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Proposed acquisition of HBOS by Lloyds TSB, capital increase and access to guaranteed wholesale funding

HBOS reaffirms its confidence in the substantial benefits for shareholders that will arise from its proposed acquisition by Lloyds TSB. Revised terms are to be recommended to shareholders reflecting today's announcement in respect of capital raisings by both companies and the impact of significant disruption in financial markets. The resulting capital and funding position for the proposed combination establishes a strong platform from which the enlarged Group can create value in the long term.

Following the UK Government's announcement on 8 October 2008 and as part of a co-ordinated package of capital and funding measures for the UK banking sector, HBOS announces the proposed placing of £8.5bn of ordinary shares with the UK Government at 113.6p per share (representing a discount of 8.5%, prior to commissions payable, to the HBOS closing share price on Friday 10 October 2008), subject to clawback of pro-rata entitlements by HBOS shareholders following approval of the issue expected in early December.

In addition, HBOS will place £3bn of preference shares with the UK Government, callable at par after 5 years and included in Tier 1 capital throughout the period. The annual coupon will be 12% for the first five years and three month LIBOR plus 700 bps thereafter. Under the terms of the preference shares, no dividend can be paid on ordinary shares whilst any preference shares issued to HM Treasury remain outstanding.

As a result of the decision to strengthen further the Group's capital ratios, HBOS has secured with immediate effect, access to the UK Government guarantee for short and medium term debt issuance. This provides significant additional funding strength which enhances the Group's business and prospects.

Whilst the Group's existing capital ratios are capable of sustaining the business through economic cycles, the substantial increase in Tier 1 capital resources is designed to ensure higher capital ratios in more extreme stressed scenarios over a prolonged period.

HBOS capital ratios before and after the above Tier 1 issuance based on June 2008 pro forma figures are shown below:-

	Proforma 1,3 %	Proforma 2,3 %
Tier 1 Capital Ratio	8.6	12.0
Core Tier 1 ratio	6.5	9.0
Total Capital ratio	12.2	15.6
Tier 1 gearing	24.1	24.7

1. Proforma includes the proceeds of the rights issue received on 25 July 2008

2. Proforma includes both the proceeds of the rights issue and the £8.5bn equity placing and £3bn preference shares issue announced today

3. Proformas exclude the impact of the sale of BankWest and St Andrews as announced on 7 October 2008

Access to guaranteed wholesale funds, underpinned by substantially higher capital ratios, provides strong support for HBOS to resume a greater level of lending to homebuyers and SME business customers, whilst pursuing its strategy to reduce its loan to deposit ratio. HBOS will continue to de-risk other parts of its business, notably in the Treasury and Corporate Banking areas.

Since the announcement of the Interim Results for the six months ended 30 June 2008, market conditions have deteriorated significantly. Underlying profitability is therefore now being impacted by a significant deterioration in credit conditions and falling property prices with associated increased provisioning in both the Retail and Corporate businesses. In addition, profitability is expected to be adversely affected by fair value adjustments and impairments to the Treasury portfolio and by the impact of increased funding costs.

HBOS now expects these factors to impact substantially on the management's expectations of the underlying results for 2008. In addition, as previously announced HBOS will report a loss of £690m on the sale of BankWest.

Notwithstanding the current difficult market conditions, HBOS's Insurance & Investment business is performing satisfactorily and is expected to continue to benefit from its close affiliation to the UK Retail savings business.

A full trading update will be provided in the Interim Management Statement to be released shortly before publication of the prospectus relating to the equity placing.

Amendment to terms of Lloyds TSB Offer

Following confirmation by the Board of Lloyds TSB that in the light of the scale of disruption in the financial markets it was no longer prepared to recommend to its shareholders the Offer announced on 18 September, agreement has

been reached to revised terms on the basis of 0.605 Lloyds TSB share for each HBOS share.

These revised terms also reflect the combined impact of the capital raising announced by HBOS referred to above and the £5.5bn capital raising (£4.5bn ordinary shares and £1bn preference shares) by Lloyds TSB announced today.

Lloyds TSB has also restated the conditions to the implementation of the acquisition and the restated conditions are set out in Appendix 2.

The revised terms provide HBOS shareholders with the opportunity to acquire a stake in the merged group with substantial capital strength which will enjoy a strong franchise and the scope to generate significant synergies.

The Board has concluded that shareholder prospects in the enlarged group are more attractive than on a standalone basis.

Accordingly, the Board intends to recommend to shareholders to vote in favour of the proposals at the General Meeting to be convened.

Board Changes

Upon completion of the proposed acquisition of HBOS by Lloyds TSB, Andy Hornby and Dennis Stevenson, Chief Executive and Chairman respectively, will leave the Group.

Details of the Share Issue

HBOS intends to raise approximately £8.5bn in a Placing and Open Offer underwritten by HM Treasury.

Under the Placing and Open Offer, HBOS intends to issue 7.5bn New Shares at the Issue Price of 113.6p per New Share, raising approximately £8.5 billion. The New Shares will be subject to clawback to the extent they are taken up under the Open Offer. To the extent not placed or taken up under the Open Offer, HM Treasury has agreed to subscribe for the New Shares under the relevant Subscription Agreements.

Subject to the terms and conditions of the Open Offer, Qualifying Shareholders will be given the opportunity under the Open Offer to apply for any number of New Shares at the Issue Price up to a maximum of their pro rata entitlement.

HBOS will seek approval from its shareholders in respect of the Placing and Open Offer at a General Meeting ("GM") to be held in early December 2008. A prospectus in connection with the Placing and Open Offer is expected to be published in mid November 2008.

Upon completion of the Placing and Open Offer, the New Shares will represent approximately 58.1% of the Enlarged Issued Share Capital and the Existing Ordinary Shares will represent approximately 41.9% of the Enlarged Issued Share Capital.

Upon completion of the transaction, if neither Lloyds TSB's nor HBOS's shareholders participate in the clawback, existing Lloyds TSB shareholders will own 36.5%, with existing HBOS shareholders owning 20.0% of the ordinary share capital of the enlarged group. The remaining 43.5% will be owned by HM Treasury.

HM Treasury's obligations in respect of the Placing and Open Offer and the issue of the preference shares assume completion of the merger between HBOS and Lloyds TSB. If the acquisition were not completed, HM Treasury would expect to take appropriate action to address the position in the light of the policy objectives set out in its announcement of 8 October 2008 on Financial Support to the Banking Industry.

Full details with regard to the commitments surrounding HM Treasury's ownership of a substantial part of the enlarged group which include remuneration, corporate governance and public lending, are attached in Appendix 1.

Change of Control and the City Code

The capital increase gives rise to certain considerations under the City Code on Takeovers and Mergers (the "City Code"). Under Rule 9 of the City Code any person, or group of persons acting in concert, which acquires an interest in shares which, when taken together with an interest in shares already held by him or an interest in shares held or acquired by persons acting in concert with him, carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, that person is normally obliged to make a general offer in cash to all shareholders at the highest price paid by him, or any person acting in concert with him, within the preceding 12 months.

On completion of the capital increase, HM Treasury (taken together with those persons with whom HM Treasury is acting in concert for the purposes of Rule 9 of the City Code, if any) may be interested in shares in HBOS in excess of the 30 per cent threshold in Rule 9 of the City Code. The Panel on Takeovers and Mergers (the "Panel") has confirmed that, subject to the independent shareholders of HBOS voting in favour of a resolution to that effect, the Panel will disapply the requirement to make a general offer under the terms of Rule 9 of the City Code. An appropriate resolution will be put to HBOS shareholders at the General Meeting to approve the capital increase involved in the Placing and Open Offer. HM Treasury's commitment to subscribe for the new shares is conditional on the disapplication of the requirements for a general offer under Rule 9 of the City Code being approved.

Terms used but not defined in this announcement shall have the meanings given to them in the announcement of the Recommended Acquisition of HBOS dated 18 September 2008.

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The distribution of this announcement in jurisdictions other than the United Kingdom and the United States may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement has been prepared for the purposes of complying with Scottish law, the Listing Rules, the rules of the London Stock Exchange and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of the United Kingdom.

The New Lloyds TSB Shares and New Lloyds TSB ADRs to be received by HBOS Shareholders and ADR holders, respectively, under the Scheme have not been, and will not be, registered under the Securities Act or under the securities laws of any state, district or other jurisdiction of the United States, or of Canada, Australia or Japan and no regulatory clearances in respect of the registration of New Lloyds TSB Shares have been, or will be, applied for in any such jurisdiction. It is expected that the New Lloyds TSB Shares and New Lloyds TSB ADRs will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof. This transaction has not been and will not be approved or disapproved by the SEC, nor has the SEC or any US state securities commission passed upon the merits or fairness of the transaction nor upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Under applicable US securities laws, HBOS Shareholders who are or will be "affiliates" of HBOS or Lloyds TSB prior to, or of Lloyds TSB after, the Effective Date will be subject to certain transfer restrictions relating to the New Lloyds TSB Shares received in connection with the Scheme.

Lloyds TSB and HBOS strongly advise Lloyds TSB Shareholders and HBOS Shareholders to read carefully the formal documentation relating to the Acquisition when it becomes available because it will contain important information relating to the Acquisition. Any response in relation to the Acquisition should be made only on the basis of the information contained in the formal documentation relating to the Acquisition. This announcement does not constitute a prospectus or prospectus equivalent document.

Morgan Stanley is acting for HBOS as financial adviser and no one else in connection with the Acquisition and will not be responsible to anyone other than HBOS for providing the protections afforded to customers of Morgan Stanley nor for providing advice in relation to the Acquisition, or any matter referred to herein.

Dresdner Kleinwort Limited, which is authorised and regulated by the Financial Services Authority, is acting for HBOS as financial adviser and for no one else in connection with the Offer and will not be responsible to anyone other than HBOS for providing the protections afforded to clients of Dresdner Kleinwort Limited or for affording advice in relation to the Offer or any other matters referred to in this announcement.

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the City Code, if any person is, or becomes, "interested" (directly or indirectly) in one per cent. or more of any class of "relevant securities" of Lloyds TSB or HBOS, all "dealings" in any "relevant securities" of that company (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 pm (London time) on the London business day following the date of the relevant transaction.

This requirement will continue until the date on which the Scheme becomes effective, or on which the "offer period" for the purposes of the City Code otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Lloyds TSB or HBOS, they will be deemed to be a single person for the purpose of Rule 8.3. Under the provisions of Rule 8.1 of the City Code, all "dealings" in "relevant securities" of Lloyds TSB or HBOS by Lloyds TSB or HBOS, or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at www.thetakeoverpanel.org.uk. "Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

Forward Looking Statements

This document includes certain “forward looking statements” with respect to the business, strategy and plans of Lloyds TSB Group and HBOS and their respective expectations relating to the Acquisition and their future financial condition and performance. Statements that are not historical facts, including statements about Lloyds TSB Group’s or HBOS’s or their respective management’s beliefs and expectations, are forward looking statements. Words such as “believes”, “anticipates”, “estimates”, “expects”, “intends”, “aims”, “potential”, “will”, “would”, “could”, “considered”, “likely”, “estimate” and variations of these words and similar future or conditional expressions are intended to identify forward looking statements but are not the exclusive means of identifying such statements. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend upon future circumstances that may or may not occur.

Examples of such forward looking statements include, but are not limited to, statements about expected benefits and risks associated with the Acquisition, projections or expectations of profit attributable to shareholders, anticipated provisions or write-downs, economic profit, dividends, capital structure or any other financial items or ratios; statements of plans, objectives or goals of Lloyds TSB, HBOS or the combined business following the Acquisition; statements about the future trends in interest rates, liquidity, foreign exchange rates, stock market levels and demographic trends and any impact that those matters may have on Lloyds TSB, HBOS or the combined company following the Acquisition; statements concerning any future UK, US or other economic environment or performance; statements about strategic goals, competition, regulation, regulatory approvals, dispositions and consolidation or technological developments in the financial services industry; and statements of assumptions underlying such statements.

Factors that could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements made by Lloyds TSB or HBOS or on their behalf include, but are not limited to, general economic conditions in the United Kingdom, the United States or elsewhere; regulatory scrutiny, legal proceedings or complaints; changes in competition and pricing environments; the inability to hedge certain risks economically; the adequacy of loss reserves; the ability to secure new customers and develop more business from existing customers; the Acquisition not being completed or not being completed as currently envisaged; additional unanticipated costs associated with the Acquisition or the operating of the combined company; or an inability to implement the strategy of the combined company or achieve the Acquisition benefits set out herein. Additional factors that could cause actual results to differ materially from forward looking statements are set out in the most recent annual reports and accounts of the Lloyds TSB Group and HBOS, including Lloyds TSB Group’s most recent annual report on Form 20-F filed with the SEC.

Forward-looking statements only speak as of the date on which they are made, and the events discussed herein may not occur. Subject to compliance

with applicable law and regulation, neither Lloyds TSB nor HBOS undertakes any obligation to update publicly or revise forward looking statements, whether as a result of new information, future events or otherwise.

No statement in this announcement is intended to constitute a profit forecast for any period, nor should any statements be interpreted to mean that earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for either Lloyds TSB or HBOS as appropriate.

Appendix 1

Arrangements in relation to Government's equity participation

1. Remuneration

- Remuneration of Board Directors;
 - For HBOS there will be no cash bonus for 2008;
 - Lloyds TSB will ask executive directors to receive restricted stock for their 2008 bonus entitlement;
 - Going forward, for the merged group, in addition to complying with the ABI industry best practice code, remuneration will reflect long term value creation and take account of risk. Reward for Board Members will take into account internal relative compensation packages and perceived fairness in the current economic climate;
 - No rewards for failure: where a Board Member loses the confidence of the Board, they should be able to be dismissed at a cost that is reasonable and perceived as fair;
- Commitment to FSA Code on Risk Based Remuneration.

2. Corporate Governance

- Government will work with the Board on its appointment of two new independent directors. Should the Government's holding of the combined entity fall below 25%, the Government would only expect to be consulted on the appointment of one independent director.

3. Lending

- Mortgages
 - A commitment to immediately restore and maintain the availability and active marketing of competitively priced mortgage lending (other than in the non-conforming market) over the next three years at a level at least equivalent to that of 2007;
 - General commitment to participate in industry initiatives and to comply with Government codes/guidance;
 - Make available a sum to be agreed for the next twelve months for shared equity/shared ownership schemes to help people struggling with mortgage payments to stay in their homes, either through individual bank schemes or paid into a central fund run by industry;
 - Make available a sum to be agreed for the next twelve months to support ongoing expansion of financial capability initiatives.
- SMEs

- A commitment to immediately restore and maintain the availability and active marketing of competitively priced lending to SMEs at a level at least equivalent to that of 2007;
- Publish an annual report on:
 - Overall lending to SMEs;
 - Overdraft facilities and loans to SMEs: volumes, value and rates;
 - Foreclosures of debt finance to SMEs;
 - Appropriate lending of Small Firms Loan Guarantee Scheme;
 - Application and use of EIB global loan facility to secure additional liquidity specifically for SME lending.

4. Other

- As agreed at the time of the initial announcement, the enlarged entity will continue to use The Mound as its Scottish Headquarters, will continue to hold its AGM in Scotland and will continue to print Bank of Scotland notes.

Appendix 2

Conditions to the Implementation of the Scheme and the Acquisition

1. The Acquisition will be conditional upon the Scheme becoming effective by not later than 28 February 2009 or such later date (if any) as, subject to the requirements of the City Code, HBOS and Lloyds TSB may agree and, if required, the Court may allow.
2. The Scheme will be conditional upon:
 - (a) approval of the Scheme by a majority in number representing three-fourths or more in value of the holders of HBOS Shares (or the relevant class or classes thereof), present and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of any such meeting;
 - (b) the resolution(s) required to approve and implement the Scheme being duly passed by the requisite majority at the HBOS General Meeting or any adjournment of that meeting;
 - (c) the sanction (with or without modification, but subject to each such modification being acceptable to Lloyds TSB of the Scheme and the confirmation of any reduction of capital involved therein by the Court and an office copy of the Court Order and the minute of such reduction attached thereto being delivered for registration to the Registrar of Companies in Edinburgh and in relation to the reduction of capital, being registered; and
 - (d) the passing at the Lloyds TSB General Meeting (or at any adjournment of such meeting) of such resolution or resolutions as may be necessary to approve, effect and implement the Acquisition and the implementation of the Scheme (as such resolutions may be set out in the HBOS Shareholder Circular, including a resolution or resolutions to (i) approve the terms of the Acquisition, and (ii) authorise and permit the creation and allotment of New Lloyds TSB Shares), the making of any offer, proposal or other arrangement to holders of options under the HBOS Share Option Schemes and any necessary authorities and permissions for the creation and allotment of Lloyds TSB Shares in relation thereto.
3. In addition, HBOS and Lloyds TSB have agreed that, subject as stated in paragraph 4 below, the Acquisition will also be conditional upon the following matters, and, accordingly, the necessary actions to make the Scheme effective will not be taken unless such Conditions (as amended if appropriate) have been satisfied or waived:
 - (a) Admission becoming effective in accordance with the Listing Rules and the Admission and Disclosure Standards or, if Lloyds TSB and

HBOS so determine and subject to the consent of the Panel (if required), the UK Listing Authority agreeing to admit the New Lloyds TSB Shares to the Official List and the London Stock Exchange agreeing to admit such shares to trading on its main market for listed securities subject only to (i) the allotment of such shares and/or (ii) the Acquisition becoming effective;

- (b) the Financial Services Authority (the "FSA") indicating pursuant to section 184(1) of the Financial Services and Markets Act 2000 (as amended) ("FSMA"), in terms reasonably satisfactory to Lloyds TSB, that it approves any acquisition of:
 - (i) control over any UK authorised person;
 - (ii) (if applicable) any additional kind of control over any UK authorised person; or
 - (iii) (if applicable) any increase in a relevant kind of control which is already held over any UK authorised person;

in each case within the meaning of Part XII of FSMA which would take place as a result of the Acquisition or its implementation, or the FSA being treated as having given such approval under section 184(2) of FSMA;

- (c) each Relevant Regulator having, to the extent necessary, approved or is deemed to have approved, in terms reasonably satisfactory to Lloyds TSB, the acquisition by Lloyds TSB of control over HBOS and any member of the Wider HBOS Group which is authorised or regulated by any Relevant Regulator, either unconditionally or subject to the fulfilment of certain conditions or obligations acceptable to Lloyds TSB;
- (d) it being established in terms satisfactory to Lloyds TSB, that it is not the intention of the Office of Fair Trading or the Secretary of State to refer the proposed acquisition of HBOS by Lloyds TSB or any matter arising from or related thereto to the Competition Commission; and (ii) if clause (i) is satisfied, either the period specified in Rule 26 of the Competition Appeal Tribunal Rules 2003 for making an application under section 120 of the Enterprise Act for the review of a decision in relation to the Acquisition having expired without any such application being made or, where any such application has been made, the Competition Appeal Tribunal having dismissed such application;
- (e) all necessary or appropriate notifications, applications and/or filings having been made in connection with the Acquisition and all necessary waiting periods (including any extensions thereof) in connection therewith under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with in connection with the

Scheme and all Authorisations necessary or reasonably deemed appropriate by Lloyds TSB in any jurisdiction for or in respect of the Acquisition and the acquisition or the proposed acquisition of any shares or other securities in, or control of, HBOS by any member of the Wider Lloyds TSB Group having been obtained in terms and in a form reasonably satisfactory to Lloyds TSB from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider HBOS Group or the Wider Lloyds TSB Group has entered into contractual arrangements and all such Authorisations necessary or reasonably deemed appropriate by Lloyds TSB to carry on the business of any member of the Wider HBOS Group in any jurisdiction having been obtained, in each case where a failure to make such notification or filing or to wait for the expiry, termination or lapsing of any such waiting period or to comply with such obligation or obtain such Authorisation would be material to the Wider HBOS Group taken as a whole and all such Authorisations remaining in full force and effect at the Effective Date and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations;

4. Lloyds TSB reserves the right to waive in whole or in part all or any of the Conditions except Condition 2. Lloyds TSB will be under no obligation to waive or treat as satisfied any of the conditions in Condition 3 notwithstanding that the other Conditions may have been waived or satisfied and that there are no circumstances indicating that the relevant condition may not be capable of satisfaction.
5. The Acquisition will lapse and the Scheme will not proceed if, before the date of the Court Meeting, there is a reference to the UK Competition Commission.
6. Subject to the consent of the Panel, Lloyds TSB reserves the right to elect to implement the Acquisition by way of a contractual offer. In such event, such offer will be implemented on the same terms (subject to any revisions appropriate amendments, including (without limitation) an acceptance condition set at 90 per cent. (or such lesser percentage (not being less than 50 per cent.) as Lloyds TSB may decide) of the shares to which such offer relates), so far as applicable, as those which would apply to the Scheme.
7. If Lloyds TSB is required by the Panel to make an offer for HBOS Shares under the provisions of Rule 9 of the City Code, then Lloyds TSB may make such alterations to any of the above conditions as are necessary to comply with the provisions of that Rule.
8. Other than any Lloyds TSB Shares purchased and cancelled pursuant to any existing Lloyds TSB repurchase facility or any Lloyds TSB Shares issued pursuant to Lloyds TSB share option schemes or following the

conversion of currently outstanding securities convertible into Lloyds TSB Shares or pursuant to the Lloyds TSB capital raising announced today, if any changes are made to Lloyds TSB's share capital or Lloyds TSB makes an extraordinary distribution (but excluding for the avoidance of doubt any dividends made in the ordinary course) in cash or specie other than in exchange for fair value in cash or specie (the "Lloyds TSB Share Capital Change") in either case, after the date of this announcement but before the Effective Date, such adjustments shall be made to the Exchange Ratio as Merrill Lynch and Morgan Stanley agree are fair and reasonable such that the Exchange Ratio is what it would have been had it been calculated immediately prior to the release of this announcement had the relevant Lloyds TSB Share Capital Change already occurred.

Other than any HBOS Shares issued pursuant to the HBOS Share Option Schemes or shares to be issued pursuant to the capitalisation issue being implemented in lieu of its 2008 interim dividend or pursuant to the Placing and Open Offer, if any changes are made to HBOS's share capital or HBOS makes any distribution whether in cash or otherwise (the "HBOS Share Capital Change") after the date of this announcement but before the Effective Date, such adjustments shall be made to the Exchange Ratio as Merrill Lynch and Morgan Stanley agree are fair and reasonable such that the Exchange Ratio is what it would have been had it been calculated immediately prior to the release of this announcement had the relevant HBOS Share Capital Change already occurred.

9. The Acquisition and the Scheme will be governed by Scottish law and be subject to the jurisdiction of the Scottish courts. The Acquisition will comply with the applicable rules and regulations of the UK Listing Authority, the London Stock Exchange and the City Code and any other applicable laws or regulations.