COMPANIES FORM No. 123



Notice of increase in nominal capital



CHFP025

appropriate

Presentor's name address and

reference (if any):

| Please do not write in this margin | Pursuant to section 123 of the Companies Ac | t 1985 | |
|---|---|-----------------------------------|--|
| Please complete legibly, preferably in black type, or bold block lettering | To the Registrar of Companies | For official use | Company number |
| | (Address overleaf) | | SC218813 |
| | Name of company | <u> </u> | |
| * insert full name of company | *HBOS plc | | |
| † the copy must be printed or in some other form approved by the registrar | gives notice in accordance with section 123 of the above Act that by resolution of the company | | |
| | dated 12 June 2001 the nominal capital of the company has been | | |
| | increased by & Euro 1,500,000,000 be | eyond the registered capital of £ | 50,000 |
| | A copy of the resolution authorising the increase is attached. † | | |
| | The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new | | |
| | shares have been or are to be issued fire as followd : | | |
| | will be determined in accordance with the terms of the Articles of Association. The increase in nominal capital is conditional on a scheme of arrangement to be made between The Governor and Company of the Bank of Scotland and the holders of ordinary stock units in the Bank of Scotland under section 425 of the Companies Act 1985 pursuant to which the Company will become the holding company of the Bank of Scotland becoming effective. | | |
| | | | Please tick here if continued overleaf |
| ‡ Insert Director, | | | |
| Secretary, Administrator, Administrative Receiver or | Signed JJ / We Desig | nation ‡ Secremy | Date lo(c(o) |
| Receiver (Scotland) as | | | |

For official Use

General Section

Post room

27/06/01