITED*	Isle of Man	-	-	-
ALLIANCE MEDICAL LIMITED*	United Kingdom	-	-	-
AMEY BIRMINGHAM HIGHWAYS HOLDINGS LIMITED*	United Kingdom	-	-	-
ANALYTICAL VENTURES LIMITED*	United Kingdom	-	-	-
ANGLIAN HOME IMPROVEMENTS GROUP LIMITED*	United Kingdom	-	-	-
ARGYLL VENTURES LIMITED*	United Kingdom	-	-	-
ASHCROSS SERVICES LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
ASPIRE OIL SERVICES LIMITED*	United Kingdom	-	-	-
AUSTRALAND APARTMENTS No.6 PTY LTD	Australia	AUD1.00 Ordinary shares	0.00000	50.00000
AUSTRALAND RETAIL PORTFOLIO PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	50.00000
AVJBOS EASTWOOD DEVELOPMENTS PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
AVJBOS EASTWOOD FINANCE PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
AVJBOS NOMINEES PROPRIETARY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	50.00000
AVJBOS SPV NO.2 PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
AVJBOS SPV NO.3 PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	100.00000
BACV PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	48.00000
BERGAMOT VENTURES LIMITED*	United Kingdom	-	-	-
BEZIER ACQUISITIONS LIMITED*	United Kingdom	-	-	-
BLAIRS LIMITED*	United Kingdom	-	-	-
BLUESTONES RESORTS GROUP LIMITED*	United Kingdom	-	-	-
BOS (SOUTHPORT) HOLDING LLC*	United States	-	-	-
BPAT NO.1 PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	48.00000
BPAT NO.2 PTY LIMITED*	Australia	-	-	-
BREEZEROAD LIMITED*	United Kingdom	-	-	-
BRITANNIA LIVING GROUP LIMITED*	United Kingdom	-	-	-
BROOKGATE LIMITED*	United Kingdom	-	-	-
CALA 1999 LIMITED*	United Kingdom	-	-	-

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
CALA GROUP LIMITED*	United Kingdom	-	-	-
CALEY SPV LIMITED*	United Kingdom	-	-	-
CANLEY LIMITED*	United Kingdom	-	-	-
CAPITAL GARDENS LIMITED*	United Kingdom	-	-	-
CASTLEMORE VENTURES LIMITED*	United Kingdom	-	-	-
CATESBY STUDENT LIVING LIMITED*	United Kingdom	-	-	-
CHARTA LEASING NO. 1 LIMITED	United Kingdom	£1.00 Ordinary-B shares	0.00000	100.00000
CHARTA LEASING NO. 2 LIMITED	United Kingdom	£1.00 Ordinary-B shares	0.00000	100.00000
CHESTER MEADOW HOLDINGS LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	40.00000
CHESTER MEADOW LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
CHESTER MEADOW TWO LIMITED	United Kingdom	£1.00 Ordinary shares	0.00000	100.00000
CITY & GENERAL SECURITIES LIMITED*	United Kingdom	-	-	-
CONNERY LIMITED	Jersey	£1.00 Ordinary shares	20.00000	-
CONTINENTAL SHELF 225 LIMITED*	United Kingdom	-	-	-
CONTINENTAL SHELF 291 LIMITED*	United Kingdom	-	-	-
COPTHORN HOLDINGS LIMITED*	United Kingdom	-	-	-
CORDIAL HOTELS LIMITED*	United Kingdom	-	-	-
CORNELL'S HILL PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	50.00000
CORPOR ACTIVE FUND LIMITED*	Cayman Islands	-	-	-
COTTON VENTURES PTY LIMITED	Australia	AUD1.00 Ordinary shares	0.00000	50.00000
D.U.K.E REAL ESTATE LIMITED *	United Kingdom	-	-	-
DE VERE GROUP LIMITED*	United Kingdom	-	-	-
DENVER TRANSIT PARTNERS LLC*	United States	-	-	-
DUNDEE ENERGY RECYCLING LIMITED*	United Kingdom	-	-	-
DYSON GROUP PLC*	United Kingdom	-	-	-
EDUCATION 4 AYRSHIRE HOLDINGS LIMITED*	United Kingdom	-	-	-
ELPHINSTONE ESTATES LIMITED*	United Kingdom	-	-	-
ELPHINSTONE LAND LIMITED*	United Kingdom	-	-	-
EUROPA PROPERTY COMPANY (NORTHERN) LIMITED*	United Kingdom	-	-	-
EUROPEAN PROPERTY FUND (HOLDINGS) LIMITED SARL*	Luxembourg	-	-	-
EXCEPTION GROUP LIMITED*	United Kingdom	-	-	-

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FBLP LIMITED*	United Kingdom	-	-	-
FERN BAY SEASIDE VILLAGE LIMITED*	Australia	-	-	-
FIX - UK GENERAL PARTNER LIMITED*	United Kingdom	-	-	-
GIANT PROPERTY CONSORTIUM LIMITED*	United Kingdom	-	-	-
GLADEDALE GROUP HOLDINGS LIMITED*	United Kingdom	-	-	-
GREEN PROPERTY INVESTMENT FUND PLC*	-	-	-	-
GROUPE RETIF DEVELOPMENT SAS*	France	-	-	-
HBOS SOCIAL HOUSING COVERED BONDS LLP*	United Kingdom	-	-	-
HEALTH AND SURGICAL HOLDINGS LIMITED*	United Kingdom	-	-	-
HIBERNIA WORLDWIDE HOTELS BV*	Netherlands	-	-	-
IDF HOLDINGS PROPERTY SARL*	Luxembourg	-	-	-
INJECTION DIRECTE IMMOBILIER SA*	France	-	-	-
INSIGHT RESIDENTIAL REAL ESTATE (HOLDINGS) LIMITED*	United Kingdom	-	-	-
JUSTICE SUPPORT SERVICES (NORFOLK AND SUFFOLK) HOLDINGS LIMITED*	United Kingdom	-	-	-
KENMORE CAPITAL 2 LIMITED*	United Kingdom	-	-	-
KENMORE CAPITAL 3 LIMITED*	United Kingdom	-	-	-
KENMORE CAPITAL LIMITED*	United Kingdom	-	-	-
KEW GREEN HOTELS LIMITED*	United Kingdom	-	-	-
LOTHIAN FIFTY (150) LIMITED*	United Kingdom	-	-	-
MACDONALD HOTELS LIMITED*	United Kingdom	-	-	-
MALCOLM PROPERTIES (HOLDINGS) LIMITED*	United Kingdom	-	-	-
MCCARTHY & STONE LIMITED*	United Kingdom	-	-	-
MELROSE COURT (CARDIFF) LIMITED*	United Kingdom	-	-	-
MONCREIFFE HOLDINGS LIMITED*	United Kingdom	-	-	-
MORSTON ASSETS LIMITED*	United Kingdom	-	-	-
MOTABILITY OPERATIONS GROUP PLC	United Kingdom	£1.00 Ordinary shares £1.00 Preference shares	0.00000 0.00000	20.00000 20.00000
MPG HOSPITAL HOLDINGS LIMITED*	United Kingdom	-	-	-
MRBL LIMITED*	United Kingdom	-	-	-
MURRAY INTERNATIONAL HOLDINGS LIMITED*	United Kingdom	-	-	-
NEWBRIDGE ENTERPRISES LIMITED*	United Kingdom	-	-	-

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
NEWHALL LEASING COMPANY*	United Kingdom	-	-	-
NORTHERN EDGE LIMITED*	United Kingdom	-	-	-
OCTAGON (RICHMOND) LIMITED*	United Kingdom	-	-	-
OLD HG LIMITED*	United Kingdom	-	-	-
PRESTBURY HOTEL HOLDINGS LIMITED*	United Kingdom	-	-	-
PRESTBURY WENTWORTH HOLDINGS LIMITED*	United Kingdom	-	-	-
PRINCIPAL HAYLEY GROUP LIMITED*	United Kingdom	-	-	-
PSX HOLDINGS LIMITED*	United Kingdom	-	-	-
QUARTET PORTFOLIO LIMITED*	United Kingdom	-	-	-
RYDON GROUP LIMITED*	United Kingdom	-	-	-
SAINSBURY'S BANK PLC	United Kingdom	£1.00 'B' ORDINARY shares	100.00000	-
SAPPHIRE RETAIL FUND LIMITED*	United Kingdom	-	-	-
SILVERBANK DEVELOPMENT COMPANY LIMITED*	United Kingdom	-	-	-
SIMPSON'S-IN-THE-STRAND(348446) LIMITED*	United Kingdom	-	-	-
SOUTHPORT GREEN ACQUISITION LLC*	United States	-	-	-
SQUEEZE NEWCO 2 LIMITED*	United Kingdom	-	-	-
ST JAMES SECURITIES VENTURES LIMITED*	United Kingdom	-	-	-
STANTON CAPITAL HOLDINGS LIMITED*	United Kingdom	-	-	-
STANTON METAL COMPANY LIMITED*	United Kingdom	-	-	-
STANDARD PROPERTY INVESTMENT (1987) LIMITED	United Kingdom	£1.00 Ordinary-A shares	100.00000	-
STESSA INVESTMENTS LIMITED*	United Kingdom	-	-	-
STEWART MILNE (GLASGOW) LIMITED	United Kingdom	£1.00 Ordinary-A shares	0.00000	100.00000
STEWART MILNE (WEST) LIMITED	United Kingdom	£1.00 Ordinary-A shares	0.00000	100.00000
STOFORD VENTURES LIMITED*	United Kingdom	-	-	-
TANTALLON ACQUISITION LLC*	United States	-	-	-
TANTALLON AUSTIN LLC*	-	-	-	-
TANTALLON LLC*	United States	-	-	-
TANTALLON ORLANDO LLC*	-	-	-	-
TELLERMATE GROUP LIMITED *	United Kingdom	-	-	-
TELLERMATE HOLDINGS LIMITED*	United Kingdom	-	-	-
THE HOSPITAL COMPANY (SOUTHMEAD) HOLDINGS LIMITED*	United Kingdom	-	-	-
THE SAVOY HOTEL LIMITED*	United Kingdom	-	-	-

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Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group companies, if different
THREAD REAL ESTATE CARY TOWNE PARK LLC*	United States	-	-	-
THREAD REAL ESTATE FALCON PARK LLC*	United States	-	-	-
THREAD REAL ESTATE GOLFVIEW LLC*	United States	-	-	-
TONSTATE (BOURNEMOUTH) LIMITED *	United Kingdom	-	-	-
TULLOCH HOMES GROUP LIMITED*	United Kingdom	-	-	-
VALAD VENTURES UK LIMITED*	United Kingdom	-	-	-
WCC EUROPE SARL *	Luxembourg	-	-	-
WHITEFLEET LIMITED*	United Kingdom	-	-	-
ZOG BROWNFIELD VENTURES LIMITED*	United Kingdom	-	-	-

* No share class information available.

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Significant other holdings

Name of Undertaking	Country of Incorporation	Share class	% held by Parent Company of the Group	% held by Group company, if different
WHITTINGTON FACILITIES LIMITED	United Kingdom	£1.00 B Preferred Ordinary shares	100.00000	