Bank of Scotland plc

Interim Management Report

For the half-year to 30 June 2009

Member of the Lloyds Banking Group

FORWARD LOOKING STATEMENTS

This announcement contains forward looking statements with respect to the business, strategy and plans of Bank of Scotland plc, its current goals and expectations relating to its future financial condition and performance. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Bank of Scotland Group’s actual future results may differ materially from the results expressed or implied in these forward looking statements as a result of a variety of factors, including UK domestic and global economic and business conditions, the ability to derive cost savings and other benefits as well as to mitigate exposures from the integration with the Lloyds Banking Group, risks concerning borrower credit quality, market related trends and developments, changing demographic trends, changes in customer preferences, changes to regulation, the policies and actions of Governmental and regulatory authorities in the UK or jurisdictions outside the UK, including other European countries and the US, exposure to regulatory scrutiny, legal proceedings or complaints, competition and other factors. Please refer to the latest Lloyds Banking Group plc annual report on Form 20-F filed with the US Securities and Exchange Commission for a discussion of such factors. The forward looking statements contained in this announcement are made as at the date of this announcement, and the Bank of Scotland Group undertakes no obligation to update any of its forward looking statements.

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FINANCIAL REVIEW

The consolidated income statement of Bank of Scotland plc on page 5 shows a loss before tax of £11,523 million and a loss attributable to equity shareholders for the six month period ended 30 June 2009 of £8,976 million.

Principal activities

Bank of Scotland plc (the Bank) and its subsidiaries (together the Group) provide a range of banking and financial services through branches and offices in the UK and overseas.

The Group's revenue is earned through interest and fees on a broad range of financial services products including current and savings accounts, personal loans, credit cards and mortgages; loans and capital markets products to commercial, corporate and asset finance customers; and private banking and asset management.

Review of results

The loss before tax of £11,523 million for the half-year ended 30 June 2009 compares to a profit before tax of £1,081 million for the corresponding half-year to 30 June 2008. The decrease in profit is principally as a result of an increase in impairment charges and a decline in total income, both of which reflect the current economic environment.

Net interest income decreased by 44 per cent to £2,300 million. During the period, the Group reviewed its effective interest rate methodology (see note 2) and as a result recognised an additional charge of £945 million. Excluding this charge, net interest income decreased by £890 million, or 22 per cent, as both interest income and interest expense fell in response to the historically low interest rate environment that has prevailed throughout the first half of the current year. Declines in fee and commission income and expense reflect lower volumes of new business. Net trading income which includes the impact of changes in value of financial instruments held at fair value fell by £260 million compared with the corresponding period. The insurance premium income and claims reported in the prior period were generated in the Group's Australian insurance operation, St. Andrews, which was sold in the last quarter of 2008. Other operating income increased by £197 million and the half year to 30 June 2009 includes £63 million of gains arising on the redemption of own debt. Total income net of insurance claims decreased by £2,291 million from £5,285 million to £2,994 million.

Operating expenses decreased 6 per cent, or £171 million, from £2,713 million to £2,542 million with £130 million of this attributable to reduced depreciation charges particularly in relation to operating lease assets.

The Group's share of losses from its joint ventures increased to £502 million from £36 million and an additional loss of £96 million was booked during the period in respect of the disposal of the Australian businesses, BankWest and St. Andrews. This arose from adjustments to the consideration arising from certain conditions incorporated into the sale agreement. No further adjustments are anticipated.

Impairment losses increased by £9,922 million to £11,377 million in the six month period to 30 June 2009 compared to £1,455 million in the corresponding period.

The increase includes £8,743 million in respect of loans and advances to customers and £1,174 million for losses on debt securities (classified as loans and receivables) and the impairment of available-for-sale financial assets and reflects the substantial deterioration in the credit environment between the first half of last year and the current period.

FINANCIAL REVIEW (continued)

Loans and receivables have decreased by 1 per cent to £534,782 million from £539,536 million at 31 December 2008; loans and advances to customers (before impairment provisions) fell by £16,810 million, loans and advances to banks increased by £21,748 million with deposits from banks increasing by £18,498 million. Customer deposits grew by £23,476 million from £277,399 million to £300,875 million at 30 June 2009. Debt securities in issue decreased by £53,120 million of which £26,976 million reflects a reduction in certificates of deposit in issue and £13,360 million is attributable to the net repayment of secured notes under securitisation and covered bond programmes. The volume of medium term notes in issue decreased by £9,846 million. The balance sheet changes since December 2008 reflect improved conditions in its funding and liquidity, principally as a result of the acquisition of the Group by Lloyds Banking Group. This has also enabled the Bank to repurchase its own debt, reflected in the reduction of £1,349 million in subordinated liabilities.

PRINCIPAL RISKS AND UNCERTAINTIES

The most significant risks likely to be faced by the Group in the second half of the year are:

Economy: The economy continues to be an important driver of the Group's financial performance. The downturn in late 2008 and early 2009 was worse than predicted and this has impacted the Group's business in the first half of 2009. However, economic forecasts are now, for the first time in a year, being revised upwards, and the risk of a severe and prolonged downturn is receding. It appears likely that during the next 18 months there will be a gradual return to economic growth. Nevertheless, the Group remains cautious on the outlook. The Group also expects to see prices for residential and commercial property stabilise during this time.

Intended participation in the Government Asset Protection Scheme: The Group is working with HM Treasury to finalise the detailed terms and conditions and the operational mechanics of its intended participation in the Government Asset Protection Scheme (GAPS). The operation of the scheme and its impact on the Group's business (and the consequential impact on its lending and the wider economy) is complex. The Group expects to conclude these discussions and agree terms and conditions which are in the interest of shareholders.

State aid: As a result of the placing and open offer completed in January 2009, which is considered to constitute state aid under EU rules, the Group is required to submit a restructuring plan to the European Commission. Although the state aid process is formally one between HM Treasury and the Commission, both prior to and since the submission of the plan on 15 July 2009, the Group has been working closely with HM Treasury and this will continue throughout the process in order to reach an agreement which is acceptable to all parties.

Credit: Over the last six months the banking crisis has continued to impact the financial services industry resulting in high profile losses and write-downs. This market dislocation has also been accompanied by recessionary conditions and adverse trends in many economies throughout the world, including the United Kingdom. The Group is impacted by the economic downturn and a further worsening of the business environment could adversely impact earnings during the next six months. This poses a major risk to the Group and its lending businesses: rising unemployment impacts the ability of customers to meet repayment dates on unsecured and secured lending and leads to a consequent increase in arrears; the downturn in the housing market reduces collateral values for residential property and this impacts upon the quality of secured lending and increases impairment losses; and companies are facing increasingly difficult conditions, resulting in corporate default levels rising and leading to increases in corporate impairment.

Liquidity and funding risk: Liquidity risk arises to the extent that the Lloyds Banking Group is unable to attract and retain traditional sources of funding such as retail and wholesale deposits or issue debt securities. Throughout the last six months the Lloyds Banking Group, including Bank of Scotland plc, has maintained a satisfactory liquidity position reinforced by actively participating in the support initiative of the Bank of England, other central banking and HM Treasury. A reduction in the availability of these sources could materially adversely affect the Group ability to meet its financial obligations as they fall due.

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Legal and regulatory risk: The Group is subject to stringent regulation in the UK, including a recent increase in the level of government intervention in the sector due to the declining market environment. The Turner Review, published by the FSA in March 2009, indicates that banks can also expect a shift from a ‘light touch’ principles based regime to an intensive and interventionist regime and considers a wide range of proposals to address the severe financial problems experienced by banks at the end of 2008. Future changes in regulation, fiscal or other policies are unpredictable, beyond the control of the Group and could materially adversely affect Group business. Recently proposed changes to capital and liquidity requirements could have a substantial impact on the scale of bank’s business models. Changes to the regulatory regimes in other jurisdictions where the Group has a presence are expected and may have an impact on the Groups’ operations.

The Group is also subject to legal or regulatory proceedings or other complaints brought against it in the High Court, elsewhere, or in jurisdictions outside the UK, including other EU countries and the US. For example, a major focus of US governmental policy relating to financial institutions in recent years has been combating money laundering and terrorist financing and enforcing compliance with US economic sanctions. The outcome of any proceeding or complaint is inherently uncertain and could have a material adverse effect on the Group’s operations and/or financial condition, especially to the extent the scope of any such proceeding expands beyond its original focus. Failure to manage these risks adequately could impact the Group adversely, both financially and reputationally through an adverse impact on the Group’s brands.

CONDENSED INTERIM FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT (unaudited)

	Half-year to 30 June 2009	Half-year to 30 June 2008 (restated)[1]
	£m	£m
Interest and similar income	**11,479**	19,420
Interest and similar expense	**(9,179)**	(15,285)
Net interest income	**2,300**	4,135
Fee and commission income	**639**	1,035
Fee and commission expense	**(110)**	(205)
Net fee and commission income	**529**	830
Net trading income	**(805)**	(545)
Insurance premium income	**-**	118
Other operating income	**970**	773
Other income	**694**	1,176
Total income	**2,994**	5,311
Insurance claims	**-**	(26)
Total income, net of insurance claims	**2,994**	5,285
Operating expenses	**(2,542)**	(2,713)
Trading surplus	**452**	2,572
Share of losses of jointly controlled entities and associates	**(502)**	(36)
Impairment	**(11,377)**	(1,455)
Loss on sale of businesses	**(96)**	-
Profit (loss) before tax	**(11,523)**	1,081
Taxation	**2,552**	(388)
Profit (loss) for the period	**(8,971)**	693
Profit attributable to minority interests	**5**	33
Profit (loss) attributable to equity shareholders	**(8,976)**	660
Profit (loss) for the period	**(8,971)**	693

[1] See note 20.

CONDENSED INTERIM FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (unaudited)

	Half-year to 30 June 2009	Half-year to 30 June 2008
	£m	£m
Profit (loss) for the period	**(8,971)**	693
Other comprehensive income:		
Movements in available-for-sale financial assets, net of tax:		
Change in fair value	**864**	(1,954)
Transferred to income statement in respect of disposals	**11**	34
Transferred to income statement in respect of impairment	**432**	60
	1,307	(1,860)
Movement in cash flow hedges, net of tax:		
Effective portion of changes in fair value taken to equity	**(1,336)**	489
Net gains transferred to the income statement	**1,429**	(51)
	93	438
Currency translation differences	**(45)**	41
Other comprehensive income for the period, net of tax	**1,355**	(1,381)
Total comprehensive income for the period	**(7,616)**	(688)
Total comprehensive income attributable to minority interests	**5**	51
Total comprehensive income attributable to equity shareholders	**(7,621)**	(739)
Total comprehensive income for the period	**(7,616)**	(688)

CONDENSED INTERIM FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET (unaudited)

	As at 30 June 2009	As at 31 Dec 2008 (restated)[1]
	£m	£m
Assets		
Cash and balances at central banks	**2,072**	2,502
Items in course of collection from banks	**635**	445
Trading and other assets designated at fair value through profit or loss	**27,400**	23,430
Derivative financial instruments	**32,228**	50,517
Loans and receivables:		
Loans and advances to customers	**465,374**	488,213
Loans and advances to banks	**34,193**	12,445
Debt securities	**35,215**	38,878
	534,782	539,536
Available–for–sale financial assets	**23,451**	28,035
Investment property	**41**	43
Investment in jointly controlled entities and associates	**632**	1,193
Goodwill	**644**	667
Other intangible assets	**447**	481
Tangible fixed assets	**4,984**	5,154
Current tax recoverable	**1,009**	865
Deferred tax assets	**5,027**	3,182
Other assets	**11,311**	3,126
Total assets	**644,663**	659,176

(1) See note 20.

CONDENSED INTERIM FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET (unaudited)

	As at 30 June 2009	As at 31 Dec 2008 (restated)[1]
	£m	£m
Equity and liabilities		
Deposits from banks	**115,564**	97,066
Customer deposits	**300,875**	277,399
Items in course of transmission to banks	**650**	521
Notes in circulation	**956**	957
Trading and other liabilities at fair value through profit or loss	**15,943**	18,851
Derivative financial instruments	**31,886**	40,827
Debt securities in issue	**135,328**	188,448
Other liabilities	**5,308**	4,235
Current tax liabilities	**-**	23
Other provisions	**97**	145
Subordinated liabilities	**17,430**	18,779
Total liabilities	**624,037**	647,251
Equity		
Share capital	**5,804**	1,324
Share premium account	**22,889**	11,018
Other reserves	**(3,339)**	(4,694)
Retained profits (losses)	**(4,963)**	4,013
Shareholders' equity	**20,391**	11,661
Minority interests	**235**	264
Total equity	**20,626**	11,925
Total equity and liabilities	**644,663**	659,176

(1) See note 20.

CONDENSED INTERIM FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (unaudited)

	Attributable to equity shareholders				
	Share capital and premium	Other reserves	Retained profits	Minority interests	Total
	£m	£m	£m	£m	£m
Balance as at 31 December 2007	6,842	1,167	13,479	356	21,844
Total comprehensive income	-	(1,399)	660	51	(688)
Dividends	-	-	(1,216)	(10)	(1,226)
Issue of ordinary shares	1,500	-	-	-	1,500
Repayment of capital to minority shareholders	-	-	-	(110)	(110)
Other movements	-	-	(15)	-	(15)
Balance as at 30 June 2008	8,342	(232)	12,908	287	21,305
Total comprehensive income	-	(4,462)	(8,883)	11	(13,334)
Dividends	-	-	(12)	(33)	(45)
Issue of ordinary shares	4,000	-	-	-	4,000
Repayment of capital to minority shareholders	-	-	-	(1)	(1)
Balance as at 31 December 2008	12,342	(4,694)	4,013	264	11,925
Total comprehensive income	-	**1,355**	**(8,976)**	**5**	**(7,616)**
Dividends	-	-	-	**(11)**	**(11)**
Issue of ordinary shares	**16,351**	-	-	-	**16,351**
Repayment of capital to minority shareholders	-	-	-	**(23)**	**(23)**
Balance as at 30 June 2009	**28,693**	**(3,339)**	**(4,963)**	**235**	**20,626**

CONDENSED INTERIM FINANCIAL STATEMENTS

CONSOLIDATED CASH FLOW STATEMENT (unaudited)

	Half-year to 30 June 2009	Half-year to 30 June 2008 (restated)[1]
	£m	£m
Profit (loss) before tax	**(11,523)**	1,081
Adjustments for:		
Change in operating assets	**3,177**	(46,970)
Change in operating liabilities	**1,652**	44,948
Non-cash and other items	**721**	(794)
Tax paid	**82**	(851)
Net cash used in operating activities	**(5,891)**	(2,586)
Cash flows from investing activities		
Purchase of available-for-sale financial assets	**(7,261)**	(6,047)
Proceeds from sale and maturity of available-for-sale financial assets	**8,250**	7,295
Purchase of fixed assets	**(87)**	(213)
Proceeds from sale of fixed assets	**46**	27
Capital subscriptions in jointly controlled entities	**(84)**	(170)
Capital redemptions and disposal of businesses, net of cash disposed	**130**	74
Net cash provided by investing activities	**994**	966
Cash flows from financing activities		
Dividends paid to equity shareholders	**-**	(1,216)
Dividends paid to minority interests	**(11)**	(10)
Interest paid on subordinated liabilities	**(485)**	(525)
Proceeds from issue of subordinated liabilities	**-**	1,000
Proceeds from issue of ordinary shares	**16,351**	1,500
Repayment of subordinated liabilities	**(903)**	-
Repayment of capital to minority shareholders	**-**	(110)
Minority interest disposed	**(23)**	-
Net cash provided by financing activities	**14,929**	639
Effects of exchange rate changes on cash and cash equivalents	**74**	(114)
Change in cash and cash equivalents	**10,106**	(1,095)
Cash and cash equivalents at beginning of period	**7,986**	2,911
Cash and cash equivalents at end of period	**18,092**	1,816

Cash and cash equivalents comprise cash and balances at central banks (excluding mandatory deposits) and amounts due from banks with a maturity of less than three months.

[1] Mandatory reserve deposits of £373 million at 1 January 2008 have been reclassified from loans and advances to banks to cash and balances at central banks. In addition, total cash and cash equivalents at 1 January 2008 have been restated to include certain cash deposits held with the Central Bank of Ireland of £853 million and cash held at the central bank as collateral against notes in circulation of £881 million which are available to finance the Group's day to day operations. The cash flow statement has been adjusted accordingly.

NOTES

1. Basis of preparation

The ongoing global upheaval in the financial markets has been characterised by a systemic reduction in wholesale markets liquidity. The steps taken in 2008 by HM Treasury, through the introduction of the Government guarantee scheme for senior funding, and the Bank of England, through extended long-term repo and US Dollar repo facilities and the new discount window facility, have continued to provide assurance of liquidity support to the banking markets. Despite some improvement in market liquidity during the second quarter of 2009, the Group continues to be partly reliant upon these facilities in order to maintain its wholesale funding position.

In the context of continued uncertainty in the financial markets and the deterioration in economic conditions in the UK, further steps have been, and are being, taken to strengthen the Group's capital position. In March 2009, the Lloyds Banking Group, the ultimate parent company, announced its intention to participate in the Government Asset Protection Scheme (GAPS) which could result in a significant improvement in the Group's capital position.

There is a risk that market conditions deteriorate once more leading to a renewed contraction in wholesale funding sources. The key dependencies on successfully funding the Group's balance sheet include the continued functioning of the money and capital markets at their current levels; the continued access of the Group to central bank and Government sponsored liquidity facilities; limited further deterioration in the Group's credit ratings; and no significant or sudden withdrawal of deposits resulting in increased reliance on money markets or Government support schemes. In addition, a prolonged economic downturn in the UK may result in greater strain being placed upon the Group's capital resources.

Based upon projections prepared by management which assume the continued availability of the Government sponsored funding scheme and other actions to strengthen the Group's capital position, the directors are satisfied that the Group has adequate resources to continue in business for the foreseeable future. Accordingly, these condensed interim financial statements have been prepared on a going concern basis.

2. Accounting policies and estimates

These condensed interim financial statements as at and for the half-year to 30 June 2009 have been prepared in accordance with the Disclosure and Transparency Rules of the Financial Services Authority and with International Accounting Standard (IAS) 34, 'Interim Financial Reporting', as adopted by the European Union. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Group's consolidated financial statements as at and for the year ended 31 December 2008 (2008 annual report and accounts), which were prepared in accordance with International Financial Reporting Standards, as adopted by the European Union.

Balance sheet presentation

To provide a more relevant presentation of the Group's financial instruments, an additional line has been added to the consolidated balance sheet to separately show debt securities classified as loans and receivables. In addition, certain amounts have been reclassified to present these statements on a basis consistent with the presentation practices adopted by Lloyds Banking Group (see note 20).

Comparatives have been reclassified to conform to the revised presentation.

2. Accounting policies and estimates (continued)

Accounting policies and estimates

Except as described below, the accounting policies, significant judgements made by management in applying them and key sources of estimation uncertainty applied by the Group in these condensed interim financial statements are the same as those applied by the Group in its 2008 annual report and accounts.

Taxation

As required by IAS 34, the Group's income tax expense for the six months ended 30 June 2009 is based on the best estimate of the weighted-average annual income tax rate expected for the full financial year.

Effective interest rate

The Group accounts for its revenue on loans and receivables on an effective interest rate (EIR) basis. This approach takes into account interest received or paid and fees and commission paid or received that are integral to the yield as well as incremental transaction costs and all other premiums and discounts. Following the acquisition of HBOS plc by Lloyds Banking Group plc on 16 January 2009, the Group reviewed the EIR methodology applied to its mortgage portfolio. As a result of this review, the Group has revised the period over which the fees, commissions and costs are spread. This change provides more reliable and relevant information and ensured consistency and alignment of the methodology for this accounting estimate for the enlarged Lloyds Banking Group. This change in accounting estimate has resulted in an additional charge to the income statement of £945 million in the period to 30 June 2009.

The following new standards and amendments to standards are effective for financial years beginning on or after 1 January 2009 and have impacted these condensed interim financial statements as at and for the half-year to 30 June 2009.

IAS 1 (revised), 'Presentation of Financial Statements'. The revised standard prohibits the presentation of items of income and expense (that is non-owner changes in equity) in the statement of changes in equity, requiring non-owner changes in equity to be presented separately from owner changes in equity. All non-owner changes in equity are required to be shown in a performance statement. Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). The Group has elected to present two statements: an income statement and a statement of comprehensive income. The interim financial statements have been prepared under the revised disclosure requirements.

IFRS 8 'Operating Segments'. The new standard replaces IAS 14 'Segment Reporting' and requires reporting of financial and descriptive information about operating segments which are based on how financial information is reported and evaluated internally. The chief operating decision maker has been identified as the Group Executive Committee (GEC). The Group is managed on an entity basis and not by segment, and the GEC does not assess performance and allocate resources across any segments; accordingly no segmental information is provided. A brief overview of its sources of income is provided in the Financial review.

The ultimate parent undertaking, Lloyds Banking Group plc, produces consolidated accounts which set out the basis of the segments through which it manages performance and allocates resources across the consolidated Group.

2. Accounting policies and estimates (continued)

The Group reviews goodwill held in the Group's balance sheet for impairment at least annually or when events or changes in economic circumstances indicate that impairment may have taken place. The goodwill impairment charge of £20 million recognised in the six months ended 30 June 2009 arose principally from the full write-down of goodwill previously recognised on the acquisition of certain asset finance businesses in Ireland. The write-down was triggered by deteriorating economic conditions.

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that impact the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Reclassification of financial assets

In January 2009, the Group reclassified £1,825 million of debt securities classified as held for trading to loans and receivables on the basis that there was no longer an active market for those assets, which are therefore more appropriately managed as loans and receivables. During the period impairment losses of £90 million have been charged to the income statement. If these assets had not been reclassified during the period an additional loss of £61 million would have been recognised in the income statement.

In respect of assets previously transferred from available-for-sale to loans and advances in 2008, an impairment charge of £191 million has been recognised in the income statement. In accordance with IAS39, this amount has been transferred from the available-for-sale reserve.

In January 2009, the Group reclassified £649 million of securities classified as available-for-sale to debt securities classified as loans and receivables on the basis that there was no longer an active market for those assets, which are therefore more appropriately managed as loans and receivables. There have been no impairments during the period. If these assets had not been reclassified during the period additional negative adjustment of £3 million would have been recognised in the available-for-sale reserve.

Other matters

No significant events, other than those disclosed within this document, have occurred between 30 June 2009 and the date of approval of these condensed interim financial statements. Full details of the Group's related party transactions for the year to 31 December 2008, share-based payment schemes and contingent liabilities and commitments entered into in the normal course of business can be found in the Group's 2008 annual report and accounts.

3. Other income

	Half-year to 30 June 2009	Half-year to 30 June 2008
	£m	£m
Fee and commission income:		
Current account fees	**80**	195
Insurance broking	**(25)**	91
Card services	**125**	112
Other fees and commissions	**459**	637
	639	1,035
Fees and commission expense	**(110)**	(205)
Net fee and commission income	**529**	830
Net trading income	**(805)**	(545)
Insurance premium income	**-**	118
Other operating income	**970**	773
Total other income	**694**	1,176
Insurance claims	**-**	(26)
Total other income, net of insurance claims	**694**	1,150

4. Operating expenses

	Half-year to 30 June 2009	Half-year to 30 June 2008
	£m	£m
Administrative expenses		
Staff	**1,327**	1,323
Premises and equipment	**178**	233
Other expenses	**463**	473
Administrative expenses	**1,968**	2,029
Depreciation and amortisation		
Property and equipment	**56**	100
Operating leases	**425**	508
Intangible assets other than purchased goodwill	**73**	76
Depreciation and amortisation	**554**	684
Goodwill impairment	**20**	-
Total operating expenses	**2,542**	2,713

5. Impairment losses

	Half-year to 30 June 2009	Half-year to 30 June 2008
	£m	£m
Impairment losses on loans and advances to customers	**10,053**	1,310
Impairment losses on debt securities (loans and receivables)	**828**	61
Impairment of loans and receivables	**10,881**	1,371
Other credit risk provisions	**5**	-
Impairment of available-for-sale financial assets	**491**	84
Total impairment charge	**11,377**	1,455

6. Loss on sale of businesses

On 8 October 2008, HBOS plc agreed the sale of part of its Australian operations, principally Bank of Western Australia Ltd and St. Andrews Australia Pty Ltd, to Commonwealth Bank of Australia Ltd.

The sale completed on 19 December 2008 and resulted in an estimated pre-tax loss on disposal of £845 million (including goodwill written off of £240 million) which was included as non-operating income within the loss on sale of businesses for the year.

The agreement provided for adjustments to the consideration received in certain conditions and as a result a further loss of £96 million has been recognised in the current period.

7. Taxation

A reconciliation of the charge that would result from applying the standard UK corporation tax rate to profit before tax to the tax charge is given below:

	Half-year to 30 June 2009	Half-year to 30 June 2008
	£m	£m
Profit (loss) before tax	**(11,523)**	1,081
Tax credit (charge) thereon at UK corporation tax rate of 28.0% (2008: 28.5%)	**3,226**	(308)
Factors affecting charge:		
Disallowed and non-taxable income	**(33)**	(34)
Goodwill	**(3)**	-
Overseas tax rate differences	**(111)**	(24)
Gains exempted or covered by capital losses	**-**	35
Adjustments in respect of previous periods	**(23)**	(9)
Impairment on investment securities	**(52)**	(35)
Effect of loss in jointly controlled entities	**(141)**	(10)
Tax losses where no deferred tax recognised	**(295)**	-
Other items	**(16)**	(3)
Tax credit (charge)	**2,552**	(388)

7. Taxation (continued)

The tax charge (credit) recognised in other comprehensive income is shown below:

Half-year to 30 June 2009	**Before-tax amount £m**	**Tax (expense) benefit £m**	**Net of tax amount £m**
Movements in available-for-sale financial assets:			
Change in fair value	**1,180**	**(316)**	**864**
Transferred to income statement in respect of disposals	**15**	**(4)**	**11**
Transferred to income statement in respect of impairment	**600**	**(168)**	**432**
	1,795	**(488)**	**1,307**
Movements in cash flow hedges:			
Effective portion of changes in fair value taken to equity	**(1,855)**	**519**	**(1,336)**
Net gains transferred to the income statement	**1,984**	**(555)**	**1,429**
	129	**(36)**	**93**
Currency translation differences	**(45)**	**-**	**(45)**
	1,879	**(524)**	**1,355**

Half-year to 30 June 2008	Before-tax amount £m	Tax (expense) benefit £m	Net of tax Amount £m
Movements in available-for-sale financial assets:			
Change in fair value	(2,734)	780	(1,954)
Transferred to income statement in respect of disposals	47	(13)	34
Transferred to income statement in respect of impairment	84	(24)	60
	(2,603)	743	(1,860)
Movements in cash flow hedges:			
Effective portion of changes in fair value taken to equity	679	(190)	489
Net gains transferred to the income statement	(71)	20	(51)
	608	(170)	438
Currency translation differences	41	-	41
	(1,954)	573	(1,381)

8. Trading and other assets designated at fair value

	As at 30 June 2009 £m	As at 31 Dec 2008 £m
Trading	**27,153**	22,571
Other financial assets designated at fair value	**247**	859
	27,400	23,430

9. Derivative financial instruments

	As at 30 June 2009		As at 31 Dec 2008	
	Fair value of assets	**Fair value of liabilities**	Fair value of assets	Fair value of liabilities
	£m	**£m**	£m	£m
Trading				
Exchange rate contracts	**5,380**	**2,866**	5,245	4,770
Interest rate contracts	**14,981**	**17,428**	21,186	23,064
Credit derivatives	**425**	**20**	748	33
Equity and other contracts	**1,150**	**866**	1,256	958
	21,936	**21,180**	28,435	28,825
Hedging				
Derivatives designated as fair value hedges	**4,007**	**2,445**	13,601	3,518
Derivatives designated as cash flow hedges	**6,285**	**8,261**	8,481	8,484
	10,292	**10,706**	22,082	12,002
	32,228	**31,886**	50,517	40,827

The Group reduces exposure to credit risk by using master netting agreements and by obtaining cash collateral. At 30 June 2009 £21,583 million (2008: £37,022 million) of the derivative assets held are available for offset under master netting arrangements. These do not meet the criteria under IAS 32 to enable derivative assets to be presented net of these balances.

10. Loans and advances to customers

	As at 30 June 2009	As at 31 Dec 2008[(1)]
	£m	£m
Agriculture, forestry and fishing	**780**	854
Energy and water supply	**1,030**	890
Manufacturing	**6,782**	7,436
Construction	**10,738**	11,456
Transport, distribution and hotels	**20,909**	22,664
Postal and communications	**1,027**	958
Property companies	**60,894**	63,807
Financial, business and other services	**88,531**	92,988
Personal – mortgages	**257,894**	263,644
– other	**24,559**	23,854
Lease financing	**5,806**	5,655
Hire purchase	**3,146**	4,700
	482,096	498,906
Allowance for impairment losses on loans and advances	**(16,722)**	(10,693)
Total loans and advances to customers	**465,374**	488,213

(1) The industry classification of loans and advances to customers has been reclassified to align with the Lloyds Banking Group plc

Loans and advances to customers include advances securitised under the Group's securitisation and covered bonds programmes. Further details are given in note 12.

11. Allowance for impairment losses on loans and receivables

	As at 30 June 2009	As at 31 Dec 2008
	£m	£m
Balance at start of the period	**11,616**	3,658
Exchange and other adjustments	**(295)**	106
Advances written off	**(4,009)**	(1,398)
Recoveries of advances written off in previous periods	**29**	43
Unwinding of discount	**(179)**	(87)
Charge to the income statement in the six month period	**10,881**	9,409
Disposal of subsidiary undertakings	**-**	(115)
Balance at the end of the period	**18,043**	11,616
Loans and advances to customers	**16,722**	10,693
Debt securities	**1,321**	923
	18,043	11,616

12. Securitisation and covered bonds

Securitisation

Loans and advances to customers include advances securitised under the Group's securitisation programmes, the majority of which have been sold to bankruptcy remote special purpose entities (SPEs). As the SPEs are funded by the issue of debt on terms whereby some of the risks and rewards of the portfolio are retained, the SPEs are consolidated fully and all of these advances are retained on the Group's balance sheet, with the related notes in issue included within debt securities in issue.

Covered bonds

Certain loans and advances to customers have been assigned to bankruptcy remote limited liability partnerships to provide security to issues of covered bonds by the Group. The Group retains substantially all of the risks and rewards associated with these loans and the partnerships are consolidated fully and the loans retained on the Group's balance sheet, with the related covered bonds on issue included within debt securities in issue.

The Group's principal securitisation and covered bonds programmes, together with the balances of the advances subject to notes in issue at the period end, are listed below.

12. Securitisation and covered bonds (continued)

		As at 30 June 2009		As at 31 Dec 2008	
	Type of loan	**Gross assets securitised**	**Notes in issue**	Gross assets securitised	Notes in Issue
		£m	**£m**	£m	£m
Securitisation					
Permanent	UK residential mortgages	**29,233**	**32,169**	32,613	38,490
Mound	UK residential mortgages	**7,551**	**7,485**	8,063	8,238
Handbridge	Personal loans	**4,048**	**2,622**	-	-
Candide	Dutch residential mortgages	**4,781**	**4,881**	5,569	5,704
Prominent	Commercial loans	**964**	**1,003**	1,053	1,149
Pendeford	UK residential mortgages	**9,888**	**9,766**	9,888	9,870
Balliol	UK residential mortgages	**12,773**	**12,641**	12,701	12,549
Brae	UK residential mortgages	**9,125**	**9,881**	9,213	9,955
Dakota	UK residential mortgages	**3,896**	**3,814**	3,988	3,885
Deva	UK residential mortgages	**6,794**	**6,721**	6,747	6,703
Penarth	Credit card receivables	**4,300**	**2,699**	4,189	2,633
Tioba	UK residential mortgages	**2,403**	**2,588**	2,647	2,568
Trinity	UK residential mortgages	**12,293**	**12,158**	12,975	12,638
Wolfhound	Irish residential mortgages	**3,640**	**3,662**	4,083	4,107
Other	UK residential mortgages	**66**	**175**	68	179
		111,755	**112,265**	113,797	118,668
Covered bonds					
Covered bonds	UK residential mortgages	**65,481**	**54,883**	51,756	49,408
Social Housing covered bonds	UK residential mortgages	**3,481**	**2,979**	3,475	2,919
		68,962	**57,862**	55,231	52,327
Total securitisation and covered bonds		**180,717**	**170,127**	169,028	170,995
Less held by the Group			**(106,757)**		(94,265)
Total			**63,370**		76,730

Cash deposits of £18,981 million (2008: £12,423 million) held by the Group are restricted in use to repayment of the debt securities issued by the SPEs and other legal obligations.

In total the Group has securitised £119,914 million of mortgage assets under certain securitisation and covered bond programmes and purchased all of the loan notes in issue relating to those issuances for £106,757 million. In addition to the balances reported above, during the period, the Group arranged two new securitisation transactions. In total, £5,921 million of US residential mortgage backed securities were re-securitised with the Group purchasing all the newly issued notes. These transactions do not lead to any derecognition of the mortgage or other assets as the Group has retained all of the risks and rewards associated with the loan notes.

13. Debt securities in issue

	As at 30 June 2009	As at 30 Dec 2008
	£m	£m
At amortised cost		
Certificates of deposits	**23,980**	50,956
Medium term notes	**38,784**	48,630
Covered bonds (note 12)	**28,528**	34,022
Commercial paper	**9,194**	12,132
Securitisation (note 12)	**34,842**	42,708
	135,328	188,448

Included within commercial paper above is £4,810 million (2008: £2,979 million) issued by the Grampian conduit and £245 million (2008: £nil) issued by Landale conduit.

14. Share capital

On 15 January 2009 there was a placing and open offer with the UK Government through HM Treasury. This raised £8,351 million of ordinary share capital and £3,351 million of preference share capital for HBOS plc. This capital was invested into Bank of Scotland via the issuance of £8,351 million ordinary shares to HBOS plc on 27 February 2009 and £3,000 million ordinary shares on 31 March 2009.

On 27 February 2009, the £8,351 million issuance comprised £3,480 million of ordinary shares and £4,871 million of share premium. On 31 March 2009 the £3,000 million comprised of £375 million of ordinary shares and £2,625 million of share premium.

On 26 June 2009, following the capital injection by Lloyds Banking Group into HBOS plc, 2,500 million ordinary shares were issued to HBOS plc raising £5,000 million comprising of £625 million of ordinary shares and £4,375 million of share premium.

15. Capital transactions

During the period, the Group was involved in a number of transactions which were designed to improve the overall capital structure of the Lloyds Banking Group. The Group redeemed some of its upper tier 2 debt instruments whilst issuing non-capital debt securities and also exchanged some its upper tier 2 debt instruments for innovative tier 1 capital securities.

The profits generated by these transactions increased the Group's core tier 1 capital as new security issuances are required to be recognised at the fair value of the securities issued, while the redemption of securities results in the derecognition of instruments carried at amortised cost.

The accounting carrying value of the securities redeemed was greater than the fair value of the securities issued, and, as a result, the transactions generated a profit of £63 million, which was recognised by the Group in the period.

The impact of the above transactions on capital was to increase the Group's core tier 1 capital by £63 million and reduce its total capital by £222 million.

16. Contingent liabilities and commitments

	As at 30 June 2009	As at 31 Dec 2008
	£m	£m
Contingent liabilities		
Acceptances and endorsements	**2**	-
Other:		
Other items serving as direct substitutes	**109**	73
Performance bonds and other transaction-related contingencies	**989**	1,241
	1,098	1,314
	1,100	1,314
Commitments		
Documentary credits and other short-term trade related transactions	**85**	137
Undrawn formal standby facilities, credit lines and other commitments to lend:		
Mortgage offers	**11,330**	14,917
Other commitments	**55,906**	68,403
	67,236	83,320
	67,321	83,457

17. Legal and regulatory matters

HBOS plc (the holding company of Bank of Scotland) has been involved in legal proceedings with the Office of Fair Trading (OFT), regarding the legal status and enforceability of unarranged overdraft charges. The proceedings to date have been concerned with whether certain of the financial institutions’ terms and conditions are subject to the fairness test in the Unfair Terms in Consumer Contract Regulations 1999 and whether they are capable of being 'penalties' at common law. The High Court previously confirmed that the relevant financial institutions’ then current terms and conditions were not capable of being penalties at common law but were assessable for fairness under the Regulations (please see note 48 of the Lloyds Banking Group 2008 annual report and accounts for further details of the history of the proceedings, including the status of proceedings relating to historic terms and conditions).

On 26 February 2009, the Court of Appeal dismissed the appeal against the High Court’s judgment made by the relevant financial institutions and held that unarranged overdraft charges are assessable for fairness under the Unfair Terms in Consumer Contract Regulations 1999. The House of Lords gave the relevant financial institutions permission to appeal this judgment. The hearing before the House of Lords took place on 23 to 25 June 2009. The judgment is awaited.

The OFT continues to investigate the fairness of specific bank charges, but has yet to determine whether the charges are fair. On 31 March 2009 the OFT announced that it is to streamline its investigation into unarranged overdraft charges by focusing on the terms of three banks, including Lloyds TSB Bank plc but not HBOS plc. The OFT has stated that the aim of this is to progress the investigation in the shortest and most efficient way possible. The OFT has stated that it believes that the terms of the three selected banks provide the best representative selection of all the relevant financial institutions’ unarranged overdraft charging terms, and therefore the outcome of this more focused investigation will be relevant to the assessment of other relevant financial institutions’ terms. The OFT has stated that it should not be assumed that the OFT is more or less likely to find the three banks' terms unfair than those of the other banks. The investigation into the other banks' terms is merely on hold.

On 22 July 2009, the FSA announced that it was granting to the relevant financial institutions (including Bank of Scotland) a further waiver until 26 January 2010. The waiver permits the relevant entities to continue suspending the handling of complaints related to the level, fairness or lawfulness of unarranged overdraft charges. Cases before the Financial Ombudsman Service and the County Courts are currently stayed pending the outcome of the legal proceedings initiated by the OFT.

HBOS plc intends to continue to defend its position strongly. No provision in relation to the outcome of this litigation has been made. A range of outcomes is possible, some of which could have a significant financial impact on the Group. The ultimate impact of the litigation on the Group can only be known at its conclusion.

On 1 July 2008, the Financial Ombudsman Service referred concerns regarding the handling of PPI complaints to the FSA as an issue of wider implication. HBOS plc and other industry members and trade associations have made submissions to the FSA regarding this referral. The matter was considered at the FSA Board meeting on 25 September 2008. HBOS plc has been working with other industry members and trade associations in preparing an industry response to address regulatory concerns regarding the handling of PPI complaints. The FSA has now indicated that it will issue formal handbook guidance and/or rules on PPI complaint handling by the end of 2009 and a consultation paper which builds on the proposals put forward by the industry members, trade associations and other relevant parties is expected during the second half of 2009.

17. Legal and regulatory matters (continued)

On 30 September 2008, the FSA published a statement arising from its ongoing thematic review of PPI sales. In the statement, which was directed at the industry generally, the FSA highlighted certain concerns and indicated that it was escalating its regulatory intervention and considering appropriate action to deal with ongoing non-compliant sales practices and to remedy non-compliant past sales. The FSA plans indicate that an update on the third phase of the thematic work would be published during 2009. In recent months, the FSA has also written to a number of trade associations and firms on an industry wide basis raising issues in relation to mortgage PPI variation and cancellation terms, and the disclosure of these during a sale. Those industry discussions are ongoing and HBOS plc is participating in those discussions. No provision in relation to the outcome of this issue has been made as the ultimate impact on the Group is not yet known.

In addition, during the ordinary course of business the Group is subject to threatened and actual legal proceedings, regulatory investigations and enforcement actions. All such material matters are periodically reassessed, with the assistance of external professional advisers where appropriate, to determine the likelihood of the Group incurring a liability. In those instances where it is concluded that it is more likely than not that a payment will be made, a provision is established to management's best estimate of the amount required to settle the obligation at the relevant balance sheet date. In some cases, it will not be possible to form a view, either because the facts are unclear or because further time is needed properly to assess the merits of the matter. No provisions are held against such matters; however the Group does not currently expect the final outcome of these matters to have a material adverse effect on its financial position.

18. Capital structure

	As at 30 June 2009 £m	As at 31 Dec 2008 £m
Capital resources		
Core tier 1		
Ordinary share capital	**5,804**	1,324
Eligible reserves	**19,342**	16,019
Minority interests	**295**	318
	25,441	17,661
Deductions from tier 1		
Goodwill and other intangible assets	**(847)**	(1,211)
Excess expected loss	**(413)**	(536)
Other deductions	**(922)**	(484)
	(2,182)	(2,231)
Core tier 1	**23,259**	15,430
Perpetual non-cumulative preference shares		
Preference share capital	**1,200**	1,200
Innovative tier 1		
Preferred securities	**698**	698
Total tier 1 capital	**25,157**	17,328
Upper tier 2		
Undated subordinated debt	**5,183**	5,551
Collectively assessed impairment provisions	**1,184**	1,454
Lower tier 2		
Dated subordinated debt	**8,874**	9,094
Deductions from tier 2		
Excess expected loss	**(413)**	(536)
Other deductions	**(811)**	(325)
Total tier 2 capital	**14,017**	15,238
Supervisory deductions	**(842)**	(919)
Total capital resources	**38,332**	31,647
Risk weighted assets[(1)]	**315,024**	326,703
Core tier 1 ratio[(1)]	**7.4%**	4.7%
Tier 1 capital ratio[(1)]	**8.0%**	5.3%
Total capital ratio[(1)]	**12.2%**	9.7%

(1) Outside the scope of PwC review

19. Related party transactions

On 16 January 2009 Lloyds Banking Group plc acquired HBOS plc, the parent company of the Bank. Following the acquisition, the Group's ultimate parent undertaking and controlling party is Lloyds Banking Group plc and, as HM Treasury was a related party of Lloyds Banking Group plc, HM Treasury became a related party of the Bank.

The Group transacts with Lloyds Banking Group and related entities during the ordinary course of business, details of transactions and outstanding balances as at and for the period ended 30 June 2009 are set out below:

	Period to 30 June 2009
	£m
Transactions	
Interest income earned	**67**
Interest expense paid	**(426)**
Other income	**115**

	As at 30 June 2009
	£m
Outstanding balances	
Loans and advances to banks	**32,014**
Loans and receivables - debt securities	**421**
Other assets	**75**
Deposits from banks	**(77,274)**
Debt securities in issue	**(2,136)**
Net derivative liability	**(242)**
Other liabilities	**(97)**

As a result of the acquisition of HBOS by Lloyds Banking Group plc, HM Treasury became a related party of the Group from 13 January 2009. During the period between 13 January 2009 and 30 June 2009 the Lloyds Banking Group, including Bank of Scotland, entered into an Open Offer Agreement, a Pre-Accession Commitments Deed and a Lending Commitments Deed with UK Government. Details of each of these agreements are summarised on pages 7 to 9 the Lloyds Banking Group's annual report on Form 20-F for the year ended 31 December 2008. The Open Offer Agreement was amended on 18 May 2009 to allow a compensatory element to be provided to non-accepting shareholders. The Lloyds Banking Group also amended the Registration Rights Agreement with HM Treasury with effect from 10 June 2009 and entered into a Re-sale Rights Agreement with HM Treasury from 11 June 2009, in both cases as required under the Open Offer Agreement. There were no material transactions between the Lloyds Banking Group and the UK Government during the period between 13 January 2009 and 30 June 2009 that were not made in the ordinary course of business or that are unusual in their nature or conditions.

20. Prior year reclassifications

The following tables set out the balance sheet as at 31 December 2008 as presented in the 2008 financial statements of the Group and the income statement for the six months ended 30 June 2008 as presented in the 2008 interim results for the Group with reclassifications made to present these statements on a basis consistent with the presentation practices adopted by Lloyds Banking Group plc:

Consolidated balance sheet as at 31 December 2008		As previously presented	Balance sheet reclassifi-cations	Restated
		£m	£m	£m
Assets				
Cash and balances at central banks		2,502	-	2,502
Items in course of collection from banks		445	-	445
Trading and other financial assets designated at fair value	(i)	22,571	859	23,430
Derivative financial instruments		50,517	-	50,517
Loans and receivables:				
Loans and advances to customers	(v)	473,015	15,198	488,213
Loans and advances to banks		12,445	-	12,445
Debt securities	(i)	-	38,878	38,878
		485,460	54,076	539,536
Investment securities	(i)	67,772	(67,772)	-
Available-for-sale financial assets	(i)	-	28,035	28,035
Interests in jointly controlled entities and associates		1,193	-	1,193
Goodwill and other intangible assets	(iv)	1,148	(1,148)	-
Goodwill	(iv)	-	667	667
Other intangible assets	(iv)	-	481	481
Property and equipment/tangible fixed assets	(ii)	1,187	3,967	5,154
Investment property		43	-	43
Operating lease assets	(ii)	3,967	(3,967)	-
Deferred costs	(iii)	2	(2)	-
Current tax assets		865	-	865
Deferred tax assets		3,182	-	3,182
Other assets	(iii)	2,430	696	3,126
Prepayments and accrued income	(iii)	694	(694)	-
Total assets		643,978	15,198	659,176

20. Prior year reclassifications (continued)

Consolidated balance sheet as at 31 December 2008

		As previously presented	Balance sheet reclassifi-cations	Restated
		£m	£m	£m
Liabilities				
Deposits from banks		97,066	-	97,066
Customer deposits	(v)	262,201	15,198	277,399
Items in course of transmission to banks	(vi)	-	521	521
Trading and other financial liabilities at fair value		18,851	-	18,851
Derivative financial instruments		40,827	-	40,827
Debt securities in issue		188,448	-	188,448
Notes in circulation		957	-	957
Other liabilities	(vi)	2,250	1,985	4,235
Current tax liabilities		23	-	23
Accruals and deferred income	(vi)	2,306	(2,306)	-
Other provisions	(vi)	345	(200)	145
Subordinated liabilities/other borrowed funds		18,779	-	18,779
Total liabilities		632,053	15,198	647,251
Net assets		11,925	-	11,925

Material balance sheet reclassifications are in relation to:

(i) the reclassification investment securities (£67,772 million) to trading and other financial assets designated at fair value (£859 million), available for sale financial assets (£28,035 million) and debt securities (£38,878 million);

(ii) the reclassification of operating lease assets (£3,967 million) to tangible fixed assets;

(iii) the reclassification of deferred costs (£2 million) and prepayments and accrued income (£694 million) to other assets;

(iv) the reclassification of goodwill and intangible assets into their separate components;

(v) the representation of certain customer deposit amounts (£15,198 million) available for offset onto a gross basis; and

(vi) the reclassification of accruals and deferred income (£2,306 million) and other provisions (£200 million) to other liabilities and the reclassification of other liabilities (£521 million) to items in the course of collection.

20. Prior year reclassifications (continued)

Income statement for the half-year to 30 June 2008		As previously presented	Reclassifi-cations	Restated
		£m	£m	£m
Interest and similar income		19,308	112	19,420
Interest and similar expense		(15,285)	-	(15,285)
Fees and commission income		1,147	(112)	1,035
Fees and commission expense		(205)	-	(205)
Net earned premiums on insurance contracts		118	(118)	-
Net trading income		(910)	365	(545)
Net investment income related to insurance and investment business		31	(31)	-
Insurance premium income		-	118	118
Other operating income		1,051	(278)	773
Change in investment contract liabilities		9	(9)	-
Net claims incurred on insurance contracts		(46)	46	-
Net change in insurance contract liabilities		11	(11)	-
Insurance claims		-	(26)	(26)
Operating expenses	(i)	-	(2,713)	(2,713)
Administrative expenses	(i)	(2,029)	2,029	-
Depreciation and amortisation:				
Intangible assets other than goodwill	(i)	(76)	76	-
Property and equipment	(i)	(100)	100	-
Operating lease assets	(i)	(508)	508	-
Impairment losses on loans and advances	(ii)	(1,310)	1,310	-
Impairment on investment securities	(ii)	(145)	145	-
Impairment	(ii)	-	(1,455)	(1,455)
Share of profits of jointly controlled entities		2	(2)	-
Share of losses of associated undertakings		(38)	38	-
Share of losses of jointly controlled entities and associates		-	(36)	(36)
Non-operating income/profit on disposal of businesses		56	(56)	-
Profit before taxation		1,081	-	1,081
Tax		(388)	-	(388)
Profit for the period		693	-	693

Material income statement reclassifications are in relation to:

(i) the reclassification of administrative expenses (£2,029 million) and depreciation and amortisation (£684 million) to operating expenses; and

(ii) the reclassification of impairment losses on loans and advances (£1,310 million) and impairment losses on investment securities (£145 million) to impairment losses.

21. Ultimate parent undertaking

Bank of Scotland plc's ultimate parent undertaking and controlling party is Lloyds Banking Group plc (formerly Lloyds TSB Group plc) which is registered and incorporated in Scotland. Lloyds Banking Group plc will produce consolidated accounts for the year ended 31 December 2009. Copies of the annual report and accounts of Lloyds Banking Group plc and Bank of Scotland plc for the year ended 31 December 2008 may be obtained from the Company Secretary's Department, Lloyds Banking Group, 25 Gresham Street, London EC2V 7HN or downloaded via www.lloydsbankinggroup.com.

22. Other information

The financial information included in this news release does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2008 were approved by the directors on 26 February 2009 and have been delivered to the Registrar of Companies. The auditors' report on these accounts was unqualified and did not include a statement under sections 237(2) (accounting records or returns inadequate or accounts not agreeing with records and returns) or 237(3) (failure to obtain necessary information and explanations) of the Companies Act 1985.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors listed below (being all the directors of Bank of Scotland plc) confirm that to the best of their knowledge this condensed set of financial statements has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as adopted by the European Union, and that the interim management report herein includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8, namely:

- an indication of important events that have occurred during the six months ended 30 June 2009 and their impact on the condensed interim financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial year; and

- material related party transactions in the six months ended 30 June 2009 and any material changes in the related party transactions described in the last annual report.

Signed on behalf of the board by

J Eric Daniels
Chief Executive
4 August 2009

Bank of Scotland plc board of directors:
Sir Victor Blank
J Eric Daniels
Wolfgang CG Berndt
Philip N Green
Sir Julian Horn-Smith
Archie G Kane
Lord Leitch
Sir David Manning
Carolyn J McCall
T Timothy Ryan, Jr
Martin A Scicluna
G Truett Tate
Tim JW Tookey
Anthony Watson
Helen A Weir

INDEPENDENT REVIEW REPORT TO BANK OF SCOTLAND PLC

Introduction

We have been engaged by the company to review the condensed set of financial statements in the Interim Management Report for the six months ended 30 June 2009, which comprises the consolidated income statement, consolidated statement of comprehensive income, consolidated balance sheet, consolidated statement of changes in equity, consolidated cash flow statement and related notes with the exception of the risk-weighted asset and capital ratio information in note 18. We have read the other information contained in the Interim Management Report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

Directors' responsibilities

The Interim Management Report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the Interim Management Report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Services Authority. As disclosed in note 2, the annual financial statements of the Group are prepared in accordance with International Financial Reporting Standards as adopted by the European Union. The condensed set of financial statements included in this Interim Management Report has been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting', as adopted by the European Union.

Our responsibility

Our responsibility is to express to the company a conclusion on the condensed set of financial statements in the Interim Management Report based on our review. This report, including the conclusion, has been prepared for and only for the company for the purpose of the Disclosure and Transparency Rules of the Financial Services Authority and for no other purpose. We do not, in producing this report, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

INDEPENDENT REVIEW REPORT TO BANK OF SCOTLAND PLC (continued)

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the Interim Management Report for the six months ended 30 June 2009 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Services Authority.

PricewaterhouseCoopers LLP
Chartered Accountants
Edinburgh
4 August 2009

Notes:

a) The maintenance and integrity of the Lloyds Banking Group website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website, and

b) Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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