



ORDINARY PETITION

UNTO THE RIGHT HONOURABLE THE LORDS OF COUNCIL AND SESSION

PETITION OF

HBOS plc, a public company incorporated under the Companies Acts with the registered number SC218813 and with its registered office at The Mound, Edinburgh, EH1 1YZ

for

Sanction of a Scheme of Arrangement and confirmation of a Reduction of Capital

Dickson Minto W.S.

16 January 2009

Lord Glennie

Act: Sellar, Q.C.

Alt: Edward (for Lloyds TSB Group plc)

The Lord Ordinary, having further resumed consideration of the Petition as amended and proceedings and having heard counsel for the Petitioner and counsel for Lloyds TSB Group plc,

1. approves the supplemental report by Paul W Hally, reporter to the process (number 43 of process);
2. confirms the reduction of the Petitioner's capital ("the Reduction"), as provided for by clause 2 of the scheme of arrangement, as set out in Appendix 1 to the Petition as amended;
3. approves the minute of reduction (number 45 of process) ("the Minute");
4. authorises the Petitioner to deliver to the Registrar of Companies for Scotland ("the Registrar") for registration a certified copy of the order confirming the Reduction ("the Reduction Order"), together with a copy of the Minute; and

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5. directs notice of the registration by the Registrar of the Reduction Order and the Minute to be given once in each of "The Edinburgh Gazette" and the "Financial Times" newspaper (UK and international editions).

(sgd) 'A. L. Glennie'

Certified a true copy



ALLAN FINLAYSON

Depute Clerk of Session