

Company Registration No: 45551

THE ROYAL BANK OF SCOTLAND GROUP plc

ANNUAL REPORT AND ACCOUNTS 2004



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The directors have pleasure in presenting their report together with the audited accounts for the year ended 31 December 2004.

Profit and dividends

The profit attributable to the ordinary shareholders of the company for the year ended 31 December 2004 amounted to £4,256 million (after preference dividends of £256 million) compared with £2,254 million for the year ended 31 December 2003, as set out in the consolidated profit and loss account on page 143.

An interim dividend of 16.8p per ordinary share was paid on 8 October 2004 totalling £529 million (2003 – £431 million). The directors now recommend that a final dividend of 41.2p per ordinary share totalling £1,308 million (2003 – £1,059 million) be paid on 3 June 2005 to members on the register at the close of business on 11 March 2005. If this recommendation is approved by shareholders at the annual general meeting on 20 April 2005, the retained profit for the year will amount to £2,419 million (2003 – £764 million). Subject to the approval of the dividend by shareholders at the annual general meeting, shareholders will be offered the choice of taking ordinary shares in lieu of cash in respect of the final dividend.

Activities and business review

The company is a holding company owning the entire issued ordinary share capital of the Royal Bank, the principal direct operating subsidiary undertaking of the company. The "Group" comprises the company and all its subsidiary and associated undertakings, including the Royal Bank and NatWest. The Group is engaged principally in providing a comprehensive range of banking, insurance and other financial services. Details of the principal subsidiary undertakings of the company are shown in Note 17. A review of the business for the year to 31 December 2004, of recent events and of likely future developments is contained in the Operating and financial review.

Business developments

In January 2004, Citizens completed the acquisition of Thistle Group Holdings, Co., the holding company of Pennsylvania-based Roxborough Manayunk Bank.

In January 2004, Ulster Bank completed the acquisition of First Active plc.

In March 2004, Citizens completed the purchase of the credit card portfolio of People's Bank in the US.

In May 2004, NatWest completed the acquisition of Bibit, a leading international internet payment specialist.

In August 2004, Citizens completed the acquisition of Charter One Financial, Inc.

In September 2004, Citizens completed the acquisition of Lynk Systems Inc, a US based merchant acquiring business.

Going concern

The directors are satisfied that the Group has adequate resources to continue in business for the foreseeable future. For this reason, they continue to adopt the 'going concern' basis for preparing the accounts.

Ordinary share capital

During the year ended 31 December 2004, the ordinary share capital was increased by the following issues:

- (a) 165 million ordinary shares placed at an issue price of £16.20 per share;
- (b) 12.9 million ordinary shares allotted as a result of the exercise of options under the company's executive, sharesave and option 2000 schemes and a further 5.6 million ordinary shares allotted in respect of the exercise of options under the NatWest executive and sharesave schemes which had been exchanged for options over the company's shares following the acquisition of NatWest in 2000;
- (c) 23.4 million ordinary shares allotted in lieu of cash dividends; and
- (d) 2.4 million ordinary shares allotted under the company's employee share ownership plan.

Details of the authorised and issued ordinary share capital at 31 December 2004 are shown in Note 33.

Preference share capital

Details of issues of preference shares during the year and the authorised and issued share capital at 31 December 2004 are shown in Note 33.

Trust preferred securities

Details of issues of trust preferred securities by subsidiaries of the Group are shown in Note 32.

Subordinated liabilities

Details of issues and redemptions of dated and undated loan capital and the subordinated liabilities at 31 December 2004 are shown in Notes 30 and 31.

Shareholdings

As at 23 February 2005, the company had been notified of the following interests in its shares, in accordance with section 198 of the Companies Act 1985:

	Number of shares	% held		Number of shares	% held
Ordinary shares:			5½% cumulative preference shares:		
Cater Allen International	107,628,711	3.42	Commercial Union Assurance plc	91,429	22.86
Legal & General Group plc	98,761,695	3.40	Mr P. S. and Mrs J. Allen	86,999	21.75
Barclays PLC	93,254,320	3.14	Bassett-Patrick Securities Limited*	46,255	11.56
The Capital Group of Companies, Inc	95,578,555	3.01	E M Behrens Charitable Trust	20,000	5.00
11% cumulative preference shares:			Mrs Gina Wild	19,800	4.95
Guardian Royal Exchange			Trustees of The Stephen Cockburn		
Assurance plc	129,830	25.97	Limited Pension Scheme	19,879	4.97
Windsor Life Assurance			Miss Elizabeth Hill	16,124	4.03
Company Limited	51,510	10.30	Mr W. T. Hardison Jr.	13,532	3.38
Mr S. J. and Mrs J. A. Cockburn	30,810	6.16	Ms C. L. Allen	13,200	3.30
Cleaning Tokens Limited	25,500	5.10	Ms J. C. Allen	12,750	3.18

* Notification has been received on behalf of Mr A. W. R. Medlock and Mrs H. M. Medlock that they each have an interest in the holding of 5½% cumulative preference shares registered in the name of Bassett-Patrick Securities Limited noted above and that there are further holdings of 5,300 and 5,000 shares, respectively, of that class registered in each of their names.

Directors

The names and brief biographical details of the directors are shown on page 115. All directors, except:

- Archie Hunter and Joe MacHale, who were appointed to the Board on 1 September 2004,
- Bud Koch, who was appointed to the Board on 29 September 2004,
- Norman McLuskie, who retired from the Board on 23 August 2004, and
- Emilio Botin and Juan Inciarte, who resigned from the Board on 12 November 2004,

served throughout the year and to the date of signing of the financial statements.

Sir Angus Grossart, Lord Vallance and Iain Robertson will retire at the forthcoming annual general meeting. Jim Currie, Sir Fred Goodwin, Archie Hunter, Bud Koch, Joe MacHale and Sir Steve Robson will retire and offer themselves for election or re-election. Details of the service agreement for Sir Fred Goodwin are set out on page 128. No other director seeking election or re-election has a service agreement.

Directors' interests

The interests of the directors in the shares of the company at 31 December 2004 are shown on page 134. None of the directors held an interest in the loan capital of the company or in the shares and loan capital of any of the subsidiary undertakings of the company, during the period from 1 January 2004 to 23 February 2005.

Employee proposition

The Group recognises that the performance of its people is central to the successful delivery of its overall business strategy. Accordingly, the Group focuses on maintaining a compelling employee proposition that attracts, engages and then retains the best available talent. It is the breadth and depth of that employee talent which has cemented the Group's standing as one of the world's leading financial institutions.

Employee recruitment

To assist those within the Group responsible for recruitment, online toolkits have been developed in conjunction with interview skills training, which equip them effectively to recruit the best people for specific roles. In addition, the Group encourages movement within the organisation through the provision of an online appointments section which enables employees to apply for new or different roles throughout the Group.

The profile of the Group led to over 10,000 applications being received during its 2003/4 graduate campaign for some 200 places. The 2004 UK-based CBFM graduate intake, included 37 per cent Continental European entrants with an additional 21 Continental European graduates and interns placed within CBFM businesses in Frankfurt, Milan, Madrid and Paris. All applications were received online through the graduate website.

To complement this work a Group wide employee induction event was conducted, which provided opportunities to network with other new joiners and facilitated the exchange of ideas and information. Within the last year the Group rose 23 places to rank 15th in the Times Top 100 Graduate employers table.

Employee reward

Under Total Reward the Group offers one of the most comprehensive remuneration and benefits packages in the financial services sector, consisting of salary, bonus, share schemes and competitive pension benefits. Salary awards recognise both market competitor movements and individual performance, with the largest increases being directed towards high performers.

Through RBSelect, the Group's benefits choice programme, all UK employees have the flexibility to customise their remuneration and tailor it to their particular lifestyle needs. This includes the opportunity to access subsidised childcare vouchers, discounted personal insurance products and discounted shopping vouchers at a range of high street stores.

In addition, employees can participate in bonus incentive plans specific to their business and share in the Group's success through profit sharing, Buy As You Earn and Sharesave schemes, which align their interests with those of shareholders. UK employees participate in profit sharing that is directly related to the annual performance of the Group. For the last six years this has amounted to a further 10 percent of basic salary.

The Group provides pension plan membership for most employees in the UK and overseas. The largest plan is The Royal Bank of Scotland Group Pension Fund, which has over 80,000 employee members in the UK. Through this and a number of additional pension arrangements in the UK and overseas, the Group ensures that employees benefit from competitive pension provision as part of their Total Reward. The actuarial valuation of the main UK pension scheme as at 31 March 2004 resulted in a deficit of £1,994 million. To address this the Group made a special cash contribution of £750 million to the scheme in December 2004. It also increased its contribution rate to 21.5 percent of pensionable salaries with effect from April 2004.

Employee learning and development

The Group actively encourages professional development and lifelong learning and is committed to creating and providing experiences outside the workplace that benefit the employee, the community they work in and the Group. The Prince's Trust initiative, for example, enables employees to participate in volunteer and mentoring programmes and contributes to the Group's Community Investment and Corporate Responsibility aims.

The Group acknowledges the importance of developing and maintaining strong leadership capability across the organisation, proactively developing future leaders and creating succession plans for senior and executive management roles. A core component of this ongoing activity is the Executive Leadership Programme developed in conjunction with the Harvard Business School and the establishment of an on-site business school at the Group

Headquarters at Gogarburn, Edinburgh which is due to open in Spring 2005. The introduction of emerging leader workshops, which included employee representatives from Citizens Bank, is further evidence of the Group's commitment to global executive development.

In addition, through Learning Awards, the Group provides financial incentives to employees who take the banking qualifications offered by the Chartered Institute of Bankers in Scotland and The Institute of Financial Services.

Employee communication

Employee engagement is encouraged through a transparent process of communication and consultation. This is achieved through a corporate Intranet, divisional magazines, team meetings led by line managers, briefings held by senior managers and regular dialogue with employees and employee representatives.

The Group Chief Executive and other senior Group executives regularly communicate directly with employees through 'Question Time' style programmes, some of which are broadcast on the Group's internal television network. This is used to convey information ranging from annual and interim financial results to employee training and development issues.

Employee consultation

The Group recognises that the key to becoming (and remaining) an employer of choice is to ensure that employees are able to maximise their contribution to the Group. Each year an independent specialist company conducts a global Employee Opinion Survey on behalf of the Group to measure how employees feel about a number of important issues.

With an overall response rate of 84 percent (some 20 percent higher than the industry average) the Group remains confident that employees value the survey as a method of expressing their views and as a way of initiating change throughout the organisation. Since the last Group-wide survey in January 2003, there were significant improvements in 14 out of 15 question categories. The RBS Group performs very well against ISR's Global Financial Services comparison companies, which includes many of the Group's key competitors in the UK and abroad. The Group outperforms this comparison group in all but one category.

Diversity

The Group continues to participate in a range of programmes and activities designed to promote diversity and effective people management. Reflecting its commitment to a business model based on meritocracy and inclusiveness, the Group encourages employees to develop their full potential, irrespective of their race, gender, marital status, age, disability, religious belief, political opinion or sexual orientation.

The Group is also committed to ensuring that all prospective applicants for employment are treated fairly and equitably throughout the recruitment process. Our comprehensive resourcing standards cover the attraction and retention of individuals with disabilities. Reasonable adjustments are provided to support the applicant in the recruitment process where these are required. The Group provides reasonable workplace adjustments for new entrants into the Group and also for existing employees who become disabled during their employment.

Health, safety, well being and security

The health, safety, well being and security of employees and customers are of vital concern to the Group, which constantly reviews its position on policies in these areas to reflect current legislation and best practice. Furthermore, the Group focuses on ensuring that those policies are closely linked to the operational needs of the business.

Corporate responsibility

Business excellence requires that the Group meets changing customer, shareholder, investor, employee and supplier expectations. The Group believes that meeting high standards of environmental, social and ethical responsibility is key to the way it does business.

The Board regularly considers corporate responsibility issues and receives a formal report on these matters twice each year. Further details of the Group's corporate responsibility policies will be contained in the 2004 Corporate Responsibility Report.

Code of ethics

The Group has adopted a code of ethics that is applicable to all of the Group's employees and a copy is available upon request.

Charitable contributions

In 2004 the contribution to the Group's Community Investment programmes increased to £45.8 million (2003 – £40.1 million). The total amount given for charitable purposes by the company and its subsidiary undertakings during the year ended 31 December 2004 was £20.1 million (2003 – £14.7 million).

Corporate governance

The company is committed to high standards of Corporate governance. Details are given on pages 120 to 123.

Political donations

No political donations were made during the year.

At the annual general meeting in 2002 shareholders gave authority for the company and certain of its subsidiaries to make political donations and incur political expenditure up to a maximum aggregate sum of £675,000 as a precautionary measure in light of the wide definitions in The Political Parties, Elections and Referendums Act 2000, for a period of four years. These authorities have not been used and it is not proposed that the Group's longstanding policy of not making contributions to any political party be changed.

Policy and practice on payment of creditors

The Group is committed to maintaining a sound commercial relationship with its suppliers. Consequently, it is the Group's policy to negotiate and agree terms and conditions with its suppliers, which includes the giving of an undertaking to pay suppliers within 30 days of receipt of a correctly prepared invoice submitted in accordance with the terms of the contract or such other payment period as may be agreed.

At 31 December 2004, the Group's trade creditors represented 27 days (2003 – 27 days) of amounts invoiced by suppliers. The company does not have any trade creditors.

Auditors

The auditors, Deloitte & Touche LLP, have indicated their willingness to continue in office. A resolution to re-appoint Deloitte & Touche LLP as the company's auditor will be proposed at the forthcoming annual general meeting.

By order of the Board.



Miller McLean
Secretary
23 February 2005

The Royal Bank of Scotland Group plc
is registered in Scotland No. 45551.

The company is committed to high standards of corporate governance, business integrity and professionalism in all its activities.

Throughout the year ended 31 December 2004, the company has complied with all of the provisions set out in the revised Combined Code issued by the Financial Reporting Council in July 2003 (the 'Code') except in relation to the authority reserved to the Board to make the final determination of the remuneration of the executive directors, which is explained below in the paragraph headed 'Remuneration Committee'.

The company has also complied with the Smith Guidance on Audit Committees in all material respects.

Under the US Sarbanes-Oxley Act of 2002, enhanced standards of corporate governance and business and financial disclosure apply to companies, including the company, with securities registered in the US. The Group complies with all sections of the Sarbanes-Oxley Act of 2002 currently applicable.

Board of directors

The Board is the principal decision making forum for the company. It has overall responsibility for leading and controlling the company and is accountable to shareholders for financial and operational performance. The Board approves Group strategy and monitors performance. The Board has adopted a formal schedule of matters detailing key aspects of the company's affairs reserved to it for its decision. This schedule is reviewed annually.

The roles of the Chairman and Group Chief Executive are distinct and separate, with a clear division of responsibilities. The Chairman leads the Board and ensures the effective engagement and contribution of all non-executive and executive directors. The Group Chief Executive has responsibility for all Group businesses and acts in accordance with the authority delegated from the Board. Responsibility for the development of policy and strategy and operational management is delegated to the Group Chief Executive and other executive directors.

All directors participate in discussing strategy, performance and financial and risk management of the company and meetings of the Board are structured to allow open discussion.

The Board met 10 times during 2004 and was supplied with comprehensive papers in advance of each Board meeting covering the Group's principal business activities. Members of the executive management attend and make regular presentations as appropriate at meetings of the Board.

Board balance and independence

The Board currently comprises the Chairman, four executive directors and 12 non-executive directors. The Board functions effectively and efficiently and is considered to be of an appropriate size in view of the scale of the company and the diversity of its businesses. The directors provide the Group with the knowledge, mix of skills, experience and networks of

contacts required. The Board Committees contain directors with a variety of relevant skills and experience so that no undue reliance is placed on any one individual.

The non-executive directors combine broad business and commercial experience with independent and objective judgement. The balance between non-executive and executive directors enables the Board to provide clear and effective leadership and maintain the highest standards of integrity across the company's business activities. The names and biographies of all Board members are set out on page 115.

The composition of the Board is subject to continuing review and the provisions of the Code will be taken into account in respect of the balance of the Board. The Code requires the Board to determine whether its non-executive members are independent.

Following the annual general meeting in April 2005 when Sir Angus Grossart, Lord Vallance and Iain Robertson will stand down from the Board, the Board will comprise eight independent and five non-independent directors (including executive directors), in addition to the Chairman. Bob Scott has been nominated as the senior independent director.

The Board considers that all non-executive directors are independent for the purposes of the Code, with the following exceptions:

- Sir Angus Grossart and Lord Vallance, who have served on the Board for 19 and 12 years, respectively.
- Iain Robertson who was formerly an executive director of the company.
- Bud Koch who was formerly Chairman, President and Chief Executive Officer of Charter One Financial, Inc. which was acquired by Citizens Financial Group, Inc.

As a result, in terms of the Code, the Board currently comprises eight independent and eight non-independent directors (including executive directors), in addition to the Chairman.

Re-election of directors

At each annual general meeting, one third of the directors retire and offer themselves for re-election and each director must stand for re-election at least once every three years. Any non-executive directors who have served for more than nine years will also stand for annual re-election and the Board may consider their independence at that time. The proposed re-election of directors is subject to prior review by the Board.

The names of directors standing for re-election at the 2005 annual general meeting are contained on page 117 and further information will be given in the Chairman's letter to shareholders in relation to the company's annual general meeting.

Information, induction and professional development

All directors receive accurate, timely and clear information on all relevant matters. Any requests for further information or clarification are dealt with or co-ordinated by the Group Secretary.

The Group Secretary is responsible for advising the Board, through the Chairman, on all governance matters. All directors have access to the advice and services of the Group Secretary who is responsible to the Board for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. In addition, all directors are able, if necessary, to obtain independent professional advice at the company's expense.

Each new director receives a formal induction, including visits to all the Group's major businesses and meetings with senior management. The induction is tailored to the director's specific requirements. Existing directors undertake such professional development as they consider necessary in assisting them to carry out their duties as directors.

Performance evaluation

The annual performance evaluation of the Board and its Committees was undertaken in the autumn of 2004. The evaluation, which focused particularly on the Board Committees, was conducted by the Group Secretary using a detailed questionnaire and meetings with each of the Board Committee members and attendees to discuss the performance of the Committees.

In addition, each director discussed his or her own performance with the Chairman and the senior independent director met individually with the executive directors and with the non-executive directors as a group without the Chairman present, to consider the Chairman's performance. The report on the Board evaluation, which was designed to assist the Board in further improving its performance, was considered and discussed by the Board as a whole and specific actions are currently being implemented. A performance evaluation is conducted on an annual basis.

Board Committees

In order to provide effective oversight and leadership, the Board has established a number of Board Committees with particular responsibilities. The Committee chairmanship and membership are reviewed on a regular basis. The names and biographies of all Board Committee members are set out on page 115.

Audit Committee

All members of the Audit Committee are independent non-executive directors. The Audit Committee has five meetings each year, two of which are held immediately prior to submission of the interim and year-end financial statements to the Group Board. The Audit Committee meets executive directors and management and the external and internal auditors privately.

The Board is satisfied that the Audit Committee members have recent and relevant financial experience. Although the Board has determined that each member of the Audit Committee is an 'Audit Committee Financial Expert' as defined in the SEC rules under the US Securities Exchange Act of 1934, the members of the Audit Committee are selected with a view to the expertise and experience of the Audit Committee as a whole, and the Audit Committee reports to the Board as a single entity. The designation of a director or directors as an 'Audit Committee Financial Expert' does not impose on any such director any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such director as a member of the Audit Committee and Board in the absence of such a designation. Nor does the designation of a director as an 'Audit Committee Financial Expert' affect the duties, obligations or liability of any other member of the Board.

The Audit Committee is responsible for assisting the Board in discharging its responsibilities and making all relevant disclosures in relation to the financial affairs of the Group, the arrangements for accounting and financial reporting and regulatory compliance, the standards of internal control, and arrangements for internal audit, risk management and the external auditors.

The Audit Committee has a policy on the engagement of the external auditors to supply audit and non-audit services, which takes into account relevant legislation regarding the provision of such services by an external audit firm. Details of the audit and non-audit services carried out by the external auditors are set out in Note 4 to the Group's accounts. This policy is reviewed annually by the Audit Committee. In addition, the Audit Committee reviews and monitors the independence and objectivity of the external auditors when it approves non-audit work to be carried out by them, taking into consideration relevant legislation and ethical guidance. A detailed submission is also made by management to the Audit Committee prior to certain appointments. The submission contains, in particular, details as to why the proposed appointment would not breach auditor independence.

The Audit Committee also undertakes an annual evaluation to assess the independence and objectivity of the external auditors and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements. The results of the evaluation were reported to the Board.

The Audit Committee will make recommendations to the Board in relation to the remuneration and terms of engagement of the external auditors and the re-appointment by the shareholders at the annual general meeting in April 2005 of Deloitte & Touche LLP as the external auditors.

In 2004, the Audit Committee commissioned KPMG to conduct an external review of the effectiveness of Group Internal Audit. It is intended that there will be an external review of Group Internal Audit every three years with internal reviews continuing in the intervening years.

Remuneration Committee

All members of the Remuneration Committee are independent non-executive directors. The Remuneration Committee has three meetings each year.

The Remuneration Committee is responsible for assisting the Board in discharging its responsibilities and making all relevant disclosures in relation to the formulation and review of the Group's executive remuneration policy. The Remuneration Committee makes recommendations to the Board on the remuneration arrangements for its executive directors and the Chairman. The Directors' Remuneration Report is contained on pages 124 to 133.

Responsibility for determining the remuneration of executive directors has not been delegated to the Remuneration Committee, and in that sense the provisions of the Code have not been complied with. The Board as a whole reserves the authority to make the final determination of the remuneration of directors as it considers that this two stage process allows greater consideration and evaluation and is consistent with the unitary nature of the Board. No director is involved in decisions regarding his or her own remuneration.

Nominations Committee

The Nominations Committee comprises independent non-executive directors, under the chairmanship of the Chairman of the Board. The Nomination Committee meets as required.

The Nominations Committee is responsible for assisting the Board in the formal selection and appointment of directors. It considers potential candidates and recommends appointments of new directors to the Board. The appointments are based on merit and against objective criteria including the time available, and commitment which will be required of, the potential director.

In addition, the Nominations Committee considers succession planning for the Chairman, Group Chief Executive and non-executive directors. The Nominations Committee takes into account the knowledge, mix of skills, experience and networks of contacts which will be needed on the Board in the future. The Chairman, Group Chief Executive and non-executive directors meet to consider executive succession planning. No director is involved in decisions regarding his or her own succession.

The Board is aware of the other commitments of its directors and is satisfied that these do not conflict with their duties as non-executive directors of the company.

Meetings

The number of meetings of the Board and the Audit, Remuneration and Nominations Committees and individual attendance by members is shown below.

	Board	Audit	Remuneration	Nominations
Total number of meetings in 2004	10	5	4	1
Number of meetings attended in 2004				
Sir George Mathewson	10	-	-	1
Lord Vallance	10	-	-	-
Sir Angus Grossart	9	-	-	-
Sir Fred Goodwin	10	-	-	-
Mr Botin***	3	-	-	-
Mr Buchan	10	5	4	-
Dr Currie	10	-	4	-
Mr Fish	7	-	-	-
Mr Hunter*	4	1	-	-
Mr Inciarte***	5	-	-	-
Mr Koch*	4	-	-	-
Mr MacHale*	4	1	-	-
Miss Mackay	10	5	4	-
Mr McLuskie**	6	-	-	-
Mr Pell	9	-	-	-
Mr Robertson	10	-	-	-
Sir Steve Robson	10	4	-	-
Mr Scott	10	-	4	1
Mr Sutherland	10	-	-	1
Mr Watt	10	-	-	-

* Mr Hunter and Mr MacHale were appointed to the Board and the Audit Committee on 1 September 2004. Mr Koch was appointed to the Board on 29 September 2004.

** Mr McLuskie retired from the Board on 23 August 2004.

***Mr Botin and Mr Inciarte resigned from the Board on 12 November 2004, the effective date of the acquisition of Abbey National plc by Banco Santander Central Hispano SA. They did not attend any Board meetings from June 2004 during the relevant public offer period.

Relations with shareholders

The company communicates with shareholders through the annual report and by providing information in advance of the annual general meeting. Individual shareholders can raise matters relating to their shareholdings and the business of the Group at any time throughout the year. Shareholders are given the opportunity to ask questions at the annual general meeting or submit written questions in advance. The chairmen of the *Audit, Remuneration and Nominations Committees* are available to answer questions at the annual general meeting.

Communication with the company's largest institutional shareholders is undertaken as part of the company's investor relations programme. During the year, the directors received copies of the analysts' reports and a monthly report from the Group's investor relations team which includes an analysis of share price movements, the Group's performance against the sector, and key broker comments. In addition, information on major investor relations activities and changes to external ratings are provided. In 2004, the senior independent director attended the analysts' presentation at the interim results to enhance his understanding of the issues and concerns of the major shareholders and would be available to shareholders if concerns could not be addressed through the normal channels. The mechanisms used to ensure that directors develop an understanding of the views of major shareholders are considered as part of the annual Board performance evaluation.

The Chairman, Group Chief Executive, Group Finance Director and, if appropriate, the senior independent director communicate shareholder views to the Board as a whole.

The terms of reference of the Audit, Remuneration and Nominations Committees and the standard terms and conditions of the appointment of non-executive directors are available on the Group's website (www.rbs.com) and copies are available on request.

Internal control

The Board of directors is responsible for the Group's system of internal control that is designed to facilitate effective and efficient operations and to ensure the quality of internal and external reporting and compliance with applicable laws and regulations. In devising internal controls, the Group has regard to the nature and extent of the risk, the likelihood of it crystallising and the cost of controls. A system of internal control is designed to manage, but not eliminate, the risk of failure to achieve business objectives and can only provide reasonable, and not absolute, assurance against the risk of material misstatement, fraud or losses.

The Board has established a process for the identification, evaluation and management of the significant risks faced by the Group, which operated throughout the year ended 31 December 2004 and to 23 February 2005, the date the directors approved the Report and Accounts. This process is regularly reviewed by the Board and meets the requirements of the guidance 'Internal Control: Guidance for Directors on the Combined Code' issued by the Institute of Chartered Accountants in England and Wales in 1999.

The effectiveness of the Group's internal control system is reviewed regularly by the Board and the Audit Committee. Executive management committees or boards of directors in each of the Group's businesses receive quarterly reports on significant risks facing their business and how they are being controlled. These reports are combined and submitted to the Board as quarterly risk and control assessments. Additional details of the Group's approach to risk management are given in the 'Risk management' section of the 'Operating and financial review' on pages 96 to 112. The Audit Committee also receives regular reports from Group Risk Management and Group Internal Audit. In addition, the Group's independent auditors present to the Audit Committee reports that include details of any significant internal control matters which they have identified. The system of internal controls of the authorised institutions and other regulated entities in the Group are also subject to regulatory oversight in the UK and overseas. Additional details of the Group's regulatory oversight are given in the *Supervision and Regulation* section.

Disclosure controls and procedures

As required by US regulations, the Group Chief Executive and the Group Finance Director have evaluated the effectiveness of the company's disclosure controls and procedures (as defined in the rules under the US Securities Exchange Act). This evaluation has been considered and approved by the Board which has authorised the Group Chief Executive and the Group Finance Director to certify that as at 31 December 2004, the company's disclosure controls and procedures were adequate and effective and designed to ensure that material information relating to the company and its consolidated subsidiaries would be made known to them by others within those entities.

Changes in internal controls

There was no change in the company's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

The Remuneration Committee

The following directors, all of whom are independent non-executive directors, were members of the Remuneration Committee during the year ended 31 December 2004.

Bob Scott (Chairman)
Colin Buchan
Jim Currie
Eileen Mackay

During the accounting period, the Remuneration Committee confirmed the appointments of Ernst & Young and Mercer Human Resource Consulting to provide advice on matters relating to directors' remuneration in the UK and US respectively. In addition, the Remuneration Committee has taken account of the views of the Chairman and the Group Chief Executive on performance assessment of the executive directors.

In addition to advising the Remuneration Committee, Ernst & Young provided professional services in the ordinary course of business including actuarial and corporate recovery advice. Mercer Human Resource Consulting provided advice and support in connection with a range of benefits, pension actuarial and investment matters.

Remuneration policy

The executive remuneration policy is kept under review by the Remuneration Committee and is set out below. There have been no material changes to the policy which was approved by shareholders at the company's annual general meeting in 2004.

The objective of the executive remuneration policy is to provide, in the context of the company's business strategy, remuneration in form and amount which will attract, motivate and retain high calibre executives. In order to achieve this objective, the policy is framed around the following core principles:

- Total rewards will be set at levels that are competitive within the relevant market, taking each executive director's remuneration package as a whole.
- Total potential rewards will be earned through achievement of demanding performance targets based on measures consistent with shareholder interests over the short, medium and longer-term.
- Remuneration arrangements will strike an appropriate balance between fixed and performance related rewards. Performance related elements will comprise the major part of executive remuneration packages.
- Incentive plans and performance metrics will be structured to be robust through the business cycle.
- Remuneration arrangements will be designed to support the company's business strategy, to promote appropriate teamwork and to conform to best practice standards.

The non-executive directors' fees are reviewed annually by the Board, on the recommendation of the Chairman. The level of remuneration reflects the responsibility and time commitment of directors and the level of fees paid to non-executive directors of comparable major UK companies. Non-executive directors do not participate in any incentive or performance plan.

The Remuneration Committee approves the remuneration arrangements of senior executives below Board level who are members of the Group Executive Management Committee, on the recommendation of the Group Chief Executive, and reviews all long-term incentive arrangements which are operated by the Group.

Components of executive remuneration

UK based directors

Salary

Salaries are reviewed annually as part of total remuneration, having regard to remuneration packages received by executives of comparable companies. The Remuneration Committee uses a range of survey data from remuneration consultants and reaches individual salary decisions taking account of the remuneration environment and the performance and responsibilities of the individual director.

Benefits

UK-based executive directors are eligible to participate in The Royal Bank of Scotland Group Pension Fund ('the RBS Fund'). The RBS Fund is a non-contributory defined benefit fund which provides pensions and other benefits within Inland Revenue limits. Certain directors receive additional pension and life assurance benefits in excess of Inland Revenue limits. Details of pension arrangements of directors are shown on page 133.

Executive directors are eligible to receive a choice of various employee benefits or a cash equivalent, on a similar basis to other employees. In addition, like other employees, executive directors are eligible also to participate in Sharesave, Buy As You Earn and the Group profit sharing scheme, which currently pays up to 10 per cent of salaries, depending on the Group's performance. These schemes are not subject to performance conditions since they are operated on an all-employee basis. Executive directors also receive death in service benefits.

Short-term annual incentives

These typically focus from year to year on the delivery of a combination of appropriate Group and individual financial and operational targets approved by the Remuneration Committee. Individual UK-based executive directors normally have a maximum annual bonus potential of one times salary (one and a half times in the case of the Group Chief Executive), although for exceptional performance, as measured by the achievement of significant objectives, bonuses of up to two times salary may be awarded.

Long-term incentives

The company provides long-term incentives in the form of share options and share or share equivalent awards. Their objective is to encourage the creation of value over the long-term and to align the rewards of the executive directors with the returns to shareholders. Directors are encouraged to hold shares in the company and a culture of voluntary shareholding has been fostered, which has resulted in a number of executive directors building up substantial shareholdings over time.

Medium-term performance plan

The medium-term performance plan was approved by shareholders in April 2001. Each executive director is eligible for an annual award under the plan in the form of share or share equivalent awards. Whilst the rules of the plan allow grants of awards of up to one and a half times earnings, the Remuneration Committee has adopted a policy of granting awards based on a multiple of salary. Normally awards are made at one times salary with one and a half times salary being granted in the case of the Group Chief Executive. No changes will be made to this policy without prior consultation with shareholders.

The plan is highly geared to the company's relative performance. All awards under the plan are subject to three-year performance targets. First, the annual growth in the company's earnings per share ('EPS') must exceed the annualised growth of the Retail Prices Index ('RPI') plus three per cent. If this condition is satisfied, the company's total shareholder return ('TSR') is compared with the TSR of a comparator group of certain companies in the financial services sector, referred to below. Awards under the plan will not vest if the company's TSR is below the median of the comparator group. Achievement of the EPS target and median TSR performance against the comparator companies will result in vesting of 25 per cent of the award, increasing on a sliding scale up to 100 per cent at upper quartile performance and up to 200 per cent at upper decile performance. Vesting at 200 per cent can only occur if the company achieves a TSR ranking at 1st position in the comparator group and exceeds the TSR of the 2nd placed comparator company by at least 34%. This combination of EPS and TSR performance targets measures the underlying financial performance of the company and ensures a direct link between the value delivered to shareholders and the levels of incentive payment.

For awards made since 2002, the companies in the comparator group are Abbey National plc; Aviva plc; Barclays PLC; Citigroup; HBOS plc; HSBC Holdings plc; Legal & General Group plc; Lloyds TSB Group plc; Prudential plc and Standard Chartered PLC. Following the takeover of Abbey National plc by Banco Santander Central Hispano SA ('BSCH') in November 2004, Abbey National plc has been replaced by BSCH in the comparator group for awards made from 2003 onwards.

Options

The executive share option scheme was approved by shareholders in January 1999. Each executive director is eligible for the annual grant of an option, typically of one and a quarter times salary with an upper maximum in appropriate circumstances of two and a half times salary, over shares at the market value at date of grant. Under the terms of his appointment, the Chairman is also eligible to participate in the executive share option scheme. No payment is made by the executive director on the grant of an option award.

All executive share options are subject to a performance target, which is currently that the options are exercisable only if, over a three year period, the growth in the company's EPS has exceeded the growth in the RPI plus nine per cent. This EPS performance target, which is consistent with market practice, measures underlying financial performance and represents a long-term test of performance. For awards made in 2004 onwards, there is no re-testing of the performance condition. The condition is reviewed annually. All previous awards have vested without re-testing.

US based director – Lawrence Fish

Lawrence Fish's total remuneration package was reviewed in 2004 by the Remuneration Committee as a result of the acquisition of Charter One and his changing RBS responsibilities in North America. In the review the Remuneration Committee confirmed its overall policy in relation to his package is to ensure competitiveness with the market levels of total remuneration for chairmen and executives of US banks of similar size and complexity.

As a result of that review, proposals will be submitted at the annual general meeting to introduce a cash long term incentive plan, which will replace the Citizens Phantom 2000 Plan in which Mr Fish participated from 2001. Subject to agreement to these proposals, the total remuneration policy for him will be as follows:

Base salary will be set having regard to the levels of base salary in other US banks and the appropriate balance of fixed and variable remuneration for US based executives of UK listed companies operating within the corporate governance frameworks of the UK. In light of this policy, and having reviewed the relevant market data, Mr Fish's base salary was increased to \$1.5 million with effect from 1 October 2004.

Benefits Mr Fish accrues pension benefits under a number of arrangements in the US. Details are provided on page 133. In addition he is entitled to receive other benefits on a similar basis to other Citizens employees.

Short term performance rewards will take the form of an annual incentive plan which rewards the achievement of Group, business unit and individual financial and non-financial targets. The normal maximum annual bonus potential will be two times salary, although additional amounts to a maximum of two times salary may be awarded, at the discretion of the Board, for exceptional performance as measured by the achievement of significant objectives.

Long term incentives will consist of the following components:

- The two grants made under the Citizens Phantom 2000 Plan vested and will vest on 1 January 2005 and 1 January 2006, respectively. The value of units at the time of vesting is performance-linked and is based on the cumulative economic profit generated by Citizens, the trend in economic profit and on the external market trends in the US banking sector, using price/earnings ratios of comparator US banks. This measure was chosen to establish a clear link between the potential incentive and the performance of Citizens. No other grants will be made under this plan.
- A grant under the RBS medium-term performance plan within the levels, and on the same terms, available to UK based executives.
- A grant under the executive share option scheme within the levels, and on the same terms, available to UK based executives.
- A grant under the new Citizens Long Term Incentive Plan. Performance will be measured on a combination of Growth in Profit before Tax and Relative Return on Equity based on a comparison of Citizens with comparator US banks. The targets for this plan will be set on an annual basis over the three year term of the grant.

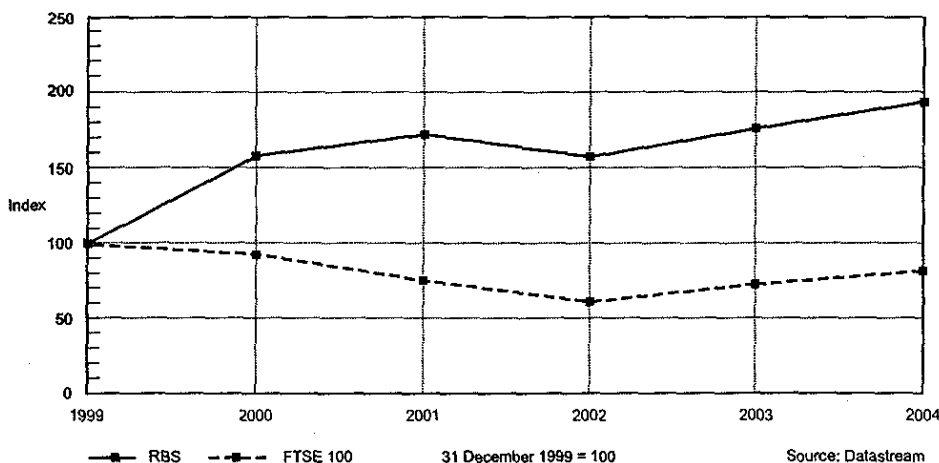
In the event that the proposed new Citizens Long Term Incentive Plan is not approved, Mr Fish will participate in existing approved short and long term cash plans already operating in Citizens.

The existing approved Citizens Long Term Incentive Plan is a cash compensation plan designed to reward participants for achieving long-term financial results. A separate three-year cycle commences each year. The maximum award payable to Mr Fish annually is 105 per cent of his average salary over the previous three-year period. Each three-year performance target is based on the annual pre-tax income target for Citizens. For the maximum award to be paid in respect of each three-year target, Citizens must achieve 130 per cent of the three-year aggregate budgeted profit figure. This performance target is measured by taking the pre-tax income for Citizens, which is a simple and transparent method of measuring a profit figure target.

The performance graph

The undernoted performance graph illustrates the performance of the company over the past five years in terms of total shareholder return compared with that of the companies comprising the FTSE 100 index. This index has been selected because it represents a cross-section of leading UK companies. The total shareholder return for the company and the FTSE 100 have been rebased to 100 for 1999.

Total shareholder return



Service contracts

The company's policy in relation to the duration of contracts with directors is that executive directors' contracts generally continue until termination by either party, subject to the required notice, or until retirement date. The notice period under the service contracts of executive directors will not normally exceed 12 months. However, the notice period may exceed 12 months if existing service contracts have notice periods greater than 12 months and the Remuneration Committee considers it appropriate not to reduce the existing notice period. In relation to newly recruited executive directors, subject to the prior approval of the Remuneration Committee, the notice period from the employing company required to terminate the contract will not normally exceed 12 months unless there is a clear case for this. Where a longer period of notice is initially approved on appointment, it will normally be structured such that it will automatically reduce to 12 months in due course.

All new service contracts for executive directors will be subject to approval by the Remuneration Committee. It will be the norm to include in those contracts standard clauses covering the performance review process, the company's normal disciplinary procedure, and terms for dismissal in the event of failure to perform or in situations involving actions in breach of the Group's policies.

Any compensation payment made in connection with the departure of an executive director will be subject to approval by the Remuneration Committee, having regard to the terms of the service contract and the reasons for termination.

Information regarding executive directors' service contracts is summarised in the table and notes below.

Name	Date of current contract/ Employing company	Normal retirement age	Notice period – from company	Notice period – from executive
Sir Fred Goodwin	1 August 1998 The Royal Bank of Scotland plc	60	12 months	6 months
Mr McLuskie*	9 October 1997 The Royal Bank of Scotland plc	60	3 months	3 months
Mr Pell	22 May 2002 National Westminster Bank Plc	60	12 months	6 months
Mr Watt	28 September 2000 The Royal Bank of Scotland plc	60	12 months	6 months
Mr Fish	18 February 2004 Citizens Financial Group, Inc.	65	12 months	12 months

* retired 23 August 2004

Except as noted below, in the event of severance of contract where any contractual notice period is not worked, the employing company may pay a sum to the executive in lieu of this period of notice. Any such payment would, at maximum, comprise base salary and a cash value in respect of fixed benefits (including pension plan contributions). In the event of situations involving breach of the employing company's policies resulting in dismissal, reduced or no payments may be made to the executive. Depending on the circumstances of the termination of employment, the executive may be entitled, or the Remuneration Committee may exercise its discretion to allow, the executive to exercise outstanding awards under long-term incentive arrangements. Exceptions to these severance arrangements are as follows:

- Gordon Pell was recruited to the board of NatWest from Lloyds Bank plc at a time when NatWest was subject to a contested takeover. His recruitment to take management responsibility for NatWest's retail operations was seen by the NatWest board at the time as an essential step to strengthen the management of NatWest. The terms of his service contract, which reflected these circumstances, were entered into after consultation with the Takeover Panel as required by The City Code on Takeovers and Mergers. If Mr Pell's contract is terminated by NatWest without notice, he is entitled to a compensation payment of base salary relating to the contractual 12 months' notice period, his annual bonus to the date of termination, a payment equal to his average annual bonus over the previous three years, payment in lieu of contractual benefits and allowances including pension and extra payments by way of funded or unfunded pension and death in service contributions relating to the notice period.

The Remuneration Committee has reviewed, with the benefit of legal advice, Mr Pell's contract, and the circumstances under which it was entered into. As the exceptional severance provisions would apply only if NatWest were to breach the contract by terminating it without notice, the Committee considers that the contract's terms, entered into in good faith by the NatWest board and Mr Pell, should be honoured.

- If Lawrence Fish's contract is terminated without cause, or if he terminates the contract for good reason (as defined in the contract), he is entitled to a lump sum payment to compensate him for the loss of 12 months salary plus annual bonus. Mr Fish would also be entitled to receive for this period health, life insurance and long term disability coverage and any other benefits determined in accordance with the plans, policies and practices of Citizens at the time of termination. The Remuneration Committee have been advised that these termination provisions are less generous than the current market practice in the US.

Chairman and non-executive directors

The original date of appointment as a director of the company and the scheduled date for the next re-election is as follows:

	Date first appointed	Next re-election
Sir George Mathewson	1 September 1987	2007
Lord Vallance	14 January 1993	Retires 20 April 2005
Sir Angus Grossart	30 September 1985	Retires 20 April 2005
Mr Buchan	1 June 2002	2006
Dr Currie	28 November 2001	20 April 2005
Mr Hunter	1 September 2004	20 April 2005
Mr Koch	29 September 2004	20 April 2005
Mr MacHale	1 September 2004	20 April 2005
Miss Mackay	16 May 1996	2006
Mr Robertson	14 January 1993	Retires 20 April 2005
Sir Steve Robson	25 July 2001	20 April 2005
Mr Scott	31 January 2001	2006
Mr Sutherland	31 January 2001	2006

Other than *Iain Robertson*, the non-executive directors do not have service contracts or notice periods although they have letters of engagement reflecting their responsibilities and commitments. Under the company's articles of association, all directors must retire by rotation and seek re-election by shareholders at least every three years. No compensation would be paid to the Chairman or to any non-executive director in the event of early termination.

Iain Robertson entered into a contract to reflect his role as a non-executive director, which took effect on 25 June 2003. Under this contract, his appointment will terminate at the company's annual general meeting on 20 April 2005, unless terminated earlier by either party on one month's written notice.

The tables and explanatory notes on pages 130 to 133 report the remuneration of each director for the year ended 31 December 2004 and have been audited by the company's auditors, *Deloitte & Touche LLP*.

Directors' remuneration

	Salary/ fees £000	Performance bonus* £000	Benefits £000	2004 Total £000	2003 Total £000
Chairman					
Sir George Mathewson	542	—	39	581	538
Executive directors					
Sir Fred Goodwin	990	1,500	32	2,522	1,916
Mr Fish	637	1,638	30	2,305	1,859
Mr McLuskie (retired 23 August 2004)	341	—	1	342	1,048
Mr Pell	670	721	12	1,403	1,307
Mr Watt	605	660	3	1,268	1,110

* includes 10% profit sharing

Basic salary is the only component of the remuneration package which is pensionable.

	Board fees £000	Board committee fees £000	2004 Total £000	2003 Total £000
Non-executive directors				
Vice-chairmen				
Lord Vallance of Tummel	100	—	100	100
Sir Angus Grossart	100	—	100	100
Mr Botin (resigned 12 November 2004)	46	—	46	44
Mr Buchan	50	50	100	56
Dr Currie	50	10	60	54
Mr Hunter (appointed 1 September 2004)	17	5	22	—
Mr Inciarte (resigned 12 November 2004)	46	—	46	44
Mr Koch† (appointed 29 September 2004)	12	—	12	—
Mr MacHale (appointed 1 September 2004)	17	5	22	—
Miss Mackay	50	25	75	64
Mr Robertson	100	—	100	217*
Sir Steve Robson	50	15	65	54
Mr Scott	50	23	73	67
Mr Sutherland	50	3	53	44

* includes £167,000 in respect of Mr Robertson's service as an executive director. From 25 June 2003, Mr Robertson has carried out his role as Chairman, Corporate Banking and Financial Markets and as a director in a non-executive capacity. He also provides general advice on business issues to the Board and Board Committees as appropriate, including attendance as required at the Group Audit Committee and the Advances Committee. For these services Mr Robertson receives a fee of £100,000 per annum.

† In addition to his role as a non-executive director, Mr Koch has an agreement with Citizens Financial Group, Inc. to provide consulting services for a period of three years following the acquisition by Citizens of Charter One Financial, Inc. For these services Mr Koch receives \$402,500 per annum.

No director received any expense allowances chargeable to UK income tax or compensation for loss of office/termination payment. The non-executive directors did not receive any bonus payments or benefits.

Share options

Options to subscribe for ordinary shares of 25p each in the company granted to, and exercised by, directors during the year to 31 December 2004 are included in the table below:

	Options held at 1 January 2004	Options granted in 2004	Options exercised in 2004		Option price £	Options held at 31 December 2004	
			Number	Market price at date of exercise £		Number	Exercise period
Sir George Mathewson	69,257				9.33	69,257	11.05.01 – 10.05.08
	147,247				7.81	147,247	29.03.03 – 28.03.10
	150				12.40	150	09.08.03 – 08.08.06*
	20,100				17.18	20,100	14.08.04 – 13.08.11
	1,347				13.64	1,347	01.10.08 – 31.03.09*
	19,500				18.18	19,500	14.03.05 – 13.03.12
	36,400				12.37	36,400	13.03.06 – 12.03.13
		36,044			17.34	36,044	11.03.07 – 10.03.14
	294,001	36,044				330,045	
Sir Fred Goodwin	164,571				8.75	164,571	07.12.01 – 06.12.08
	2,963				11.18	2,963	04.03.02 – 03.03.09
	27,306				11.97	27,306	03.06.02 – 02.06.09
	153,648				7.81	153,648	29.03.03 – 28.03.10
	150		150	16.20	12.40	—	
	43,700				17.18	43,700	14.08.04 – 13.08.11
	1,713				9.85	1,713	01.10.05 – 31.03.06*
	41,300				18.18	41,300	14.03.05 – 13.03.12
	72,800				12.37	72,800	13.03.06 – 12.03.13
		144,175			17.34	144,175	11.03.07 – 10.03.14
	508,151	144,175	150			652,176	
Mr Fish	107,877				9.33	107,877	11.05.01 – 10.05.08
	150				12.40	150	09.08.03 – 08.08.06*
	108,027					108,027	
Mr McLuskie**	16,613				9.33	16,613	11.05.01 – 10.05.08
	8,860				11.18	8,860	04.03.02 – 03.03.09
	11,356				11.97	11,356	03.06.02 – 02.06.09
	33,291				7.81	33,291	29.03.03 – 28.03.10
	150				12.40	150	09.08.03 – 08.08.06*
	23,300				17.18	23,300	14.08.04 – 13.08.11
	335				13.64	335	01.10.04 – 31.03.05*
	22,100				18.18	22,100	14.03.05 – 13.03.12
	335				12.35	335	01.10.05 – 31.03.06*
	39,700				12.37	39,700	13.03.06 – 12.03.13
	156,040					156,040	
Mr Pell	51,216				7.81	51,216	29.03.03 – 28.03.10
	29,100				17.18	29,100	14.08.04 – 13.08.11
	27,600				18.18	27,600	14.03.05 – 13.03.12
	49,800				12.37	49,800	13.03.06 – 12.03.13
		47,217			17.34	47,217	11.03.07 – 10.03.14
	157,716	47,217				204,933	
Mr Robertson	56,635				9.33	56,635	11.05.01 – 10.05.08
	82,654				11.18	82,654	04.03.02 – 03.03.09
	128,040				7.81	128,040	29.03.03 – 28.03.10
	393		393	16.77	9.85	—	
	36,400				17.18	36,400	14.08.04 – 13.08.11
	304,122		393			303,729	
Mr Watt	70,148				12.83	70,148	04.09.03 – 03.09.10
	23,300				17.18	23,300	14.08.04 – 13.08.11
	710		710	16.21	13.64	—	
	22,100				18.18	22,100	14.03.05 – 13.03.12
	42,500				12.37	42,500	13.03.06 – 12.03.13
		43,253			17.34	43,253	11.03.07 – 10.03.14
	158,758	43,253	710			201,301	

* Options held under the sharesave and option 2000 schemes, which are not subject to performance conditions.

** Mr McLuskie retired from the Group Board on 23 August 2004. The figures quoted above are as at cessation. Subsequently, Mr McLuskie exercised his Sharesave 2001 grant of 335 options, and has since been granted a Sharesave award in 2004 of 439 options.

No options had their terms and conditions varied during the accounting period to 31 December 2004. No payment is required on the award of an option.

The executive share options which are exercisable from March 2002 onwards are subject to the satisfaction of an EPS growth target which provides that options are exercisable only if, over a three year period, the growth in the company's EPS has exceeded the growth in the RPI plus 9%. In respect of executive share options exercisable before March 2002 the performance condition is that the growth in the company's EPS over three

years has exceeded the growth in the RPI plus 6%.

The market price of the company's ordinary shares at 31 December 2004 was £17.52 and the range during the year to 31 December 2004 was £14.64 to £17.64.

In the ten year period to 31 December 2004, awards made using new issue shares under the company's share plans represented 4.3% of the company's issued ordinary share capital, leaving an available dilution headroom of 5.7%.

Medium Term Performance Plan

	Scheme interests (share equivalents) at 1 January 2004	Awards granted in 2004	Market price on award £	Awards vested in 2004*	Market price on vesting £	Value of interests vested £	Awards exercised in 2004	Market price on exercise £	Share interest (share equivalents) at 31 December 2004	End of period for qualifying conditions to be fulfilled
Sir Fred Goodwin	93,040		16.35						93,040	vested 31.12.03
	44,378		18.59	33,855	17.52	593,140			33,855	vested 31.12.04
	78,398		17.22						78,398	31.12.05
		86,506	17.34						86,506	31.12.06
	215,816								291,799	
Mr Fish	—	35,274	17.34						35,274	31.12.06
Mr McLuskie**	49,621		16.35				49,621	16.49	—	vested 31.12.03
	23,399		18.59	17,851	17.52	312,750			17,851	vested 31.12.04
	28,456		17.22						28,456	31.12.05
	101,476								46,307	
Mr Pell	62,026		16.35				40,000	17.12	22,026	vested 31.12.03
	29,585		18.59	22,570	17.52	395,426			22,570	vested 31.12.04
	35,715		17.22						35,715	31.12.05
		37,774	17.34						37,774	31.12.06
	127,326								118,085	
Mr Robertson	77,533		16.35						77,533	vested 31.12.03
Mr Watt	49,621		16.35				49,621	14.71	—	vested 31.12.03
	24,744		18.59	18,877	17.52	330,725			18,877	vested 31.12.04
	30,488		17.22						30,488	31.12.05
		34,603	17.34						34,603	31.12.06
	104,853								83,968	

* Awards were granted on 11 April 2002 and vested at 76.29% at the end of the performance period on 31 December 2004.

** The exercise and vesting of awards in 2004 for Mr McLuskie occurred after his retirement from the Board on 23 August 2004.

Note:

The vesting of option-based awards under the MPP does not trigger any payment to participants. Values shown at the time of vesting in the above table illustrate the potential value of the award at that time. For any awards that have vested, participants holding option-based awards can exercise their right over the underlying share equivalents at any time up to ten years from the date of grant.

No variation was made to any of the terms of the plan during the year. The performance measures are detailed on page 125.

Phantom 2000 Plan

	Phantom 2000 units at 1 January 2004	Awards granted during year	End of the period for qualifying conditions to be fulfilled	Benefits received during year	Phantom 2000 units at 31 December 2004
Mr Fish	1,000,000		01.01.04		1,000,000
	1,000,000		01.01.05		1,000,000
	2,000,000				2,000,000

No variation was made to any of the terms of the plan during the year. The performance measures are detailed on page 126.

Citizens Long Term Incentive Plan

	Interests at 1 January 2004	Awards granted during year	Benefits received during year	Interests at 31 December 2004
Mr Fish	LTIP* awards for the 3 year periods: 01.01.01 – 31.12.03 01.01.02 – 31.12.04 01.01.03 – 31.12.05	LTIP award for the 3 year period: 01.01.04 – 31.12.06	LTIP award for the 3 year period: 01.01.01 – 31.12.03 was \$1,020,831	LTIP* awards for the 3 year periods: 01.01.02 – 31.12.04 01.01.03 – 31.12.05 01.01.04 – 31.12.06

* Under the cash LTIP, target payment is 60% of average salary over the three year period, maximum payment is 105% of average salary. No variation was made to any of the terms of the plan during the year. The performance measures are detailed on page 126.

Directors' pension arrangements

During the year, Sir Fred Goodwin, Norman McLuskie, Gordon Pell, Iain Robertson and Fred Watt participated in The Royal Bank of Scotland Group Pension Fund ('the RBS Fund'). The RBS Fund is a defined benefit fund which provides pensions and other benefits within Inland Revenue limits.

The pension entitlements of Sir Fred Goodwin, Mr Pell, Mr Robertson, and Mr Watt within the RBS Fund are restricted by Inland Revenue limits as set out in the Finance Act 1989. Additional life assurance cover in excess of these limits is provided by a separate arrangement. Arrangements have been made to provide Sir Fred Goodwin and Mr Pell with additional pension benefits on a defined benefit basis outwith the RBS Fund. The figures shown below include the accrual in respect of these arrangements. Mr Watt is provided with additional pension benefits on a defined contribution basis and contributions made in the year are shown below.

Sir George Mathewson receives life insurance cover under an individual arrangement. The non-executive directors do not accrue pension benefits, other than Mr Robertson who continues to accrue benefits in the RBS Fund after his appointment as a non-executive director.

Lawrence Fish accrues pension benefits under a number of arrangements in the USA. Defined benefits are built up under the Citizens' Qualified Plan, Excess Plan and Supplemental Executive Retirement Arrangement. In addition, he is a member of two defined contribution arrangements – a Qualified 401(k) Plan and an Excess 401(k) Plan.

As in the 2003 Report and Accounts, disclosure of these benefits has been made in accordance with the Stock Exchange Listing Rules and the Combined Code and with the Directors' Remuneration Report Regulations 2002.

	Age at 31 December 2004	Accrued entitlement at 31 December 2004 000 p.a.	Additional pension earned during the year ended 31 December 2004 000 p.a.	Additional pension earned during the year ended 31 December 2004* 000 p.a.	Transfer value as at 31 December 2004 000	Transfer value as at 31 December 2003 000	Increase in transfer value during year ended 31 December 2004 000	Transfer value for the additional pension earned during the year ended 31 December 2004* 000
Defined benefit arrangements								
Sir Fred Goodwin	46	£381	£56	£48	£3,591	£2,674	£917	£448
Mr McLuskie	60	£205	£11	£7	£3,430	£3,358	£72	£87
Mr Pell	54	£247	£18	£12	£3,592	£2,930	£662	£171
Mr Robertson	59	£32	£4	£3	£565	£449	£116	£45
Mr Watt	44	£7	£2	£2	£62	£40	£22	£15
Mr Fish	60	\$1,140	\$257	\$257	\$10,046	\$9,966	\$80	\$2,269

* net of statutory revaluation applying to deferred pensions

Notes:

- (1) There is a significant difference in the form of disclosure required by the Combined Code and the Directors' Remuneration Report Regulations 2002. The former requires the disclosure of the additional pension earned during the year and the transfer value equivalent to this pension based on stock market conditions at the end of the year. The latter requires the disclosure of the difference between the transfer value at the start and end of the year and is therefore dependent on the change in stock market conditions over the course of the year. The above disclosure has been made in accordance with the Combined Code and the Directors' Remuneration Report Regulations 2002.
- (2) Mr McLuskie retired on 23 August 2004 at his normal pension age. The figures for him above have been calculated as at his retirement date rather than 31 December 2004.
- (3) The figures for Mr Pell include an additional pension secured by a transfer from his previous employer which increases in line with statutory revaluation, not salary inflation.
- (4) The transfer values disclosed above do not represent a sum paid or payable to the individual director. Instead they represent a potential liability of the company/pension scheme.
- (5) The transfer value for Mr Fish as at 31 December 2004 is based on a retirement age of 65.

Contributions and allowances paid in the year ended 31 December 2004 under defined contribution arrangements were:

	2004 000	2003 000
Mr Watt	£128	£109
Mr Fish	\$91	\$90

Bob Scott, Chairman of the Remuneration Committee
23 February 2005

Ordinary shares

The following directors held a beneficial interest in the company's ordinary shares:

	31 December 2004	1 January 2004 or date of appointment if later		31 December 2004	1 January 2004 or date of appointment if later
Mr Buchan	5,000	5,000	Sir George Mathewson	250,816	247,978
Mr Fish	11,120	11,120	Mr Pell	582	582
Sir Fred Goodwin	64,960	64,718	Mr Robertson	129,632	125,139
Mr Hunter	1,500	1,500	Mr Scott	2,448	1,445
Mr Koch	20,000	20,000	Lord Vallance	2,500	2,500
Mr MacHale	10,000	—	Mr Watt	58,408	7,453
Miss Mackay	6,341	6,140			

No other director had an interest in the company's ordinary shares during the year.

On both 7 January 2005 and 7 February 2005, seven ordinary shares of 25p each were acquired by Sir Fred Goodwin under the Group's Buy As You Earn share scheme.

Preference shares

Lawrence Fish held 20,000 non-cumulative preference shares of US\$0.01 each at 31 December 2004 (2003 – 20,000). No other director had an interest in the preference shares during the year.

Loan notes

No director had an interest in loan notes during the year.

The company's Register of Directors' Interests, which is open to inspection, contains full details of directors' shareholdings and options to subscribe.

No director held a non-beneficial interest in the shares of the company at 31 December 2004, at 1 January 2004 or date of appointment if later.

United Kingdom company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the Group as at the end of the financial year and of the profit or loss of the Group for that year. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board.



Miller McLean
Secretary
23 February 2005

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We have audited the financial statements of The Royal Bank of Scotland Group plc ("the company") and its subsidiaries (together "the Group") for the year ended 31 December 2004 which comprise the accounting policies, the profit and loss account, the balance sheets, the cash flow statement, the statement of total recognised gains and losses, the reconciliation of movements in shareholders' funds and the related Notes 1 to 54. These financial statements have been prepared under the accounting policies set out therein. We have also audited the information in the part of the directors' remuneration report that is described as having been audited.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the 'Statement of directors' responsibilities', the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. They are also responsible for the preparation of the other information contained in the 2004 Annual Report including the directors' remuneration report. Our responsibility is to audit the financial statements and the part of the directors' remuneration report described as having been audited in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements and the part of the directors' remuneration report described as having been audited have been properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company and other members of the Group is not disclosed.

We review whether the corporate governance statement reflects the company's compliance with the nine provisions of the Combined Code specified for our review by the Listing Rules of the Financial Services Authority, and we report if it does not. We are not required to consider whether the Board's statements on internal control cover all risks and controls, or form an opinion on the effectiveness of the Group's corporate governance procedures or its risk and control procedures.

We read the directors' report and the other information contained in the 2004 Annual Report as described in the contents section including the unaudited part of the directors' remuneration report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board and with the standards of the United States Public Company Accounting Oversight Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements and the part of the directors' remuneration report described as having been audited. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control over financial reporting. Accordingly, we express no such opinion. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements and the part of the directors' remuneration report described as having been audited are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements and the part of the directors' remuneration report described as having been audited.

UK opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the Group as at 31 December 2004 and of the profit and cash flows of the Group for the year then ended and the financial statements and the part of the directors' remuneration report described as having been audited have been properly prepared in accordance with the Companies Act 1985.

US opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2004 and 2003 and the results of its operations and its cash flows for each of the three years in the period ended 31 December 2004 in conformity with accounting principles generally accepted in the United Kingdom.

Accounting principles generally accepted in the United Kingdom vary in certain significant respects from accounting principles generally accepted in the United States of America. The application of the latter would have affected the determination of net income for each of the three years in the period ended 31 December 2004 and the determination of shareholders' equity as at 31 December 2004 and 2003, to the extent summarised in Note 53 to the financial statements.

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Edinburgh
23 February 2005

The accounts have been prepared in accordance with applicable Accounting Standards in the UK and the Statements of Recommended Accounting Practice issued by the British Bankers' Association and by the Finance and Leasing Association. The Statement of Recommended Practice issued by the Association of British Insurers (2003) has been followed by the insurance members of the Group; they have been consolidated in the recognised manner for banking groups, in particular, by using the embedded value method for life business. A summary of the more important accounting policies is set out below. *The consolidated accounts are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 ("the Act") relating to banking groups.*

The accounts of the company are prepared in accordance with section 226 of, and Schedule 4 to, the Act and, as permitted by section 230(3) of the Act, no profit and loss account is presented.

Change of accounting policy

FRS 17 'Retirement Benefits' ("FRS 17") supersedes Statement of Standard Accounting Practice 24 'Pension costs' ("SSAP24") and the Urgent Issues Task Force Abstract 6 'Accounting for post-retirement benefits other than pensions'. All the disclosure requirements of FRS 17 were adopted by the Group in its 2002 financial statements. In November 2002, the Accounting Standards Board deferred the effective date of the recognition and measurement elements of the standard to accounting periods beginning on or after 1 January 2005. The Group has, however, implemented the recognition and measurement provisions of FRS 17 in 2004 in the light of the introduction of International Financial Reporting Standards from 1 January 2005; the measurement principles in the equivalent international accounting standard (IAS 19 'Employee Benefits') are similar to those in FRS 17.

FRS 17 requires assets in a defined benefit scheme to be measured at their fair value at the balance sheet date. Scheme liabilities are measured using the projected unit method, which takes account of projected earnings increases, using actuarial assumptions that are mutually compatible and lead to the best estimate of the future cash flows. These cash flows are discounted at the interest rate applicable to high-quality corporate bonds of the same currency and term as the liabilities. *The surplus/deficit in a defined benefit scheme is the excess/shortfall of the value of the assets in the scheme over/below the value of the scheme liabilities. A surplus is recognised as an asset to the extent that the employer is able to recover the surplus either through reduced contributions in the future or through refunds from the scheme. A deficit is recognised as a liability to the extent of the employer's legal or constructive obligation to fund it. The current service cost (the increase in scheme liabilities arising from employee service in the current period), past service costs (the cost of improvements to benefits for service relating to prior periods) and interest cost (the unwind of the discount on scheme liabilities) net of the expected return on scheme assets are charged to the profit and loss account. Actuarial gains and losses (changes in surpluses or deficits due to experience gains and losses and to changes in*

actuarial assumptions) are recognised in full in the statement of total recognised gains and losses for the period. Under SSAP24 for the main defined benefit scheme the profit and loss account charge comprised the cost of accruing benefits for active employees and the amortisation of the surplus recognised on the acquisition of NatWest offset by a credit for the amortisation of the scheme surplus. A pension prepayment was included in the Group's balance sheet.

The effect of this change of policy on the profit and loss account has been to credit £85 million (2003 – £52 million; 2002 – £201 million) to Other operating income and to increase Administrative expenses – staff costs by £217 million (2003 – £135 million; 2002 – £112 million). Profit before tax has been reduced by £132 million (2003 – £83 million; 2002 – increased by £89 million). A deficit, net of deferred tax, of £1,901 million (2003 – £1,445 million) has been recognised on the balance sheet; Prepayments and accrued income of £1,079 million (2003 – £112 million), Other assets of £654 million (2003 – £735 million) and Accruals and deferred income of £26 million (2003 – £18 million) have been eliminated; the liability for deferred taxation has reduced by £315 million (2003 – £230 million) and the Deferred tax asset (within Other assets) has increased by £19 million (2003 – £20 million). Other provisions have decreased by £73 million (2003 – £43 million) and shareholders' funds by £3,220 million. A prior year adjustment of £2,001 million is shown in the Statement of consolidated total recognised gains and losses. The prior year adjustment comprises: the recognition of the pension deficit at 31 December 2003 of £1,414 million (£1,968 million less deferred tax of £554 million); the elimination of pension prepayments less accruals of £58 million (net of deferred tax); and the elimination of the pension surplus recognised on the acquisition of NatWest amounting to £529 million (net of deferred tax and amortisation).

1 Accounting convention and bases of consolidation

The accounts are prepared under the historical cost convention modified by the periodic revaluation of premises and certain investments. To avoid undue delay in the presentation of the Group's accounts, the accounts of certain subsidiary undertakings have been made up to 30 November. There have been no changes in respect of these subsidiary undertakings, in the period from their balance sheet dates to 31 December, that materially affect the view given by the Group's accounts.

2 Revenue recognition

Interest is credited to the profit and loss account as it accrues unless there is significant doubt that it can be collected (as described in the accounting policy on loans and advances).

Fees in respect of services are recognised as the right to consideration accrues through performance to customers. Services are in respect of financial services related products, the arrangement is generally contractual, the cost of providing this service is incurred as the service is rendered and the price is usually fixed and always determinable. The application of the Group's policy to significant fee types is outlined below.

Loan origination fees: up-front lending fees are recognised as income when receivable except where they are charged in lieu of interest or charged to cover the cost of a continuing service to the borrower, in which case they are credited to income over the life of the advance.

Commitment and utilisation fees: these are generally determined as a percentage of the outstanding used or unused facility. They are usually charged to the customer in arrears and recognised when charged.

Payment services: this comprises income received for payment services including cheques cashed, direct debits, Clearing House Automated Payments (the UK electronic settlement system) and BACS payments (the automated clearing house that processes direct debits and direct credits). These are generally charged on a per transaction basis. The income is earned when the payment or transaction occurs. Payment services income is usually charged to the customer's account, monthly or quarterly in arrears. Accruals are raised for services provided but not charged at period end.

Card related services: fees from credit card business include:

Commission received from retailers for processing credit and debit card transactions: income is accrued to the profit and loss account as the service is performed.

Interchange received: as issuer, the Group receives a fee (interchange) each time a cardholder purchases goods and services. The Group also receives interchange fees from other card issuers for providing cash advances through its branch and Automated Teller Machine networks. These fees are accrued once the transaction has taken place.

An annual fee payable by a credit card holder is charged at the beginning of each year but is deferred and taken to income over the period of the service i.e. 12 months.

Insurance brokerage: this is made up of fees and commissions received from the agency sale of insurance. Commission on the sale of an insurance contract is earned at the inception of the policy as the insurance has been arranged and placed. However, provision is made where commission is refundable in the event of policy cancellation in line with estimated cancellations.

Securities and derivatives held for trading are recorded at fair value. Changes in fair value are recognised in dealing profits together with dividends from, and interest receivable and payable on, trading business assets and liabilities.

3 Goodwill

Goodwill is the excess of the cost of acquisition of subsidiary and associated undertakings over the fair value of the Group's share of net tangible assets acquired. Goodwill arising on acquisitions of subsidiary and associated undertakings after 1 October 1998 is capitalised on the balance sheet and amortised on a straight-line basis over its estimated useful economic life, currently over periods up to 20 years. Capitalised goodwill is reviewed for impairment at the end of the first full year following an acquisition and subsequently if

events or changes in circumstances indicate that its carrying value may not be recoverable in full. Goodwill arising on acquisitions of subsidiary and associated undertakings prior to 1 October 1998, previously charged directly against profit and loss account reserves, was not reinstated under the transitional provisions of FRS 10 'Goodwill and Intangible Assets'. It will be written back only on disposal and reflected in the calculation of the gains or losses arising.

4 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Profit and loss accounts of overseas branches and subsidiary undertakings are translated at the average rates of exchange for the period. Exchange differences arising from the application of closing rates of exchange to the opening net assets of overseas branches and subsidiary undertakings and from restating their results from average to period-end rates are taken to profit and loss account reserves, together with exchange differences arising on related foreign currency borrowings. All other exchange differences are included in operating profit.

5 Pensions and other post-retirement benefits

The Group provides retirement benefits, in the form of pensions and healthcare plans, to eligible employees. Defined benefit scheme liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate that equals the current rate of return on a high quality corporate bond of equivalent term and currency to the scheme liabilities. Scheme assets are measured at their fair value. Any surplus or deficit of scheme assets over liabilities is recognised in the balance sheet as an asset (surplus) or liability (deficit), net of related notional deferred tax. An asset is only recognised to the extent that the surplus can be recovered through reduced contributions in the future or through refunds from the scheme.

The current service cost and any past service costs are charged to the profit and loss account within Administrative expenses – staff costs. The expected return on scheme assets less the unwinding of the discount on the scheme liabilities is included in Other operating income. Actuarial gains and losses are recognised in the statement of total recognised gains and losses, net of related notional deferred tax.

6 Leases

Contracts to lease assets and hire purchase agreements are classified as finance leases if they transfer substantially all the risks and rewards of ownership of the asset to the customer. Other contracts are classified as operating leases. Total gross earnings under finance leases are allocated to accounting periods using the actuarial after tax method to give a constant periodic rate of return on the net cash investment. Finance lease receivables are stated in the balance sheet at the amount of the net investment in the lease. Rental income from operating leases is credited to the profit and loss account on a receivable basis over the term of the lease. Balance sheet carrying values of finance lease receivables and operating lease assets include amounts in respect of the residual values of the leased assets. Unguaranteed residual values are subject to regular review to identify potential impairments. Provisions are made for impairment arising on specific asset categories.

7 General insurance

General insurance comprises short-duration contracts and include principally property and liability insurance contracts. Due to the nature of the products sold – retail based property and casualty, motor, home and personal health insurance contracts – the insurance protection is provided on an even basis throughout the term of the policy.

In calculating operating profit from general insurance activities, premiums (net of reinsurance premiums) are recognised in the accounting period in which they begin. Unearned premiums represent the proportion of the net premiums that relate to periods of insurance after the balance sheet date and are calculated over the period of exposure under the policy, on a daily basis, 24th's basis or allowing for the estimated incidence of exposure under policies which are longer than twelve months. Provision is made where necessary for the estimated amount required over and above unearned premiums net of reinsurance, including that in respect of future written business on discontinued lines under the run-off of delegated underwriting authority arrangements. It is designed to meet future claims and related expenses and is calculated across related classes of business on the basis of a separate carry forward of deferred acquisition expenses after making allowance for investment income.

Acquisition expenses relating to new and renewed business for all classes are deferred over the period during which the premiums are unearned. The principal acquisition costs so deferred are commissions payable, direct advertising expenditure, costs associated with the telesales and underwriting staff and prepaid claims handling costs in respect of delegated claims handling arrangements for claims which are expected to occur after the balance sheet date.

Claims (net of reinsurance) are recognised in the accounting period in which the loss occurs. Provision is made for the full cost (net of reinsurance) of settling outstanding claims at the balance sheet date, including claims estimated to have been incurred but not yet reported at that date, and claims handling expenses.

8 Long-term life assurance business

The Group's long-term assurance business includes whole-life, guaranteed renewable term life, endowment, annuity and universal life contracts that are expected to remain in force for an extended period of time, generally five to forty years.

The value placed on the Group's long-term life assurance business comprises the net assets of the Group's life assurance subsidiaries, including its interest in the surpluses retained within the long-term assurance funds, and the present value of profits inherent in in-force policies. In calculating the value of in-force policies, future surpluses expected to emerge are estimated using appropriate assumptions as to future mortality, persistency and levels of expenses, which are then discounted at a risk-adjusted rate. Changes in this value, which is determined on a post-tax basis, are included in operating profit, grossed up at the underlying rate of taxation. Long-term assurance assets attributable to policyholders are valued on the following bases: equity shares and debt

securities at market price; investment properties and loans at valuation. These assets are held in the life funds of the Group's life assurance companies, and although legally owned by them, the Group only benefits from these assets when surpluses are declared. To reflect the distinct nature of the long-term assurance assets, they are shown separately on the consolidated balance sheet, as are liabilities attributable to policyholders.

The Group has reinsured contracts that transfer significant insurance risk. Within net assets, the reinsurance cash flows are recognised when they become payable. For most contracts this effectively spreads the cost of reinsurance over the life of the reinsured contracts. In some cases, the acquisition costs are financed by the reinsurer offering a nil premium payment period. In these cases, the acquisition costs incurred on the underlying insurance contracts are compared with the benefit arising with respect to the nil premium paying period on the reinsurance contract.

9 Loans and advances

The Group makes provisions for bad and doubtful debts, through charges to the profit and loss account, so as to record impaired loans and advances at their expected ultimate net realisable value.

Specific provisions are made against individual loans and advances that the Group no longer expects to recover in full. For the Group's portfolios of smaller balance homogeneous advances, such as credit card receivables, specific provisions are established on a portfolio basis taking into account the level of arrears, security and past loss experience. For loans and advances that are individually assessed, the specific provision is determined from a review of the financial condition of the borrower and any guarantor and takes into account the nature and value of any security held.

The general provision is made to cover bad and doubtful debts that have not been separately identified at the balance sheet date but are known to be present in any portfolio of advances. The level of general provision is determined in the light of past experience, current economic and other factors affecting the business environment and the Group's monitoring and control procedures, including the scope of specific provisioning procedures.

Specific and general provisions are deducted from loans and advances. When there is significant doubt that interest receivable can be collected, it is excluded from the profit and loss account and credited to an interest suspense account. Loans and advances and suspended interest are written off in part or in whole when there is no realistic prospect of recovery.

10 Taxation

Provision is made for taxation at current enacted rates on taxable profits taking into account relief for overseas taxation where appropriate. Timing differences arise where gains and losses are accounted for in different periods for financial reporting purposes and for taxation purposes. Deferred taxation is accounted for in full for all such timing differences, except in relation to revaluations of fixed assets where there is no commitment to dispose of the asset, taxable gains on sales

of fixed assets that are rolled over into the tax cost of replacement assets, and unremitted overseas earnings. Deferred tax assets are only recognised to the extent that it is considered more likely than not that they will be recovered. Deferred tax amounts are not discounted.

11 Debt securities and equity shares

Debt securities and equity shares intended for use on a continuing basis in the Group's activities are classified as investment securities and are stated at cost less provision for any permanent diminution in value. The cost of dated investment securities is adjusted for the amortisation of premiums or discounts over periods to redemption and the amortisation is included in interest receivable. Other debt securities and equity shares are carried at fair value, with changes in fair value recognised in the profit and loss account.

12 Shares in subsidiary undertakings

The company's shares in subsidiary undertakings are stated in the balance sheet of the company at directors' valuation that takes account of the subsidiary undertakings' net asset values.

13 Tangible fixed assets

Freehold and long leasehold properties are revalued on a rolling basis, each property being revalued at least every five years. Other tangible fixed assets are stated at cost less depreciation and provisions for impairment. Costs of adapting premises for the use of the Group are separately identified and depreciated.

Tangible fixed assets are depreciated to their residual value over their estimated useful economic lives on a straight-line basis, as follows:

Freehold and long leasehold buildings	50 years
Short leaseholds	unexpired period of the lease
Property adaptation costs	10 to 15 years
Computer equipment	up to 5 years
Other equipment	4 to 15 years

Assets on operating leases are depreciated over their estimated useful lives on a straight-line or reverse-annuity basis. Land has an unlimited life and is not depreciated.

Investment properties are revalued annually to open market value. No depreciation is charged on freehold investment properties, in accordance with the requirements of Statement of Standard Accounting Practice 19 'Accounting for investment properties'. This is a departure from the requirements of the Companies Act 1985 which requires all tangible fixed assets to be depreciated. Investment properties are held not for consumption but for investment and the directors consider that to depreciate them would not give a true and fair view. It is not practicable to assess estimated useful lives for investment properties, and accordingly the effect of not depreciating them cannot be reasonably quantified.

14 Derivatives

The Group enters into derivative transactions including futures, forwards, swaps and options principally in the interest rate, foreign exchange and equity markets. The accounting treatment for these instruments is dependent upon whether they are entered into for trading or non-trading (hedging) purposes.

Trading

Derivatives held for trading purposes are recognised in the accounts at fair value. Gains or losses arising from changes in fair value are included in dealing profits in the consolidated profit and loss account. Fair value is based on quoted market prices. Where representative market prices are not available, the fair value is determined from current market information using appropriate pricing or valuation models. Adjustments are made to quoted market prices where appropriate to cover credit risk, liquidity risk and future operational costs. In the consolidated balance sheet, positive fair values (assets) of trading derivatives are included in Other assets and negative fair values (liabilities) in Other liabilities. Positive and negative fair values of trading derivatives are offset where the contracts have been entered into under master netting agreements or other arrangements that give a legally enforceable right of set-off.

Non-trading

Non-trading derivatives are entered into by the Group to hedge exposures arising from transactions entered into in the normal course of banking activities. They are recognised in the accounts in accordance with the accounting treatment of the underlying transaction or transactions being hedged. To be classified as non-trading, a derivative must match or eliminate the risk inherent in the hedged item from potential movements in interest rates, exchange rates or market values. In addition, there must be a demonstrable link to an underlying transaction, pool of transactions or specified future transaction or transactions. Specified future transactions must be reasonably certain to arise for the derivative to be accounted for as a hedge. In the event that a non-trading derivative transaction is terminated or ceases to be an effective hedge, the derivative is re-measured at fair value and any resulting profit or loss amortised over the remaining life of the underlying transaction or transactions being hedged. If a hedged item is derecognised, or a specified future transaction is no longer likely to occur, the related non-trading derivative is remeasured at fair value and the resulting profit or loss taken to the profit and loss account.

15 Sale and repurchase transactions

Securities which have been sold with an agreement to repurchase continue to be shown on the balance sheet and the sale proceeds recorded as a deposit. Securities acquired in reverse sale and repurchase transactions are not recognised in the balance sheet and the purchase price is treated as a loan. The difference between the sale price and repurchase price is accrued evenly over the life of the transaction and charged or credited to the profit and loss account as interest payable or receivable.

Consolidated profit and loss account

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for the year ended 31 December 2004

	Note	2004 £m	2003* £m	2002* £m
Interest receivable				
– interest receivable and similar income arising from debt securities		1,517	1,519	1,591
– other interest receivable and similar income		15,179	12,479	11,970
Interest payable		(7,488)	(5,697)	(5,712)
Net interest income		9,208	8,301	7,849
Dividend income		79	58	58
Fees and commissions receivable		6,634	5,693	5,249
Fees and commissions payable		(1,954)	(1,337)	(965)
Dealing profits	1	1,988	1,793	1,462
Other operating income		1,855	1,650	1,410
		8,602	7,857	7,214
General insurance				
– earned premiums		5,357	3,627	2,442
– reinsurance		(413)	(504)	(489)
Non-interest income		13,546	10,980	9,167
Total income		22,754	19,281	17,016
Administrative expenses				
– staff costs**	2	5,344	4,653	4,584
– premises and equipment**		1,184	1,073	1,006
– other**		2,296	2,108	2,253
Depreciation and amortisation				
– tangible fixed assets**	20	1,107	919	895
– goodwill	19	915	763	731
Operating expenses		10,846	9,516	9,469
Profit before other operating charges		11,908	9,765	7,547
General insurance				
– gross claims		3,724	2,644	1,693
– reinsurance		(244)	(449)	(343)
Profit before provisions for bad and doubtful debts		8,428	7,570	6,197
Provisions for bad and doubtful debts	13	1,428	1,461	1,286
Amounts written off fixed asset investments		83	33	59
Profit on ordinary activities before tax	4	6,917	6,076	4,852
Tax on profit on ordinary activities	5	2,155	1,888	1,582
Profit on ordinary activities after tax		4,762	4,188	3,270
Minority interests (including non-equity)	32	250	210	133
Profit for the financial year		4,512	3,978	3,137
Preference dividends – non-equity	6	256	261	305
		4,256	3,717	2,832
Additional Value Shares dividend – non-equity	6	—	1,463	798
Profit attributable to ordinary shareholders		4,256	2,254	2,034
Ordinary dividends	7	1,837	1,490	1,267
Retained profit	34	2,419	764	767
Per 25p ordinary share:				
Basic earnings	9	138.0p	76.9p	70.6p
Additional Value Shares dividend		—	49.9p	27.7p
		138.0p	126.8p	98.3p
Goodwill amortisation		28.7p	25.0p	24.2p
Integration costs		5.8p	5.4p	23.8p
Adjusted earnings		172.5p	157.2p	146.3p
Diluted earnings	9	136.9p	76.3p	69.6p
Dividends	7	58.0p	50.3p	43.7p

All items dealt with in arriving at profit on ordinary activities before tax relate to continuing operations.

Profit on ordinary activities before taxation and the retained profit for the year on a historical cost basis were not materially different from the reported amounts.

* restated (see page 139)

** includes integration expenditure (see Note 4)

Consolidated balance sheet

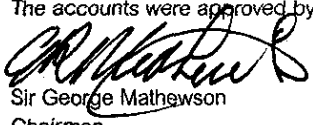
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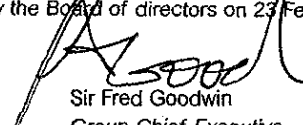
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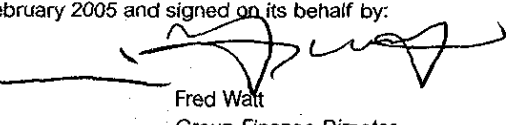
	Note	2004 £m	2003* £m
Assets			
Cash and balances at central banks		4,293	3,822
Items in the course of collection from other banks		2,629	2,501
Treasury bills and other eligible bills	10	6,110	4,846
Loans and advances to banks	11	58,260	51,891
Loans and advances to customers		350,229	253,392
Less: non-returnable finance	12	4,760	861
	12	345,469	252,531
Debt securities	15	91,211	79,949
Equity shares	16	2,960	2,300
Intangible fixed assets	19	17,576	13,131
Tangible fixed assets	20	16,294	13,927
Settlement balances		5,682	2,857
Other assets	21	22,255	17,807
Prepayments and accrued income		6,928	5,309
		579,667	450,871
Long-term assurance assets attributable to policyholders	22	3,800	3,557
Total assets		583,467	454,428
Liabilities			
Deposits by banks	23	99,081	67,323
Items in the course of transmission to other banks		802	958
Customer accounts	24	285,062	236,963
Debt securities in issue	25	58,960	41,016
Settlement balances and short positions	26	32,990	21,369
Other liabilities	27	26,152	20,584
Accruals and deferred income		15,588	13,155
Post-retirement benefit liabilities	3	1,901	1,445
Provisions for liabilities and charges			
– deferred taxation	28	2,873	2,036
– other provisions	29	198	213
Subordinated liabilities			
– dated loan capital	30	11,013	9,312
– undated loan capital including convertible debt	31	9,353	7,686
Minority interests			
– equity		158	(11)
– non-equity	32	3,671	2,724
Called up share capital	33	822	769
Share premium account	34	12,964	8,175
Merger reserve	34	10,307	10,881
Other reserves	34	457	419
Revaluation reserve	34	92	7
Profit and loss account	34	7,223	5,847
Shareholders' funds			
– equity		27,345	23,175
– non-equity	34	4,520	2,923
		579,667	450,871
Long-term assurance liabilities attributable to policyholders	22	3,800	3,557
Total liabilities		583,467	454,428
Memorandum items			
Contingent liabilities	41	16,093	14,864
Commitments (standby facilities, credit lines and other)	41	180,777	139,693

* restated (see page 139)

The accounts were approved by the Board of directors on 23 February 2005 and signed on its behalf by:


Sir George Mathewson
Chairman


Sir Fred Goodwin
Group Chief Executive


Fred Watt
Group Finance Director

Statement of consolidated total recognised gains and losses
for the year ended 31 December 2004

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	2004 £m	2003* £m	2002* £m
Profit attributable to ordinary shareholders	4,256	2,254	2,034
Actuarial (losses)/gains	(1,598)	69	(2,392)
Current tax relief	56	—	—
Deferred tax asset/(liability)	408	(33)	700
Actuarial (losses)/gains recognised in post-retirement benefit schemes	(1,134)	36	(1,692)
Currency translation adjustments and other movements	(399)	48	37
Revaluation of premises	56	(69)	(33)
Other recognised (losses)/gains	(343)	(21)	4
Total recognised gains and losses in the year	2,779	2,269	346
Prior year adjustment arising from the implementation of FRS 17	(2,001)		
Total recognised gains and losses since 31 December 2003	778		

Reconciliation of movements in consolidated shareholders' funds
for the year ended 31 December 2004

	2004 £m	2003* £m	2002* £m
Profit attributable to ordinary shareholders	4,256	2,254	2,034
Ordinary dividends	(1,837)	(1,490)	(1,267)
Retained profit for the year	2,419	764	767
Issue of ordinary and preference shares	4,603	775	560
Conversion of exchangeable undated loan capital	460	—	—
Redemption of preference shares	—	(364)	(600)
Actuarial (losses)/gains recognised in post-retirement benefit schemes	(1,134)	36	(1,692)
Own shares held in relation to employee share scheme	(7)	—	—
Goodwill previously written off to reserves	—	40	—
Other recognised gains and losses	(343)	(21)	4
Currency translation adjustment on share premium account	(231)	(203)	(283)
Net increase/(decrease) in shareholders' funds	5,767	1,027	(1,244)
Opening shareholders' funds as previously reported	28,099	27,052	26,668
Prior year adjustment arising from the implementation of FRS 17	(2,001)	(1,981)	(353)
Opening shareholders' funds as restated	26,098	25,071	26,315
Net increase/(decrease) in shareholders funds	5,767	1,027	(1,244)
Closing shareholders' funds	31,865	26,098	25,071

* restated (see page 139)

Consolidated cash flow statement

for the year ended 31 December 2004

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	Note	2004 £m	2004 £m	2003 £m	2003 £m	2002 £m	2002 £m
Net cash inflow from operating activities	43		6,307		19,708		13,737
Dividends received from associated undertakings			9		9		1
Returns on investments and servicing of finance							
Preference dividends paid		(253)		(269)		(317)	
Additional Value Shares dividend paid		—		(1,463)		(798)	
Dividends paid to minority shareholders in subsidiary undertakings		(204)		(130)		(112)	
Interest paid on subordinated liabilities		(613)		(557)		(674)	
Net cash outflow from returns on investments and servicing of finance			(1,070)		(2,419)		(1,901)
Taxation							
UK tax paid		(812)		(933)		(833)	
Overseas tax paid		(582)		(521)		(274)	
Net cash outflow from taxation			(1,394)		(1,454)		(1,107)
Capital expenditure and financial investment							
Purchase of investment securities		(41,790)		(44,861)		(32,701)	
Sale and maturity of investment securities		43,022		41,805		26,072	
Purchase of tangible fixed assets		(4,354)		(5,017)		(3,367)	
Sale of tangible fixed assets		1,596		1,108		811	
Net cash outflow from capital expenditure and financial investment			(1,526)		(6,965)		(9,185)
Acquisitions and disposals							
Purchase of businesses and subsidiary undertakings (net of cash acquired)	44	(7,648)		(1,748)		(308)	
Investment in associated undertakings		(48)		(2)		(2)	
Sale of subsidiary and associated undertakings (net of cash sold)	45	22		179		29	
Net cash outflow from acquisitions and disposals			(7,674)		(1,571)		(281)
Ordinary equity dividends paid			(1,235)		(772)		(729)
Net cash (outflow)/inflow before financing			(6,583)		6,536		535
Financing							
Proceeds from issue of ordinary share capital		2,845		184		85	
Proceeds from issue of preference share capital		1,358		—		—	
Proceeds from issue of trust preferred securities		1,075		883		1,242	
Redemption of preference share capital		—		(364)		(600)	
Issue of subordinated liabilities		4,624		3,817		2,157	
Repayment of subordinated liabilities		(718)		(336)		(202)	
Increase/(decrease) in minority interests		185		(56)		29	
Net cash inflow from financing			9,369		4,128		2,711
Increase in cash	48		2,786		10,664		3,246

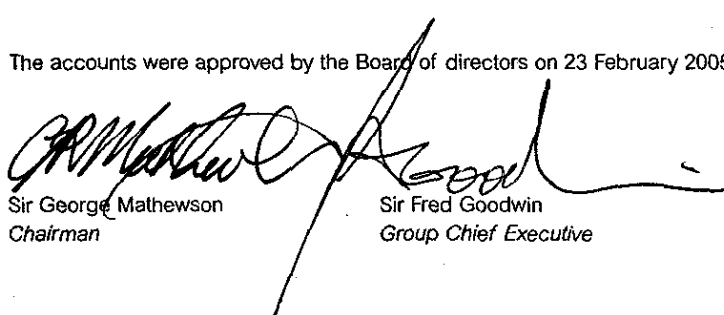
Balance sheet – the company

at 31 December 2004

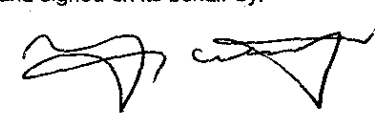
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	Note	2004 £m	2003 £m
Fixed assets			
Investments:			
Shares in Group undertakings	17	36,870	32,354
Loans to Group undertakings	18	4,101	4,554
		40,971	36,908
Current assets			
Debtors:			
Due by subsidiary undertakings		458	238
Debtors and prepayments		174	202
		632	440
Creditors			
Amounts falling due within one year:			
Due to banks		66	71
Dated loan capital	30	40	40
Debt securities in issue		1,608	1,877
Other creditors		247	217
Proposed final dividend	7	1,308	1,059
		3,269	3,264
Net current liabilities		(2,637)	(2,824)
Total assets less current liabilities		38,334	34,084
Creditors			
Amounts falling due beyond one year:			
Loans from subsidiary undertakings		162	186
Dated loan capital	30	4,810	3,714
Undated loan capital including convertible debt	31	1,085	1,639
		6,057	5,539
Capital and reserves			
Called up share capital	33	822	769
Share premium account	34	12,964	8,175
Other reserves	34	156	156
Revaluation reserve	34	14,970	16,857
Profit and loss account	34	3,365	2,588
Shareholders' funds			
– equity		27,757	25,622
– non-equity	34	4,520	2,923
		38,334	34,084

The accounts were approved by the Board of directors on 23 February 2005 and signed on its behalf by:


Sir George Mathewson
Chairman


Sir Fred Goodwin
Group Chief Executive


Fred Watt
Group Finance Director

1 Dealing profits

	2004 £m	2003* £m	2002* £m
Foreign exchange (1)	616	540	447
Securities			
Equities (2)	36	24	18
Debt (3)	811	774	644
Interest rate derivatives (4)	525	455	353
	1,988	1,793	1,462

Dealing profits include interest income and expense recognised on trading-related interest-earning assets and interest-bearing liabilities and exclude direct costs and administrative expenses.

Notes:

- (1) Includes spot and forward foreign exchange contracts and currency swaps, futures and options and related hedges and funding.
(2) Includes equities, equity derivatives, commodity contracts and related hedges and funding.
(3) Includes debt securities and related hedges and funding.
(4) Includes interest rate swaps, forward rate agreements, interest rate options, interest rate futures and credit derivatives and related hedges and funding.

2 Administrative expenses – staff costs

	2004 £m	2003* £m	2002* £m
Wages, salaries and other staff costs	4,543	3,997	4,001
Social security costs	295	248	239
Pension costs (see Note 3)	506	408	344
	5,344	4,653	4,584

* restated (see page 139)

The average number of persons employed by the Group during the year, excluding temporary staff, was 133,300 (2003 – 119,500; 2002 – 113,500).

3 Pension costs

The Group operates a number of pension schemes which are predominantly defined benefit schemes whose assets are independent of the Group's finances. In addition to the main scheme, The Royal Bank of Scotland Group Pension Fund, the Group operates a number of other UK and overseas pension schemes. It also provides other post-retirement benefits, principally through subscriptions to private healthcare schemes in the UK and the US and unfunded post-retirement benefit plans. Provision for the costs of these benefits is charged to the profit and loss account over the average remaining future service lives of the eligible employees. The amounts are not material.

The total pension costs for the Group were as follows:

	Main UK scheme £m	Other schemes £m	2004 Total £m	2003 Total £m	2002 Total £m
Amount charged to profit and loss account					
Expected return on pension scheme assets	(840)	(82)	(922)	(826)	(988)
Interest on pension scheme liabilities	759	78	837	774	787
Net return credited to other operating income	(81)	(4)	(85)	(52)	(201)
Current service cost	400	51	451	371	322
Past service cost	—	11	11	—	3
Net pension cost defined benefit schemes	319	58	377	319	124
Defined contribution schemes and other retirement benefits	—	44	44	37	19
Total net pension costs	319	102	421	356	143

The total net pension costs are included in the profit and loss account as follows:

	2004 £m	2003 £m	2002 £m
Other operating income	(85)	(52)	(201)
Staff costs – pension costs (see Note 2)	506	408	344
Total net pension costs	421	356	143

For the purposes of FRS 17, interim valuations of the Group's schemes were prepared to 31 December by independent actuaries, using the following assumptions:

	2004		2003		2002	
	Main UK scheme	Other Group schemes*	Main UK scheme	Other Group schemes*	Main UK scheme	Other Group schemes*
Rate of increase in salaries (per annum)	3.95%	3.6%	3.95%	3.8%	3.50%	3.2%
Rate of increase in pensions in payment (per annum)	2.70%	2.5%	2.70%	2.3%	2.25%	1.7%
Discount rate (per annum)	5.40%	5.2%	5.60%	5.8%	5.75%	5.8%
Inflation assumption (per annum)	2.70%	2.5%	2.70%	2.1%	2.25%	1.7%

* weighted average

The assets and liabilities of the schemes were as follows:

	2004		2003		2002	
	Main UK scheme £m	Other Group schemes £m	Main UK scheme £m	Other Group schemes £m	Main UK scheme £m	Other Group schemes £m
Equities	7,713	777	7,621	686	7,161	610
Bonds	2,238	244	3,818	276	3,298	260
Other	3,647	208	383	103	223	140
Total market value of assets	13,598	1,229	11,822	1,065	10,682	1,010
Present value of scheme liabilities	(16,051)	(1,626)	(13,594)	(1,261)	(12,418)	(1,130)
Net deficit in the schemes	(2,453)	(397)	(1,772)	(196)	(1,736)	(120)
Deferred tax asset	905	78	532	22	521	20
Net pension deficit	(1,548)	(319)	(1,240)	(174)	(1,215)	(100)
Other unfunded liabilities (net)	—	(34)	—	(31)	—	(26)
Post-retirement benefit liabilities	(1,548)	(353)	(1,240)	(205)	(1,215)	(126)

The assumptions for long-term rates of return on the principal classes of assets at 31 December 2004 were equities 8.1%, gilts 4.5%, other bonds 5.4%, property 6.3% and cash and other assets 4.6% (2003 – equities 8.4%, gilts 4.8%, other bonds 5.6%, property 6.6% and cash and other assets 4.9%; 2002 – equities 8.4%, gilts 4.5%, other bonds 5.75%, property 6.5% and cash 4.5%).

	2004 £m	2003 £m	2002 £m
Amount recognised in the statement of consolidated total recognised gains and losses			
Actual return less expected return on pension scheme assets	411	872	(2,645)
Experience gains and losses arising on scheme liabilities	(631)	7	(25)
Changes in assumptions underlying the present value of scheme liabilities	(1,378)	(810)	278
Actuarial (losses)/gains	(1,598)	69	(2,392)
Current tax relief	56	—	—
Deferred tax asset/(liability)	408	(33)	700
Actuarial (losses)/gains recognised in post-retirement benefit schemes	(1,134)	36	(1,692)

	2004 Total £m	2003 Total £m	2002 Total £m
Movement in pension schemes (deficits)/surpluses during the year			
(Deficit)/surplus in the pension schemes at 1 January	(1,968)	(1,856)	492
Movement in year:			
Current service cost	(451)	(371)	(322)
Past service cost	(11)	—	(3)
Contributions	1,145	139	167
Other operating income	85	52	201
Actuarial (losses)/gains	(1,598)	69	(2,392)
Acquisition of subsidiaries	(32)	—	—
Exchange and other movements	(20)	(1)	1
Deficit in schemes at 31 December	(2,850)	(1,968)	(1,856)
Deferred tax asset	983	554	541
Net pension deficit	(1,867)	(1,414)	(1,315)
Other unfunded liabilities (net)	(34)	(31)	(26)
Post-retirement benefit liabilities	(1,901)	(1,445)	(1,341)

Following the latest formal valuation carried out by independent actuaries as at 31 March 2004, the contribution rate with effect from 1 April 2004 for the main UK scheme is 21.5% of pensionable salaries (2003 and 2002 – 6.8% based on the valuation as at 31 March 2001). Contributions for 2004 include a lump sum of £750 million paid into the Main Fund in addition to the monthly contributions.

3 Pension costs (continued)

	2004 £m	2003 £m	2002 £m
History of experience gains and losses			
Difference between expected and actual return on scheme assets:			
Amount	411	872	(2,645)
Percentage of scheme assets	2.8%	6.8%	(22.6%)
Experience gains and losses on scheme liabilities:			
Amount	(631)	7	(25)
Percentage of the present value of scheme liabilities	(3.6%)	—	(0.2%)
Total amount recognised in the statement of total recognised gains and losses:			
Amount	(1,598)	69	(2,392)
Percentage of the present value of scheme liabilities	(9.0%)	0.5%	(17.7%)

4 Profit on ordinary activities before tax

Profit on ordinary activities before tax is stated after taking account of the following:

	2004 £m	2003 £m	2002 £m
Income			
Aggregate amounts receivable under finance leases, hire purchase and conditional sale contracts	1,345	1,161	1,342
Aggregate amounts receivable under operating leases	1,103	939	811
Profit on disposal of investment securities	167	172	85
Share of associated undertakings' net profit	35	12	2
Expenses			
Operating lease rentals of premises	338	321	255
Operating lease rentals of computers and other equipment	15	13	16
Finance charges on leased assets	13	8	23
Interest on subordinated liabilities	681	551	659
Integration expenditure* relating to:			
– acquisition of NatWest	—	143	810
– other acquisitions	269	86	147
* Integration expenditure comprises:			
Staff costs	113	125	530
Premises and equipment	34	31	127
Other administrative expenses	120	73	298
Depreciation	2	—	2
	269	229	957

Auditors' remuneration

Amounts paid to the auditors for statutory audit and other services were as follows:

	2004 £m	2003 £m
Audit services		
– Statutory audit	8.2	7.2
– Audit related regulatory reporting	1.1	0.6
	9.3	7.8
Further assurance services	3.0	5.7
Tax services		
– Compliance services	0.2	0.1
– Advisory services	0.2	0.5
	0.4	0.6
Other services	3.0	0.7
Total	15.7	14.8

The auditors' remuneration for statutory audit work for the company was £0.1 million (2003 – £0.1 million). Non-audit fees paid to the auditors and their associates in the UK was £6.4 million (2003 – £6.2 million).

5 Tax on profit on ordinary activities

	2004 £m	2003 £m	2002 £m
Current taxation:			
UK corporation tax charge for the year at 30%	1,305	1,095	909
Over provision in respect of prior periods	(66)	(66)	(13)
Relief for overseas taxation	(212)	(211)	(26)
	1,027	818	870
Overseas taxation:			
Current year charge	786	538	370
Over provision in respect of prior periods	(102)	(11)	(2)
	1,711	1,345	1,238
Share of associated undertakings	11	2	2
Current tax charge for the year	1,722	1,347	1,240
Deferred taxation:			
Origination and reversal of timing differences	482	576	398
Over provision in respect of prior periods	(49)	(35)	(56)
Tax charge for the year	2,155	1,888	1,582

The actual tax charge differs from the expected tax charge computed by applying the standard rate of UK corporation tax of 30% as follows:

	2004 £m	2003 £m	2002 £m
Expected tax charge	2,075	1,823	1,456
Goodwill amortisation	241	200	183
Contributions to employee share schemes	(32)	(35)	(40)
Non-deductible items	227	248	179
Non-taxable items	(251)	(207)	(188)
Capital allowances in excess of depreciation	(415)	(626)	(340)
Taxable foreign exchange movements	(10)	5	4
Foreign profits taxed at other rates	49	26	2
Unutilised losses brought forward and carried forward	6	(15)	—
Current taxation adjustments relating to prior periods	(168)	(77)	(15)
Current tax charge for the year	1,722	1,342	1,241
Deferred taxation:			
Origination and reversal of timing differences	482	581	397
Adjustments in respect of prior periods	(49)	(35)	(56)
Actual tax charge	2,155	1,888	1,582

The following factors may affect future tax charges:

- (1) No deferred tax is recognised on the unremitted reserves of overseas subsidiary and associated undertakings. A substantial proportion of such reserves are required to be retained by the overseas undertakings to meet local regulatory requirements.
- (2) Deferred tax assets of £110 million (2003 – £127 million) resulting from tax losses carried forward have not been recognised as there is insufficient evidence that the asset will be recoverable. These assets may be recoverable if the losses can be offset against suitable future taxable profits arising in the same tax jurisdiction.
- (3) The fair values of certain financial assets are disclosed in Note 40. The tax that could be payable if these assets were disposed of at the values shown is estimated at £910 million (2003 – £561 million). Because of the nature of these financial assets which are held as part of the banking business, it is not possible to determine the amount that may become payable in the foreseeable future.
- (4) Freehold and long leasehold properties are revalued (see Note 20). No provision has been made for deferred tax on gains recognised on revaluing Group properties except where there is a commitment to sell the asset and any taxable gain will not be subject to rollover relief. The tax that could be payable if these assets were disposed of at their revalued amount is estimated at £129 million (2003 – £109 million), including tax on rolled over gains (see (5) below). No such tax is expected to be payable in the foreseeable future.
- (5) No provision has been made for deferred tax on certain gains realised on disposals of property and other assets as there is an expectation of rolling over such gains into replacement assets. Expenditure to date on valid replacement assets together with forecasts of future such expenditure indicate that these gains will be available for rollover relief. The tax that could be payable if the conditions for rollover relief were not met is estimated at £16 million (2003 – £68 million).

6 Preference and Additional Value Shares dividends

	2004 £m	2003 £m	2002 £m
Non-cumulative preference shares of US\$0.01	105	99	141
Non-cumulative convertible preference shares of US\$0.01	90	100	108
Non-cumulative convertible preference shares of €0.01	33	37	32
Non-cumulative preference shares of €0.01	4	—	—
Non-cumulative convertible preference shares of £0.25	—	—	1
Non-cumulative convertible preference shares of £0.01	15	15	15
11% cumulative preference shares of £1 (1)	—	—	—
5.5% cumulative preference shares of £1 (2)	—	—	—
Appropriation for premium payable on redemption and issue costs	9	10	8
Total preference dividends	256	261	305
Additional Value Shares	—	1,463	798
Total non-equity dividends	256	1,724	1,103

Notes:

- (1) Dividends for the year ended 31 December 2004 amounted to £55,000 (2003 and 2002 – £55,000).
 (2) Dividends for the year ended 31 December 2004 amounted to £22,000 (2003 and 2002 – £22,000).

7 Ordinary dividends

	2004 p per share	2003 p per share	2002 p per share	2004 £m	2003 £m	2002 £m
Interim	16.8	14.6	12.7	529	431	368
Proposed final	41.2	35.7	31.0	1,308	1,059	899
Total dividends on equity shares	58.0	50.3	43.7	1,837	1,490	1,267

8 Profit dealt with in the accounts of the company

Of the profit attributable to shareholders, £2,878 million (2003 – £2,619 million; 2002 – £1,955 million) has been dealt with in the accounts of the company.

9 Earnings per ordinary share

The earnings per share are based on the following:

	2004 £m	2003 £m	2002 £m
Earnings:			
Profit attributable to ordinary shareholders	4,256	2,254	2,034
Add back dividends on dilutive convertible non-equity shares	66	—	—
Diluted earnings attributable to ordinary shareholders	4,322	2,254	2,034
Number of ordinary shares:			
Weighted average number of ordinary shares in issue during the year	3,085	2,931	2,881
Effect of dilutive share options and convertible non-equity shares	73	22	43
Diluted weighted average number of ordinary shares during the year	3,158	2,953	2,924

10 Treasury bills and other eligible bills

	2004 £m	2003 £m
Treasury bills and similar securities	5,538	3,917
Other eligible bills	572	929
	6,110	4,846
Banking business	3,189	2,977
Trading business	2,921	1,869

Treasury and other eligible bills are principally of short-term maturity and their market value is not materially different from carrying value.

11 Loans and advances to banks

	2004 £m	2003 £m
Repayable on demand	19,430	17,115
Remaining maturity		
– three months or less	26,112	25,525
– one year or less but over three months	11,902	8,357
– five years or less but over one year	266	422
– over five years	556	479
	58,266	51,898
Specific bad and doubtful debt provisions	(6)	(7)
	58,260	51,891
Banking business	22,354	21,358
Trading business	35,906	30,533

12 Loans and advances to customers

	2004 £m	2003 £m
On demand or short notice	51,234	24,847
Remaining maturity		
– three months or less	89,784	64,281
– one year or less but over three months	38,461	27,465
– five years or less but over one year	53,543	40,908
– over five years	116,669	98,952
	349,691	256,453
General and specific bad and doubtful debt provisions	(4,222)	(3,922)
	345,469	252,531
Banking business	283,233	223,456
Trading business	62,236	29,075
Amounts above include:		
Subordinated advances	220	73
Amounts receivable under finance leases	9,968	8,405
Amounts receivable under hire purchase and conditional sale agreements	6,358	5,935

The cost of assets acquired during the year for the purpose of letting under finance leases and hire purchase agreements was £5,937 million (2003 – £6,361 million).

The Group's exposure to risk from its lending activities is widely diversified both geographically and industrially. Lending to the services sector, house mortgage lending, loans to financial institutions, other personal loans and lending to property companies exceeded 10% of total loans and advances to customers (before provisions).

Residual value exposures

The table below gives details of the unguaranteed residual values included in the carrying value of finance lease receivables (see above) and operating lease assets (see Note 20).

	Year in which the residual value will be recovered				Total £m
	Within 1 year £m	After 1 year but within 2 years £m	After 2 years but within 5 years £m	After 5 years £m	
2004					
Operating leases					
Transportation	69	387	1,260	2,603	4,319
Cars and light commercial vehicles	405	141	117	—	663
Other	14	19	65	11	109
Finance leases	34	33	70	355	492
At 31 December 2004	522	580	1,512	2,969	5,583

	Year in which the residual value will be recovered				Total £m
	Within 1 year £m	After 1 year but within 2 years £m	After 2 years but within 5 years £m	After 5 years £m	
2003					
Operating leases					
Transportation	548	198	481	2,344	3,571
Cars and light commercial vehicles	313	128	120	—	561
Other	11	21	54	96	182
Finance leases	62	21	85	158	326
At 31 December 2003	934	368	740	2,598	4,640

Linked presentation

(i) Leveraged leases – as part of the purchase of Charter One, the Group acquired a portfolio of lease receivables that qualify as leveraged leases under US GAAP. Leveraged leases involve the Group as lessor obtaining non-recourse funding from third parties. This financing is secured on the underlying leases and the provider of the finance has no recourse whatsoever to the other assets of the Group. The Group is not obliged, and does not intend, to support losses that may be suffered by these

third-party providers of funding. They have agreed in writing that they will be paid, as to interest and principal, only out of lease cash flows. At 31 December 2004, the gross value of leveraged leases amounted to £1,897 million and non-recourse financing received was £1,502 million. During the year the Group recognised net income of £13 million comprising interest receivable of £35 million less interest payable and other expenses of £22 million.

(ii) Mortgage securitisations – following the acquisition of First Active in 2004, the Group is party to a number of mortgage securitisations that qualify for linked presentation. Mortgages have been transferred to special purpose vehicles, held ultimately by charitable trusts, funded principally through the issue of floating rate notes. The Group is not obliged, and does not intend, to support losses that may be suffered by the note holders. There are no arrangements for the Group to repurchase the mortgages. The note holders have agreed that they will be paid, as to interest and principal, only to the extent that sufficient funds are generated by the mortgage loans and their underlying security. The Group has entered into arm's length fixed/floating interest rate swaps with the securitisation vehicles and provides mortgage management and agency services to the vehicles. On repayment of the financing, any further amounts generated by the mortgages will be paid to the Group. At 31 December 2004, mortgages of £1,519 million are subject to non-recourse finance of £1,479 million. During the year the Group recognised net income of £26 million comprising interest receivable of £72 million less interest payable and other expenses of £46 million.

(iii) Securitisation of housing association loans – the Group has arranged the securitisation of housing association loans. The loans were acquired by special purpose vehicles, held ultimately by charitable trusts, funded principally through the issue of floating and fixed rate notes. The Group is not obliged, and does not intend, to support losses that may be suffered by the note holders. The note holders have agreed that they will be paid, as to interest and principal, only to the extent that sufficient funds are generated by the loans and their underlying security. Any proceeds from the loans in excess of the amounts required to service and repay the notes are payable to the Group after deduction of expenses. At 31 December 2004, gross loans amounted to £1,412 million (2003 – £1,450 million) and notes held by third parties were £1,012 million (2003 – £861 million).

During the year the Group recognised net income of £37 million (2003 – £39 million; 2002 – £40 million) comprising interest receivable of £116 million (2003 – £119 million; 2002 – £118 million) less interest payable and other expenses of £79 million (2003 – £80 million; 2002 – £78 million).

(iv) Mortgage banking activities – the Group sells originated mortgage loans to US Agencies in return for securities backed by these loans and guaranteed by the Agency whilst retaining the rights to service the mortgages. These securities may be subsequently sold. The purchaser has recourse to the Group for losses up to pre-determined levels on certain designated mortgages. The Group is not obliged, and does not intend, to support losses that may be suffered by the Agencies. Under the terms of the sale agreements, the Agencies have agreed to seek repayment only from the cash from the mortgage loans. Once the securities exchanged for the loans have been sold the Group's exposure is restricted to the amount of the recourse and the transaction qualifies for the linked presentation. At 31 December 2004 mortgages amounting to £472 million had been sold with recourse and the related securities sold. Recourse is limited to a maximum of £6 million. No amounts were recognised in the profit and loss account except for income from the servicing of the mortgages.

(v) Loan transfer – during 2004, loans originated by the Group and another bank were transferred to a special purpose vehicle which funded the purchase through the issue of notes. The Group is not obliged, and does not intend, to support losses that may be suffered by the note holders. There are no arrangements for the Group to repurchase the loan. The note holders have agreed that they will be paid, as to interest and principal, only to the extent that sufficient funds are generated by the loans. At 31 December 2004, the gross loan amounted to £301 million and the non-recourse financing of £301 million. Gross and net income in 2004 were less than £1 million.

13 Provisions for bad and doubtful debts

	Specific £m	General £m	2004 Total £m	Specific £m	General £m	2003 Total £m
At 1 January	3,363	566	3,929	3,330	597	3,927
Currency translation and other adjustments	(22)	(76)	(98)	(23)	(39)	(62)
Acquisition of subsidiary	222	68	290	44	6	50
Amounts written off	(1,468)	—	(1,468)	(1,519)	—	(1,519)
Recoveries of amounts written off in previous periods	147	—	147	72	—	72
Charge to profit and loss account	1,412	16	1,428	1,459	2	1,461
At 31 December	3,654	574	4,228	3,363	566	3,929

14 Interest in suspense

In certain cases, interest may be charged to a customer's account but, because its recoverability is in doubt, not recognised in the Group's consolidated profit and loss account. Such interest is held in a suspense account and netted off against loans and advances in the consolidated balance sheet.

	2004 £m	2003 £m
Loans and advances on which interest is being placed in suspense:		
– before specific provisions	2,558	1,938
– after specific provisions	1,203	930
Loans and advances on which interest is not being applied:		
– before specific provisions	2,225	2,494
– after specific provisions	850	980

15 Debt securities

	2004 Book value £m	Gross unrecognised gains £m	Gross unrecognised losses £m	2004 Valuation £m	2003 Book value £m	Gross unrecognised gains £m	Gross unrecognised losses £m	2003 Valuation £m
Investment securities:								
UK government	760	2	(22)	740	1,516	1	(5)	1,512
Other government	14,138	85	(44)	14,179	12,442	101	(105)	12,438
Other public sector bodies	309	1	—	310	422	4	—	426
Bank and building society	9,319	3	(4)	9,318	11,690	4	(7)	11,687
Other issuers	10,537	78	(285)	10,330	15,464	130	(302)	15,292
	<u>35,063</u>	<u>169</u>	<u>(355)</u>	<u>34,877</u>	<u>41,534</u>	<u>240</u>	<u>(419)</u>	<u>41,355</u>
Other debt securities:								
UK government	1,502			1,502	1,246			1,246
Other government	12,457			12,457	10,819			10,819
Other public sector bodies	37			37	36			36
Bank and building society	604			604	407			407
Other issuers	41,548			41,548	25,907			25,907
	<u>56,148</u>			<u>56,148</u>	<u>38,415</u>			<u>38,415</u>
	<u>91,211</u>			<u>91,025</u>	<u>79,949</u>			<u>79,770</u>
Due within one year	18,060				16,943			
Due one year and over	73,151				63,006			
	<u>91,211</u>				<u>79,949</u>			
Investment securities:								
Listed	25,201			25,198	33,067			33,001
Unlisted	9,862			9,679	8,467			8,354
	<u>35,063</u>			<u>34,877</u>	<u>41,534</u>			<u>41,355</u>
Other debt securities:								
Listed	28,714			28,714	16,307			16,307
Unlisted	27,434			27,434	22,108			22,108
	<u>91,211</u>			<u>91,025</u>	<u>79,949</u>			<u>79,770</u>
Banking business	36,485				42,374			
Trading business	54,726				37,575			
Amounts above include:								
Subordinated debt securities	664				890			
Unamortised discounts less premiums on investment securities	1				3			

The cost of securities carried at market value is not disclosed because it cannot be determined without unreasonable expense.

Movements in debt securities which are held as investment securities were as follows:

	Cost £m	Discounts and premiums £m	Provisions £m	Book value £m
At 1 January 2004	41,440	216	(122)	41,534
Currency translation and other adjustments	(1,610)	(18)	2	(1,626)
Additions	41,217	—	—	41,217
Acquisition of subsidiaries	4,013	(6)	—	4,007
Maturities and disposals	(42,529)	(48)	10	(42,567)
Provisions made net of write backs	—	—	(71)	(71)
Transfers to other debt securities	(7,429)	6	1	(7,422)
Amortisation of discounts and premiums	—	(9)	—	(9)
Amounts written off	(16)	—	16	—
At 31 December 2004	<u>35,086</u>	<u>141</u>	<u>(164)</u>	<u>35,063</u>

The following table categorises the Group's investment debt securities by maturity and yield (based on weighted averages) at 31 December 2004:

	Within 1 year		After 1 but within 5 years		After 5 but within 10 years		After 10 years		Total	
	Amount £m	Yield %	Amount £m	Yield %	Amount £m	Yield %	Amount £m	Yield %	Amount £m	Yield %
UK government	61	8.2	489	5.9	184	5.7	26	2.5	760	5.9
US treasury and other US government	254	1.4	326	2.2	944	2.6	11,185	3.0	12,709	3.0
Other government	442	1.7	617	3.9	314	3.8	4	5.7	1,377	3.2
Securities issued by the states of the US	—	—	18	4.9	16	4.1	18	3.4	52	4.1
Other public sector bodies	99	1.0	8	4.6	202	2.0	—	—	309	1.7
Corporate debt securities	750	3.5	982	3.8	227	4.0	224	4.9	2,183	3.8
Mortgage-backed securities	12	2.5	211	7.0	1,168	3.4	3,473	4.1	4,864	4.1
Bank and building society	8,158	5.2	1,089	3.4	44	5.0	28	5.3	9,319	5.0
Other	1,768	4.0	1,421	5.4	221	2.5	80	2.1	3,490	4.5
Total book value	11,544	4.6	5,161	4.4	3,320	3.2	15,038	3.3	35,063	3.9
Total fair value	11,297		5,201		3,288		15,091		34,877	

Gross gains of £101 million (2003 – £158 million) and gross losses of £30 million (2003 – £47 million) were realised on the sale and redemption of investment debt securities.

16 Equity shares

	2004 Book value £m	Gross unrecognised gains £m	Gross unrecognised losses £m	2004 Valuation £m	2003 Book value £m	Gross unrecognised gains £m	Gross unrecognised losses £m	2003 Valuation £m
Investment securities:								
Listed	1,213	356	(78)	1,491	1,157	350	(88)	1,419
Unlisted	1,227	169	(5)	1,391	664	174	(19)	819
	2,440	525	(83)	2,882	1,821	524	(107)	2,238
Other securities:								
Listed	519	—	—	519	465	—	—	465
Unlisted	1	—	—	1	14	—	—	14
	2,960	525	(83)	3,402	2,300	524	(107)	2,717
Banking business	2,474				1,872			
Trading business	486				428			

The cost of securities carried at market value is not disclosed because it cannot be determined without unreasonable expense.

Movements in equity shares which are held as investment securities were as follows:

	Cost £m	Provisions £m	Book value £m
At 1 January 2004	1,940	(119)	1,821
Currency translation and other adjustments	(61)	5	(56)
Additions	573	—	573
Acquisition of subsidiaries	381	—	381
Disposals	(288)	—	(288)
Amounts written off	(10)	10	—
Provisions made net of write backs	—	(12)	(12)
Transfers	21	—	21
At 31 December 2004	2,556	(116)	2,440

Gross gains of £96 million (2003 – £68 million) and gross losses of nil (2003 – £7 million) were realised on the sale of investment equity shares.

17 Shares in Group undertakings

Movements in shares in Group undertakings during the year were as follows:

	£m
At 1 January 2004	32,354
Currency translation adjustments	(399)
Additions	6,802
Revaluation	(1,887)
At 31 December 2004	36,870

On the historical cost basis, shares in Group undertakings at 31 December 2004 would have been included at a cost of £22,301 million (2003 – £15,499 million).

The principal subsidiary undertakings of the company are shown below. Their capital consists of ordinary and preference shares which are unlisted with the exception of certain preference shares issued by NatWest. The Royal Bank and RBS Insurance Group Limited are directly owned by the company, and all of the other subsidiary undertakings are owned directly, or indirectly through intermediate holding companies, by these companies and are all wholly-owned. All of these subsidiaries are included in the Group's consolidated financial statements and have an accounting reference date of 31 December.

	Nature of business	Country of incorporation and principal area of operation
The Royal Bank of Scotland plc	Banking	Great Britain
National Westminster Bank Plc (1)	Banking	Great Britain
Citizens Financial Group, Inc.	Banking	US
Coutts & Co (2)	Private banking	Great Britain
Greenwich Capital Markets, Inc.	Broker dealer	US
RBS Insurance Group Limited	Insurance	Great Britain
Ulster Bank Limited (3)	Banking	Northern Ireland

Notes:

- (1) The company does not hold any of the NatWest preference shares in issue.
 (2) Coutts & Co is incorporated with unlimited liability. Its registered office is 440 Strand, London WC2R 0Q5.
 (3) Ulster Bank Limited and its subsidiary undertakings also operate in the Republic of Ireland.

The above information is provided in relation to the principal related undertakings as permitted by Section 231(5) of the Companies Act 1985. Full information on all related undertakings will be included in the Annual Return filed with the UK Companies House.

18 Loans to Group undertakings

Movements during the year:		£m
At 1 January 2004		4,554
Currency translation and other adjustments		(216)
Additions		350
Repayments		(587)
At 31 December 2004		4,101

19 Intangible fixed assets

Goodwill		£m
Cost:		
At 1 January 2004		15,758
Currency translation and other adjustments		(558)
Arising on acquisitions during the year		5,899
Disposals		(20)
At 31 December 2004		21,079
Amortisation:		
At 1 January 2004		2,627
Currency translation and other adjustments		(35)
Charge for the year		915
Disposals		(4)
At 31 December 2004		3,503
Net book value at 31 December 2004		17,576
Net book value at 31 December 2003		13,131

20 Tangible fixed assets

	Freehold premises £m	Long leasehold premises £m	Short leasehold premises £m	Computers and other equipment £m	Assets on operating leases £m	Total £m
Cost or valuation:						
At 1 January 2004	5,217	1,346	655	2,911	7,548	17,677
Currency translation and other adjustments	(18)	—	(10)	(41)	(185)	(254)
Reclassifications	1	(5)	(5)	9	—	—
Acquisition of subsidiaries	152	32	41	133	487	845
Additions	589	21	212	691	2,841	4,354
Disposals and write-off of fully depreciated assets	(302)	(21)	(48)	(136)	(1,352)	(1,859)
Revaluation adjustments	16	2	—	—	—	18
At 31 December 2004	5,655	1,375	845	3,567	9,339	20,781
Consisting of:						
At valuation – 2004	2,754	1,129	—	—	—	3,883
– 2003 and prior	821	134	—	—	—	955
At cost	2,080	112	845	3,567	9,339	15,943
	5,655	1,375	845	3,567	9,339	20,781
Accumulated depreciation and amortisation:						
At 1 January 2004	407	94	250	1,805	1,194	3,750
Currency translation and other adjustments	(1)	3	(3)	(17)	(29)	(47)
Reclassifications	—	—	(2)	2	—	—
Acquisition of subsidiaries	—	5	—	14	28	47
Disposals and write-off of fully depreciated assets	(19)	(2)	(4)	(56)	(251)	(332)
Charge for the year	60	11	42	355	639	1,107
Revaluation adjustments	(19)	(19)	—	—	—	(38)
At 31 December 2004	428	92	283	2,103	1,581	4,487
Net book value at 31 December 2004	5,227	1,283	562	1,464	7,758	16,294
Net book value at 31 December 2003	4,810	1,252	405	1,106	6,354	13,927

On the historical cost basis, the Group's freehold and long leasehold premises would have been included at £6,249 million (2003 – £5,886 million).

Freehold and long leasehold properties are revalued on a rolling basis, each property being valued at least every five years. Interim valuations outwith the five year cycle are carried out on properties where there is an indication that their value has changed significantly, given market conditions. The directors are not aware of any material change in the valuation of the Group's properties and therefore no additional interim valuations were required.

Properties occupied by the Group are valued on the basis of Existing Use Value, except for certain specialised properties which are valued on a Depreciated Replacement Cost basis. Investment properties and properties to be disposed of are valued to reflect Open Market Value. Valuations are carried out by internal and external qualified surveyors who are members of the Royal Institution of Chartered Surveyors or, in the case of some overseas properties, locally qualified valuers.

	2004 £m	2003 £m
Net book value:		
Land and buildings occupied for own use	2,768	2,391
Investment properties	3,715	3,628
Properties under development	570	429
Properties to be disposed of	19	19
	7,072	6,467
Net book value of assets held under finance leases	18	90
Depreciation for the year of assets held under finance leases	2	20
Contracts for future capital expenditure not provided for in the accounts at the year end		
Premises and equipment	406	104
Assets on operating leases	196	498
	602	602

21 Other assets

	2004 £m	2003* £m
Trading derivatives (see Note 39)	17,884	14,087
Other	4,371	3,720
	<u>22,255</u>	<u>17,807</u>

*restated (see page 139)

22 Long-term assurance business

The long-term assurance assets and liabilities attributable to policyholders comprise:

	2004 £m	2003 £m
Investments	4,309	4,005
Value of in-force policies	418	413
	<u>4,727</u>	<u>4,418</u>
Long-term assurance business attributable to shareholders*	(927)	(861)
	<u>3,800</u>	<u>3,557</u>

The increase in the shareholders' interest in the long-term assurance business included in the profit and loss account is calculated as follows:

	2004 £m	2003 £m
Increase in value for the year before tax	94	73
Tax	(28)	(22)
Increase in value for the year after tax	<u>66</u>	<u>51</u>

* The value of the long-term assurance business is calculated by discounting estimated future flows of statutory profits from in-force business at a discount rate that includes a risk margin. The future flows are based on prudent assumptions about long-term economic and business experience determined with the advice of qualified actuaries. The risk margin is designed to reflect uncertainties in expected future flows.

The key assumptions used are:

	2004 %	2003 %
Risk discount rate (net of tax)	8.0	8.5
Growth of unit-linked funds (gross of tax)	6.9	6.7
Growth of non-unit-linked funds (gross of tax)	4.7	5.0
Basic tax rate	20.0	20.0
Shareholder taxation – life	30.0	30.0
Expense inflation	3.5	3.5

23 Deposits by banks

	2004 £m	2003 £m
Repayable on demand	30,279	20,995
With agreed maturity dates or periods of notice, by remaining maturity		
– three months or less	53,296	42,300
– one year or less but over three months	10,474	2,268
– five years or less but over one year	3,675	122
– over five years	1,357	1,638
	<u>99,081</u>	<u>67,323</u>
Banking business	59,399	41,061
Trading business	<u>39,682</u>	<u>26,262</u>

24 Customer accounts

	2004 £m	2003 £m
Repayable on demand	193,988	160,574
With agreed maturity dates or periods of notice, by remaining maturity		
– three months or less	66,542	64,797
– one year or less but over three months	15,502	7,608
– five years or less but over one year	7,803	3,288
– over five years	1,227	696
	285,062	236,963
Banking business	243,929	210,925
Trading business	41,133	26,038

25 Debt securities in issue

	2004 £m	2003 £m
Bonds and medium term notes, by remaining maturity		
– one year or less	7,736	2,227
– two years or less but over one year	3,034	1,063
– five years or less but over two years	3,606	3,614
– over five years	1,328	3,525
	15,704	10,429
Other debt securities in issue, by remaining maturity		
– three months or less	31,849	23,414
– one year or less but over three months	9,786	6,188
– two years or less but over one year	1,598	977
– five years or less but over two years	23	8
	43,256	30,587
	58,960	41,016
Banking business	57,200	39,899
Trading business	1,760	1,117

26 Settlement balances and short positions

	2004 £m	2003 £m
Settlement balances	4,067	2,241
Short positions:		
Debt securities – Government	24,619	16,631
– Other issuers	4,002	2,423
Treasury bills and other eligible bills	302	74
	32,990	21,369

27 Other liabilities

	2004 £m	2003 £m
Notes in circulation	1,351	1,394
Trading derivatives (see Note 39)	19,034	15,173
Current taxation	677	700
Dividends	1,357	1,105
Other liabilities	3,733	2,212
	26,152	20,584

28 Deferred taxation

Provision for deferred taxation has been made as follows:

	2004 £m	2003 £m
Deferred tax liability	2,873	2,036
Deferred tax asset (included in Note 21, Other assets)	(47)	(48)
Net deferred tax	2,826	1,988

	2004 £m	2003 £m
Short-term timing differences	(56)	(49)
Capital allowances	3,248	2,440
Bad and doubtful debt provisions	(399)	(441)
Deferred gains	33	38
Net deferred tax	2,826	1,988

Movements during the year:	£m
As previously reported	2,238
Prior year adjustment arising on implementation of FRS 17	(250)
At 1 January 2004 as restated	1,988
Currency translation and other adjustments	(66)
Acquisition of subsidiaries	514
Disposal of lease receivables	(43)
Charge to profit and loss account	433
At 31 December 2004	2,826

The deferred taxation balance at 31 December 2004 does not include any amounts in respect of the Group's post-retirement benefit liabilities which is shown on the balance sheet after deduction of a deferred taxation asset of £995 million (2003 – £566 million) (see Note 3). The opening provision for deferred taxation has been restated following implementation of FRS 17 (see page 139).

29 Other provisions

	Property(1) £m	Pensions and other similar obligations £m	Other(2) £m	Total £m
As previously reported	179	43	34	256
Prior year adjustment arising on implementation of FRS 17	—	(43)	—	(43)
At 1 January 2004 as restated	179	—	34	213
Acquisition of subsidiaries	—	—	12	12
Charge to profit and loss account	18	—	2	20
Provisions utilised	(33)	—	(14)	(47)
At 31 December 2004	164	—	34	198

Notes:

(1) The Group has a number of leasehold properties where rents payable and other unavoidable costs exceed the value to the Group. Such costs arise over the period of the lease or to the expected termination date, and the provision has been discounted due to the long-term nature of certain of these obligations.

(2) Other provisions arise in the normal course of business.

30 Dated loan capital

	2004 £m	2003 £m
The company		
£200 million floating rate (minimum 5.25%) notes 2005 (1,2)	40	80
US\$400 million 6.4% subordinated notes 2009 (1)	206	223
US\$300 million 6.375% subordinated notes 2011 (1)	154	166
US\$750 million 5% subordinated notes 2013	385	416
US\$750 million 5% subordinated notes 2014 (1)	385	417
US\$250 million 5% subordinated notes 2014 (1)	127	137
US\$675 million 5.05% subordinated notes 2015 (issued December 2004) (3)	347	—
US\$350 million 4.7% subordinated notes 2018 (1)	180	195
	1,824*	1,634*
The Royal Bank of Scotland plc		
£125 million subordinated floating rate notes 2005 (4)	125	125
£150 million 8.375% subordinated notes 2007	150	149
DEM500 million (redesignated €255 million) 5.25% subordinated notes 2008	180	180
€300 million 4.875% subordinated notes 2009	211	211
US\$150 million floating rate notes 2009 (5)	—	84
£35 million floating rate step-up subordinated notes 2010	35	35
US\$350 million floating rate subordinated notes 2012	181	196
€130 million floating rate subordinated notes 2012	92	92
US\$500 million floating rate subordinated notes 2012	258	280
£150 million 10.5% subordinated bonds 2013 (6)	150	149
€1,000 million 6.0% subordinated notes 2013	699	700
€500 million 6.0% subordinated notes 2013	360	362
US\$50 million floating rate subordinated notes 2013	26	28
€1,000 million floating rate subordinated notes 2013 (callable October 2008)	704	705
US\$1,250 million floating rate subordinated notes 2014 (issued May 2004; callable July 2009) (7)	646	—
A\$590 million 6.0% subordinated notes 2014 (issued October 2004; callable October 2009) (8)	238	—
A\$410 million floating rate subordinated notes 2014 (issued October 2004; callable October 2009) (9)	165	—
£250 million 9.625% subordinated bonds 2015	248	248
€750 million 4.875% subordinated notes 2015	528	529
US\$500 million floating rate subordinated notes 2016 (issued October 2004; callable October 2011) (10)	258	—
€500 million 4.5% subordinated notes 2016 (callable January 2011)	351	351
€100 million floating rate subordinated notes 2017	71	70
US\$125.6 million floating rate subordinated notes 2020	65	70
€1,000 million 4.625% subordinated notes 2021 (issued September 2004; callable September 2016) (11)	695	—
RBSG Capital Corporation		
US\$250 million 10.125% guaranteed capital notes 2004 (12)	—	140
National Westminster Bank Plc		
£100 million 12.5% subordinated unsecured loan stock 2004 (13)	—	104
US\$400 million guaranteed floating rate capital notes 2005	206	223
US\$1,000 million 7.375% subordinated notes 2009	513	553
US\$650 million floating rate subordinated step-up notes 2009 (14)	—	366
€600 million 6.0% subordinated notes 2010	420	419
£300 million 8.125% step-up subordinated notes 2011 (callable December 2006)	301	303
€500 million 5.125% subordinated notes 2011	346	341
£300 million 7.875% subordinated notes 2015	304	309
£300 million 6.5% subordinated notes 2021	296	297
Greenwich Capital Holdings, Inc.		
US\$105 million subordinated loan capital 2004 floating rate notes	—	59
US\$105 million subordinated loan capital 2006 floating rate notes	54	—
Charter One Financial, Inc. (15)		
US\$400 million 6.375% subordinated notes 2012	226	—
First Active plc (16)		
US\$35 million 7.24% subordinated bonds 2012 (callable December 2007)	22	—
£60 million 6.375% subordinated bonds 2018 (callable April 2013)	65	—
	11,013	9,312

	2004 £m	2003 £m
Dated loan capital in issue, by remaining maturity is repayable as follows:		
– in one year or less	371	709
– in two years or less but over one year	355	388
– in five years or less but over two years	3,035	1,337
– in more than five years	7,252	6,878
	11,013	9,312

* In addition, the company issued 1.25 million subordinated loan notes of €1,000 each in June 2002, 750,000 subordinated loan notes of US\$1,000 each in December 2002, 850,000 subordinated loan notes of US\$1,000 each in May 2003, 650,000 subordinated loan notes of US\$1,000 each in December 2003, 1.5 million subordinated loan notes of US\$1,000 each in August 2004 and 450,000 subordinated loan notes of US\$1,000 each in September 2004 to subsidiaries of the Group. These loan notes are included in the company balance sheet within loan capital but are reclassified as non-equity minority interests on consolidation (see Note 32).

Notes:

- (1) On-lent to The Royal Bank of Scotland plc on a subordinated basis.
- (2) Repayable in five equal annual instalments in May in each of the years 2001 to 2005.
- (3) Net proceeds received US\$672 million, £349 million.
- (4) Repayable in whole, at the option of The Royal Bank of Scotland plc, prior to maturity, on conditions governing the respective debt obligation, including prior approval of the UK Financial Services Authority.
- (5) Redeemed in October 2004.
- (6) Unconditionally guaranteed by the company.
- (7) Net proceeds received US\$1,250 million, £698 million.
- (8) Net proceeds received A\$589 million, £240 million.
- (9) Net proceeds received A\$409 million, £167 million.
- (10) Net proceeds received US\$500 million, £278 million.
- (11) Net proceeds received €986 million, £673 million.
- (12) Redeemed in March 2004.
- (13) Redeemed in July 2004.
- (14) Redeemed in October 2004.
- (15) Arising from acquisition of Charter One.
- (16) Arising from acquisition of First Active.
- (17) In the event of certain changes in the tax laws of the UK, all of the dated loan capital issues are redeemable in whole, but not in part, at the option of the issuer, at the principal amount thereof plus accrued interest, subject to prior approval of the UK Financial Services Authority.
- (18) Except as stated above, claims in respect of the Group's dated loan capital are subordinated to the claims of other creditors. None of the Group's dated loan capital is secured.
- (19) Interest payable on the Group's floating rate dated issues is at a margin over London interbank rates. Interest on £1,450 million, US\$4,425 million, €5,405 million and A\$590 million of fixed rate dated issues is swapped into floating rates at a margin over London interbank rates.

31 Undated loan capital including convertible debt

	2004 £m	2003 £m
The company		
US\$350 million undated floating rate primary capital notes (callable on any interest payment date) (1,2)	181	196
US\$200 million 8.5% exchangeable capital securities, Series A (callable June 2004) (1,3)	103	112
US\$50 million undated 7.993% capital securities (callable November 2005) (1)	26	28
US\$35 million undated 7.755% capital securities (callable December 2005) (1)	18	19
US\$200 million undated 7.375% reset capital securities (callable April 2006) (1)	103	112
US\$75 million floating rate perpetual capital securities (callable September 2007) (1)	39	42
US\$850 million 5.75% exchangeable capital securities, Series B (4)	—	464
US\$1,200 million 7.648% perpetual regulatory tier one securities (callable September 2031) (1,5)	615	666
	1,085	1,639
The Royal Bank of Scotland plc		
£125 million 9.25% undated subordinated step-up notes (callable April 2006)	125	125
£150 million undated subordinated floating rate step-up notes (callable March 2007)	150	150
FRF1,000 million (redesignated €152 million) 5.875% undated subordinated notes (callable October 2008)	107	107
£175 million 7.375% undated subordinated notes (callable August 2010)	174	173
£350 million 6.25% undated subordinated notes (callable December 2012)	348	348
€500 million 5.125% subordinated notes (issued July 2004; callable July 2014) (6)	350	—
€1,000 million floating rate subordinated notes (issued July 2004; callable July 2014) (7)	701	—
£500 million 6.0% subordinated notes (issued June 2004; callable September 2014) (8)	496	—
£500 million 5.125% undated subordinated notes (callable March 2016)	491	491
£200 million 9.5% undated subordinated bonds (callable August 2018) (9)	198	198
£600 million 5.5% subordinated notes (issued December 2004; callable December 2019) (10)	595	—
£500 million 6.2% undated subordinated notes (callable March 2022)	497	497
£300 million 5.625% undated subordinated notes (callable September 2026)	298	298
£200 million 5.625% undated subordinated notes (callable September 2026)	210	211
£400 million 5.625% undated subordinated notes (callable September 2026)	397	396
£350 million 5.625% undated subordinated notes (callable June 2032)	346	346
£150 million 5.625% undated subordinated notes (callable June 2032)	144	144
JPY25 billion 2.605% subordinated notes (issued November 2004; callable November 2034) (11)	126	—
National Westminster Bank Plc		
US\$500 million primary capital floating rate notes, Series A (callable on any interest payment date)	258	280
US\$500 million primary capital floating rate notes, Series B (callable on any interest payment date)	258	280
US\$500 million primary capital floating rate notes, Series C (callable on any interest payment date)	258	280
US\$500 million 7.75% exchangeable capital securities (callable on any interest payment date) (12)	258	280
US\$500 million 7.75% reset subordinated notes (callable October 2007)	255	275
€100 million floating rate undated subordinated step-up notes (callable October 2009)	71	70
€400 million 6.625% fixed/floating rate undated subordinated notes (callable October 2009)	280	280
£325 million 7.625% undated subordinated step-up notes (callable January 2010)	329	330
£200 million 7.125% undated subordinated step-up notes (callable October 2022)	203	203
£200 million 11.5% undated subordinated notes (callable December 2022) (13)	281	285
First Active plc (14)		
£20 million 11.75% perpetual tier two capital	24	—
IRE30 million 11.375% perpetual tier two capital	38	—
£1.3 million floating rate perpetual tier two capital	2	—
	9,353	7,686

Notes:

- (1) On-lent to The Royal Bank of Scotland plc on a subordinated basis.
- (2) Interest is payable at a rate of 0.25% per annum over an average calculated by reference to six month euro dollar deposits in London for each interest period.
- (3) Redeemable in certain circumstances related to changes in the tax laws of the UK, in whole or in part, at the option of the company on any interest payment date. Exchangeable, in whole or in part, at the option of the company on any interest payment date, or in certain circumstances related to changes in the tax laws of the UK, in whole but not in part, into the company's non-cumulative preference shares of US\$0.01 each.
- (4) Exchanged for 34 million non-cumulative dollar preference shares of US\$0.01, Series L on 30 September 2004.
- (5) Redeemable by the company on or after 30 September 2031 or on any interest payment date thereafter or at any time on the occurrence of certain events, subject to the prior approval of the UK Financial Services Authority.
Interest on the PROs is payable semi-annually in arrears at a fixed rate of 7.648% per annum until 30 September 2031 and thereafter quarterly in arrears at a variable rate of 2.5% per annum above three month dollar LIBOR. The company can satisfy interest payment obligations by issuing ordinary shares to appointed Trustees sufficient to enable them, on selling these shares, to settle the interest payment.
- (6) Net proceeds received €496 million, £334 million.
- (7) Net proceeds received €994 million, £668 million.
- (8) Net proceeds received £495 million.
- (9) Guaranteed by the company.
- (10) Net proceeds received £595 million.
- (11) Net proceeds received JPY25 billion, £127 million.
- (12) Exchangeable at the option of the issuer into 20 million 8.75% (gross) non-cumulative preference shares of US\$25 each of National Westminster Bank Plc at any time.
- (13) Exchangeable at the option of the issuer into 200 million 8.392% (gross) non-cumulative preference shares of £1 each of National Westminster Bank Plc at any time.
- (14) Arising from acquisition of First Active.
- (15) Except as stated above, claims in respect of the Group's undated loan capital are subordinated to the claims of other creditors. None of the Group's undated loan capital is secured.
- (16) Except as stated above, interest payable on Group floating rate undated issues is at a margin over London interbank rates. Interest on £4,875 million, US\$1,668 million, €1,052 million and JPY25 billion of fixed rate undated issues is swapped into floating rates at a margin over London interbank rates.
- (17) Where the issuer has the ability to redeem the undated loan capital, this is subject to prior approval of the UK Financial Services Authority.

32 Minority interests – non-equity

	2004 £m	2003 £m
Non-equity shares issued by NatWest:		
Non-cumulative preference shares of US\$25 (1)	278	299
Non-cumulative preference shares of £1 (2)	166	166
	444	465
Non-equity shares issued by other subsidiaries:		
Non-cumulative trust preferred securities of €1,000 (3)	875	875
Non-cumulative trust preferred securities of US\$1,000 (3)	2,152	1,245
Other non-equity minority interests	200	139
Total	3,671	2,724

Notes:

- (1) The US\$250 million non-cumulative preference shares, Series B, of US\$25 each carry a gross dividend of 8.75% inclusive of associated tax credit. They are redeemable at the option of NatWest at US\$25 per share.
- The US\$300 million non-cumulative preference shares, Series C, of US\$25 each carry a gross dividend of 8.625% inclusive of associated tax credit. They are redeemable at the option of NatWest from 9 April 2002 to 8 April 2008 inclusive, at a premium per share of US\$0.60 in 2005 reducing by US\$0.30 in each successive year. There is no redemption premium if the date of redemption falls after 8 April 2007.
- (2) The £140 million 9% non-cumulative preference shares, Series A, of £1 each are non-redeemable.
- (3) Wholly-owned subsidiaries of the Group have issued the following non-cumulative trust preferred securities:

Issue	Number of securities in issue	Distribution rate per annum	Distribution frequency	Redemption date on or after	Redemption price per security
Trust preferred securities of €1,000	1,250,000	6.467%	Annually	30 June 2012	€1,000
Trust preferred securities of US\$1,000	750,000	6.8%	Quarterly	31 March 2008	US\$1,000
Trust preferred securities of US\$1,000	850,000	4.709%	Semi-annually	1 July 2013	US\$1,000
Trust preferred securities of US\$1,000	650,000	6.425%	Semi-annually	3 January 2034	US\$1,000
Trust preferred securities of US\$1,000*	950,000	5.512%	Semi-annually	30 September 2014	US\$1,000
Trust preferred securities of US\$1,000*	1,000,000	0.80% above three month US\$ LIBOR	Quarterly	30 September 2014	US\$1,000

These securities have no maturity date and are not redeemable at the option of the holders at any time. The securities may, with the consent of the FSA, be redeemed, in whole or in part, by the issuer on the dates specified above or on any interest payment date thereafter. They may also be redeemed in whole, but not in part, upon the occurrence of certain tax and regulatory events.

* issued in 2004, net proceeds received US\$941 million (£523 million) and US\$994 (£552 million), respectively.

- (4) Minority interests in the consolidated profit and loss account includes £138 million (2003 – £127 million; 2002 – £67 million) in respect of non-equity interests.

33 Share capital

	Allotted, called up and fully paid			Authorised	
	1 January 2004 £m	Issued during the year £m	31 December 2004 £m	31 December 2004 £m	31 December 2003 £m
Equity shares					
Ordinary shares of 25p	740	53	793	1,020	1,020
Non-voting deferred shares of £0.01	27	—	27	323	323
Total equity share capital	767	53	820	1,343	1,343
Non-equity shares					
Additional Value Shares of £0.01	—	—	—	27	27
Non-cumulative preference shares of US\$0.01	1	—	1	2	2
Non-cumulative convertible preference shares of US\$0.01	—	—	—	—	—
Non-cumulative preference shares of €0.01	—	—	—	—	—
Non-cumulative convertible preference shares of €0.01	—	—	—	—	—
Non-cumulative convertible preference shares of £0.25	—	—	—	225	225
Non-cumulative convertible preference shares of £0.01	—	—	—	—	—
Cumulative preference shares of £1	1	—	1	1	1
Non-cumulative preference shares of £1	—	—	—	300	300
Total non-equity share capital	2	—	2	555	555
Total share capital	769	53	822	1,898	1,898

33 Share capital (continued)

Number of shares – thousands	Allotted, called up and fully paid		Authorised	
	2004	2003	2004	2003
Equity shares				
Ordinary shares of 25p	3,172,605	2,963,335	4,079,375	4,079,375
Non-voting deferred shares of £0.01	2,660,556	2,660,556	32,300,000	32,300,000
Non-equity shares				
Additional Value Shares of £0.01	—	—	2,700,000	2,700,000
Non-cumulative preference shares of US\$0.01	153,000	82,000	348,500	238,500
Non-cumulative convertible preference shares of US\$0.01	1,900	1,900	3,900	3,900
Non-cumulative preference shares of €0.01	1,250	—	66,000	66,000
Non-cumulative convertible preference shares of €0.01	750	750	3,000	3,000
Non-cumulative convertible preference shares of £0.25	—	—	900,000	900,000
Non-cumulative convertible preference shares of £0.01	200	200	1,000	1,000
Cumulative preference shares of £1	900	900	900	900
Non-cumulative preference shares of £1	—	—	300,000	300,000

Ordinary shares

The following issues of ordinary shares were made during the year to 31 December 2004:

- (a) 165 million ordinary shares were placed at an issue price of £16.20 per share;
- (b) 12.9 million ordinary shares following the exercise of options under the company's executive, sharesave and option 2000 schemes and a further 5.6 million ordinary shares in respect of the exercise of options under the NatWest executive and sharesave schemes which had been exchanged for options over the company's shares following the acquisition of NatWest;
- (c) 23.4 million ordinary shares in lieu of cash in respect of the final dividend for the year ended 31 December 2003 and the interim dividend for the year ended 31 December 2004; and
- (d) 2.4 million ordinary shares under the company's profit sharing (share ownership) scheme.

Consideration of £2,845 million was received on the issue of ordinary shares for cash and dividends of £394 million were satisfied by the issue of shares.

During the year to 31 December 2004, options were granted over 16.7 million ordinary shares under the company's executive, sharesave and option 2000 schemes. At 31 December 2004, options granted under the company's various schemes, exercisable up to 2014 at prices ranging from 461p to 1841p per share, were outstanding in respect of 70.1 million ordinary shares.

In addition, options granted under the NatWest schemes were outstanding in respect of 1.6 million ordinary shares exercisable up to 2009 at prices ranging from 373p to 924p per share. As permitted by UITF 17 'Employee share schemes' applicable to SAYE schemes, no cost has been recognised in respect of sharesave options.

Preference shares

In August 2004, the company issued 37 million Series M non-cumulative preference shares of US\$0.01 each at US\$25 per share, the net proceeds being US\$896 million.

In September 2004, the company exchanged all of the outstanding US\$850 million 5.75% exchangeable capital securities, Series B, into 34 million Series L non-cumulative preference shares of US\$0.01 each, at US\$25 per share.

In November 2004, the company issued 1.25 million Series 1 non-cumulative preference shares of €0.01 each at €1,000 per share, the net proceeds being €1,225 million.

Non-cumulative preference shares

Non-cumulative preference shares entitle the holders thereof to receive periodic non-cumulative cash dividends at specified fixed rates for each Series payable out of distributable profits of the company.

The non-cumulative preference shares are redeemable at the option of the company, in whole or in part from time to time at the rates detailed below plus dividends otherwise payable for the then current dividend period accrued to the date of redemption.

Class of preference share	Series	Number of shares in issue	Redemption date on or after	Redemption price per share
Non-cumulative preference shares of US\$0.01	Series D	7 million	14 September 2005	US\$25.00
	Series E	8 million	17 October 2006	US\$25.00
	Series F	8 million	31 March 2007	US\$25.00
	Series G	10 million	31 March 2003	US\$25.00
	Series H	12 million	31 March 2004	US\$25.00
	Series I	12 million	30 September 2004	US\$25.00
	Series J	9 million	31 December 2004	US\$25.00
	Series K	16 million	30 June 2006	US\$25.00
	Series L	34 million	30 September 2009	US\$25.00
	Series M	37 million	30 September 2009	US\$25.00
Non-cumulative convertible preference shares of US\$0.01	Series 1	1 million	31 March 2010	US\$1,000
	Series 2	0.5 million	31 March 2005	US\$1,000
	Series 3	0.4 million	31 December 2005	US\$1,000
Non-cumulative convertible preference shares of €0.01	Series 1	0.75 million	31 March 2005	€1,000
Non-cumulative preference shares of €0.01	Series 1	1.25 million	31 December 2009	€1,000
Non-cumulative convertible preference shares of £0.01	Series 1	0.2 million	31 December 2010	£1,000

In the event that the non-cumulative convertible preference shares are not redeemed on or before the redemption date, the holder may convert the non-cumulative convertible preference shares into ordinary shares in the company.

Under existing arrangements, no redemption or purchase of any non-cumulative preference shares may be made by the company without the prior consent of the UK Financial Services Authority.

On a winding-up or liquidation of the company, the holders of the non-cumulative preference shares will be entitled to receive, out of any surplus assets available for distribution to the company's shareholders (after payment of arrears of dividends on the cumulative preference shares up to the date of repayment) *pari passu* with the cumulative preference shares, the non-cumulative sterling preference shares and all other shares of the company ranking *pari passu* with the non-cumulative preference shares as regards participation in the surplus assets of the company, a liquidation distribution of US\$25 per non-cumulative preference share of US\$0.01, US\$1,000 per non-cumulative convertible preference share of US\$0.01, €1,000 per non-cumulative convertible preference share of €0.01 and £1,000 per non-cumulative convertible preference share of £0.01, together with an amount equal to dividends for the then current dividend period accrued to the date of payment, before any distribution or payment may be made to holders of the ordinary shares as regards participation in the surplus assets of the company.

Except as described above, the holders of the non-cumulative preference shares have no right to participate in the surplus assets of the company.

Holders of the non-cumulative preference shares are not entitled to receive notice of or attend general meetings of the company except if any resolution is proposed for adoption by the shareholders of the company to vary or abrogate any of the rights attaching to the non-cumulative preference shares or proposing the winding-up or liquidation of the company. In any such case, they are entitled to receive notice of and to attend the general meeting of shareholders at which such resolution is to be proposed and will be entitled to speak and vote on such resolution (but not on any other resolution). In addition, in the event that, prior to any general meeting of shareholders, the company has failed to pay in full the three most recent quarterly dividend payments due on the non-cumulative dollar preference shares, the two most recent semi-annual dividend payments due on the non-cumulative convertible dollar preference shares and the most recent annual dividend payments due on the non-cumulative convertible euro preference shares and on the non-cumulative convertible sterling preference shares, the holders shall be entitled to receive notice of, attend, speak and vote at such meeting on all matters together with the holders of the ordinary shares, and in these circumstances only, the rights of the holders of the non-cumulative preference shares so to vote shall continue until the company shall have resumed the payment in full of the dividends in arrears.

34 Reserves

	2004 The Group £m	2003 The Group £m	2002 The Group £m	2004 The company £m
Share premium account				
At 1 January	8,175	7,608	7,465	8,175
Currency translation adjustments	(231)	(203)	(283)	(231)
Shares issued during the year	4,550	760	685	4,550
Conversion of exchangeable undated loan capital	460	—	—	460
Preference shares redeemed during the year	—	—	(268)	—
Other movements	10	10	9	10
At 31 December	12,964	8,175	7,608	12,964
Merger reserve				
At 1 January	10,881	11,455	12,029	—
Transfer to profit and loss account	(574)	(574)	(574)	—
At 31 December	10,307	10,881	11,455	—
Other reserves				
At 1 January	419	387	212	156
Redemption of preference shares	—	—	150	—
Transfer of increase in value of long-term life assurance business	38	32	25	—
At 31 December	457	419	387	156
Revaluation reserve				
At 1 January	7	80	113	16,857
Revaluation of interests in subsidiary undertakings	—	—	—	(1,887)
Revaluation of premises	56	(69)	(33)	—
Transfer from/(to) profit and loss account	29	(4)	—	—
At 31 December	92	7	80	14,970
Profit and loss account				
As previously reported	7,848	6,768	5,956	2,588
Prior year adjustment arising on implementation of FRS 17	(2,001)	(1,981)	(353)	—
At 1 January as restated	5,847	4,787	5,603	2,588
Currency translation adjustments and other movements	(409)	38	28	(1)
Retention for the year	2,419	764	767	785
Employee share option payments	—	—	(136)	—
Redemption of preference shares	—	(364)	(332)	—
Actuarial (losses)/gains recognised in post-retirement benefit schemes	(1,134)	36	(1,692)	—
Own shares held in relation to employee share schemes	(7)	—	—	(7)
Goodwill previously written off	—	40	—	—
Transfer from merger reserve	574	574	574	—
Transfer of increase in value of long-term life assurance business	(38)	(32)	(25)	—
Transfer (to)/from revaluation reserve	(29)	4	—	—
At 31 December	7,223	5,847	4,787	3,365

The cumulative goodwill arising on acquisitions of subsidiary and associated undertakings which are still part of the Group and written off directly against profit and loss account reserves of the Group amounted to £1,133 million at 31 December 2004.

Exchange gains of £1,024 million (2003 – £604 million) arising on foreign currency borrowings have been offset in the Group's profit and loss account reserves against differences on retranslating the net investment in overseas subsidiary and associated undertakings financed by these borrowings.

The tax effect of gains and losses taken directly to reserves was nil (2003 – nil).

Included in the closing balances of the Group's revaluation reserves and profit and loss account at 31 December 2004

are cumulative net losses of £320 million (2003 – net gains £90 million) relating to the retranslation of opening net assets of subsidiary and associated undertakings offset by foreign currency borrowing.

At 31 December 2004, 707,247 (2003 – 790,019) ordinary shares of 25p each of the company were held by the 1992 Employee Share Trust and 63,098 (2003 – nil) ordinary shares of 25p each were held by the 2001 Employee Share Trust in respect of options under the executive option scheme and awards under the medium term performance plan.

Non-equity shareholders' funds

	2004 £m	2003 £m
Non-cumulative preference shares of US\$0.01	1,951	1,140
Non-cumulative convertible preference shares of US\$0.01	978	1,058
Non-cumulative preference shares of €0.01	864	—
Non-cumulative convertible preference shares of €0.01	529	528
Non-cumulative convertible preference shares of £0.01	197	196
Cumulative preference shares of £1	1	1
	4,520	2,923

35 Lease commitments

The annual rental commitments of the Group under non-cancellable operating leases were as follows:

	2004		2003	
	Premises £m	Equipment £m	Premises £m	Equipment £m
Expiring within one year	10	3	7	6
Expiring between one and five years	57	12	39	9
Expiring after five years	201	45	200	1
	268	60	246	16

36 Analysis of total assets and liabilities

	2004 £m	2003 £m
Assets:		
denominated in sterling	276,291	232,779
denominated in currencies other than sterling	307,176	221,649
	583,467	454,428
Liabilities:		
denominated in sterling	271,410	233,493
denominated in currencies other than sterling	312,057	220,935
	583,467	454,428

37 Collateral given and received under repurchase transactions

The Group enters into securities repurchase agreements and securities lending transactions under which it receives or transfers cash or securities as collateral in accordance with normal market practice. Securities transferred under repurchase transactions included within securities on the balance sheet were as follows:

	2004 £m	2003 £m
Treasury and other eligible bills	1,593	761
Debt securities	32,129	24,231
	33,722	24,992

All of the above securities could be resold or repledged by the holder. Securities received as collateral under reverse repurchase agreements amounted to £91.4 billion (2003 – £57.7 billion), of which £85.1 billion (2003 – £53.6 billion) had been resold or repledged as collateral for the Group's own transactions.

38 Assets charged as security for liabilities

	2004 £m	2003 £m
<i>Assets charged as security for liabilities</i>		
Loans and advances to customers	11,509	1,196
Debt securities	4,344	2,628
Tangible fixed assets	1,268	1,162
Loans to banks	—	73
Other	—	53
	17,121	5,112

Included above are assets pledged with overseas government agencies and banks, and margin deposits placed with exchanges.

	2004 £m	2003 £m
<i>Liabilities secured by charges on assets</i>		
Deposits by banks	5,628	3,000
Customer accounts	2,001	92
Debt securities in issue	1,522	1,550
	9,151	4,642

39 Derivatives

In the normal course of business, the Group enters into a variety of derivative transactions principally in the foreign exchange and interest rate markets. These are used to provide financial services to customers and to take, hedge and modify positions as part of trading activities. Derivatives are also used to hedge or modify risk exposures arising on the balance sheet from a variety of activities including lending and securities investment.

The principal types of derivative contracts into which the Group enters are described below.

Swaps

These are over-the-counter ("OTC") agreements between two parties to exchange periodic payments of interest, or payments for the change in value of a commodity, or related index, over a set period based on notional principal amounts. The Group enters into swap transactions in several markets. Interest rate swaps exchange fixed rates for floating rates of interest based on notional amounts. Basis swaps exchange floating or fixed interest calculated using different bases. Cross currency swaps are the exchange of interest based on notional values of different currencies. Equity and commodity swaps exchange interest for the return on an equity or commodity, or equity or commodity index.

Options

Currency and interest rate options confer the right, but not the obligation, on the buyer to receive or pay a specific quantity of an asset or financial instrument for a specified price at or before a specified date. Options may be exchange traded or OTC agreements. The Group principally buys and sells currency and interest rate options.

Futures and forwards

Short-term interest rate futures, bond futures and forward foreign exchange contracts are all agreements to deliver, or take delivery of, a specified amount of an asset or financial instrument based on the specified rate, price or index applied against the underlying asset or financial instrument, at a specified date. Futures are exchange traded at standardised amounts of the underlying asset or financial instrument. Forward contracts are OTC agreements and are principally dealt in by the Group in interest rates as forward rate agreements and in currency as forward foreign exchange contracts.

Collateral

The Group may require collateral in respect of the credit risk in derivative transactions. The amount of credit risk is principally the positive fair value of contracts. Collateral may be in the form of cash or in the form of a lien over a customer's assets entitling the Group to make a claim for current and future liabilities.

Maturity of replacement cost of over-the-counter contracts (trading and non-trading)

Replacement cost indicates the Group's derivatives credit exposure. The following table sets forth the gross positive fair values by maturity. The net replacement cost of internal trades is not included as there is no credit risk associated with them.

	Within one year £m	One to two years £m	Two to five years £m	Over five years £m	2004 Total £m	Within one year £m	One to two years £m	Two to five years £m	Over five years £m	2003 Total £m
Before netting:										
Exchange rate contracts	21,812	2,369	3,045	2,018	29,244	22,315	2,245	2,028	1,575	28,163
Interest rate contracts	6,781	7,447	17,501	27,304	59,033	8,440	7,401	17,462	21,671	54,974
Credit derivatives	—	15	92	157	264	11	7	85	169	272
Equity and commodity contracts	623	130	675	13	1,441	102	590	319	9	1,020
	29,216	9,961	21,313	29,492	89,982	30,868	10,243	19,894	23,424	84,429
Banks and investment firms					70,501					70,421
Others					19,481					14,008
					89,982					84,429

At 31 December 2004, the potential credit risk exposure, which is after netting and allowing for collateral received, of the Group's trading and non-trading derivatives, was £6,290 million (2003 – £5,405 million) to banks and investment firms and £7,900 million (2003 – £5,985 million) to other counterparties.

Exchange traded contracts are excluded from the above table. Such contracts generally involve lower credit risk than OTC contracts as they are cleared through exchanges that require margin from participants and the daily settlement of gains and losses.

Trading derivatives

The following table shows the fair values of instruments in the derivatives trading portfolio:

	2004 End of period fair value		2003 End of period fair value	
	Assets £m	Liabilities £m	Assets £m	Liabilities £m
Exchange rate contracts:				
Spot, forwards and futures	17,133	18,566	18,299	20,325
Currency swaps	6,281	6,314	5,183	4,944
Options purchased	5,797	—	4,620	—
Options written	—	5,324	—	4,295
	29,211	30,204	28,102	29,564
Interest rate contracts:				
Interest rate swaps	55,001	55,360	50,838	50,744
Options purchased	3,168	—	2,799	—
Options written	—	3,274	—	2,829
Futures and forwards	475	479	629	639
	58,644	59,113	54,266	54,212
Credit derivatives	264	285	273	155
Equity and commodity contracts	1,274	941	924	720
	89,393	90,543	83,565	84,651
Netting	(71,509)	(71,509)	(69,478)	(69,478)
	17,884	19,034	14,087	15,173
Average fair values (before netting):				
Exchange rate contracts	20,050	21,193	18,967	19,619
Interest rate contracts	55,548	56,258	65,676	65,977
Credit derivatives	219	177	365	133
Equity and commodity contracts	1,325	920	877	624
	77,142	78,548	85,885	86,353

Gains and losses on exchange traded contracts subject to daily margining requirements are settled daily. The fair value of such contracts included above reflects the last day's variation margin.

39 Derivatives (continued)

The following table analyses, by maturity and contract type, the notional principal amounts of the Group's trading derivatives:

	Within one year £bn	One to two years £bn	Two to five years £bn	Over five years £bn	2004 Total £bn	Within one year £bn	One to two years £bn	Two to five years £bn	Over five years £bn	2003 Total £bn
Exchange rate contracts:										
Spot, forwards and futures	707.5	27.7	10.4	0.5	746.1	616.8	24.9	7.2	0.2	649.1
Currency swaps	49.5	31.1	54.3	42.7	177.6	43.5	26.0	43.4	33.3	146.2
Options purchased	214.9	13.1	13.1	1.7	242.8	156.1	10.5	4.1	1.0	171.7
Options written	223.1	19.2	12.3	1.6	256.2	164.7	8.5	3.4	1.1	177.7
	1,195.0	91.1	90.1	46.5	1,422.7	981.1	69.9	58.1	35.6	1,144.7
Interest rate contracts:										
Interest rate swaps	1,797.1	977.9	1,236.9	926.9	4,938.8	1,555.8	675.6	960.8	630.1	3,822.3
Options purchased	74.4	55.4	89.2	77.3	296.3	91.1	34.2	49.3	50.4	225.0
Options written	78.6	52.0	82.5	74.0	287.1	48.0	36.6	47.0	48.5	180.1
Futures and forwards	823.9	199.9	67.0	—	1,090.8	865.3	159.3	55.3	0.5	1,080.4
	2,774.0	1,285.2	1,475.6	1,078.2	6,613.0	2,560.2	905.7	1,112.4	729.5	5,307.8
Credit derivatives	5.1	4.1	32.3	17.7	59.2	7.1	1.7	11.9	7.8	28.5
Equity and commodity contracts	24.3	7.5	11.4	0.2	43.4	20.4	5.3	8.2	0.2	34.1

Non-trading derivatives

The Group establishes non-trading derivatives positions externally with third parties and also internally. It should be noted that the following tables include the components of the internal hedging programme that transfers risks to the trading portfolios in the Group or to external third party participants in the derivatives markets.

The following table summarises the fair values and book values of derivatives held for non-trading activities and includes internal trades:

	2004 Fair value		2004 Book value		2003 Fair value		2003 Book value	
	Positive £m	Negative £m	Positive £m	Negative £m	Positive £m	Negative £m	Positive £m	Negative £m
Exchange rate contracts:								
Spot, forwards and futures	46	665	35	603	101	464	94	460
Currency swaps and options	349	227	234	123	304	210	224	135
	395	892	269	726	405	674	318	595
Interest rate contracts:								
Interest rate swaps	1,617	1,342	623	650	2,541	2,247	608	683
Futures, forwards and options	71	318	2	2	62	416	1	2
	1,688	1,660	625	652	2,603	2,663	609	685
Credit derivatives	4	11	—	6	3	6	—	—
Equity and commodity contracts	207	62	102	15	118	52	78	22
Total	2,294	2,625	996	1,399	3,129	3,395	1,005	1,302

The following table analyses, by maturity and contract type, the notional principal amounts of the Group's non-trading derivatives (third party and internal):

	Within one year £bn	One to two years £bn	Two to five years £bn	Over five years £bn	2004 Total £bn	Within one year £bn	One to two years £bn	Two to five years £bn	Over five years £bn	2003 Total £bn
Exchange rate contracts:										
Spot, forwards and futures	20.5	0.2	—	0.1	20.8	19.4	—	0.2	0.1	19.7
Currency swaps and options	1.6	0.3	1.1	2.0	5.0	3.2	1.0	0.7	1.9	6.8
	22.1	0.5	1.1	2.1	25.8	22.6	1.0	0.9	2.0	26.5
Interest rate contracts:										
Interest rate swaps	34.4	6.7	30.7	48.7	120.5	34.4	15.1	33.5	43.7	126.7
Futures, forwards and options	0.9	0.2	3.8	8.7	13.6	0.4	0.1	3.3	4.6	8.4
	35.3	6.9	34.5	57.4	134.1	34.8	15.2	36.8	48.3	135.1
Credit derivatives	—	0.1	0.3	0.8	1.2	—	0.5	0.2	0.3	1.0
Equity and commodity contracts	0.4	0.2	1.1	0.6	2.3	0.3	0.5	0.7	0.2	1.7

40 Financial Instruments

The Group's objectives and policies in managing the risks that arise in connection with the use of financial instruments are set out in the Operating and financial review under 'Market risk', 'Currency risk' and 'Equity risk'.

Interest rate sensitivity gap

The tables below summarise the Group's interest rate sensitivity gap for its non-trading book at 31 December 2004 and 31 December 2003. The tables show the contractual re-pricing for each category of asset, liability and for off-balance sheet items. A liability (or negative) gap position exists when liabilities reprice more quickly or in greater proportion than

assets during a given period and tends to benefit net interest income in a declining interest rate environment. An asset (or positive) gap position exists when assets reprice more quickly or in greater proportion than liabilities during a given period and tends to benefit net interest income in a rising interest rate environment. Contractual repricing terms do not reflect the potential impact of early repayment or withdrawal. Positions may not be reflective of those in subsequent periods. Major changes in positions can be made promptly as market outlooks change. In addition, significant variations in interest rate sensitivity may exist within the re-pricing periods presented and among the currencies in which the Group has interest rate positions.

2004	Within 3 months £m	After 3 months but within 6 months £m	After 6 months but within 1 year £m	After 1 year but within 5 years £m	After 5 years £m	Non-interest bearing funds £m	Banking book total £m	Trading book total £m	Total £m
Assets									
Loans and advances to banks	14,645	5,140	1,367	77	482	643	22,354	35,906	58,260
Loans and advances to customers	189,366	16,202	11,379	35,370	28,612	2,304	283,233	62,236	345,469
Treasury bills and debt securities	11,912	4,088	3,656	6,133	13,548	337	39,674	57,647	97,321
Other assets	—	—	—	—	—	57,508	57,508	24,909	82,417
Total assets	215,923	25,430	16,402	41,580	42,642	60,792	402,769	180,698	583,467
Liabilities									
Deposits by banks	54,679	2,282	907	119	477	935	59,399	39,682	99,081
Customer accounts	192,543	5,589	6,948	7,043	461	31,345	243,929	41,133	285,062
Debt securities in issue	41,805	5,505	4,418	4,087	1,385	—	57,200	1,760	58,960
Subordinated liabilities	4,401	1,020	302	2,151	12,438	—	20,312	54	20,366
Other liabilities	4	5	8	49	126	34,948	35,140	52,993	88,133
Shareholders' funds	—	—	—	—	—	30,715	30,715	1,150	31,865
Internal funding of trading book	(42,516)	(313)	(1,088)	(9)	—	—	(43,926)	43,926	—
Total liabilities	250,916	14,088	11,495	13,440	14,887	97,943	402,769	180,698	583,467
Off-balance sheet items	(2,126)	(6,906)	(1,160)	1,560	8,632	—			
Interest rate sensitivity gap	(37,119)	4,436	3,747	29,700	36,387	(37,151)			
Cumulative interest rate sensitivity gap	(37,119)	(32,683)	(28,936)	764	37,151				

40 Financial Instruments (continued)

2003*	Within 3 months £m	After 3 months but within 6 months £m	After 6 months but within 1 year £m	After 1 year but within 5 years £m	After 5 years £m	Non-interest bearing funds £m	Banking book total £m	Trading book total £m	Total £m
Assets									
Loans and advances to banks	11,149	3,780	5,188	122	32	1,087	21,358	30,533	51,891
Loans and advances to customers	155,920	11,832	7,763	27,992	18,463	1,486	223,456	29,075	252,531
Treasury bills and debt securities	18,906	2,594	4,835	5,525	11,175	2,316	45,351	39,444	84,795
Other assets	—	—	—	—	—	46,583	46,583	18,628	65,211
Total assets	185,975	18,206	17,786	33,639	29,670	51,472	336,748	117,680	454,428
Liabilities									
Deposits by banks	37,670	1,178	408	308	414	1,083	41,061	26,262	67,323
Customer accounts	172,563	4,110	2,360	3,352	400	28,140	210,925	26,038	236,963
Debt securities in issue	27,254	2,567	4,428	4,804	846	—	39,899	1,117	41,016
Subordinated liabilities	3,583	601	104	1,762	10,899	—	16,939	59	16,998
Other liabilities	5	5	9	37	126	28,047	28,229	37,801	66,030
Shareholders' funds	—	—	—	—	—	25,017	25,017	1,081	26,098
Internal funding of trading business	(22,447)	(1,060)	(1,239)	(379)	(197)	—	(25,322)	25,322	—
Total liabilities	218,628	7,401	6,070	9,884	12,478	82,287	336,748	117,680	454,428
Off-balance sheet items	(7,943)	(1,122)	3,597	964	4,504	—	—	—	—
Interest rate sensitivity gap	(40,596)	9,683	15,313	24,719	21,696	(30,815)	—	—	—
Cumulative interest rate sensitivity gap	(40,596)	(30,913)	(15,600)	9,119	30,815	—	—	—	—

*restated (see page 139)

Currency risk

The Group does not maintain material non-trading open currency positions other than the structural foreign currency translation exposures arising from its investment in overseas subsidiary and associated undertakings and their related funding.

The Group's structural currency exposures were as follows:

Functional currency of net investment	Net investments in overseas operations £m	Foreign currency borrowings hedging net investments £m	2004 Structural foreign currency exposures £m	Net investments in overseas operations £m	Foreign currency borrowings hedging net investments £m	2003 Structural foreign currency exposures £m
US dollar	12,367	6,580	5,787	5,329	5,198	131
Euro	2,086	1,349	737	1,422	826	596
Swiss franc	398	392	6	357	357	—
Other non-sterling	116	112	4	118	114	4
Total	14,967	8,433	6,534	7,226	6,495	731

Trading book market risk

An explanation of the value-at-risk ("VaR") methodology of estimating potential losses arising from the Group's exposure to market risk in its trading book and the main assumptions and parameters underlying it is given in 'Risk management – market risk' in the Operating and financial review.

The following table analyses the VaR for the Group's trading portfolios by type of market risk exposure at the period end and as an average for the period and the maximum and minimum for the period:

	31 December 2004 £m	Year ended 31 December 2004			31 December 2003 £m	Year ended 31 December 2003		
		Maximum £m	Minimum £m	Average £m		Maximum £m	Minimum £m	Average £m
Interest rate	11.2	16.5	6.9	11.5	7.4	14.5	5.7	9.4
Currency	1.2	2.7	0.5	1.1	0.8	2.5	0.7	1.3
Equity	0.2	2.0	0.2	0.6	0.4	1.4	0.2	0.5
Diversification effects	(2.3)				(1.2)			
Total	10.3	16.0	6.4	10.8	7.4	14.2	5.6	9.4

Fair values of financial instruments

The following tables set out the fair values of the Group's financial instruments. Fair value is the amount at which an instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Quoted market values are used where available; otherwise, fair values have been estimated based on discounted expected future cash flows and other valuation techniques. These techniques involve uncertainties and require assumptions and judgements covering

prepayments, credit risk and discount rates. Changes in these assumptions would significantly affect estimated fair values. The fair values reported would not necessarily be realised in an immediate sale; nor are there plans to settle liabilities prior to contractual maturity. As there is a wide range of valuation techniques, it may be inappropriate to compare the Group's fair value information to independent markets or other financial institutions' fair value.

	Note	2004 Carrying amount £m	2004 Fair value £m	2003 Carrying amount £m	2003 Fair value £m
Trading business					
Assets					
Treasury bills and other eligible bills	(1)	2,921	2,921	1,869	1,869
Loans and advances to banks and customers	(1)	98,142	98,142	59,608	59,608
Debt securities	(1)	54,726	54,726	37,575	37,575
Equity shares	(1)	486	486	428	428
Derivatives	(2)	17,884	17,884	14,087	14,087
Liabilities					
Deposits by banks and customer accounts	(3)	80,815	80,815	52,300	52,300
Debt securities in issue	(1)	1,760	1,760	1,117	1,117
Short positions in securities	(1)	28,923	28,923	19,128	19,128
Subordinated loan capital	(1)	54	54	59	59
Derivatives	(2)	19,034	19,034	15,173	15,173
Banking business					
Assets					
Cash and balances at central banks	(1)	4,293	4,293	3,822	3,822
Items in the course of collection from other banks	(1)	2,629	2,629	2,501	2,501
Treasury bills and other eligible bills	(1)	3,189	3,189	2,977	2,977
Loans and advances to banks and customers	(4)	305,587	307,805	244,814	246,244
Debt securities	(5)	36,485	36,299	42,374	42,195
Equity shares	(5)	2,474	2,916	1,872	2,289
Liabilities					
Items in the course of transmission to other banks	(1)	802	802	958	958
Deposits by banks and customer accounts	(3)	303,328	303,210	251,986	252,360
Debt securities in issue	(6)	57,200	57,199	39,899	39,897
Subordinated loan capital	(7)	20,312	21,652	16,939	17,522
Non-equity minority interests	(7)	3,671	3,899	2,724	2,867
Non-equity shareholders' funds	(7)	4,520	4,811	2,923	3,245
Derivatives – net	(2)	403	331	297	266

Notes:

- (1) Financial assets and financial liabilities carried at fair value or where carrying value approximates to fair value because they are of short maturity or repricing date.
- (2) Fair values of derivatives are determined by market prices where available. Otherwise fair value is based on current market information using appropriate valuation models.
- (3) The fair value of deposits repayable on demand is equal to their carrying value. The fair values of term deposits and time certificates of deposit are estimated by discounting expected future cash flows using rates currently offered for deposits of similar remaining maturities.
- (4) For loans which reprice frequently or are linked to the Group's base rate, and for which there has been no significant change in credit risk since inception, carrying value represents a reasonable estimate of fair value. For other loans, fair values are estimated by discounting expected future cash flows, using current interest rates appropriate to the type of loan, and making adjustments for credit risk.
- (5) Fair values of marketable securities are based on quoted market prices. Where these are unavailable, fair value is estimated using other valuation techniques.
- (6) The fair value of short-term debt securities in issue is approximately equal to their carrying value. The fair value of other debt securities in issue is based on quoted market prices where available, or where these are unavailable, is estimated using other valuation techniques.
- (7) The fair value of loan capital, non-equity minority interests and preference shares is based on quoted market prices where available. For unquoted loan capital, fair value has been estimated using other valuation techniques.
- (8) Fair values are not given for financial commitments and contingent liabilities. The diversity of the fee structures, the lack of an established market and the difficulty of separating the value of the instruments from the value of the overall relationship involve such uncertainty that it is not meaningful to provide an estimate of their fair value. (The principal amounts of these instruments are given in Note 41).

40 Financial Instruments (continued)**Hedges**

Derivatives and debt securities held for hedging purposes are accounted for in accordance with the treatment of the hedged transaction. As a result, any gains or losses on the hedging instrument arising from changes in fair values are not recognised in the profit and loss account immediately but are accounted for in the same manner as the hedged item.

	2004 Unrecognised gains and losses £m	2004 Deferred gains and losses £m	2003 Unrecognised gains and losses £m	2003 Deferred gains and losses £m
At 1 January – gains	2,236	213	2,535	285
– losses	(2,205)	(34)	(2,275)	(44)
Recognised gains that arose in previous periods	31	179	260	241
Recognised losses that arose in previous periods	(781)	(65)	(659)	(72)
Unrecognised gains and losses arising in the year	537	4	636	12
Unrecognised gains and losses deferred in the year	224	—	(208)	—
Unrecognised gains and losses deferred and taken to profit and loss in the year	61	(61)	2	(2)
At 31 December	—	(30)	—	—
	72	27	31	179
Of which – gains	1,571	483	2,236	213
– losses	(1,499)	(456)	(2,205)	(34)
	72	27	31	179
Gains expected to be recognised in the year to 31 December 2005 (year to 31 December 2004)	318	171	532	66
Gains expected to be recognised in the year to 31 December 2006 or later (year to 31 December 2005 or later)	1,253	312	1,704	147
	1,571	483	2,236	213
Losses expected to be recognised in the year to 31 December 2005 (year to 31 December 2004)	(221)	(91)	(371)	(5)
Losses expected to be recognised in the year to 31 December 2006 or later (year to 31 December 2005 or later)	(1,278)	(365)	(1,834)	(29)
	(1,499)	(456)	(2,205)	(34)

During the year to 31 December 2004, gains of £249 million (2003 – £58 million) and losses of £166 million (2003 – £95 million) arising in previous periods were taken directly to the profit and loss account on financial instruments no longer accounted for as hedges.

41 Memorandum items**Contingent liabilities and commitments**

The amounts shown in the table below are intended only to provide an indication of the volume of business outstanding at 31 December. Although the Group is exposed to credit risk in the event of non-performance of the obligations undertaken by customers, the amounts shown do not, and are not intended to, provide any indication of the Group's expectation of future losses.

	2004 £m	2003 £m
Contingent liabilities:		
Acceptances and endorsements	362	595
Guarantees and assets pledged as collateral security	10,438	8,787
Other contingent liabilities	5,293	5,482
	16,093	14,864
Commitments:		
Documentary credits and other short-term trade related transactions	182	605
Undrawn formal standby facilities, credit lines and other commitments to lend		
– less than one year	109,653	85,424
– one year and over	69,577	51,827
Other commitments	1,365	1,837
	180,777	139,693

Banking commitments and contingent obligations, which have been entered into on behalf of customers and for which there are corresponding obligations from customers, are not included in assets and liabilities. The Group's maximum exposure to credit loss, in the event of non-performance by the other party and where all counterclaims, collateral or security proves valueless, is represented by the contractual nominal amount of these instruments included in the table. These commitments and contingent obligations are subject to the Group's normal credit approval processes and any potential loss is taken into account in assessing provisions for bad and doubtful debts in accordance with the Group's provisioning policy.

Contingent liabilities

Acceptances – in accepting a bill of exchange drawn on it by a customer a bank undertakes to pay the holder of the bill at maturity. Most acceptances are presented for payment and reimbursement by the customer is usually immediate. In the UK, bills accepted by certain banks designated by the Bank of England are eligible for rediscount at the Bank of England.

Endorsements – in endorsing a bill of exchange a bank accepts liability for payment of any shortfall on the bill at maturity. Unlike acceptances, the endorsing bank receives value for the bill, which is then rediscounted.

Guarantees – the Group gives guarantees on behalf of customers. A financial guarantee represents an irrevocable undertaking that the Group will meet a customer's obligations to third parties if the customer fails to do so. The maximum amount that the Group could be required to pay under a guarantee is its principal amount as disclosed in the table above. The Group expects most guarantees it provides to expire unused.

Other contingent liabilities – these include standby letters of credit, supporting customer debt issues and contingent liabilities relating to customer trading activities such as those arising from performance and customs bonds, warranties and indemnities.

Commitments

Documentary credits and other short-term trade related transactions – documentary letters are commercial letters of credit providing for payment by the Group to a named beneficiary against presentation of specified documents.

Commitments to lend – under a loan commitment the Group agrees to make funds available to a customer in the future. Loan commitments, which are usually for a specified term may

be unconditionally cancellable or may persist, provided all conditions in the loan facility are satisfied or waived. Commitments to lend include commercial standby facilities and credit lines, liquidity facilities to commercial paper conduits and unutilised overdraft facilities.

Other commitments – these include forward asset purchases, forward foreign deposits placed and undrawn note issuance and revolving underwriting facilities.

Regulatory enquiries and investigations – in the normal course of business the Group and its subsidiaries co-operate with regulatory authorities in various jurisdictions in their enquiries or investigations into alleged or possible breaches of regulations.

Additional contingent liabilities arise in the normal course of the Group's business. It is not anticipated that any material loss will arise from these transactions.

Litigation

Since December 2003, members of the Group have been joined as defendants in a number of legal actions in the United States following the collapse of Enron. Collectively, the claims are, to a substantial degree, unquantified and in each case they are made against large numbers of defendants. The Group intends to defend these claims vigorously. The US Courts dealing with the main Enron actions have ordered that the Group join the non-binding, multi-party mediation which commenced in late 2003. Based on current knowledge including applicable defences and given the unquantified nature of these claims, the directors are unable at this stage to predict with certainty the eventual loss in these matters. In addition, pursuant to requests received from the US Securities and Exchange Commission and the US Department of Justice, the Group has been providing copies of Enron-related materials to these authorities and the Group continues to co-operate fully with them.

Members of the Group are engaged in other litigation in the United Kingdom and a number of overseas jurisdictions, including the United States, involving claims by and against them arising in the ordinary course of business. The directors of the company have reviewed these other actual, threatened and known potential claims and proceedings and, after consulting with the Group's legal advisers are satisfied that the outcome of these claims and proceedings will not have a material adverse effect on the Group's consolidated net assets, results of operations or cash flows.

42 Acquisitions

The Group made a number of acquisitions during the year, all of which were accounted for using acquisition accounting principles.

(a) Charter One

Charter One Financial, Inc. was acquired by Citizens in August 2004 for a cash consideration of US\$10.1 billion. The acquisition has extended Citizen's coverage to North Eastern and Mid Western States of the US and will enable Citizens to achieve a significant increase in the scale of its activities.

Although not required, as it is not a material acquisition for the Group, separate purchase accounting disclosures for Charter One Financial, Inc. are set out below. The provisional fair values of the assets and liabilities acquired and the consideration paid are shown in the table below:

At date of acquisition	Book value of net assets acquired £m	Fair value adjustments £m	Fair value to the Group £m
Cash and balances at central banks	330*	—	330
Loans and advances to customers	18,287	(274)	18,013
Debt securities	3,107	(26)	3,081
Equity shares	381	—	381
Tangible fixed assets	699	—	699
Other assets	740	(2)	738
Deposits by banks	(5,579)	—	(5,579)
Customer accounts	(15,823)	(28)	(15,851)
Other liabilities	(49)	(45)	(94)
Deferred tax provisions	(534)	46	(488)
Post-retirement pension liabilities	(17)	—	(17)
Dated loan capital	(222)	(22)	(244)
Net assets acquired	1,320*	(351)	969
Goodwill			4,654
Total consideration			5,623
Satisfied by:			
Payment of cash			5,611
Fees and expenses relating to the acquisition			12
			5,623

* Reduced by £307 million (US\$553 million) paid out by Charter One immediately prior to closing principally in respect of the buyout of employee stock options. Gross of this amount, consideration was £5,930 million (US\$10,677 million) and the book value of net assets acquired £1,627 million (US\$2,929 million).

Fair value adjustments reflect the restatement of balances to their estimated fair values at the date of acquisition, and the related tax effect.

The estimated contribution to the Group's results, before funding costs of Charter One, for the year ended 31 December 2004 is shown below:

	Four months ended 31 December 2004 £m
Net interest income	220
Non-interest income	129
Total income	349
Operating expenses	(177)
Contribution before provisions	172
Provisions	(16)
Contribution before goodwill amortisation	156
Goodwill amortisation	(76)
Contribution	80

The contribution above is after charging goodwill amortisation and includes the post-acquisition effect of fair value adjustments.

(b) Other acquisitions

The provisional fair values of the assets and liabilities of all other acquisitions made during the year and the consideration paid are shown in the table below:

	Book value of net assets acquired £m	Fair value adjustments £m	Fair value to the Group £m
At respective dates of acquisition			
Cash and balances at central banks	106	2	108
Loans and advances to banks	768	—	768
Loans and advances to customers	5,491	(70)	5,421
Debt securities	938	(6)	932
Tangible fixed assets	106	(7)	99
Other assets	129	(15)	114
Prepayments and accrued income	5	5	10
Deposits by banks	(1,874)	—	(1,874)
Customer accounts	(3,208)	(4)	(3,212)
Debt securities in issue	(777)	—	(777)
Other liabilities	(118)	45	(73)
Accruals and deferred income	(27)	(38)	(65)
Deferred tax provisions	(6)	(20)	(26)
Post-retirement benefit liabilities	(15)	—	(15)
Other provisions	(13)	1	(12)
Dated loan capital	(81)	(7)	(88)
Undated loan capital	(36)	(29)	(65)
Minority interest-equity	(4)	—	(4)
Net assets acquired	1,384	(143)	1,241
Goodwill			1,245
Total consideration			2,486
Satisfied by:			
Payment of cash			2,468
Loan notes			4
Fees and expenses relating to the acquisitions			14
			2,486

Fair value adjustments reflect the restatement of balances to their estimated fair values at the date of acquisition, and the related tax effect.

The estimated contribution to the Group's results, before funding costs of the acquisitions, is shown below:

	Year ended 31 December 2004* £m
Net interest income	165
Non-interest income	88
Total income	253
Operating expenses	(125)
Operating profit	128
Provisions	(42)
Contribution before goodwill amortisation	86
Goodwill amortisation	(45)
Contribution	41

* From the dates of acquisition. The contribution above is after charging goodwill amortisation and includes the post-acquisition effect of fair value adjustments.

43 Reconciliation of operating profit to net cash inflow from operating activities

	2004 £m	2003* £m	2002* £m
Operating profit	6,917	6,076	4,852
Increase in prepayments and accrued income	(1,609)	(514)	(636)
Interest on subordinated liabilities	681	551	659
Increase in accruals and deferred income	2,300	1,455	872
Amortisation of and provisions against investment securities	92	60	99
Provisions for bad and doubtful debts	1,428	1,461	1,286
Loans and advances written off net of recoveries	(1,321)	(1,447)	(973)
Profit on sale of tangible fixed assets	(69)	(30)	(32)
Profit on sale of subsidiaries and associates	(4)	(63)	(13)
Profit from associated undertakings	(35)	(12)	(2)
Profit on sale of investment securities	(167)	(172)	(85)
Charge for pensions	381	330	127
Pension contributions	(1,146)	(141)	(168)
Provisions for liabilities and charges	20	36	47
Provisions utilised	(47)	(99)	(56)
Depreciation and amortisation of tangible and intangible fixed assets	2,022	1,682	1,626
Increase in value of long-term assurance business	(94)	(73)	(61)
Net cash inflow from trading activities	9,349	9,100	7,542
(Increase)/decrease in items in the course of collection	(128)	240	547
(Increase)/decrease in treasury and other eligible bills	(1,264)	6,626	(1,323)
(Increase)/decrease in loans and advances to banks	(3,370)	2,797	(2,756)
Increase in loans and advances to customers	(69,543)	(26,140)	(32,670)
(Increase)/decrease in securities	(10,367)	(9,871)	1,799
Increase in other assets	(3,503)	(977)	(1,181)
Decrease in items in the course of transmission	(156)	(300)	(851)
Increase in deposits by banks	24,310	11,188	14,512
Increase in customer accounts	29,107	15,669	19,383
Increase in debt securities in issue	17,163	7,078	3,269
Increase/(decrease) in other liabilities	4,817	(168)	3,817
Increase in settlement balances and short positions	8,796	3,202	482
Effect of other accruals/deferrals and other non-cash movements	1,096	1,264	1,167
Net cash inflow from operating activities	6,307	19,708	13,737

* restated (see page 139)

44 Analysis of the net outflow of cash in respect of the purchase of businesses and subsidiary undertakings

	2004 £m	2003 £m	2002 £m
Cash consideration paid	(8,105)	(2,252)	(415)
Cash acquired	457	504	107
Net outflow of cash	(7,648)	(1,748)	(308)

45 Sale of subsidiary and associated undertakings

	2004 £m	2003 £m	2002 £m
Net assets disposed of	2	66	13
Goodwill written back	—	40	—
Goodwill sold	16	10	3
Profit on disposal	4	63	13
Net inflow of cash in respect of disposals (net of expenses)	22	179	29

46 Analysis of changes in financing during the year

	Share capital (including share premium)			Loan capital		
	2004 £m	2003 £m	2002 £m	2004 £m	2003 £m	2002 £m
At 1 January	8,944	8,362	8,358	16,998	13,965	12,530
Currency translation adjustments	(231)	(203)	(283)	(475)	(448)	(520)
Net cash inflow/(outflow) from financing	4,203	(180)	(515)	3,906	3,481	1,955
Acquisition of subsidiaries	—	—	—	397	—	—
Other non-cash movements	870	965	802	(460)	—	—
At 31 December	13,786	8,944	8,362	20,366	16,998	13,965

47 Analysis of cash

	2004 £m	2003 £m	2002 £m
Cash and balances at central banks	4,293	3,822	3,481
Loans and advances to banks repayable on demand	19,430	17,115	6,792
Cash	23,723	20,937	10,273

Certain subsidiary undertakings are required to maintain balances with the Bank of England which, at 31 December 2004, amounted to £260 million (2003 – £231 million). Certain subsidiary undertakings are required by law to maintain reserve balances with the Federal Reserve Bank in the US. Such reserve balances amounted to US\$132 million at 31 December 2004 (2003 – US\$190 million).

48 Analysis of changes in cash during the year

	2004 £m	2003 £m	2002 £m
At 1 January	20,937	10,273	7,027
Net cash inflow	2,786	10,664	3,246
At 31 December	23,723	20,937	10,273

49 Segmental analysis

In the tables below, the analyses of net assets are included in compliance with Statement of Standard Accounting Practice 25 'Segmental Reporting'. The fungible nature of liabilities within the banking industry results in allocations of liabilities which, in some cases, are necessarily subjective. The directors believe that it is more meaningful to analyse total assets and the result of this analysis is therefore also included in the tables.

The prior year data in the tables below have been restated to reflect the transfer in 2004 of certain activities from Wealth Management to Retail Banking and from other divisions, principally RBS Insurance and Ulster Bank, to Manufacturing.

a) Classes of business

	Net interest income £m	Non-interest income £m	Total income £m	Operating expenses and other operating charges £m	Provisions* £m	Profit/ (loss) on ordinary activities before tax £m
2004						
Corporate Banking and Financial Markets	2,545	4,964	7,509	(2,664)	(580)	4,265
Retail Banking	3,112	1,630	4,742	(1,074)	(389)	3,279
Retail Direct	938	1,191	2,129	(712)	(377)	1,040
Manufacturing	—	—	—	(2,439)	—	(2,439)
Wealth Management	497	451	948	(463)	(17)	468
RBS Insurance	420	4,514	4,934	(4,072)	—	862
Ulster Bank	550	193	743	(235)	(40)	468
Citizens	1,540	601	2,141	(1,024)	(80)	1,037
Central items	(394)	2	(392)	(459)	(28)	(879)
Profit before goodwill amortisation and integration costs	9,208	13,546	22,754	(13,142)	(1,511)	8,101
Goodwill amortisation	—	—	—	(915)	—	(915)
Integration costs	—	—	—	(269)	—	(269)
Profit on ordinary activities before tax	9,208	13,546	22,754	(14,326)	(1,511)	6,917
2003						
Corporate Banking and Financial Markets	2,324	4,373	6,697	(2,322)	(755)	3,620
Retail Banking	2,959	1,514	4,473	(1,030)	(273)	3,170
Retail Direct	849	986	1,835	(657)	(297)	881
Manufacturing	—	—	—	(2,114)	—	(2,114)
Wealth Management	457	352	809	(398)	(9)	402
RBS Insurance	232	3,013	3,245	(2,636)	—	609
Ulster Bank	396	185	581	(195)	(32)	354
Citizens	1,310	514	1,824	(879)	(88)	857
Central items**	(226)	43	(183)	(488)	(40)	(711)
Profit before goodwill amortisation and integration costs	8,301	10,980	19,281	(10,719)	(1,494)	7,068
Goodwill amortisation	—	—	—	(763)	—	(763)
Integration costs	—	—	—	(229)	—	(229)
Profit on ordinary activities before tax	8,301	10,980	19,281	(11,711)	(1,494)	6,076
2002						
Corporate Banking and Financial Markets	2,349	3,703	6,052	(2,066)	(725)	3,261
Retail Banking	2,849	1,430	4,279	(992)	(213)	3,074
Retail Direct	749	841	1,590	(601)	(281)	708
Manufacturing	—	—	—	(1,952)	—	(1,952)
Wealth Management	451	370	821	(425)	11	407
RBS Insurance	158	1,981	2,139	(1,683)	—	456
Ulster Bank	339	181	520	(180)	(22)	318
Citizens	1,248	468	1,716	(855)	(95)	766
Central items**	(294)	193	(101)	(377)	(20)	(498)
Profit before goodwill amortisation and integration costs	7,849	9,167	17,016	(9,131)	(1,345)	6,540
Goodwill amortisation	—	—	—	(731)	—	(731)
Integration costs	—	—	—	(957)	—	(957)
Profit on ordinary activities before tax	7,849	9,167	17,016	(10,819)	(1,345)	4,852

* comprises provisions for bad and doubtful debts and amounts written off fixed asset investments.

** restated (see page 139).

	Total assets		Net assets	
	2004 £m	2003* £m	2004 £m	2003* £m
Corporate Banking and Financial Markets	346,823	268,523	13,035	11,726
Retail Banking	77,900	67,360	4,269	3,747
Retail Direct	26,862	21,905	1,479	1,236
Manufacturing	5,174	4,259	242	194
Wealth Management	11,751	15,211	580	669
RBS Insurance	10,822	10,124	1,829	1,362
Ulster Bank	27,365	15,560	1,385	988
Citizens	68,262	42,897	10,042	4,395
Central items	8,508	8,589	(996)	1,781
	583,467	454,428	31,865	26,098

* restated (see page 139)

Segmental analysis of goodwill is as follows:

	CBFM £m	Retail Banking £m	Retail Direct £m	Wealth Management £m	RBS Insurance £m	Ulster Bank £m	Citizens £m	Centre £m	Total £m
Cost:									
At 1 January 2004	191	—	114	153	1,011	—	2,668	11,621	15,758
Currency translation and other adjustments	—	—	(31)	1	—	1	(529)	—	(558)
Arising on acquisitions during the year	9	98	592	—	19	478	4,703	—	5,899
Disposals	—	—	—	—	—	—	(20)	—	(20)
At 31 December 2004	200	98	675	154	1,030	479	6,822	11,621	21,079
Amortisation:									
At 1 January 2004	14	—	6	1	69	—	331	2,206	2,627
Currency translation and other adjustments	—	—	(1)	—	—	1	(35)	—	(35)
Charge for the year	12	2	23	8	57	23	209	581	915
Disposals	—	—	—	—	—	—	(4)	—	(4)
At 31 December 2004	26	2	28	9	126	24	501	2,787	3,503
Net book value:									
At 31 December 2004	174	96	647	145	904	455	6,321	8,834	17,576
At 31 December 2003	177	—	108	152	942	—	2,337	9,415	13,131

(b) Geographical segments

The geographical analyses in the tables below have been compiled on the basis of location of office where the transactions are recorded.

2004	UK £m	USA £m	Europe £m	Rest of the World £m	Total £m
Interest receivable	12,469	2,763	1,267	197	16,696
Dividend income	42	17	20	—	79
Fees and commissions receivable	5,260	808	467	99	6,634
Dealing profits	1,113	821	18	36	1,988
Other operating income	1,504	92	255	4	1,855
General insurance premium income (net of reinsurance)	4,794	—	150	—	4,944
Gross income	25,182	4,501	2,177	336	32,196
Profit on ordinary activities before tax	4,776	1,389	625	127	6,917
Total assets	378,396	145,572	45,593	13,906	583,467
Net assets	18,070	11,068	2,671	56	31,865

49 Segmental analysis (continued)

2003*	UK £m	USA £m	Europe £m	Rest of the World £m	Total £m
Interest receivable	10,780	2,142	942	134	13,998
Dividend income	33	7	18	—	58
Fees and commissions receivable	4,663	622	323	85	5,693
Dealing profits	1,004	717	39	33	1,793
Other operating income	1,432	86	132	—	1,650
General insurance premium income (net of reinsurance)	2,981	—	142	—	3,123
Gross income	20,893	3,574	1,596	252	26,315
Profit on ordinary activities before tax	4,456	1,159	315	146	6,076
Total assets	314,638	102,389	27,411	9,990	454,428
Net assets	18,669	5,364	2,060	5	26,098
2002*					
Interest receivable	10,372	2,240	837	112	13,561
Dividend income	32	10	16	—	58
Fees and commissions receivable	4,375	601	251	22	5,249
Dealing profits	736	649	42	35	1,462
Other operating income	1,346	32	40	(8)	1,410
General insurance premium income (net of reinsurance)	1,874	—	79	—	1,953
Gross income	18,735	3,532	1,265	161	23,693
Profit/(loss) on ordinary activities before tax	3,928	618	340	(34)	4,852
Total assets	279,478	102,532	25,354	3,674	411,038
Net assets	19,098	4,056	1,917	—	25,071

*restated (see page 139)

50 Directors' remuneration

	2004 £000	2003 £000
Non-executive directors – emoluments	874	759
Chairman and executive directors – emoluments	8,421	7,945
– contributions and allowances in respect of defined contribution pension schemes	178	164
– amounts receivable under long-term incentive plans	9,473	8,868
– gains on exercise of share options	2,189	6,056
	5	2
	11,667	14,926

Retirement benefits are accruing to five directors (2003 – six) under defined benefit schemes, two (2003 – two) of whom also accrued benefits under defined contribution schemes.

The executive directors may also participate in the company's executive share option, sharesave and option 2000 schemes and details of their interests in the company's shares arising from their participation are contained on page 131. Details of the remuneration received by each director during the year and each directors' pension arrangements are given on pages 130 to 133.

51 Transactions with directors, officers and others

- (a) At 31 December 2004, the amounts outstanding in relation to transactions, arrangements and agreements entered into by authorised institutions in the Group were £234,265 in respect of loans to eight persons who were directors of the company (or persons connected with them) at any time during the financial period and £30,926 to one person who was an officer of the company at any time during the financial period.
- (b) There were no contracts of significance to the business of the company and its subsidiaries which subsisted at 31 December 2004, or during the year then ended, in which any director of the company had a material interest.

52 Related party transactions

Subsidiary undertakings

In accordance with Financial Reporting Standard 8 'Related Party Disclosures' ("FRS 8"), transactions or balances between Group entities that have been eliminated on consolidation are not reported.

Investments

Group members provide development and other types of capital support to businesses in their roles as providers of finance. These investments are made in the normal course of business and on arm's-length terms depending on their nature. In some instances, the investment may extend to ownership or control over 20% or more of the voting rights of the investee company. However, these investments are not considered to give rise to transactions of a materiality requiring disclosure under FRS 8.

Pension Fund

The Group recharges The Royal Bank of Scotland Group Pension Fund with the cost of administration services incurred by it. The amounts involved are not material to the Group.

53 Significant differences between UK and US generally accepted accounting principles

The consolidated financial statements of the Group are prepared in accordance with UK generally accepted accounting principles ("GAAP") that differ in certain material respects from US GAAP. The significant differences are summarised as follows:

(a) Acquisition accounting

Under UK GAAP, all integration costs relating to acquisitions are expensed as post-acquisition expenses. Under US GAAP, certain restructuring and exit costs incurred in the acquired business are treated as liabilities assumed on acquisition and taken into account in the calculation of goodwill.

Under UK GAAP, provisional fair value adjustments made in the accounting year in which the acquisition occurs may be amended in the subsequent accounting year. Under US GAAP, the allocation of the cost of acquisition to the fair values of assets and liabilities is generally completed within 12 months of the date of acquisition.

(b) Intangible assets

Under the Group's UK GAAP accounting policy, goodwill arising on acquisitions after 1 October 1998 is recognised as an asset and amortised on a straight-line basis over its estimated useful economic life. Impairment tests on goodwill are carried out at the end of the first full accounting period after its acquisition, and whenever there are indications of impairment. Goodwill arising on acquisitions before 1 October 1998 was deducted from reserves immediately. Under US GAAP, goodwill is recognised as an asset, and is not amortised. Under the transition rules of SFAS 142 'Goodwill and Other Intangible Assets', no amortisation is charged on acquisitions made after 30 June 2001; amortisation is charged up to 31 December 2001 for other goodwill. All goodwill and intangible assets with indefinite lives are tested for impairment at least annually. Certain amounts included in goodwill under UK GAAP are classified as intangible assets under US GAAP and amortised over their useful economic lives.

(c) Property revaluation and depreciation

The Group's freehold and leasehold properties are carried at original cost or subsequent valuation. The surplus or deficit on revaluation is included in the Group's reserves. Under US GAAP, revaluations of property are not permitted to be reflected in the financial statements.

Depreciation charged and gains or losses on disposal under UK GAAP are based on the revalued amount of freehold and long leasehold properties; no depreciation is charged on investment properties which are revalued annually. Under US GAAP, the depreciation charge and gains or losses on disposal are based on the historical cost for all properties.

(d) Leasehold property provisions

Under UK GAAP, provisions are raised on leasehold properties when there is a commitment to vacate the property. US GAAP requires provisions to be recognised at the time the property is vacated.

(e) Dividends

Under UK GAAP, dividends are recorded in the period to which they relate, whereas under US GAAP dividends are recorded in the period in which they are declared.

(f) Loan origination

Under UK GAAP, certain loan fees are recognised when received. Under US GAAP, applicable non-refundable loan fees and certain direct costs are deferred and recognised over the period of the related loan or facility.

(g) Pension costs

Under UK GAAP, pension assets are measured at their fair value and scheme liabilities are measured on an actuarial basis using the projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency. Any surplus or deficit of

53 Significant differences between UK and US generally accepted accounting principles *(continued)*

scheme assets compared with liabilities is recognised in the balance sheet as an asset (surplus) or liability (deficit). An asset is only recognised to the extent that the surplus can be recovered through reduced contributions in the future or through refunds from the scheme. US GAAP requires a similar method but allows a certain portion of actuarial gains and losses to be deferred and allocated in equal amounts over the average remaining service lives of current employees. A minimum additional liability must be recognised if the accumulated benefit obligation (the current value of accrued benefits without allowance for future salary increases) exceeds the fair value of plan assets and the Group has recorded a prepaid pension costs or has an accrued liability that is less than the unfunded accumulated benefit. Movements in the minimum additional liability, together with the related deferred tax, are recognised through other comprehensive income.

(h) Long-term assurance business

The shareholders' interest in the long-term assurance fund is valued as the discounted value of the cash flows expected to be generated from in-force policies together with net assets in excess of the statutory liabilities. Under US GAAP, for traditional business, premiums are recognised as revenue when due from the policyholders. Costs of claims are recognised when insured events occur. A liability for future policy benefits is established based upon the present value of future benefits less the present value of future net premiums. Acquisition costs for traditional business contracts are charged to the profit and loss account in proportion to premium revenue recognised. For unit-linked business, premiums and front-end load-type charges receivable from customers and acquisition costs relating to the acquisition of new contracts are capitalised and depreciated in proportion to the present value of estimated gross profits. Costs of claims are recognised when insured events occur.

(i) Extinguishment of liabilities

Under UK GAAP, recognition of a financial liability ceases once any transfer of economic benefits to the creditor is no longer likely. Under US GAAP, a financial liability is derecognised only when the creditor is paid or the debtor is legally released from being the primary obligator under the liability, either judicially or by the creditor.

(j) Leasing

In accordance with UK GAAP, the Group's accounting policy for finance lease income receivable is to allocate total gross earnings to accounting periods so as to give a constant periodic rate of return on the net cash investment, and certain operating lease assets are depreciated on a reverse-annuity basis. Under US GAAP, finance lease income is recognised so as to give a level rate of return on the investment in the lease but without taking into account the associated tax flows, and all operating lease assets are depreciated on a straight-line basis.

(k) Securities

Under UK GAAP, the Group's debt securities and equity shares are classified as being held as investment securities or for dealing purposes. Investment securities are stated at cost less provision for any permanent diminution in value. Premiums and discounts on dated debt securities are amortised to interest income over the period to maturity. Securities held for dealing purposes are carried at fair value with changes in fair value recognised in the profit and loss account. Under US GAAP, securities held by the Group's private equity business are considered to be held by investment companies and are carried at fair value, with changes in fair value being reflected in net income. The Group's other investment debt securities and marketable investment equity shares are classified as available-for-sale securities with unrealised gains and losses reported in a separate component of equity, except when the unrealised loss is considered other than temporary in which case the loss is included in net income. Under US GAAP, the Group recognises an other than temporary impairment on an available-for-sale equity share when its carrying value has exceeded its market value for more than twelve months.

(l) Derivatives and hedging activities

SFAS 133 'Accounting for Derivative Instruments and Hedging Activities' was effective for the Group's US GAAP information from 1 January 2001. The Group has not made changes in its use of non-trading derivatives to meet the hedge criteria of SFAS 133. As a result, from 1 January 2001, for US GAAP purposes, the Group's portfolio of non-trading derivatives has been remeasured to fair value and changes in fair value reflected in net income. Under UK GAAP, these derivatives continue to be classified as non-trading and accounted for in accordance with the underlying transaction or transactions being hedged.

SFAS 133 does not permit a non-derivative financial instrument to be designated as the hedging instrument in a fair value hedge of the foreign exchange exposure of available-for-sale securities.

SFAS 133 also requires derivatives embedded in other financial instruments to be accounted for on a stand-alone basis if they have economic characteristics and risks that differ from those of the host instrument.

US GAAP does not permit a profit or loss to be recognised on transacting a derivative unless its valuation is based on observable market data. There is no similar requirement under UK GAAP. Inception profits and losses reflecting the application of the Group's usual pricing methodologies are recognised as they arise.

(m) Software development costs

Under UK GAAP, most software development costs are written off as incurred. Under US GAAP, certain costs relating to software developed for own use that are incurred after 1 January 1999 are capitalised and depreciated over the estimated useful life of the software.

(n) Share-based compensation

Under UK GAAP, no compensation expense is recognised for the Group's executive share option schemes, under which options are granted at the higher of nominal value and market value on the date of grant and for the Group's Sharesave schemes, under which employees are granted options at a 20% discount to market value at date of grant. Under US GAAP, the compensation expense based on the options' intrinsic value is charged to the profit and loss account over the period to their average vesting date.

(o) Consolidation

UK GAAP requires consolidation of entities controlled by an enterprise where control means the enterprise's ability to direct the financial and operating policies of an entity with a view to gaining economic benefits. US GAAP requires consolidation by the primary beneficiary of a variable interest entity ("VIE"). An enterprise is the primary beneficiary of a VIE if it will absorb a majority of the entity's expected losses, receive a majority of the entity's expected residual returns, or both.

(p) Acceptances

Acceptances outstanding and the matching customers' liabilities are not reflected in the consolidated balance sheet, but are disclosed as memorandum items. Under US GAAP, acceptances outstanding and the matching customers' liabilities are reflected in the consolidated balance sheet.

(q) Offset arrangements

Under UK GAAP, debit and credit balances with the same counterparty are aggregated into a single item where there is a right to insist on net settlement and the debit balance matures no later than the credit balance. Under US GAAP, agreements and balances with the same counterparty may be offset only where they have the same settlement date specified at inception and there is an intention to set off.

(r) Deferred taxation

Accounting for deferred tax under UK GAAP is consistent with US GAAP except that deferred tax is not recognised under UK GAAP on certain timing differences resulting from the roll-over of gains on disposal of properties, but is provided under US GAAP on such differences.

Recent developments in US GAAP

The FASB issued SFAS 153 'Exchanges of Nonmonetary assets, an amendment of APB Opinion No. 29' in December 2004. SFAS 153 provides for a general exception from fair value measurement for exchanges of nonmonetary assets that do not have commercial substance. The Statement is effective for fiscal years beginning after 15 June 2005 and is not expected to affect the Group's US GAAP reporting.

In December 2004, the FASB issued SFAS 123 (revised 2004) 'Share-Based Payment' which requires compensation costs related to share-based payment transactions to be recognised in the financial statements. The compensation cost will be based on the grant-date fair value of the equity issued and will be recognised over the period that an employee provides service in exchange for the award. SFAS 123 (revised 2004) would be effective for the Group from 1 January 2006. Entities that use the fair value method for either recognition or disclosure under SFAS 123 will apply the revised Statement using a modified version of prospective application whereby for that portion of outstanding awards for which the requisite service has not yet been rendered, compensation cost will be based on the grant-date fair value calculated under SFAS 123 for either recognition or pro forma disclosures. For periods before the effective date, entities may elect to apply a modified version of retrospective application under which financial statements for prior periods are adjusted on a basis consistent with the pro forma disclosures required by SFAS 123. The Group currently makes pro forma disclosures of the effect on net income of compensation costs determined under the fair value method of SFAS 123.

53 Significant differences between UK and US generally accepted accounting principles (continued)**Selected figures in accordance with US GAAP**

The following tables summarise the significant adjustments to consolidated net income available for ordinary shareholders and shareholders' equity which would result from the application of US GAAP instead of UK GAAP. Where applicable, the adjustments are stated gross of tax with the tax effect shown separately in total.

	2004 £m	2003 £m	2002 £m
Consolidated statement of income			
Profit attributable to ordinary shareholders – UK GAAP	4,256	2,254	2,034
Adjustments in respect of:			
Acquisition accounting	66	33	—
Amortisation of intangible assets	780	721	681
Property revaluation and depreciation	(69)	(41)	(18)
Leasehold property provisions	(19)	83	—
Loan origination	(85)	(47)	(72)
Pension costs	(285)	(286)	(121)
Long-term assurance business	(27)	(57)	(37)
Extinguishment of liabilities	(94)	(84)	—
Leasing	(35)	(53)	(71)
Securities	(170)	49	—
Derivatives and hedging	(437)	232	770
Software development costs	(261)	(300)	283
Share-based payment	(26)	(32)	—
Consolidation	(29)	(60)	—
Tax effect on the above adjustments	395	165	(261)
Deferred taxation	(12)	(13)	(80)
Net income available for ordinary shareholders – US GAAP	3,948	2,564	3,108

	2004 £m	2003 £m
Consolidated shareholders' equity		
Shareholders' funds – UK GAAP	31,865	26,098
Adjustments in respect of:		
Acquisition accounting	517	451
Intangible assets	3,002	2,222
Property revaluation and depreciation	(262)	(249)
Leasehold property provisions	64	83
Proposed dividend	1,308	1,059
Loan origination	(373)	(288)
Pension costs	190	2,828
Long-term assurance business	(205)	(178)
Extinguishment of liabilities	(178)	(84)
Leasing	(253)	(218)
Securities	134	232
Derivatives and hedging	238	161
Software development costs	399	660
Share-based payment	(58)	(32)
Consolidation	(89)	(60)
Tax effect on cumulative UK/US GAAP adjustments	(733)	(1,128)
Tax effect on other comprehensive income	684	155
Deferred tax	(59)	(47)
Shareholders' equity – US GAAP	36,191	31,665

Prior periods have been restated following the implementation of FRS 17 and the reclassification of perpetual regulatory securities.

Total assets under US GAAP, adjusted to reflect the consolidation of variable interest entities, inclusion of acceptances, provisions for contingent liabilities and commitments, the fair value of financial guarantees and the grossing-up of certain netting arrangements under UK GAAP, together with the effect of adjustments made to net income and shareholders' funds, were £631 billion (2003 – £488 billion).

Earnings per share

Basic and diluted earnings per share ("EPS") under US GAAP differ from UK GAAP only to the extent that the income calculated under US GAAP differs from that under UK GAAP.

	2004			2003			2002		
	Income* £m	No. of shares million	Per share amount pence	Income* £m	No. of shares million	Per share amount pence	Income* £m	No. of shares million	Per share amount pence
Basic EPS	3,948	3,085	128.0	2,564	2,931	87.5	3,108	2,881	107.9
Dilutive effect of share options and convertible preference shares	66	73	(0.9)	—	22	(0.7)	—	43	(1.6)
Diluted EPS	4,014	3,158	127.1	2,564	2,953	86.8	3,108	2,924	106.3

* US GAAP net income available to ordinary shareholders, see page 190.

The Group has convertible preference shares totalling £200 million (2003 and 2002 – £200 million), €750 million (2003 and 2002 – €750 million) and \$1,900 million (2003 and 2002 – \$1,900 million). All of the convertible preference shares, with the exception of \$1,500 million, have a dilutive effect in the current year and as such have been included in the computation of diluted earnings per share.

Outstanding options to purchase shares are excluded from the computation of diluted EPS where the exercise prices of the options are greater than the average market price of the ordinary shares during the relevant period. At 31 December 2004, there were 8.7 million such options outstanding (2003 – 5.2 million; 2002 – 3.8 million).

Pensions

On 1 April 2002, the Group's main pension schemes, The Royal Bank of Scotland Staff Pension Scheme and the National Westminster Bank Pension Fund, were merged to form The Royal Bank of Scotland Group Pension Fund ("the plan"). The provisions of SFAS 87 'Employers' Accounting for Pensions' have been applied to the plan, which covers most of the Group's UK employees; the impact of US GAAP on the other Group schemes is considered to be immaterial.

A trust fund has been established under the plan, to which payments are made, determined on an actuarial basis, designed to build up reserves during the working life of full-time employees to pay such employees or their dependants a pension after retirement. Such pensions are based on final pensionable salaries and are related to the length of service prior to retirement. Pensions are limited to a maximum of

two-thirds of final salary for 40 years service or more. Staff do not make contributions for basic pensions but may make voluntary contributions on a regular basis to purchase additional service qualification where less than 40 years service will have been completed by normal retirement age.

The assets of the plan are held under separate trusts and, in the long-term, the funding policy is to maintain assets sufficient to cover the benefits in respect of service to date, with due allowance for future earnings increases. The plan assets consist mainly of fixed-income securities and listed securities. The investment policy followed for the plan seeks to deploy the plan assets primarily in UK and overseas equity shares and UK government securities.

Disclosures required by SFAS 132R for the Group's main scheme are set out below.

Obligations and funded status

Change in benefit obligation:

	2004 £m	2003 £m	2002 £m
Projected benefit obligation at beginning of year	13,963	12,526	12,198
Service cost	420	340	303
Interest cost	768	706	715
Net actuarial loss/(gain)	1,568	902	(217)
Benefits and expenses paid	(527)	(511)	(473)
Projected benefit obligation at year end	16,192	13,963	12,526

Change in plan assets:

	2004 £m	2003 £m	2002 £m
Fair value of plan assets at beginning of year	11,822	10,682	12,567
Actual return on plan assets	1,234	1,559	(1,521)
Employer's contribution	1,069	92	109
Benefits and expenses paid	(527)	(511)	(473)
Market value of plan assets at year end	13,598	11,822	10,682

53 Significant differences between UK and US generally accepted accounting principles (continued)**Pensions** (continued)

	2004 £m	2003 £m	2002 £m
Prepaid pension cost:			
Funded status	(2,594)	(2,141)	(1,844)
Unrecognised net actuarial loss	5,990	5,078	5,266
Unrecognised prior service cost	12	13	14
Unrecognised transition amount	(6)	(14)	(22)
Prepaid pension cost at year end	3,402	2,936	3,414

	2004 £m	2003 £m	2002 £m
Components of net periodic pension cost:			
Service cost	420	340	303
Interest cost	768	706	715
Expected return on plan assets	(840)	(757)	(901)
Amortisation of prior service cost	1	1	1
Amortisation of loss	263	287	138
Amortisation of net transition asset	(8)	(8)	(8)
Net periodic pension cost	604	569	248

Assumptions

	2004 % per annum	2003 % per annum	2002 % per annum
Weighted average assumptions used at 31 December:			
Discount rate for liabilities	5.40	5.60	5.75
Salary increases	3.95	3.95	3.50
Pension increases	2.70	2.70	2.25
Long-term rate of return on assets	6.95	7.20	7.20

	2004 %	2003 %	2002 %
Weighted-average allocations of market value of plan assets at 31 December:			
Equity shares	57	65	67
Debt securities	31	32	31
Other	12	3	2
Total	100	100	100

At 31 December 2004, the fund's accumulated benefit obligation was underfunded by £561 million (2002 – £168 million). This resulted in a reduction in the accumulated other comprehensive income component of US GAAP shareholders' equity of £3,951 million (2002 – £3,568 million), comprising the excess of the accumulated benefit obligation over the market value of assets of £561 million (2002 – £168 million), prepaid pension cost of £3,402 million (2002 – £3,414 million) less unrecognised prior service cost of £12 million (2002 – £14 million). This was reduced by deferred tax of £1,185 million (2002 – £1,070 million). At 31 December 2003, the fund had a surplus of assets over its accumulated benefit obligation and no minimum liability was recognised.

Cash flows

The following pension payments under the main scheme, which reflect expected future service, as appropriate, are expected to be paid:

	£m
2005	511
2006	521
2007	530
2008	543
2009	557
After 2010	3,072

The Group expects to contribute £376 million to its main UK pension plan in 2005.

Loan impairment

At 31 December 2004 and 2003, the Group estimated that the difference between the carrying value of its loan portfolio under US GAAP and its value in the Group's UK GAAP financial statements was such that no adjustment to net income or consolidated shareholders' equity was required. At 31 December 2004, the Group's non-accrual loans, loans past due 90 days and troubled debt restructurings amounted to £5,529 million (2003 – £5,157 million). Specific provisions of £3,602 million (2003 – £2,782 million) were held against these loans. Average non-accrual loans, loans past due 90 days and troubled debt restructurings for the year to 31 December 2004 were £5,313 million (2003 – £5,166 million).

Gross interest income not recognised, but which would have been recognised under the original terms of non-accrual and restructured loans, amounted to £237 million for the year ended 31 December 2004 (2003 – £237 million; 2002 – £234

million) from domestic loans and £58 million for the year ended 31 December 2004 (2003 – £55 million; 2002 – £73 million) from foreign loans. Interest on non-accrual and restructured loans included in net income was £58 million for the year ended 31 December 2004 (2003 – £60 million; 2002 – £47 million) from domestic loans and £7 million for the year ended 31 December 2004 (2003 – £3 million; 2002 – £7 million) from foreign loans.

Securities

During 2004, net gains of £2 million were included in US GAAP net income from transfers of securities from the available-for-sale category into the trading category. For 2004, net unrealised losses of £924 million on available-for-sale securities were included in US GAAP other comprehensive income and £672 million was reclassified from accumulated other comprehensive income into US GAAP net income.

The table below shows the fair value of available-for-sale securities that were in an unrealised loss position at 31 December 2004.

Issued by	Number of issues	Less than 12 months		More than 12 months		Total	
		Fair value £m	Gross unrealised losses £m	Fair value £m	Gross unrealised losses £m	Fair value £m	Gross unrealised losses £m
UK government		—	—	512	20	512	20
US treasury and government and securities issued by US states		507	24	—	—	507	24
Other government		855	18	47	2	902	20
Corporate debt securities		73	4	75	5	148	9
Mortgage-backed securities		3,651	66	906	28	4,557	94
Bank and building society		29	4	51	1	80	5
Other		8	1	—	—	8	1
Available-for-sale debt securities	516	5,123	117	1,591	56	6,714	173

The Group considers that unrealised losses on available-for-sale debt securities are temporary principally because they reflect changes in benchmark interest rates. In 2004, other than temporary losses of £78 million have been recognised in net income on available-for-sale equity shares.

53 Significant differences between UK and US generally accepted accounting principles (continued)**Cash flow statements**

There are many similarities between SFAS 95, 'Statement of Cash Flows' as amended by SFAS 104 'Statement of Cash Flows – Net Reporting of Certain Cash Receipts and Cash Payments and Classification of Cash Flows from Hedging Transactions', and FRS 1 'Cash Flow Statements' (Revised). The principal differences are the classifications of certain transactions.

	Classification under FRS 1	Classification under SFAS 95
Equity dividends paid	Equity dividends paid	Financing activities
Dividends paid on non-equity shares	Returns on investments and servicing of finance	Financing activities
Tax paid	Taxation	Operating activities
Purchase and sale of associated and subsidiary undertakings	Acquisitions and disposals	Investing activities
Purchase and sale of investment securities and fixed assets	Capital expenditure and financial investment	Investing activities
Net change in loans and advances, including finance lease receivables	Operating activities	Investing activities
Net change in deposits	Operating activities	Financing activities
Net change in debt securities in issue	Operating activities	Financing activities
Short-term funding not included in cash	Operating activities	Financing activities

Summary consolidated statements of cash flows presented on a US GAAP basis for each of the three years ended 31 December 2004 are set out below:

	2004 £m	2003 £m	2002 £m
Cash flows from operating activities	8,062	8,534	11,008
Cash flows from investing activities	(82,113)	(31,879)	(44,892)
Cash flows from financing activities	77,644	34,872	37,245
Effect of exchange rate changes on cash and cash equivalents	(807)	(863)	(115)
Change in cash and cash equivalents	2,786	10,664	3,246
Cash and cash equivalents at beginning of the year	20,937	10,273	7,027
Cash and cash equivalents at end of the year	23,723	20,937	10,273

The composition of cash at 31 December 2004, 2003 and 2002 and the movement in cash for the years then ended are shown in Note 47 and Note 48 on the accounts respectively.

Stock-based compensation costs

The Group grants share options to executive officers under an executive share option scheme (the "executive scheme") and to employees under a savings-related sharesave scheme (the "savings scheme") and the option 2000 scheme.

Executive scheme

Under the terms of the executive scheme, senior management employees and executive directors of Group companies may participate in the executive scheme at the discretion of the Board of directors of the company. The executive scheme involves a participant being granted an option to subscribe for ordinary shares of the company at the higher of nominal value and market value of ordinary shares on the date of grant. Normally, options may be granted only within six weeks after

the announcement of final or interim results of the Group for any particular year. Options may not be transferred or assigned. A participant may not be granted options over new shares to the extent that the aggregate subscription price would exceed four times his compensation. Options granted under the executive scheme are issued on a UK Inland Revenue approved or unapproved basis. Options are exercisable between the third and tenth anniversaries of the grant date, only if performance criteria are met. For options granted from 1996 to 1998, the criterion is the average growth in adjusted earnings per ordinary share to exceed the average increase in the UK Retail Prices Index by 2% per annum over a three year period. For options granted since 1999, the relevant percentage has been increased to 3% per annum.

Savings scheme

Under the Inland Revenue rules, a participant in a savings scheme is permitted to make a maximum monthly saving of £250 under approved savings schemes. Employees of Group companies in the UK and Ireland and certain offshore jurisdictions are offered participation in the savings scheme. Participants can make monthly savings for a period of three, five or seven years. Options may be granted at not less than 80% of the average market value of ordinary shares of the company by reference to dealings in the ordinary shares over the last three trading days of the week immediately preceding the date of an invitation to participate, or, if higher, at par. Options comprise, as nearly as possible, such number of ordinary shares as may be purchased at the option price with the proceeds on maturity after either three, five or seven years of the savings contract, and options may normally be exercised only within six months after the third, fifth or seventh anniversary of the savings contract. Options may not be transferred or assigned.

Option 2000 scheme

On 9 August 2000 and again on 4 April 2001, every qualifying permanent member of staff in the Group received an option over 150 shares in the company. The executive directors of the company waived their entitlement to the option granted on 4 April 2001. Further grants over 150 shares have been made on three separate occasions to employees joining the Group by way of acquisition, including a grant on 1 September 2004 to all employees of Charter One.

Under the scheme, options are granted at the market value of ordinary shares at the date of grant and may normally be exercised only between the third and sixth anniversary of the date of grant.

Limitations of the option schemes:

- (i) During a ten year period, no more than 10% in aggregate of the issued ordinary share capital of the company from time to time may be issued pursuant to all of the employee share schemes operated by the company.
- (ii) During a five year period, no more than 5% in aggregate of the issued ordinary share capital of the company from time to time may be issued pursuant to all of the employee share schemes operated by the company.
- (iii) During a ten year period, no more than 5% in aggregate of the issued ordinary share capital of the company from time to time may be issued pursuant to the executive scheme.
- (iv) During a four year period, no more than 2½% in aggregate of the issued ordinary share capital of the company from time to time may be issued pursuant to the executive scheme.
- (v) During a three year period, no more than 3% in aggregate of the issued ordinary share capital of the company from time to time may be issued pursuant to the executive scheme.

The following is a summary of outstanding options under the various schemes:

	Savings scheme		Executive scheme		Option 2000 scheme		Total	
	Number of options 000's	Weighted average exercise price pence	Number of options 000's	Weighted average exercise price pence	Number of options 000's	Weighted average exercise price pence	Number of options 000's	Weighted average exercise price pence
At 1 January 2002	51,604	829	12,033	996	26,584	1399	90,221	1019
Granted	12,419	1235	2,096	1810	620	1841	15,135	1339
Exercised	(12,112)	493	(3,160)	729	(5)	1380	(15,277)	542
Forfeited	(2,271)	1025	(145)	940	(1,313)	1419	(3,729)	1160
At 31 December 2002	49,640	1003	10,824	1232	25,886	1409	86,350	1153
Granted	9,100	1307	4,073	1347	1,363	1590	14,536	1345
Exercised	(11,902)	747	(1,299)	798	(6,380)	1240	(19,581)	911
Forfeited	(2,715)	1117	(76)	1251	(1,603)	1459	(4,394)	1244
At 31 December 2003	44,123	1128	13,522	1308	19,266	1474	76,911	1246
Granted	11,216	1205	4,341	1723	1,269	1553	16,826	1365
Exercised	(10,675)	883	(1,079)	994	(6,715)	1439	(18,469)	1092
Forfeited	(2,339)	1214	(171)	1298	(948)	1428	(3,458)	1277
At 31 December 2004	42,325	1205	16,613	1437	12,872	1503	71,810	1312

In 2004, awards totalling 373,140 options (2003 – 341,269; 2002 – 59,869) with negligible exercise prices and 93,367 shares (2003 – 59,525; 2002 – nil) were made under the Group's medium-term performance plan. Under the plan, the amount of shares or options that vest ranges from nil to 200% of the award depending on the annual growth in the Group's earnings per share and its performance relative to that of a comparator group of companies principally from the UK financial services sector.

53 Significant differences between UK and US generally accepted accounting principles (continued)**Stock-based compensation costs** (continued)

The following table shows options outstanding by normal exercise date. An option life of 5 years, being the midpoint on the 10 year option, has been assumed for options granted under Group and former NatWest executive plans.

Year exercisable	2004		2003		2002	
	Number of options 000's	Weighted average exercise price pence	Number of options 000's	Weighted average exercise price pence	Number of options 000's	Weighted average exercise price pence
2003	—	—	—	—	27,769	963
2004	—	—	31,817	1188	25,553	1226
2005	26,117	1214	14,081	1112	15,473	1118
2006	10,832	1421	11,822	1421	6,924	1447
2007	14,360	1324	8,785	1351	9,265	1343
2008	8,760	1327	9,110	1328	494	1364
2009	10,549	1423	809	1235	872	1235
2010	429	1307	487	1307	—	—
2011	763	1209	—	—	—	—
Total	71,810	1312	76,911	1246	86,350	1153

If the compensation cost for the schemes had been determined based on the fair value at the grant dates consistent with the fair value method of SFAS 123, net income and earnings per share as adjusted to include stock compensation would have been as shown below:

	2004 £m	2003 £m	2002 £m
Net income under US GAAP:			
As reported	3,948	2,564	3,108
Adjusted to include stock compensation	3,909	2,503	2,978
Basic earnings per share under US GAAP:			
As reported	128.0p	87.5p	107.9p
Adjusted to include stock compensation	126.7p	85.4p	103.4p
Diluted earnings per share under US GAAP:			
As reported	127.1p	86.8p	106.3p
Adjusted to include stock compensation	125.9p	84.8p	101.8p

The fair value of each option has been estimated as at the grant date using a Black-Scholes option pricing model using the following assumptions:

	2004	2003	2002
Risk free interest rate	4.8%–5.2%	3.6%–4.6%	4.7%–4.9%
Volatility based on historical data	18%	29%	43%
Dividend yield	3.3%–3.7%	2.9%–4.1%	2.4%–2.9%
Expected lives of options granted under:			
Employee savings scheme	3, 5 and 7 years	3, 5 and 7 years	3, 5 and 7 years
Executive scheme	3 to 10 years	3 to 10 years	3 to 10 years
Option 2000 scheme	3 years	3 years	3 years

The following table summarises fair values of options issued in each year:

	2004			2003			2002		
	Exercise price £	Fair value £	Life Years	Exercise price £	Fair value £	Life Years	Exercise price £	Fair value £	Life Years
Executive scheme (1)	16.98	2.85	3-10	13.48	2.91	3-10	18.10	6.54	3-10
Savings scheme									
3 year	13.07	3.83	3	13.07	4.64	3	12.35	5.58	3
5 year	13.07	4.09	5	13.07	5.15	5	12.35	6.33	5
7 year	13.07	4.24	7	13.07	5.48	7	12.35	6.76	7
Option 2000 scheme	15.53	1.93	3	15.90	2.91	3	18.41	5.44	3

Note:

(1) For the purposes of calculating a fair value on executive scheme options, an option life of 5 years, being the mid-point on the 10 year option, has been assumed. Historical exercise trends have not been used as these are not felt to be indicative of future trends given changes to the scheme rules and participants in the scheme.

Goodwill and intangible assets other than goodwill

The Group fully implemented SFAS 142 'Goodwill and Other Intangible Assets' from 1 January 2002. Under this standard, goodwill and intangible assets deemed to have indefinite lives are not amortised and are subject to annual impairment tests. Other intangible assets continue to be amortised over their useful lives. The Group has completed the impairment tests required under SFAS 142 and no impairment has been recognised as a result.

Intangible assets other than goodwill

A summary of the carrying value of intangible assets other than goodwill is as follows:

	2004			2003			2002		
	Gross carrying amount £m	Accumulated amortisation £m	Net carrying amount £m	Gross carrying amount £m	Accumulated amortisation £m	Net carrying amount £m	Gross carrying amount £m	Accumulated amortisation £m	Net carrying amount £m
Core deposit intangibles	690	(205)	485	459	(149)	310	461	(108)	353
Brands	367	(3)	364	338	—	338	—	—	—
Others	360	(39)	321	128	(6)	122	—	—	—
Total amortising intangible assets	1,417	(247)	1,170	925	(155)	770	461	(108)	353

The weighted average amortisation period of intangible assets, other than goodwill, subject to amortisation are:

	Years
Core deposit intangibles	7
Brands	10
Others	8

Amortisation charge on intangibles during 2004 was £115 million (2003 – £62 million; 2002 – £50 million). The Group estimates amortisation expense for the next five years will be:

	£m
2005	146
2006	145
2007	141
2008	133
2009	123

Securitisations

The Group engages in securitisation activities pertaining to certain of its assets including US commercial and residential mortgage loans, commercial and residential mortgage related securities, US Government agency collateralised mortgage obligations, and other types of financial assets. Additionally, the Group acts as an underwriter and depositor in securitisation transactions involving both client and proprietary transactions. The Group has classified these activities into three broad securitisation categories, US Agency based, consumer based, and commercial based securitisations.

During 2004, the Group received proceeds of approximately £31.4 billion (2003 – £37.5 billion) from securitisation trusts in connection with new securitisations.

The Group recognised net pre-tax gains of approximately £111.1 million (2003 – £58.8 million) relating to these securitisations. Net pre-tax gains are based on the difference between the sales prices and previous carrying values of assets prior to date of sale, are net of transaction specific expenses, and exclude any results attributable to hedging activities, interest income, funding costs, changes in asset values prior to securitisation date, and retained interest values subsequent to securitisation date.

53 Significant differences between UK and US generally accepted accounting principles *(continued)*

Securitisations *(continued)*

In some instances, the Group retained certain interests. The Group typically does not retain a significant portion of the loans or securities that it securitises. This reduces the impact that changes to fair values of retained interests might have on the Group's financial results.

The Group's retained interests may be subordinated to other investors' interests. The investors and securitisation trusts have no recourse to the Group's other assets for failure of debtors to perform on the securitised loans or securities. The value of the retained interests varies and is subject to prepayment, credit and interest rate risks on the transferred assets.

At 31 December 2004, the fair value of the Group's retained interests was approximately £1.4 billion (2003 – £1.5 billion). These retained interests comprises approximately £509 million in US Agency based retained interests, £864 million in consumer based retained interests and £56 million in commercial based retained interests. These retained interests primarily relate to mortgage loans and securities and arose from securitisations that have taken place in current and prior years.

Cash flows received in 2004 from retained interests held at 31 December 2004 in connection with securitisations that took place in current and prior years amounted to approximately £383 million (2003 – £368 million).

Key economic assumptions used in measuring the value of retained interests at the date of securitisation resulting from securitisations completed during the year were as follows:

Assumptions	U.S. Agency retained interests	Consumer retained interests	Commercial retained interests
Prepayment speed	184-480 PSA	4-45% CPR (1)	0-100 CPY (2)
Weighted average life	1-19 years	1-16 years	1-7 years
Cash flow discount rate	2-27%	2-78%	2-12%
Credit losses	N/A (3)	0-2% CDR (4)	N/A (5)

Key economic assumptions and the sensitivity of the current fair value of retained interests at 31 December 2004 to immediate adverse changes, as indicated below, in those assumptions are as follows:

Assumptions/impact on fair value	U.S. Agency retained interests	Consumer retained interests	Commercial retained interests
Fair value of retained interests at 31 December 2004	£509m	£864m	£56m
Prepayment speed (6)	12-35% CPR (1)	4-45% CPR (1)	0-100% CPY (2)
Impact on fair value of 10% adverse change	£0.3m	£16.6m	—
Impact on fair value of 20% adverse change	£0.4m	£32.8m	—
Weighted average life	1-18 years	1-11 years	1-7 years
Cash flow discount rate	2-33%	2-78%	2-12%
Impact on fair value of 10% adverse change	£9.4m	£20.0m	£0.6m
Impact on fair value of 20% adverse change	£18.4m	£38.7m	£1.2m
Credit losses	N/A (3)	0-2% CDR (4)	N/A (5)
Impact on fair value of 10% adverse change	N/A	£7.0m	N/A
Impact on fair value of 20% adverse change	N/A	£14.3m	N/A

Notes:

- (1) Constant prepayment rate – the CPR range represents the low and high points of a dynamic CPR curve
- (2) CPR with yield maintenance provision
- (3) Population consists of securities whose collateral is guaranteed by US Government Sponsored Entities and therefore, no credit loss has been assumed.
- (4) Constant default rate
- (5) Population consists of only investment grade senior tranches; therefore, no credit losses are included in the assumptions at deal settlement.
- (6) Prepayment speed has been stressed on an overall portfolio basis for US Agency retained interests due to the overall homogeneous nature of the collateral. Consumer and Commercial retained interests have been stressed on a security level basis.

The sensitivities depicted in the preceding table are hypothetical and should be used with caution. The likelihood of those percent variations selected for sensitivity testing is not necessarily indicative of expected market movements because the relationship of the change in the assumptions to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of a

retained interest is calculated without changing any other assumptions. This might not be the case in actual market conditions since changes in one factor might result in changes to other factors. Further, the sensitivities depicted above do not consider any corrective actions that the Group might take to mitigate the effect of any adverse changes in one or more key assumptions.

Consolidation**Special purpose entities ("SPEs")**

The Group is the primary beneficiary of a number of commercial paper conduits and other asset securitisation vehicles that meet FIN 46R's definition of a variable interest entity. These entities, with total assets of £8.6 billion at 31 December 2004 (2003 – £6.9 billion), acquire financial assets from third parties or from the Group funded by the issue of commercial paper or other debt instruments. The Group supplies certain administrative services and provides credit enhancement, liquidity facilities and derivative transactions to some or all of these entities on an arm's length basis. In the case of commercial paper conduits, the Group provides programme-wide credit enhancement by letters of credit or loan facilities across all tranches of assets funded by conduits.

Trust preferred securities

The trust preferred securities referred to in Note 32 on page 167 represent undivided beneficial interests in the assets of trusts, which consist of partnership preferred securities representing non-cumulative perpetual preferred limited partnership interests issued by Delaware limited partnerships. The Group has provided subordinated guarantees for the benefit of the holders of the trust preferred securities and the partnership preferred securities. Under the terms of the guarantees, the Group has fully and unconditionally guaranteed on a subordinated basis, payments on such trust preferred securities and partnership preferred securities, to the extent they are due to be paid and have not been paid by, or on behalf of the trusts and the partnerships, as the case may be.

The trust preferred securities and partnership preferred securities issued by the Group's subsidiaries are deconsolidated, resulting in a US GAAP balance sheet reclassification from minority interests to subordinated liabilities. The effect on US GAAP net income and equity is negligible.

54 Post balance sheet events

There have been no significant events between the year end and the date of approval of these accounts which would require a change to or disclosure in the accounts.

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Five year financial summary

The Group's accounts are prepared in accordance with UK GAAP, which differs in certain material respects from US GAAP. For a discussion of such differences and a reconciliation between UK GAAP and US GAAP, see Note 53 on the accounts.

The dollar financial information included below has been translated for convenience at the rate of £1.00 to US\$1.916, the Noon Buying Rate on 31 December 2004.

Summary consolidated profit and loss account

	2004 \$m	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Amounts in accordance with UK GAAP (1):						
Net interest income	17,643	9,208	8,301	7,849	6,846	5,286
Non-interest income	25,954	13,546	10,980	9,167	7,712	5,709
Total income	43,597	22,754	19,281	17,016	14,558	10,995
Operating expenses excluding goodwill amortisation (2)	19,028	9,931	8,753	8,738	7,716	6,223
Goodwill amortisation	1,753	915	763	731	651	537
General insurance claims (net)	6,668	3,480	2,195	1,350	948	673
Profit before provisions	16,148	8,428	7,570	6,197	5,243	3,562
Provisions for bad and doubtful debts	2,736	1,428	1,461	1,286	984	550
Amounts written off fixed asset investments	159	83	33	59	7	42
Profit on ordinary activities before tax	13,253	6,917	6,076	4,852	4,252	2,970
Tax on profit on ordinary activities	4,129	2,155	1,888	1,582	1,537	1,054
Profit on ordinary activities after tax	9,124	4,762	4,188	3,270	2,715	1,916
Minority interests (including non-equity)	479	250	210	133	90	50
Preference dividends – non-equity	490	256	261	305	358	294
	8,155	4,256	3,717	2,832	2,267	1,572
<i>Additional Value Shares dividend – non-equity</i>	—	—	1,463	798	399	—
Profit attributable to ordinary shareholders	8,155	4,256	2,254	2,034	1,868	1,572
Amounts in accordance with US GAAP:						
Net income available for ordinary shareholders	7,564	3,948	2,564	3,108	2,062	2,102

Notes:

(1) The years ended 31 December 2003 and 2002 have been restated following the implementation of FRS 17. It is not practicable to restate prior years.

(2) Includes integration expenditure of £269 million for the year ended 31 December 2004 (2003 – £229 million; 2002 – £957 million; 2001 – £875 million; 2000 – £389 million).

Preference and other non-equity dividends

Amount per share	2004 \$	2004 £	2003 £	2002 £	2001 £	2000 £
Non-cumulative preference shares of US\$0.01						
– Series B (1)	—	—	0.13	1.65	1.73	1.67
– Series C (1)	—	—	0.11	1.40	1.47	1.41
– Series D	2.05	1.11	1.23	1.34	1.41	1.35
– Series E	2.03	1.10	1.21	1.32	1.40	1.33
– Series F	1.91	1.04	1.15	1.25	1.31	1.26
– Series G	1.85	1.00	1.11	1.21	1.27	1.22
– Series H	1.81	0.98	1.09	1.18	1.24	1.19
– Series I	2.00	1.08	1.20	1.31	1.38	1.32
– Series J	2.13	1.15	1.27	1.39	1.46	1.40
– Series K	1.97	1.07	1.18	1.29	0.74	—
– Series L	0.37	0.19	—	—	—	—
– Series M	0.57	0.30	—	—	—	—
Non-cumulative convertible preference shares of US\$0.01						
– Series 1	91.18	49.05	54.89	59.15	62.70	50.22
– Series 2	88.17	47.43	53.08	57.20	60.63	48.57
– Series 3	78.16	41.74	45.57	49.81	53.74	5.24
Non-cumulative convertible preference shares of €0.01						
– Series 1	84.67	44.19	49.58	44.45	41.34	34.55
Non-cumulative preference shares of €0.01						
– Series 1	6.61	3.45	—	—	—	—
Non-cumulative convertible preference shares of £0.01						
– Series 1	141.53	73.87	73.87	73.87	73.87	3.28
Non-cumulative convertible preference shares of £0.25	—	—	—	—	0.08	0.07
Additional Value Shares of £0.01	—	—	0.55	0.30	0.15	—

Ordinary dividends

Amount per share	2004 cents	2004 pence	2003 pence	2002 pence	2001 pence	2000 pence
Interim	32.2	16.8	14.6	12.7	11.0	9.5
Proposed final	78.9	41.2	35.7	31.0	27.0	23.5
Total dividends on equity shares	111.1	58.0	50.3	43.7	38.0	33.0

Notes:

(1) Redeemed on 30 January 2003.

For further information, see Notes 6 and 7 on the accounts.

Summary consolidated balance sheet

	2004 \$m	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Amounts in accordance with UK GAAP ⁽¹⁾:						
Loans and advances to banks (net of provisions)	111,626	58,260	51,891	44,296	38,513	32,061
Loans and advances to customers (net of provisions)	661,918	345,469	252,531	223,324	190,492	168,076
Debt securities and equity shares	180,432	94,171	82,249	68,928	65,597	59,342
<i>Intangible fixed assets</i>	33,676	17,576	13,131	12,697	13,325	12,080
Other assets	130,271	67,991	54,626	61,793	60,932	48,510
Total assets	1,117,923	583,467	454,428	411,038	368,859	320,069
Called up share capital	1,575	822	769	754	893	848
Share premium account	24,839	12,964	8,175	7,608	7,465	6,530
Other reserves	20,800	10,856	11,307	11,922	12,354	12,835
Profit and loss account	13,839	7,223	5,847	4,787	5,956	2,786
Shareholders' funds	61,053	31,865	26,098	25,071	26,668	22,999
Minority interests	7,337	3,829	2,713	1,839	585	546
Subordinated liabilities	39,021	20,366	16,998	13,965	12,530	10,436
Total capital resources	107,411	56,060	45,809	40,875	39,783	33,981
Deposits by banks	189,839	99,081	67,323	54,720	40,038	35,130
Customer accounts	546,179	285,062	236,963	219,161	198,995	177,302
Debt securities in issue	112,967	58,960	41,016	33,938	30,669	19,407
Other liabilities	161,527	84,304	63,317	62,344	59,374	54,249
Total liabilities	1,117,923	583,467	454,428	411,038	368,859	320,069
Amounts in accordance with US GAAP:						
Shareholders' equity	69,342	36,191	31,665	28,177	29,088	25,423
Total assets	1,209,188	631,100	488,046	430,573	386,696	323,731

Notes:

(1) The data as at 31 December 2003 and 2002 has been restated following the implementation of FRS 17. It is not practicable to restate prior years.

Other financial data

	2004	2003	2002	2001	2000
Other financial data based upon UK GAAP (1):					
Earnings per ordinary share – pence	138.0	76.9	70.6	67.6	66.9
Diluted earnings per ordinary share – pence (2)	136.9	76.3	69.6	66.3	66.2
Adjusted earnings per ordinary share – pence	172.5	157.2	146.3	127.9	101.2
Dividends per ordinary share – pence	58.0	50.3	43.7	38.0	33.0
Dividend payout ratio	43.2%	66.1%	62.3%	58.1%	56.1%
Share price per ordinary share at period end – £	17.52	16.46	14.88	16.72	15.82
Market capitalisation at period end – £bn	55.6	48.8	43.2	47.8	42.4
Net asset value per ordinary share – £	8.62	7.82	7.43	7.79	7.08
Return on average total assets (3)	0.82%	0.51%	0.52%	0.53%	0.58%
Return on average equity shareholders' funds (4)	16.0%	9.8%	8.8%	8.9%	9.9%
Adjusted return on average equity shareholders' funds (5)	20.1%	20.1%	18.3%	16.8%	14.9%
Average shareholders' equity as a percentage of average total assets	5.7%	5.9%	6.8%	7.2%	7.2%
Risk asset ratio – Tier 1	7.0%	7.4%	7.3%	7.1%	6.9%
– Total	11.7%	11.8%	11.7%	11.5%	11.5%
Ratio of earnings to combined fixed charges and preference share dividends (6)					
– including interest on deposits	1.84	1.95	1.74	1.49	1.32
– excluding interest on deposits	7.09	7.08	5.20	4.45	3.49
Ratio of earnings to fixed charges only (6)					
– including interest on deposits	1.90	2.04	1.83	1.55	1.37
– excluding interest on deposits	9.26	9.73	7.24	6.52	4.81
Other financial data based upon US GAAP:					
Basic earnings per ordinary share – pence	128.0	87.5	107.9	74.7	89.5
Diluted earnings per ordinary share – pence (2)	127.1	86.8	106.3	73.2	88.5
Dividends per ordinary share – pence	52.5	45.6	39.7	34.5	29.8
Dividend payout ratio	40.2%	51.9%	36.7%	45.7%	20.6%
Return on average total assets (3)	0.71%	0.55%	0.75%	0.57%	0.77%
Return on average equity shareholders' funds (4)	12.8%	9.5%	12.1%	8.8%	12.0%
Average shareholders' equity as a percentage of average total assets	6.1%	6.5%	7.3%	7.7%	7.7%
Ratio of earnings to combined fixed charges and preference share dividends (6)					
– including interest on deposits	1.76	1.98	1.97	1.51	1.41
– excluding interest on deposits	6.46	7.24	6.49	4.63	4.19
Ratio of earnings to fixed charges only (6)					
– including interest on deposits	1.81	2.07	2.07	1.59	1.46
– excluding interest on deposits	8.44	9.96	9.03	6.98	5.77

Notes:

- (1) The years ended 31 December 2003 and 2002 have been restated following the implementation of FRS 17. It is not practicable to restate prior years.
- (2) Convertible preference shares totalling nil (2003 and 2002 – £200 million; 2001 and 2000 – £800 million), nil (2003, 2002, 2001 and 2000 – €750 million) and \$1,500 million (2003, 2002, 2001 and 2000 – \$1,900 million) have not been included in the computation of diluted earnings per share as their effect is anti-dilutive.
- (3) Return on average total assets represents profit attributable to ordinary shareholders as a percentage of average total assets.
- (4) Return on average equity shareholders' funds represents profit attributable to ordinary shareholders expressed as a percentage of average equity shareholders' funds.
- (5) Adjusted return on average equity shareholders' funds represents profit attributable to ordinary shareholders before integration costs, goodwill amortisation and the AVS dividend, expressed as a percentage of average equity shareholders' funds.
- (6) For this purpose, earnings consist of income before tax and minority interests, plus fixed charges less the unremitted income of associated undertakings (share of profits less dividends received). Fixed charges consist of total interest expense, including or excluding interest on deposits and debt securities in issue, as appropriate, and the proportion of rental expense deemed representative of the interest factor (one third of total rental expenses).

Analysis of loans and advances to customers

The following table analyses loans and advances to customers before provisions by remaining maturity, geographical area and type of customer. Overdrafts are included in the 'Within 1 year' category.

	Within 1 year £m	After 1 but within 5 years £m	After 5 years £m	2004 Total £m	2003 £m	2002 £m	2001 £m	2000 £m
UK								
Central and local government	1,670	95	101	1,866	1,217	1,521	706	1,957
Manufacturing	5,073	639	580	6,292	6,384	7,386	7,401	6,806
Construction	3,726	676	622	5,024	3,960	3,468	3,018	2,615
Finance	23,617	1,021	519	25,157	18,948	12,396	8,517	9,944
Service industries and business activities	18,620	5,317	6,913	30,850	29,290	26,022	25,033	20,903
Agriculture, forestry and fishing	913	898	669	2,480	2,562	2,463	2,391	2,373
Property	19,794	2,673	3,978	26,445	19,670	15,939	12,274	10,415
Individuals – home mortgages	1,736	4,955	50,838	57,529	48,117	42,101	36,976	32,600
– other	14,072	7,965	5,826	27,863	25,526	22,255	20,076	17,881
Finance leases and instalment credit	2,534	4,506	6,043	13,083	11,703	11,723	11,258	10,816
Total domestic	91,755	28,745	76,089	196,589	167,377	145,274	127,650	116,310
Overseas residents	41,049	942	2,062	44,053	27,168	23,657	24,164	19,257
Total UK offices	132,804	29,687	78,151	240,642	194,545	168,931	151,814	135,567
Overseas								
US	32,518	16,624	24,903	74,045	40,373	41,008	29,230	23,050
Rest of the World	14,157	7,232	13,615	35,004	21,535	17,305	13,093	12,598
Total overseas offices	46,675	23,856	38,518	109,049	61,908	58,313	42,323	35,648
Loans and advances to customers – gross	179,479	53,543	116,669	349,691	256,453	227,244	194,137	171,215
Provisions for bad and doubtful debts				(4,222)	(3,922)	(3,920)	(3,645)	(3,139)
Loans and advances to customers – net				345,469	252,531	223,324	190,492	168,076
Fixed rate	36,895	23,491	40,343	100,729	81,918	80,326	62,282	53,983
Variable rate	142,584	30,052	76,236	248,962	174,535	146,918	131,855	117,232
Gross loans and advances to customers – by maturity	179,479	53,543	116,669	349,691	256,453	227,244	194,137	171,215

Provisions for bad and doubtful debts

For a discussion of the factors considered in determining the amount of the provisions, see 'Provisions' on page 101 and 'Critical accounting policies – Provisions for bad and doubtful debts' on page 61.

The following table shows the elements of provisions for bad and doubtful debts.

	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Provisions at the beginning of the period					
Domestic	2,452	2,581	2,467	2,370	484
Foreign	1,477	1,346	1,186	783	332
	3,929	3,927	3,653	3,153	816
Currency translation and other adjustments					
Domestic	(8)	(2)	(4)	4	(1)
Foreign	(90)	(60)	(58)	13	43
	(98)	(62)	(62)	17	42
Acquisitions of businesses					
Domestic	2	—	11	83	1,871
Foreign	288	50	12	171	494
	290	50	23	254	2,365
Amounts written-off					
Domestic	(920)	(1,097)	(743)	(645)	(599)
Foreign	(548)	(422)	(293)	(190)	(185)
	(1,468)	(1,519)	(1,036)	(835)	(784)
Recoveries of amounts written-off in previous periods					
Domestic	88	38	37	54	142
Foreign	59	34	26	26	22
	147	72	63	80	164
Charged to profit and loss account					
Domestic	986	932	813	601	473
Foreign	442	529	473	383	77
	1,428	1,461	1,286	984	550
Provisions at the end of the period (1)					
Domestic	2,600	2,452	2,581	2,467	2,370
Foreign	1,628	1,477	1,346	1,186	783
	4,228	3,929	3,927	3,653	3,153
Gross loans and advances to customers					
Domestic	196,588	167,377	145,274	127,650	116,310
Foreign	153,103	89,076	81,970	66,487	54,905
	349,691	256,453	227,244	194,137	171,215
Closing customer provisions as a % of gross loans and advances to customers (2)					
Domestic	1.32%	1.46%	1.78%	1.93%	2.04%
Foreign	1.06%	1.65%	1.63%	1.77%	1.40%
Total	1.21%	1.53%	1.72%	1.88%	1.83%
Customer charge against profit as a % of gross loans and advances to customers					
Domestic	0.50%	0.56%	0.56%	0.47%	0.41%
Foreign	0.29%	0.59%	0.58%	0.58%	0.14%
Total	0.41%	0.57%	0.57%	0.51%	0.32%

Notes:

(1) Includes closing provisions against loans and advances to banks of £6 million (2003 – £7 million; 2002 – £7 million; 2001 – £8 million; 2000 – £14 million).

(2) Closing customer provisions exclude closing provisions against loans and advances to banks.

Provisions for bad and doubtful debts (continued)

The following table presents additional information with respect to the provisions for bad and doubtful debts.

	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Loans and advances to customers (gross)	349,691	256,453	227,244	194,137	171,215
Provisions at end of period:					
Specific provisions – customers	3,648	3,356	3,323	3,031	2,571
– banks	6	7	7	8	14
General provision	574	566	597	614	568
	4,228	3,929	3,927	3,653	3,153
Customer provision at end of period as % of loans and advances to customers at end of period:					
Specific provisions	1.04%	1.31%	1.46%	1.56%	1.50%
General provision	0.17%	0.22%	0.26%	0.32%	0.33%
	1.21%	1.53%	1.72%	1.88%	1.83%
Average loans and advances to customers (gross)	298,150	245,798	211,206	181,584	142,288
As a % of average loans and advances to customers during the period:					
Total customer provisions charged to profit and loss	0.48%	0.59%	0.61%	0.54%	0.39%
Amounts written-off (net of recoveries) – customers	0.44%	0.59%	0.46%	0.42%	0.44%

Analysis of closing provisions for bad and doubtful debts

The following table analyses customer provisions for bad and doubtful debts by geographical area and type of domestic customer.

	2004		2003		2002		2001		2000	
	Closing provision £m	% of loans to total loans %	Closing provision £m	% of loans to total loans %	Closing provision £m	% of loans to total loans %	Closing provision £m	% of loans to total loans %	Closing provision £m	% of loans to total loans %
Domestic										
Central and local government	—	0.5	—	0.5	—	0.6	—	0.4	—	1.1
Manufacturing	127	1.8	156	2.5	205	3.2	209	3.8	148	4.0
Construction	71	1.4	56	1.5	65	1.5	72	1.6	77	1.5
Finance	54	7.2	34	7.4	71	5.5	73	4.4	75	5.8
Service industries and business activities	516	8.8	599	11.4	699	11.5	627	12.9	665	12.2
Agriculture, forestry and fishing	23	0.7	20	1.0	29	1.1	31	1.2	33	1.4
Property	64	7.6	58	7.7	40	7.0	39	6.3	55	6.1
Individuals – home mortgages	32	16.5	35	18.8	60	18.5	53	19.1	35	19.0
– other	1,318	8.0	1,003	9.9	855	9.8	855	10.3	797	10.5
Finance leases and instalment credit	122	3.7	136	4.6	208	5.2	164	5.8	149	6.3
Total domestic	2,327	56.2	2,097	65.3	2,232	63.9	2,123	65.8	2,034	67.9
Foreign	1,321	43.8	1,259	34.7	1,091	36.1	908	34.2	537	32.1
Specific provisions	3,648	100.0	3,356	100.0	3,323	100.0	3,031	100.0	2,571	100.0
General provision	574		566		597		614		568	
Total provisions	4,222		3,922		3,920		3,645		3,139	

Analysis of write-offs

The following table analyses amounts written-off by geographical area and type of domestic customer.

	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Domestic					
Manufacturing	55	99	111	61	55
Construction	12	22	18	19	30
Finance	19	54	35	8	5
Service industries and business activities	163	393	180	176	146
Agriculture, forestry and fishing	9	4	10	5	5
Property	33	6	9	14	7
Individuals – home mortgages	4	2	2	3	12
– others	535	357	333	297	230
Finance leases and instalment credit	90	160	45	62	109
Total domestic	920	1,097	743	645	599
Foreign	548	422	293	190	185
Total write-offs*	1,468	1,519	1,036	835	784

* Includes amounts written-off in respect of banks of nil (2003 – nil; 2002 – £1 million; 2001 – £6 million; 2000 – £5 million).

Analysis of recoveries

The following table analyses recoveries of amounts written-off by geographical area and type of domestic customer.

	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Domestic					
Manufacturing	1	—	1	2	12
Construction	—	—	—	1	13
Finance	2	—	—	1	3
Service industries and business activities	1	3	1	5	45
Agriculture, forestry and fishing	—	—	—	—	3
Property	—	—	1	1	6
Individuals – home mortgages	1	—	—	—	—
– others	81	26	27	41	57
Finance leases and instalment credit	2	9	7	3	3
Total domestic	88	38	37	54	142
Foreign	59	34	26	26	22
Total recoveries	147	72	63	80	164

Risk elements in lending and potential problem loans

The Group's loan control and review procedures do not include the classification of loans as non-accrual, accruing past due, restructured and potential problem loans, as defined by the SEC in the US. The following table shows the estimated amount of loans that would be reported using the SEC's classifications. The figures incorporate estimates and are stated before deducting the value of security held or related provisions.

	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Loans accounted for on a non-accrual basis (3):					
Domestic	3,705	3,221	3,077	2,829	2,482
Foreign	1,075	1,211	1,098	737	344
Total	4,780	4,432	4,175	3,566	2,826
Accruing loans which are contractually overdue 90 days or more as to principal or interest (4):					
Domestic	646	561	363	643	662
Foreign	79	81	129	142	168
Total	725	642	492	785	830
Loans not included above which are classified as 'troubled debt restructurings' by the SEC:					
Domestic	14	53	144	26	43
Foreign	10	30	60	116	122
Total	24	83	204	142	165
Total risk elements in lending	5,529	5,157	4,871	4,493	3,821
Potential problem loans (5)					
Domestic	173	492	639	801	699
Foreign	107	99	544	279	73
Total potential problem loans	280	591	1,183	1,080	772
Closing provisions for bad and doubtful debts as a % of total risk elements in lending	76%	76%	80%	81%	82%
Closing provisions for bad and doubtful debts as a % of total risk elements in lending and potential problem loans	73%	68%	65%	65%	68%
Risk elements in lending as a % of gross loans and advances to customers	1.58%	2.01%	2.14%	2.31%	2.23%

Notes:

- (1) For the analysis above, 'Domestic' consists of the UK domestic transactions of the Group. 'Foreign' comprises the Group's transactions conducted through offices outside the UK and through those offices in the UK specifically organised to service international banking transactions.
- (2) The classification of a loan as non-accrual, past due 90 days or troubled debt restructuring does not necessarily indicate that the principal of the loan is uncollectable in whole or in part. Collection depends in each case on the individual circumstances of the loan, including the adequacy of any collateral securing the loan and therefore classification of a loan as non-accrual, past due 90 days or troubled debt restructuring does not always require that a provision be made against such a loan. In accordance with the Group's provisioning policy for bad and doubtful debts, it is considered that adequate provisions for the above risk elements in lending have been made.
- (3) The Group's UK banking subsidiary undertakings account for loans on a non-accrual basis from the point in time at which the collectability of interest is in significant doubt. Certain subsidiary undertakings of the Group, principally Citizens, generally account for loans on a non-accrual basis when interest or principal is past due 90 days.
- (4) Overdrafts generally have no fixed repayment schedule and consequently are not included in this category.
- (5) Loans that are current as to the payment of principal and interest but in respect of which management has serious doubts about the ability of the borrower to comply with contractual repayment terms. Substantial security is held in respect of these loans and appropriate provisions have already been made in accordance with the Group's provisioning policy for bad and doubtful debts.

	2004 £m	2003 £m	2002 £m	2001 £m	2000 £m
Gross income not recognised but which would have been recognised under the original terms of non-accrual and restructured loans					
Domestic	237	237	234	173	148
Foreign	58	55	73	60	48
	295	292	307	233	196
Interest on non-accrual and restructured loans included in net interest income					
Domestic	58	60	47	42	30
Foreign	7	3	7	14	8
	65	63	54	56	38

Analysis of deposits – product analysis

The following table shows the distribution of the Group's deposits by type and geographical area:

	2004 £m	2003 £m	2002 £m
UK			
Domestic:			
Demand deposits – interest-free	22,249	20,567	22,067
– interest-bearing	78,178	78,670	66,118
Time deposits – savings	18,205	13,238	12,180
– other	68,662	57,994	59,819
Overseas residents:			
Demand deposits – interest-free	376	830	908
– interest-bearing	12,740	9,559	8,897
Time deposits – savings	836	1,014	1,559
– other	64,141	32,531	21,824
Total UK offices	265,387	214,403	193,372
Overseas			
Demand deposits – interest-free	10,371	7,937	6,698
– interest-bearing	12,975	7,471	10,148
Time deposits – savings	21,153	15,450	15,189
– other	74,257	59,025	48,474
Total overseas offices (see below)	118,756	89,883	80,509
Total deposits	384,143	304,286	273,881
Banking business	303,328	251,986	230,144
Trading business	80,815	52,300	43,737
Total deposits	384,143	304,286	273,881
Overseas			
US	86,677	67,019	61,738
Rest of the World	32,079	22,864	18,771
Total overseas	118,756	89,883	80,509

Analysis of deposits – currency analysis

The following table shows the distribution of deposits by banks and customer accounts by sterling and other currencies:

	2004 £m	2003 £m	2002 £m
Deposits by banks			
Sterling	18,958	14,574	10,998
Other currencies	80,123	52,749	43,722
Total deposits by banks	99,081	67,323	54,720
Customer accounts			
Sterling	161,636	142,551	133,404
Other currencies	123,426	94,412	85,757
Total customer accounts	285,062	236,963	219,161
Total deposits	384,143	304,286	273,881

Short term borrowings

	2004 £m	2003 £m	2002 £m
Commercial paper			
Outstanding at year end	8,391	6,968	3,515
Maximum outstanding at any month end during the year	8,391	7,032	3,515
Approximate average amount during the year	7,450	5,499	868
Approximate weighted average interest rate during the year	1.9%	1.6%	2.0%
Approximate weighted average interest rate at year end	2.6%	1.5%	1.6%
Other short term borrowings			
Outstanding at year end	95,381	84,795	72,069
Maximum outstanding at any month end during the year	96,356	94,570	72,264
Approximate average amount during the year	85,496	78,004	58,246
Approximate weighted average interest rate during the year	2.9%	2.2%	2.9%
Approximate weighted average interest rate at year end	3.1%	2.0%	2.2%

Average interest rates during the year are computed by dividing total interest expense by the average amount borrowed. Average interest rates at year end are average rates for a single day and as such may reflect one-day market distortions which may not be indicative of generally prevailing

rates. Original maturities of commercial paper are not in excess of one year. 'Other short-term borrowings' consist principally of borrowings in the money markets included within 'Deposits by banks' and 'Customer accounts' in the accounts, and generally have original maturities of one year or less.

Certificates of deposit and other time deposits

The following table shows details of the Group's certificates of deposit and other time deposits over \$100,000 or equivalent by remaining maturity.

	Within 3 months £m	Over 3 months but within 6 months £m	Over 6 months but within 12 months £m	Over 12 months £m	2004 Total £m
UK based companies and branches					
Certificates of deposit	18,574	3,071	1,837	66	23,548
Other time deposits	116,623	6,468	6,051	3,224	132,366
Overseas based companies and branches					
Certificates of deposit	6,703	2,674	1,719	1,594	12,690
Other time deposits	44,260	4,209	2,007	6,226	56,702
Total	186,160	16,422	11,614	11,110	225,306

Exchange rates

Except as stated, the following tables show, for the dates or periods indicated, the Noon Buying Rate in New York for cable transfers in sterling as certified for customs' purposes by the Federal Reserve Bank of New York (the "Noon Buying Rate"):

US dollars per £1	January 2005	December 2004	November 2004	October 2004	September 2004	August 2004
Noon Buying Rate						
High	1.9058	1.9482	1,9073	1.8404	1.8105	1.8459
Low	1.8647	1.9125	1,8323	1.7790	1.7733	1.7921

	2004	2003	2002	2001	2000
Noon Buying Rate					
Period end rate	1.9160	1.7842	1.6095	1.4543	1.4955
Average rate for the period (1)	1.8356	1.6450	1.5043	1.4396	1.5204
Consolidation rate (2)					
Period end rate	1.9346	1.7857	1.6128	1.4498	1.4925
Average rate for the period	1.8325	1.6354	1.5032	1.4401	1.5160

Notes:

- (1) The average of the Noon Buying Rates on the last business day of each month during the period.
 (2) The rates used by the Group for translating dollars into sterling in the preparation of its financial statements.
 (3) On 22 February 2005, the Noon Buying Rate was £1.00 = \$1.9092.

Off balance sheet arrangements

The Group is involved with several types of off-balance sheet arrangements, including special purpose vehicles, lending commitments and financial guarantees.

Special purpose vehicles ("SPVs")

SPVs are vehicles set up for a specific, limited purpose, do not carry out a business or trade and typically have no employees. They take a variety of legal forms – trusts, partnerships and companies – and fulfil many different functions. They constitute a key element of securitisation transactions in which an SPV acquires financial assets funded by the issue of securities.

In the normal course of business, the Group arranges securitisations to facilitate client transactions and undertakes securitisations to sell financial assets or to obtain funding. It has established a number of SPVs to act as commercial paper conduits for customers. SPVs are also utilised in its fund management activities to structure investment funds to which the Group provides investment management services.

Under UK GAAP, the Group accounts for securitisations of assets originated by the Group in accordance with FRS 5 'Reporting the Substance of Transactions'. Assets are derecognised and a gain or loss on disposal recognised if all significant rights or access to benefits relating to those assets and all significant risks in those benefits are transferred to others. In cases where there is a significant change in the entity's rights to benefit and exposure to risk, the description or monetary amount relating to an asset should be changed and a liability recognised for any obligation to transfer benefits that is assumed. Where a transaction in previously recognised assets results in no significant change in the entity's rights to benefits in the assets or its exposure to risks inherent in those benefits, the assets should continue to be recognised and no gain or loss recognised. FRS 5 requires a linked presentation where a transaction is in substance the financing of an asset or pool of assets but where the item is financed in such a way that the Group can suffer a loss which is limited to a fixed monetary amount. The linked presentation involves showing the gross amount of assets securitised less the related finance on the face of the balance sheet – the net amount is included in total assets. Profit is recognised on entering into the arrangement only to the extent that non-returnable proceeds exceed the previous carrying value of the assets securitised. The Group securitises mortgage loans and other assets.

Under US GAAP, transfers of financial assets are accounted for and reported based on the application of a financial-components approach that focuses on control. Under this approach, after a transfer of financial assets, the Group recognises the assets it controls and the liabilities it has incurred, derecognises financial assets when control has been surrendered, and derecognises liabilities when extinguished.

Transfers of financial assets where the Group has surrendered control over the transferred assets are accounted for as sales and any gain or loss recognised in earnings. Otherwise, transfers are accounted for as collateralised borrowings.

As financial intermediary, the Group arranges securitisations of client assets. These include multi-seller commercial paper conduits and client intermediation transactions. The Group has established a number of SPVs to act as commercial paper conduits. These allow customers to access liquidity in the commercial paper market by selling assets to the conduit that funds the purchase by issuing commercial paper to third parties. The Group supplies certain services and contingent liquidity support to some or all of these vehicles on an arm's length basis as well as programme credit enhancement. Other client securitisations arranged by the Group involve individual SPVs established to purchase customer assets financed by the issue of debt obligations to third parties. The Group may act as advisor to the manager of the SPV and provide liquidity facilities to it.

Under UK GAAP the Group accounts for fees received from client securitisations in line with its usual policy for similar fees from other banking activities. Undrawn liquidity lines are included within undrawn commitments in Note 41 on page 178; any drawn amounts will be included in loans and advances. The assets and liabilities of the SPVs are not recognised on the Group's balance sheet unless the SPV is a quasi-subsiary of the Group. A quasi-subsiary is defined in FRS 5 as 'a company, trust, partnership or other vehicle, that, though not fulfilling the definition of a subsidiary, is directly or indirectly controlled by the reporting entity and gives rise to benefits for that entity that are in substance no different from those that would arise were the vehicle a subsidiary'.

Following the issue of FASB Interpretation ("FIN") No. 46 (revised), the Group has consolidated SPVs acting as commercial paper conduits and involved in other asset-backed transactions in its US GAAP disclosures. Further information on FIN 46R can be found in Note 53 on page 199.

Lending commitments and other commitments

Under a loan commitment, the Group agrees to make funds available to a customer in the future. Loan commitments, which are usually for a specified term, may be unconditionally cancellable or may persist, provided all conditions in the loan facility are satisfied or waived. Commitments to lend include commercial standby facilities and credit lines, liquidity facilities to commercial paper conduits and unutilised overdraft facilities. Other commitments include documentary credits, which are commercial letters of credit providing for payment by the Group to a named beneficiary against presentation of specified documents, forward asset purchases, forward deposits placed and undrawn note issuance and revolving underwriting facilities.

Guarantees and other contingent liabilities

The Group gives guarantees on behalf of customers. A financial guarantee represents an irrevocable undertaking that the Group will meet a customer's obligations to third parties if the customer fails to do so. The maximum amount that the Group could be required to pay under a guarantee is its principal amount. The Group expects most guarantees it provides to expire unused. Other contingent liabilities include contingent liabilities arising out of acceptances, endorsements,

standby letters of credit, performance and customs bonds, warranties and indemnities. In accepting a bill of exchange drawn on it by a customer a bank undertakes to pay the holder of the bill at maturity. Most acceptances are presented for payment and reimbursement by the customer is usually immediate. In the UK, bills accepted by certain banks

designated by the Bank of England are eligible for rediscount at the Bank of England. In endorsing a bill of exchange, a bank accepts liability for payment of any shortfall on the bill at maturity. Unlike acceptances, the endorsing bank receives value for the bill, which is then rediscounted.

The Group's contingent liabilities and commitments are set out below.

	Less than 1 year £m	More than 1 year but less than 3 years £m	More than 3 years but less than 5 years £m	Over 5 years £m	Total £m
2004					
Acceptances and endorsements	362	—	—	—	362
Guarantees and assets pledged as collateral security	3,974	1,729	1,893	2,842	10,438
Other contingent liabilities	2,714	785	293	1,501	5,293
Documentary credits and trade related transactions	135	30	6	11	182
Undrawn formal standby facilities, credit lines and other commitments to lend	118,367	23,045	21,216	16,602	179,230
Other commitments	746	385	—	234	1,365
Total	126,298	25,974	23,408	21,190	196,870

	Less than 1 year £m	More than 1 year but less than 3 years £m	More than 3 years but less than 5 years £m	Over 5 years £m	Total £m
2003					
Acceptances and endorsements	595	—	—	—	595
Guarantees and assets pledged as collateral security	4,632	1,422	782	1,951	8,787
Other contingent liabilities	1,872	987	351	2,272	5,482
Documentary credits and trade related transactions	368	210	2	25	605
Undrawn formal standby facilities, credit lines and other commitments to lend	95,062	18,082	14,053	10,054	137,251
Other commitments	1,304	476	15	42	1,837
Total	103,833	21,177	15,203	14,344	154,557

Contractual obligations

The table below summarises the Group's contractual cash obligations by remaining maturity.

	Less than 1 year £m	More than 1 year but less than 3 years £m	More than 3 years but less than 5 years £m	Over 5 years £m	Total £m
2004					
Contractual cash obligations					
Dated loan capital	371	527	2,863	7,252	11,013
Operating leases	328	597	535	2,246	3,706
Finance leases	17	38	11	126	192
Unconditional obligations to purchase goods or services	552	346	148	152	1,198
Total	1,268	1,508	3,557	9,776	16,109

	Less than 1 year £m	More than 1 year but less than 3 years £m	More than 3 years but less than 5 years £m	Over 5 years £m	Total £m
2003					
Contractual cash obligations					
Dated loan capital	709	691	1,034	6,878	9,312
Operating leases	262	479	434	2,124	3,299
Finance leases	19	29	8	126	182
Unconditional obligations to purchase goods or services	661	211	3	—	875
Total	1,651	1,410	1,479	9,128	13,668

The tables above do not include undated loan capital. The maturity of deposits by banks is given in Note 23 on the accounts, of customer accounts in Note 24, and of debt securities in issue in Note 25.

Economic and monetary environment**Monetary policy**

The Group's earnings are affected by domestic and global economic conditions. The policies of the UK government, and of governments in other countries in which the Group operates, also have an impact.

The UK government sets an inflation target, which changed in December 2003 from a 2.5% target based on the retail prices index excluding mortgage interest payments to a 2% target based on the consumer prices index, in line with other European countries.

The Bank of England has operational independence in setting the repo rate to achieve the inflation target. The Bank was given independence by the Chancellor of the Exchequer in 1997, with the aim of making monetary policy free from political influence, and therefore more stable and credible. The Bank's Monetary Policy Committee ("MPC") meets each month to agree any change to interest rates, and the minutes of these meetings are published two weeks later. One-off meetings can also be held in exceptional circumstances. In response to the downturn in the global economy and the terrorist attacks, the Bank of England, along with other major central banks around the world, cut rates sharply in 2001. Rates remained at exceptionally low levels throughout 2002, and were reduced again in the first half of 2003, reflecting the uncertain nature of the global and domestic economic circumstances. However, signs of recovery in the global economy led the Bank of England to increase rates five times since November 2003, to 4.75%.

The value of sterling is also important for UK monetary conditions. The monetary authorities do not have an exchange rate target, but movements in sterling played a role in the MPC's monthly debates.

European Economic and Monetary Union ("EMU")

The new European single currency, the euro, came into being on 1 January 1999. The third stage of EMU started on schedule on 1 January 1999. During the course of 1998, it was determined that eleven countries (Austria, Belgium, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain) would participate. The UK, along with Denmark, exercised its right to opt out at that stage, and Sweden also determined not to be part of this first wave.

On 31 December 1998, the European Currency Unit (the "ECU") was replaced by the euro on the international currency markets, on a one-for-one basis. The rates for the euro against other international currencies were based upon the official closing rates for the ECU. The bilateral rates for the legacy currencies of the participating states were derived from their rates within the Exchange Rate Mechanism and the closing value of the ECU. These rates, between the legacy currencies and between these currencies and the euro, were fixed as of 1 January 1999. The euro became the formal currency for all eleven then-participating states.

Euro notes and coins were introduced into circulation on 1 January 2002 in accordance with the Maastricht Treaty, which required that legacy currency notes and coins be withdrawn by 30 June 2002. Also on 1 January 1999, the European Central Bank ("ECB") assumed responsibility for the operation of monetary policy throughout the euro zone. The ECB sets one short-term interest rate to cover all twelve countries.

The UK government continues to support EMU entry in principle, but has decided the UK will not adopt the single currency until it is in the UK's economic interests, with a positive referendum vote. The Chancellor of the Exchequer has laid down five key economic conditions for UK participation. An assessment of these five tests took place in June 2003, resulting in the publication of HM Treasury's assessment, the 18 supporting EMU studies, and a third outline National Changeover Plan. While indicating that these five economic tests have yet to be fully met, the government has set out a programme of economic reforms and structural assessments necessary to achieve readiness for entry. The Chancellor made a progress statement in Budget 2004, at which point he decided not to undertake an immediate further assessment of the entry tests.

The Group continues to co-operate with the UK government, and to work within the financial services sector, to develop thinking and plans regarding a range of practical issues that would arise if the UK were to decide to enter EMU. In particular, the Group continues its involvement in discussions as to how a phased transition could be achieved, in order to minimise cost and risk. In addition, due attention is being paid to the implications, for elements of the Group and for customers, of the introduction of euro notes and coins and the withdrawal of sterling.

Uncertainty continues on the likelihood and timing of the euro being introduced in the UK. It is not possible to estimate with any degree of certainty the ultimate cost of making systems and operations fully compliant. Expenditure in the year ended 31 December 2004 in preparation for the possible introduction of the euro in the UK was minimal.

Supervision and regulation**1 United Kingdom****1.1 The regulatory regime applying to the UK financial services industry**

The Financial Services and Markets Act 2000 ("FSMA 2000"), containing an integrated legislative framework for regulating most of the UK financial services industry, came into force at the end of 2001. This established the Financial Services Authority (the "FSA") as the single statutory regulator responsible for regulating deposit taking, insurance and investment business in the UK.

Under the FSMA 2000, businesses require the FSA's permission to undertake specified types of activities including entering into and carrying out contracts of insurance; managing, dealing in or advising on, investments; accepting deposits; and issuing electronic money ("regulated activities"). The FSA has published detailed regulatory requirements contained in a Handbook of Rules and Guidance.

The FSA's statutory objectives are to maintain confidence in, and to promote public understanding of, the UK financial system; to secure an appropriate degree of consumer protection; and to reduce the scope for financial crime. In achieving these objectives, the FSA must take account of certain "principles of good regulation" which include recognising the responsibilities of authorised firms' own management, facilitating innovation and competition and acting proportionately in imposing burdens on the industry.

1.2 Authorised firms in the Group

As at 31 December 2004, 35 companies in the Group, spanning a range of financial services sectors (banking, insurance and investment business), are authorised and regulated to conduct regulated activities by the FSA. These companies are referred to as 'authorised firms.'

The FSA supervises the banking business of the UK based banks in the Group, including The Royal Bank of Scotland plc ("The Royal Bank"), National Westminster Bank Plc ("NatWest"), Coutts & Co, Ulster Bank Limited and Tesco Personal Finance Limited.

General insurance business is principally undertaken by RBS Insurance Group, whilst life assurance business is undertaken by Royal Scottish Assurance plc and National Westminster Life Assurance Limited (with the Group's partner, the AVIVA Group) and Direct Line Life Insurance Company Limited. Investment management business is principally undertaken by companies in the Wealth Management Division, including Adam & Co Investment Management Limited, and Coutts & Co Investment Management Limited, and in the Corporate Banking & Financial Markets Division, RBS Asset Management Ltd.

1.3 The FSA's regulatory approach and supervisory standards

The regulatory regime focuses on the risks to the FSA of not meeting its statutory objectives and uses the full range of regulatory tools (including the authorisation of firms, rule-making, supervision, investigation and enforcement) available to the FSA. It is founded on a risk based, integrated approach to regulation.

The FSA can request information from and give directions to, authorised firms. It may also require authorised firms to provide independent reports prepared by professionals. The FSA can exercise indirect control over the holding companies of authorised firms via its statutory powers to object to persons who are, or will become, "controllers" of these firms.

As part of its regulatory approach the FSA carries out regular risk assessments of the firms in the Group and they are subject generally to direct and on-going FSA supervision.

Setting standards for firms

The FSA carries out the prudential supervision and conduct of business regulation of all authorised firms and also regulates the conduct of their business in the UK.

Currently, the application of its conduct of business rules to banking business and general insurance business is limited but the FSA assumed powers to regulate general insurance intermediation activities from January 2005 (as noted below).

Prudential supervision includes monitoring the adequacy of a firm's management, its financial resources and internal systems and controls. Firms are required to submit regular returns to the FSA which provide material for supervisory assessment. Different prudential requirements have applied to different sectors of the financial services industry. However, the FSA has prepared an Integrated Prudential Sourcebook ("IPSB") aimed at applying a more harmonised and consistent approach to prudential regulation across the whole industry. From 1 January 2005, insurers were the first industry segment to comply with the FSA's new IPSB requirements. Implementation for the remainder of the industry is expected in stages, from 1 January 2005 until 1 January 2008.

The EU Financial Groups Directive came into force on 1 January 2005 and was implemented as part of the FSA's IPSB requirements. This will create an additional set of regulatory requirements recognising the insurance, investment and banking business of certain financial sector groups as financial conglomerates.

Many of the standards relating to the capital, which firms must hold to absorb losses arising from risks to its business, are determined by EU legislation or are negotiated internationally. The current capital adequacy regime requires firms to maintain certain levels of capital, of certain specified types (or tiers), against particular business risks.

A parallel process of reviewing and revising the current EU Capital Adequacy requirements is also underway. This will impact on all European banks and investment firms. The EU Capital Requirements Directive is currently being reviewed by the EU Parliament prior to National implementation by 1 January 2008. In the UK, the relevant changes will be implemented via changes to the FSA's IPSB.

In its supervisory role, the FSA sets requirements relating to matters such as consolidated supervision, capital adequacy, liquidity, large exposures, and the adequacy of accounting procedures and controls. Banks are required to set out their policy on "large exposures" and to inform the FSA of this. The policy must be reviewed annually and any significant departures from policies must be discussed with the FSA. Large exposures must be monitored and controlled.

Supervision and regulation *(continued)*

As regards the insurance industry, the FSA's primary objective is to regulate and supervise the industry so that policyholders have confidence that they have bought appropriate products, that UK insurers are able to meet their liabilities and that they treat customers fairly. The FSA sets requirements relating to "margins of solvency" (i.e. the excess of the value of assets over the amount of liabilities). Companies carrying out insurance business are required to submit regular returns covering reserves and solvency to the FSA.

On 15 January 2005, the FSA commenced regulation of the sale and administration of general insurance and certain other types of insurance contracts.

Firms must also meet standards relating to senior management and internal systems and controls and must comply with rules designed to reduce the scope for firms to be used for money laundering. Revised Joint Money Laundering Steering Group Guidance Notes came into force in 2004. The EU published its draft Third Money Laundering Directive which aims to consolidate the two previous Anti Money Laundering Directives. Implementation is expected in 2006.

Conduct of business standards essentially govern key aspects of firms' relationships with customers, and require the provision of clear and adequate information, the managing of conflicts of interest and the recommending of products suitable to the needs of customers. The marketing of financial products (particularly investment products) is subject to detailed requirements.

FSA rules relating to the provision of advice on "packaged" products (i.e. personal pensions, life assurance and collective investment schemes) were changed on 1 December 2004. The previous rules required businesses either to be independent or tied to only one product provider. The FSA has now abolished these rules. There is a six month transitional period for firms to amend their documentation and processes. Firms can continue to be independent or they can associate themselves in a variety of ways with many product providers. The changes are not expected to have any significant impact on RBSG.

1.4 Focus on customers

An important element in securing an appropriate degree of consumer protection is ensuring that suitable arrangements are made for dealing with customer complaints. Firms are required to establish appropriate internal complaint handling procedures and to report complaints statistics to the FSA. Where an issue cannot be resolved by the parties it may be referred for independent assessment to the Financial Ombudsman Service.

The FSA's high level principles require all regulated firms to treat their customers fairly. Since 2000 the FSA has undertaken a number of industry wide thematic reviews on

this issue, and this activity will continue into 2005. The FSA have indicated that they will include assessment of firms' effectiveness in this area in the firms' ARROW assessments from 2005.

The Financial Services Compensation Scheme (financed by levies on authorised firms) is available to provide compensation up to certain limits if a firm collapses owing money to investors, depositors or policyholders.

1.5 Fraud

Towards the end of October 2004, the FSA launched its new policy on combating fraud in the financial services industry – *Fighting Fraud in Partnership*. The FSA is working on a programme of activities focusing on (i) actions that the FSA will take, (ii) FSA support for work by trade associations and the industry, (iii) creating closer relationships with law enforcement agencies and, (iv) the Government making fraud a higher law enforcement priority leading the development of a fraud strategy.

1.6 Enforcement

Where appropriate, the FSA may discipline and/or prosecute for breaches of the legislative or regulatory requirements. The FSA works closely with the criminal authorities and uses both civil and criminal powers. It can withdraw a firm's authorisation, discipline firms and individuals, prosecute for various offences and require funds to be returned to customers.

The FSA also has powers under certain consumer legislation to take action against authorised firms to address unfair terms in financial services consumer contracts.

1.7 Extension of the FSA's responsibilities

From 31 October 2004, the scope of the FSA's responsibilities was widened to cover the regulation and supervision of mortgage lending and administration and the provision of mortgage advice. Arrangements relating to the sale and administration of general insurance (and certain other insurance) contracts became regulated from 15 January 2005. These activities are undertaken by companies in the Group and this extension of the scope of statutory regulation is likely to have a significant impact on how the relevant businesses operate in the future.

1.8 Other relevant UK agencies and Government departments

Consumer credit issues are covered by the Department of Trade and Industry ("DTI") and the Office of Fair Trading ("OFT") and competition issues are dealt with by the OFT.

The business of granting consumer credit is heavily regulated. Aspects of the consumer credit business are under review, at both national and EU levels. Some changes to UK legislation were implemented from October 2004 (primarily changes to advertising requirements), with others coming into force in May 2005 and legislation to further amend the UK regime scheduled for 2005. An EU Consumer Credit Directive is also under negotiation.

1.9 The European dimension

An increasing amount of national financial services regulation, in the UK and in other Member States, emanates from the European Union. An extensive programme of legislation under the EU's Financial Services Action Plan is nearly complete, aiming to develop key aspects of the single European market in financial services across its (now) 25 countries. This Plan includes significant measures such as the endorsement of International Accounting Standards, revisions of EU Company Law, the updated Investment Services Directive and Directives on Market Abuse, Distance Marketing in Consumer Financial Services, and Takeovers. Some changes were implemented in 2004, others are still being implemented, with important proposals such as the legal framework for a single European payments area still in development. A debate was launched by the European Commission in 2004 around future EU action relating to financial services, beyond major existing projects such as the Capital Requirements Directive.

2 United States

As the ultimate parent of Citizens' subsidiary banks, the company is a bank holding company within the meaning of, and subject to regulation under, the US Bank Holding Company Act of 1956, as amended (the "BHCA"), by the Board of Governors of the Federal Reserve System (the "Board"). Under current Board policy, the company is expected to act as a source of financial strength to its US bank subsidiaries. The BHCA generally prohibits the company from acquiring, directly or indirectly, the ownership or control of more than 5% of the voting shares of any company engaged in non-banking activities in the United States unless the Board has determined, by order or regulation, that such activities are so closely related to banking or managing or controlling banks as to be a proper incident thereto. In addition, the BHCA requires the company to obtain the prior approval of the Board before acquiring, directly or indirectly, the ownership or control of more than 5% of the voting shares of any US bank or bank holding company. However, the US Gramm-Leach-Bliley Act of 1999 (the "GLBA") permits bank holding companies that have met certain eligibility criteria and elected to become 'financial holding companies' to engage in a significantly broader range of non-banking activities than those described above. Under the GLBA and related Board regulations, the company elected to become a financial holding company effective as of 9 February 2004.

The company's US bank and non-bank subsidiaries, and the Royal Bank and NatWest's US offices, are subject to direct supervision and regulation by various other federal and state authorities. Citizens' bank subsidiaries are subject to regulation by state banking authorities and the US Federal Deposit Insurance Corporation and the Royal Bank's New York branch is supervised by the New York Banking Department. NatWest's New York branch was closed at the end of April 2004. The company's US securities affiliates are subject to regulation and supervision by the Securities and Exchange Commission

and Charter One, which was acquired by Citizens in August 2004 is regulated by the Office of the Comptroller of the Currency.

- 3 Regulatory developments for capital and risk management
The Basel Committee on Banking Supervision, which meets at the Bank of International Settlements in Switzerland, sets the standards for firm's weighted risk asset calculations and associated regulatory capital triggers. This Committee published a revised framework, called Basel 2, in June 2004. Full adoption of these new rules is expected by January 2008.

Application of Basel 2 differs between jurisdictions. In the EU, the Accord becomes law through the Capital Requirements Directive (CRD/CAD3) and associated changes to national laws or regulatory guidelines (for example the FSA's *Integrated Prudential Sourcebook*). Within the US, regulators have the flexibility to implement the Accord directly, after a Final Notice of Prudential Rulemaking. The EU is applying the Accord to all banks and investment firms. The US is taking a different approach, mandating that their largest internationally active banks use the 'Advanced' approaches for credit and operational risk calculations; other banks can either remain on Basel 1 or 'opt-into' Basel 2. Our US subsidiary, Citizens, currently falls outside the group of mandated Basel 2 banks for purposes of US regulation.

The Accord, based around three Pillars of Minimum Capital Requirements (Pillar 1), Supervisory Review (Pillar 2) and Market Discipline (Pillar 3), presents a fundamental change to the current capital adequacy regime and will have wide ranging consequences for the banking industry as a whole. The Group is actively involved in dialogue with various regulatory groups and is taking the necessary steps to prepare for the new Accord.

Description of property and equipment

The Group operates from a number of locations worldwide, principally in the UK. At 31 December 2004, the Royal Bank and NatWest had 642 and 1,631 retail branches, respectively, in the UK. Citizens had 1,613 retail banking offices (including in-store branches) covering Connecticut, Delaware, Illinois, Indiana, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Vermont. A substantial majority of the UK branches are owned by the Royal Bank, NatWest and their subsidiaries or are held under leases with unexpired terms of over 50 years. The Group's principal properties include its headquarters at St Andrew Square, Edinburgh, its principal offices in London at 135 and 280 Bishopsgate and the Drummond House administration centre located at South Gyle, Edinburgh. A new corporate headquarters is being developed at Gogarburn, Edinburgh, which is due to open in 2005.

Freehold and long leasehold properties are revalued on a rolling basis, each property being valued at least once every five years. Interim valuations outwith the five year cycle are carried out on properties where there is an indication that its value has changed significantly, given market conditions. Any increase or deficit on revaluation is reflected in the carrying value of premises at that time. Any impairment in the value of premises where there is a clear consumption of economic benefits is charged in full to the profit and loss account. Other impairments of premises are charged to the profit and loss account after eliminating any previous revaluation surplus on the premises. Any profit from the sale of revalued premises is calculated by deducting the revalued amount from the net proceeds. The revaluation of premises at 31 December 2004 resulted in a £56 million increase in property revaluation reserves.

Total capital expenditure on premises, computers and other equipment for the year ended 31 December 2004 was £1,513 million (2003 – £2,613 million; 2002 – £872 million).

Major shareholders

Details of major shareholders in the company's ordinary and preference shares are given on page 117.

With the exception of Santander Central Hispano S.A. which sold (i) 86.7 million ordinary shares representing 2.9% of the company's ordinary share capital on 25 November 2002, (ii) 79 million ordinary shares representing 2.5% of the company's ordinary share capital on 9 September 2004 and (iii) 82 million shares representing 2.5% of the company's ordinary share capital on 27 January 2005 (and the remainder of SCH's shareholding in the company), there have been no significant changes in the percentage ownership of major shareholders of the company's ordinary and preference shares during the three years ended 23 February 2005. All shareholders within a class of the company's shares have the same voting rights. The company is not directly or indirectly owned or controlled by another corporation or any foreign government.

At 23 February 2005, the directors of the company had options to purchase a total of 1,800,211 ordinary shares of the company.

As at 31 December 2004, almost all of the company's US\$ denominated preference shares were held by shareholders registered in the US. All other shares were predominantly held by shareholders registered outside the US.

Material contracts

The company and its subsidiaries are party to various contracts in the ordinary course of business. For the year ended 31 December 2004, there have been no material contracts entered into outside the ordinary course of business.

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Financial calendar
Annual general meeting

20 April 2005 at 2.00 pm,
 Edinburgh International Conference Centre,
 The Exchange, Morrison Street, Edinburgh

Interim results

4 August 2005

Dividends

Payment dates:

*Ordinary shares (2004 Final)	3 June 2005
Ordinary shares (2005 Interim)	October 2005
Cumulative preference shares	31 May and 30 December 2005
Non-cumulative dollar preference shares	31 March, 30 June, 30 September and 30 December 2005

Ex-dividend dates:

Ordinary shares (2004 Final)	9 March 2005
Cumulative preference shares	4 May 2005

Record dates:

Ordinary shares (2004 Final)	11 March 2005
Cumulative preference shares	6 May 2005

* If the necessary approvals are obtained from shareholders at the annual general meeting on 20 April 2005, as an alternative to cash, a scrip dividend election will be offered and shareholders will receive details of this by letter after that date.

Shareholder enquiries

Shareholdings in the company may be checked by visiting our website (www.rbs.com/shareholder). You will need the shareholder reference number printed on your share certificate or tax voucher to gain access to this information.

Braille and audio Annual Review and Summary Financial Statement

Shareholders requiring a Braille or audio version of the Annual Review and Summary Financial Statement should contact the Registrar on 0870 702 0135.

ShareGift

The company is aware that shareholders who hold a small number of shares may be retaining these shares because dealing costs make it uneconomical to dispose of them. ShareGift, the charity share donation scheme is a free service operated by The Orr Mackintosh Foundation (registered charity 1052686) to enable shareholders to donate unwanted shares to charity.

Should you wish to donate your shares to charity in this way you should contact ShareGift for further information:

ShareGift, The Orr Mackintosh Foundation,
 46 Grosvenor Street, London W1K 3HN
 Tel: 020 7337 0501
www.ShareGift.org

Donating your shares in this way will not give rise to either a gain or a loss for UK capital gains tax purposes and you may be able to reclaim UK income tax on gifted shares. Further information can be obtained from the UK Inland Revenue or your local tax office.

Capital gains tax

For shareholders who held RBS ordinary shares at 31 March 1982, the market value of one ordinary share held was 103p. After adjusting for the 1 March 1985 rights issue, the 1 September 1989 capitalisation issue and the bonus issue of Additional Value Shares on 12 July 2000, the adjusted 31 March 1982 base value of one ordinary share held currently is 46.1p.

For shareholders who held NatWest ordinary shares at 31 March 1982, the market value of one ordinary share held was 85.16p for shareholders who accepted the basic terms of the RBS offer. This takes account of the August 1984 and June 1986 rights issues and the June 1989 bonus issue of NatWest ordinary shares as well as the subsequent issue of Additional Value Shares.

When disposing of shares, shareholders are also entitled to indexation allowance (to April 1998 only in the case of individuals and non-corporate holders), which is calculated on the 31 March 1982 value, on the cost of subsequent purchases from the date of purchase and on the subscription for rights from the date of that payment. Further adjustments must be made where a shareholder has chosen to receive shares instead of cash for dividends. Individuals and non-corporate shareholders may also be entitled to some taper relief to reduce the amount of any chargeable gain on disposal of shares.

The information set out above is intended as a general guide only and is based on current United Kingdom legislation and Inland Revenue practice as at this date. This information deals only with the position of individual shareholders who are resident in the United Kingdom for tax purposes, who are the beneficial owners of their shares and who hold their shares as an investment. It does not deal with the position of shareholders other than individual shareholders, shareholders who are resident outside the United Kingdom for tax purposes or certain types of shareholders, such as dealers in securities.

Analyses of ordinary shareholders at 31 December 2004

	shareholdings	millions	% of total
Individuals	170,022	237.9	7.5
Banks and nominee companies	23,731	2,762.7	87.1
Investment trusts	145	0.8	—
Insurance companies	339	11.6	0.4
Other companies	2,200	144.7	4.5
Pension trusts	37	9.6	0.3
Other corporate bodies	104	5.3	0.2
	196,578	3,172.6	100.0
Range of shareholdings:			
1–1,000	129,864	45.2	1.4
1,001–10,000	61,136	166.0	5.2
10,001–100,000	4,161	105.6	3.4
100,001–1,000,000	1,041	338.9	10.7
1,000,001–10,000,000	326	926.7	29.2
10,000,001 and over	50	1,590.2	50.1
	196,578	3,172.6	100.0

Trading market

On 13 September 1995, 16 October 1996, 26 March 1997, 12 February 1998, 8 February 1999, 30 July 1999, 30 September 1999, 12 June 2001, 30 September 2004 and 26 August 2004 the company issued the following American Depositary Shares ("ADSs") in the United States:

7,000,000 Series D ("Series D ADSs") representing 7,000,000 non-cumulative dollar preference shares, Series D;
 8,000,000 Series E ("Series E ADSs") representing 8,000,000 non-cumulative dollar preference shares, Series E;
 8,000,000 Series F ("Series F ADSs") representing 8,000,000 non-cumulative dollar preference shares, Series F;
 10,000,000 Series G ("Series G ADSs") representing 10,000,000 non-cumulative dollar preference shares, Series G;
 12,000,000 Series H ("Series H ADSs") representing 12,000,000 non-cumulative dollar preference shares, Series H;
 12,000,000 Series I ("Series I ADSs") representing 12,000,000 non-cumulative dollar preference shares, Series I;
 9,000,000 Series J ("Series J ADSs") representing 9,000,000 non-cumulative dollar preference shares, Series J;
 16,000,000 Series K ("Series K ADSs") representing 16,000,000 non-cumulative dollar preference shares, Series K;
 34,000,000 Series L ("Series L ADSs") representing 34,000,000 non-cumulative dollar preference shares Series L; and
 37,000,000 Series M ("Series M ADSs") representing 37,000,000 non-cumulative dollar preference shares Series M.

Each of the respective ADSs represents the right to receive one corresponding preference share, is evidenced by an American Depositary Receipt ("ADR") and is listed on the New York Stock Exchange ("NYSE").

The ADRs evidencing the ADSs above were issued pursuant to Deposit Agreements, among the company, The Bank of New York as depository, and all holders from time to time of ADRs issued thereunder. Currently, there is no non-United States trading market for any of the non-cumulative dollar preference shares. All of the non-cumulative dollar preference shares are held by the depository, as custodian, in bearer form.

At 31 December 2004, there were 238 registered shareholders of Series D ADSs, 129 registered shareholders of Series E ADSs, 144 registered shareholders of Series F ADSs, 90 registered shareholders of Series G ADSs, 90 registered shareholders of Series H ADSs, 109 registered shareholders of Series I ADSs, 73 registered shareholders of Series J ADSs, 64 registered shareholders of Series K ADSs, 9 registered shareholders of Series L ADSs and 1 registered shareholder of Series M ADSs.

On 29 March 1994 and 23 June 2003, respectively, the company issued 8,000,000 Exchangeable Capital Securities ("X-CAPs"), Series A and 34,000,000 Exchangeable Capital Securities, Series B, each in connection with a public offering in the United States. On 30 September 2004, all of the outstanding Series B X-CAPs were exchanged into 34,000,000 non-cumulative dollar preference shares, Series L. The Series A X-CAPs are listed on the NYSE and trade under the symbol 'RBSPRX'. Currently, there is no non-US market for the Series A X-CAPs.

On 20 August 2001, the company issued US\$1.2 billion of perpetual regulatory tier one securities (PROs) in connection with a public offering in the United States.

The ADSs, the X-CAPs and the PRO's are listed on the NYSE.

The following table shows the high and low sales prices for each of the outstanding ADSs, X-CAPs and PROs for the periods indicated, as reported on the NYSE composite tape:

Figures in US\$		Series D ADSs	Series E ADSs	Series F ADSs	Series G ADSs	Series H ADSs	Series I ADSs	Series J ADSs	Series K ADSs	Series L ADSs	Series M ADSs	Series A X-CAPs	Series A PROs ⁽¹⁾
By month													
January 2005	High	26.48	27.40	28.00	25.81	25.70	25.79	26.25	26.84	24.64	26.39	26.93	124.39
	Low	26.26	26.96	27.33	25.55	25.45	25.57	25.49	26.37	24.30	26.06	26.09	120.03
December 2004	High	26.68	27.89	27.90	25.92	25.87	26.00	26.08	27.18	24.68	26.16	26.66	122.52
	Low	25.89	27.00	27.16	25.39	25.30	25.49	25.64	26.32	24.15	25.76	26.15	117.44
November 2004	High	26.96	28.30	27.78	25.67	25.58	25.88	26.07	27.12	24.45	26.05	26.37	121.24
	Low	26.50	27.67	27.25	25.41	25.41	25.45	25.81	26.78	23.89	25.45	26.03	118.07
October 2004	High	26.66	28.35	27.82	25.50	25.44	25.55	25.88	27.04	24.10	25.64	26.16	122.09
	Low	26.39	27.56	27.42	25.30	25.31	25.30	25.54	26.75	23.51	25.21	25.72	118.48
September 2004	High	27.45	28.38	28.15	25.75	25.62	25.79	26.40	27.30	—	25.35	26.34	121.77
	Low	26.42	27.56	27.45	25.29	25.19	25.29	25.53	26.52	—	25.15	25.70	117.13
August 2004	High	27.00	28.25	28.10	25.73	25.58	25.62	26.09	27.20	—	25.17	26.15	118.43
	Low	26.73	27.30	27.11	25.31	25.19	25.42	25.74	26.63	—	25.13	25.72	113.99
By quarter													
2004: Fourth quarter	High	26.96	28.35	27.90	25.92	25.87	26.00	26.08	27.18	24.68	26.16	26.66	122.52
	Low	25.89	27.00	27.16	25.30	25.30	25.30	25.54	26.32	23.51	25.21	25.72	117.44
2004: Third quarter	High	27.45	28.38	28.15	25.75	25.62	25.79	26.40	27.30	—	25.35	26.34	121.77
	Low	26.08	26.65	26.65	25.12	24.95	25.20	25.53	26.30	—	25.13	25.30	112.21
2004: Second quarter	High	27.22	29.00	28.10	25.65	25.41	26.00	26.41	27.97	—	—	26.02	122.11
	Low	25.84	25.90	25.65	24.20	24.45	25.14	25.42	25.70	—	—	25.25	110.58
2004: First quarter	High	27.90	29.00	28.45	25.90	25.67	26.25	27.05	28.00	—	—	26.61	125.14
	Low	26.96	27.99	27.65	25.30	25.15	25.70	26.17	27.21	—	—	25.74	116.87
2003: Fourth quarter	High	27.75	29.16	28.50	25.80	25.85	26.50	27.43	27.90	—	—	27.15	120.21
	Low	26.86	27.92	27.67	25.25	25.10	25.77	26.35	26.87	—	—	26.06	112.70
2003: Third quarter	High	28.30	29.15	28.97	25.85	26.04	27.12	27.19	27.84	—	—	27.00	123.89
	Low	27.24	27.30	27.20	25.23	25.28	25.65	26.30	26.05	—	—	26.00	111.06
2003: Second quarter	High	29.00	29.20	29.05	25.96	26.35	27.19	27.89	28.20	—	—	27.25	130.78
	Low	27.25	27.70	27.41	25.16	25.51	26.20	26.94	27.15	—	—	26.50	113.27
2003: First quarter	High	28.90	29.00	28.12	26.00	26.40	27.40	28.00	27.79	—	—	27.15	119.11
	Low	26.76	27.01	27.03	25.00	25.35	26.11	26.59	26.85	—	—	26.45	113.79
By year													
2004 (2)	High	27.90	29.00	28.45	25.92	25.87	26.25	27.05	28.00	24.68	26.16	26.66	125.14
	Low	25.84	25.90	25.65	24.20	24.45	25.14	25.42	25.70	23.51	25.13	25.25	110.58
2003 (2)	High	29.00	29.20	29.05	26.00	26.40	27.40	28.00	28.20	—	—	27.25	130.78
	Low	26.76	27.01	27.03	25.00	25.10	25.65	26.30	26.05	—	—	26.00	111.06
2002 (2)	High	27.77	28.20	28.00	25.73	26.05	27.08	27.50	27.30	—	—	27.00	116.36
	Low	25.74	25.53	25.15	24.46	24.27	24.50	25.45	24.79	—	—	25.35	100.07
2001 (2)	High	27.99	27.94	27.20	25.86	27.15	27.00	28.85	26.95	—	—	27.20	106.44
	Low	25.38	25.25	24.31	22.94	22.75	24.63	24.80	22.17	—	—	25.50	96.58
2000 (3)	High	25.50	25.31	24.63	23.00	22.94	25.00	25.50	—	—	—	26.00	—
	Low	20.63	19.81	19.13	18.88	17.63	19.63	21.13	—	—	—	21.56	—

Notes:

(1) Price quoted as a % of US\$1,000 nominal.

(2) Year ended 31 December.

(3) 15 months ended 31 December.

Memorandum and articles of association

The company's Memorandum of Association (the "Memorandum") and Articles of Association (the "Articles") as in effect at the date of this annual report are registered with the Registrar of Companies of Scotland. The Articles were last amended on 29 April 2004 and have been filed with the SEC.

Taxation for US Holders

The following discussion summarises certain US federal and UK tax consequences of the acquisition, ownership and disposition of non-cumulative dollar preference shares, ADSs, X-CAPs or PROs by a beneficial owner that is a citizen or resident of the United States or that otherwise will be subject to US federal income tax on a net income basis in respect of the non-cumulative dollar preference shares, ADSs, X-CAPs or PROs (a "US Holder"). This summary assumes that a US Holder is holding non-cumulative dollar preference shares, ADSs, X-CAPs or PROs, as applicable, as capital assets. This summary does not address the tax consequences to a US Holder (i) that is resident (or, in the case of an individual, ordinarily resident) in the UK for UK tax purposes or (ii) generally, that is a corporation which alone or together with one or more associated companies, controls, directly or indirectly, 10% or more of the voting stock of the company.

The statements and practices set forth below regarding US and UK tax laws, including the US/UK double taxation convention relating to income and capital gains which entered into force on 31 March 2003 (the "New Treaty"), the prior US/UK double tax convention relating to income and capital gains (the "Prior Treaty") and the US/UK double taxation convention relating to estate and gift taxes (the "Estate Tax Treaty"), are based on those laws and practices as in force and as applied in practice on the date of this Report. This summary is not exhaustive of all possible tax considerations and holders are advised to satisfy themselves as to the overall tax consequences, including specifically the consequences under US federal, state, local and other laws, and possible changes in taxation law, of the acquisition, ownership and disposition of non-cumulative dollar preference shares, ADSs, X-CAPs or PROs by consulting their own tax advisers.

References below to "the Treaty" are references to either the Prior Treaty or the New Treaty as applicable.

For the purposes of the Treaty, the Estate Tax Treaty and the US Internal Revenue Code of 1986, as amended (the "Code"), US Holders of ADSs will be treated as owners of the non-cumulative dollar preference shares underlying such ADSs.

Preference shares or ADSs

Taxation of dividends

The company is not required to withhold tax at source from dividend payments it makes or from any amount (including any amounts in respect of accrued dividends) distributed by the company.

Before 1 May 2004, if a US Holder would have been entitled to greater benefits under the Prior Treaty, that US Holder could have elected to continue to apply the Prior Treaty to dividend payments made before that date.

New Treaty

Because payments of dividends by the company to non-UK investors are not subject to UK withholding tax, it is not necessary to apply the New Treaty in order to receive a reduced rate of withholding. Since there is no UK withholding tax on payments of dividends to US Holders, US Holders will not be entitled to a foreign tax credit for foreign taxes paid as a result of the payment of dividends by the company.

Prior Treaty – effect of UK tax credit

An individual shareholder who is resident in the UK for UK tax purposes and who receives a dividend from the company is entitled to claim a tax credit in the UK against its income tax liability attributable to the dividend.

Although a US Holder that receives a dividend from the company will not be entitled to this UK tax credit, certain US Holders are entitled to a tax credit payment (the "Tax Credit Amount"). However, a US holder would not actually receive this Tax Credit Amount because of UK withholding tax.

Dividends paid by the company and any Tax Credit Amount will constitute foreign source dividend income for US federal income tax purposes to the extent paid out of the current or accumulated earnings and profits of the company, as determined for US federal income tax purposes. Payments will not be eligible for the dividends-received deduction allowed to corporate US Holders.

Subject to applicable limitations that may vary depending upon a holder's individual circumstances, dividends paid to certain noncorporate US Holders in taxable years beginning before 1 January 2009 will be taxable at a maximum tax rate of 15%. Non-corporate US Holders should consult their own tax advisers to determine whether they are subject to any special rules that limit their ability to be taxed at this favourable rate.

Taxation for US Holders *(continued)***Taxation of capital gains**

A US Holder that is not resident (or, in the case of an individual, ordinarily resident) in the UK will not normally be liable for UK tax on capital gains realised on the disposition of such holder's non-cumulative dollar preference share or ADS unless at the time of the disposal, in the case of a corporate US Holder, such US Holder carries on a trade in the UK through a permanent establishment or, in the case of any other US Holder, such US Holder carries on a trade, profession or vocation in the UK through a UK branch or agency and such non-cumulative dollar preference share or ADS is or has been used, held or acquired by or for the purposes of such trade (or profession or vocation), permanent establishment, branch or agency. Special rules apply to individuals who are temporarily not resident or ordinarily resident in the UK.

A US Holder will, upon the sale, exchange or redemption of a non-cumulative dollar preference share or ADS generally recognise capital gain or loss for US federal income tax purposes (assuming in the case of a redemption, that such US Holder does not own, and is not deemed to own, any ordinary shares of the company) in an amount equal to the difference between the amount realised (excluding in the case of a redemption any amount treated as a dividend for US federal income tax purposes, which will be taxed accordingly) and the US Holder's tax basis in the non-cumulative dollar preference share or ADS.

A US Holder who is liable for both UK and US tax on gain recognised on the disposal of a non-cumulative dollar preference share or ADS will generally be entitled, subject to certain limitations, to credit the UK tax against its US federal income tax liability in respect of such gain.

Estate and gift tax

A non-cumulative dollar preference share or ADS held by an individual, whose domicile is determined to be the United States for purposes of the Estate Tax Treaty and who is not a national of the UK, will not be subject to UK inheritance tax on the individual's death or on a lifetime transfer of the non-cumulative dollar preference share or ADS, except in certain cases where the non-cumulative dollar preference share or ADS (i) is comprised in a settlement (unless, at the time of the settlement, the settlor was domiciled in the United States and was not a national of the UK); (ii) is part of the business property of a UK permanent establishment of an enterprise; or (iii) pertains to a UK fixed base of an individual used for the performance of independent personal services. The Estate Tax Treaty generally provides a credit against US federal estate or gift tax liability for the amount of any tax paid in the UK in a case where the non-cumulative dollar preference share or ADS is subject to both UK inheritance tax and US federal estate or gift tax.

UK stamp duty and stamp duty reserve tax ("SDRT")

The following is a summary of the UK stamp duty and SDRT consequences of transferring an ADS in registered form (otherwise than to the custodian on cancellation of the ADS) or of transferring a non-cumulative dollar preference share. A transfer of a registered ADS executed and retained in the United States will not give rise to stamp duty and an agreement to transfer a registered ADS will not give rise to SDRT.

Stamp duty or SDRT will normally be payable on or in respect of transfers of non-cumulative dollar preference shares and accordingly any holder who acquires or intends to acquire non-cumulative dollar preference shares is advised to consult its own tax advisers in relation to stamp duty and SDRT.

X-CAPs**United States**

Because the X-CAPs have no stated maturity, can be exchanged for preference shares or ADSs at the option of the company, would be treated as if they were preference shares in a winding-up of the company, and the company may elect not to make payments on the X-CAPs, the X-CAPs will be treated as equity for US federal income tax purposes.

Payments (including any UK withholding tax, as to which see below) will constitute foreign source dividend income for US federal income tax purposes to the extent paid out of the current or accumulated earnings and profits of the company, as determined for US federal income tax purposes. Payments will not be eligible for the dividends-received deduction allowed to corporate US Holders.

Subject to applicable limitations that may vary depending upon a holder's individual circumstances, dividends paid to certain non-corporate US Holders in taxable years beginning before 1 January 2009 will be taxable at a maximum tax rate of 15%. Non-corporate US Holders should consult their own tax advisers to determine whether they are subject to any special rules that limit their ability to be taxed at this favourable rate.

A US Holder will, upon the sale, exchange or redemption of X-CAPs, generally recognise capital gain or loss for US federal income tax purposes (assuming in the case of a redemption, that such US Holder does not own, and is not deemed to own, any ordinary shares of the company). A US Holder who is liable for both UK and US tax on gain recognised on the disposal of the X-CAPs will generally be entitled, subject to certain limitations, to credit the UK tax against its US federal income tax liability in respect of such gain.

Gain or loss will not be recognised by a US Holder upon the exchange of X-CAPs for preference shares or ADSs pursuant to the company's exercise of its exchange right. A US Holder's basis in the preference shares or ADSs received in exchange for its X-CAPs will be the same as the US Holder's basis in the X-CAPs at the time of the exchange and the US Holder's holding period for the preference shares or ADSs received in the exchange will include the holding period of the X-CAPs exchanged.

United Kingdom

Taxation of payments of interest

Payments on the X-CAPs will constitute interest rather than dividends for UK withholding tax purposes. However, the X-CAPs will constitute 'quoted eurobonds' within the meaning of section 349 of the *Income and Corporation Taxes Act 1988*, and therefore payments of interest will not be subject to withholding or deduction for or on account of UK taxation as long as X-CAPs remain at all times listed on the New York Stock Exchange or some other recognised stock exchange within the meaning of section 841 of the *Income and Corporation Taxes Act 1988*. In all other cases an amount must be withheld on account of UK income tax at the lower rate (currently 20%) subject to any direction to the contrary by the Inland Revenue under the Treaty and except that the withholding obligation is disapplied in respect of payments to persons who the company reasonably believes are within the charge to corporation tax or fall within various categories enjoying a special tax status (including charities and pension funds), or are partnerships consisting of such persons (unless the Inland Revenue directs otherwise).

If interest were paid under deduction of UK income tax (e.g., if the X-CAPs lost their listing), US Holders may be able to claim a refund of the tax deducted under the Treaty.

Any paying agent or other person through whom interest is paid to, or by whom interest is received on behalf of, an individual, may be required to provide information in relation to the payment and the individual concerned to the UK Inland Revenue. The Inland Revenue may communicate this information to the tax authorities of other jurisdictions.

The UK Inland Revenue confirmed at around the time of issue of the X-CAPs that interest payments should not be treated as distributions for UK tax purposes by reason of (i) the fact that interest may be deferred under the terms of issue or (ii) the undated nature of the X-CAPs, provided that at the time an interest payment is made, the X-CAPs are not held by a company which is 'associated' with the company or by a 'funded company'. A company will be associated with the company if, broadly speaking, it is in the same group as the company. A company will be a 'funded company' for these purposes if there are arrangements involving that company being put in funds (directly or indirectly) by the company, or an entity associated with the company. In this respect, the Inland Revenue has confirmed that a company holding an interest in X-CAPs which incidentally has banking facilities with any company associated with the company will not be a 'funded company' by virtue of such facilities.

Interest on the X-CAPs constitutes UK source income for UK tax purposes and, as such, may be subject to income tax by direct assessment even where paid without withholding.

However, interest with a UK source received without deduction or withholding on account of UK tax will not be chargeable to UK tax in the hands of a US Holder unless, in the case of a corporate US Holder, such US Holder carries on a trade in the UK through a UK permanent establishment or in the case of other US Holders, such persons carry on a trade, profession or vocation in the UK through a UK branch or agency in connection with which the interest is received or to which the X-CAPs are attributable. There are exemptions for interest received by certain categories of agents (such as some brokers and investment managers).

EU Directive on taxation of savings income

The European Union has adopted a new directive regarding the taxation of savings income. Subject to a number of important conditions being met, Member States of the European Union will be required from a date not earlier than 1 July 2005 to provide to the tax authorities of other Member States details of payments of interest or other similar income paid by a person to an individual in another Member State, except that Belgium, Luxembourg and Austria will instead impose a withholding system for a transitional period unless during such period they elect otherwise.

Disposal (including redemption)

A disposal (including redemption) of X-CAPs by a non-corporate US Holder, will not give rise to any liability to UK taxation on capital gains unless the US Holder carries on a trade (which for this purpose includes a profession or vocation) in the UK through a branch or agency and the X-CAPs are, or have been, held or acquired for the purposes of that trade, branch or agency. The exchange by such US Holder of X-CAPs for preference shares or ADSs pursuant to the company's exercise of its exchange right will not give rise to a charge to UK tax on capital gains even if such US Holder would be subject to tax on a disposal of such holder's X-CAPs in accordance with the tax treatment referred to previously.

A transfer of X-CAPs by a US Holder will not give rise to a charge to UK tax on accrued but unpaid interest payments, unless the US Holder is an individual or other non-corporate tax payer and at any time in the relevant year of assessment or accounting period carries on a trade in the UK through a branch or agency to which the X-CAPs are attributable.

Annual tax charges

Corporate US Holders of X-CAPs may be subject to annual UK tax charges (or relief) by reference to fluctuations in exchange rates and in respect of profits, gains and losses arising from the X-CAPs, but only if such corporate US Holders carry on a trade, profession or vocation in the UK through a UK permanent establishment to which the X-CAPs are attributable.

Taxation for US Holders *(continued)***Inheritance tax**

X-CAPs in bearer form physically held outside the UK should not be subject to UK inheritance tax in respect of a lifetime transfer by, or the death of, a US Holder who is neither domiciled nor deemed to be domiciled in the UK for inheritance tax purposes. However, in relation to X-CAPs held through DTC (or any other clearing system), the position is not free from doubt and the Inland Revenue are known to consider that the situs of securities held in this manner is not necessarily determined by the place in which the securities are physically held. If X-CAPs in bearer form are or become situated in the UK, or if X-CAPs are held in registered form, there may be a charge to UK inheritance tax as a result of a lifetime transfer at less than fair market value by, or on the death of, such US Holder. However, exemption from, or a reduction of, any such UK tax liability may be available under the Estate Tax Treaty in the same manner as for non-cumulative dollar preference shares. US Holders should consult their professional advisers in relation to such potential liability.

Stamp duty and SDRT

No UK stamp duty is payable on the transfer by delivery or redemption of bearer X-CAPs, whether in definitive form or in the form of one or more global X-CAPs. No SDRT is payable on any agreement to transfer bearer X-CAPs provided that the agreement is not made in contemplation of, or as part of an arrangement for, a takeover of the company.

No UK stamp duty will be payable in respect of any instrument of transfer of depositary interests representing X-CAPs, provided that any instrument relating to such transfer is not executed in the UK, and remains at all times outside the UK. Depositary interests representing X-CAPs will not be "chargeable securities" for SDRT purposes, and consequently a transfer of such depositary interests will not be subject to SDRT. Although the position is not clear, the transfer on the sale of X-CAPs in registered form may attract ad valorem UK stamp duty or (if an unconditional agreement to transfer X-CAPs is not completed by a duly stamped transfer) UK SDRT, generally at the rate of 0.5% of the consideration paid, which, in the case of stamp duty, will be rounded up to £5 or multiples thereof. The transfer of X-CAPs in registered form to, or to a nominee or agent for, a person whose business (i) is or includes issuing depositary receipts or (ii) is or includes the provision of clearance services, may give rise to a liability to UK stamp duty or (to the extent that UK stamp duty is not paid on an instrument of transfer) UK SDRT, generally at the rate of 1.5% of the price of the X-CAPs transferred, which, in the case of stamp duty, will be rounded up to £5 or multiples thereof. Such transfer of X-CAPs in bearer form may give rise to a charge to UK SDRT generally at the rate of 1.5% of the price of the X-CAPs transferred. A charge to UK SDRT may also arise on the issue of X-CAPs whether in registered or bearer form to, or to a nominee or agent for, a person whose business is or includes issuing depositary receipts or includes the provision of clearance services, generally at the rate of 1.5% of the price of the X-CAPs issued.

PROs**United States**

Payments of interest on a PRO (including any UK tax withheld therefrom) will constitute foreign source dividend income for US federal income tax purposes to the extent paid out of the current or accumulated earnings and profits of the company, as determined for US federal income tax purposes. Payments will not be eligible for the dividends-received deduction allowed to corporate US Holders. A US Holder who is entitled under the Treaty to a refund of UK tax, if any, withheld on a payment will not be entitled to claim a foreign tax credit with respect to such tax. See 'United Kingdom – Taxation of Payments on the PROs' below for a discussion of circumstances in which UK withholding may apply.

Subject to applicable limitations that may vary depending upon a holder's individual circumstances, dividends paid to certain non-corporate US Holders in taxable years beginning before 1 January 2009 will be taxable at a maximum tax rate of 15%. Non-corporate US Holders should consult their own tax advisers to determine whether they are subject to any special rules that limit their ability to be taxed at this favourable rate.

A US Holder will, upon the sale, exchange or redemption of a PRO, generally recognise capital gain or loss for US federal income tax purposes in an amount equal to the difference between the amount realised (excluding any amount in respect of mandatory interest and any Missed Payments which are to be satisfied on a Missed Payment Satisfaction Date, which would be treated as ordinary income and the US Holder's tax basis in the PRO (assuming, in the case of a redemption, that such US Holder does not own, and is not deemed to own, any ordinary shares of the company). A US Holder who is liable for both UK and US tax on a gain recognised on the disposal of PROs will generally be entitled, subject to certain limitations, to credit the UK tax against its US federal income tax liability in respect of such gain.

United Kingdom**Taxation of payments on the PROs**

Payments on the PROs will constitute interest rather than dividends for UK withholding tax purposes. However, the PROs will constitute "quoted eurobonds" within the meaning of section 349 of the Income and Corporation Taxes Act 1988 and therefore payments of interest will not be subject to withholding or deduction for or on account of UK taxation as long as the PROs remain at all times listed on a 'recognised stock exchange' within the meaning of section 841 of the Income and Corporation Taxes Act 1988. In all other cases, an amount must be withheld on account of UK income tax at the lower rate (currently 20%) subject to any direction to the contrary by the Inland Revenue under the Treaty and except that the withholding obligation is disapplied in respect of payments to persons who the company reasonably believes are within the charge to corporation tax or fall within various categories enjoying a special tax status (including charities and pension funds), or are partnerships consisting of such persons (unless the Inland Revenue directs otherwise). Where interest

has been paid under deduction of UK withholding tax, US Holders may be able to recover the tax deducted under the Treaty. If interest were paid under deduction of UK income tax (e.g., if the PROs lost their listing), US Holders may be able to claim a refund of the tax deducted under the Treaty.

Any paying agent or other person by or through whom interest is paid to, or by whom interest is received on behalf of, an individual, may be required to provide information in relation to the payment and the individual concerned to the UK Inland Revenue. The Inland Revenue may communicate this information to the tax authorities of other jurisdictions.

The UK Inland Revenue confirmed at around the time of the issue of the PROs that interest payments would not be treated as distributions for UK tax purposes by reason of (i) the fact that interest may be deferred under the terms of issue or (ii) the undated nature of the PROs, provided that at the time an interest payment is made, the PROs are not held by a company which is 'associated' with the company or by a 'funded company'. A company will be associated with the company if, broadly speaking, it is part of the same group as the company. A company will be a 'funded company' for these purposes if there are arrangements involving that company being put in funds (directly or indirectly) by the company, or an entity associated with the company. In this respect, the Inland Revenue has confirmed that a company holding an interest in the PROs which incidentally has banking facilities with any company associated with the company will not be a 'funded company' by virtue of such facilities.

Interest on the PROs constitutes UK source income for UK tax purposes and, as such, may be subject to income tax by direct assessment even where paid without withholding. However, interest with a UK source received without deduction or withholding on account of UK tax will not be chargeable to UK tax in the hands of a US Holder unless, in the case of a corporate US Holder, such US Holder carries on a trade in the UK through a UK permanent establishment or in the case of other US Holders, such persons carry on a trade, profession or vocation in the UK through a UK branch or agency in connection with which the interest is received or to which the PROs are attributable. There are exemptions for interest received by certain categories of agent (such as some brokers and investment managers).

EU Directive on taxation of savings income

The European Union has adopted a new directive regarding the taxation of savings income. Subject to a number of important conditions being met, Member States of the European Union will be required from a date not earlier than 1 July 2005 to provide to the tax authorities of other Member States details of payments of interest and other similar income paid by a person to an individual resident in another Member State, except that Belgium, Luxembourg and Austria will instead impose a withholding system for a transitional period unless during such period they elect otherwise.

Disposal (including redemption)

A disposal (including redemption) of PROs by a non-corporate US Holder, will not give rise to any liability to UK taxation on capital gains unless the US Holder carries on a trade (which for this purpose includes a profession or a vocation) in the UK through a branch or agency and the PROs are, or have been, held or acquired for the purposes of that trade, branch or agency.

A transfer of PROs by a US Holder will not give rise to a charge to UK tax on accrued but unpaid interest payments, unless the US Holder is an individual or other noncorporate tax payer and at any time in the relevant year of assessment or accounting period carries on a trade in the UK through a branch or agency to which the PROs are attributable.

Annual tax charges

Corporate US Holders of PROs may be subject to annual UK tax charges (or relief) by reference to fluctuations in exchange rates and in respect of profits, gains and losses arising from the PROs, but only if such corporate US Holders carry on a trade, profession or vocation in the UK through a UK permanent establishment to which the PROs are attributable.

Inheritance tax

In relation to PROs held through DTC (or any other clearing system), the UK inheritance tax position is not free from doubt in respect of a lifetime transfer, or death of, a US Holder who is not domiciled nor deemed to be domiciled in the UK for inheritance tax purposes; the UK Inland Revenue are known to consider that the situs of securities held in this manner is not necessarily determined by the place where the securities are registered. In appropriate circumstances, there may be a charge to UK inheritance tax as a result of a lifetime transfer at less than fair market value by, or on the death of, such US Holder. However, exemption from, or a reduction of, any such UK tax liability may be available under the Estate Tax Treaty. US Holders should consult their professional advisers in relation to such potential liability.

Stamp duty and SDRT

No stamp duty, SDRT or similar tax is imposed in the UK on the issue, transfer or redemption of the PROs.

Exchange controls

The company has been advised that there are currently no UK laws, decrees or regulations which would prevent the remittance of dividends or other payments to non-UK resident holders of the company's non-cumulative dollar preference shares.

There are no restrictions under the articles of association of the company or under UK law, as currently in effect, which limit the right of non-UK resident owners to hold or, when entitled to vote, freely to vote the company's non-cumulative dollar preference shares.

Documents on display

Documents concerning the company may be inspected at 36 St Andrew Square, Edinburgh, EH2 2YB (telephone 0131 556 8555).

In addition, we file reports and other information with the SEC. You can read and copy these reports and other information at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. You can call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room or at the offices of The New York Stock Exchange, on which certain of our securities are listed, at 20 Broad Street, New York, New York 10005. The SEC also maintains a website at www.sec.gov which contains in electronic form each of the reports and other information that we have filed electronically with the SEC.

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