

Lloyds Banking Group plc
Form 6-K
June 29, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934
For the date of June 28 2010

Lloyds Banking Group plc

25 Gresham Street, London EC2V 7HN

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-167844) OF LLOYDS BANKING GROUP PLC AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

Lloyds Banking Group plc

Lloyds Banking Group plc hereby incorporates by reference the following information into its Registration Statement on Form F-3 (File No. 333-167844).

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

Lloyds Banking Group plc
(Registrant)

Date: 28 June 2010

By: /s/ Tim J. W. Tookey
Tim J. W. Tookey
Group Finance Director
Lloyds Banking Group plc

HBOS plc
F3 Accounts
2008

Independent auditors' report to the members of HBOS plc

The Board of Directors
HBOS plc

We have audited the accompanying consolidated balance sheets of HBOS plc and its subsidiary companies (the Group) as of December 31, 2008 and 2007, and the related consolidated income statements, statements recognised income and expense and cash flows for each of the years in the three-year period ended December 31, 2008. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (U.S.). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. 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. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting policies used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Group as of December 31, 2008 and 2007, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2008 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

As discussed in the Accounting Policies section of the consolidated financial statements, the Group has changed its method of accounting for certain financial assets in the year ended 31 December 2008 following the adoption of 'Reclassification of Financial Assets (Amendments to IAS 39 Financial Instruments: Recognition and Measurement and IFRS 7 Financial Instruments: Disclosures).

KPMG Audit Plc
Chartered Accountants
Registered Auditor
Edinburgh

26 February 2009

Consolidated Income Statements
For the years ended 31 December

	Notes	2008 £m	2007 £m	2006 £m
Interest income		37,411	35,012	29,742
Interest expense		(29,240)	(27,708)	(22,342)
Net interest income	1	8,171	7,304	7,400
Fees and commission income		2,305	2,378	2,175
Fees and commission expense		(1,178)	(1,118)	(1,012)
Net earned premiums on insurance contracts	5	5,344	5,616	5,648
Net trading (expense)/income	2	(2,878)	178	292
Change in value of in-force long term assurance business		(300)	16	282
Net investment (expense)/income related to insurance and investment business		(9,524)	4,613	6,445
Other operating income		1,672	2,304	1,484
Net operating income	3	3,612	21,291	22,714
Change in investment contract liabilities	6	12,816	(2,538)	(2,910)
Net claims incurred on insurance contracts	5	(3,703)	(2,952)	(2,328)
Net change in insurance contract liabilities		(3,863)	(2,244)	(3,894)
Change in unallocated surplus	32	942	50	(569)
Administrative expenses	7	(5,114)	(4,979)	(4,623)
Depreciation and amortisation:				
Intangible assets other than goodwill	23	(209)	(193)	(161)
Property and equipment	24	(221)	(224)	(219)
Operating lease assets	26	(1,178)	(985)	(812)
		(1,608)	(1,402)	(1,192)
Goodwill impairment	23	(158)	(5)	(55)
Operating expenses		(688)	(14,070)	(15,571)
Impairment losses on loans and advances	12(a)	(9,857)	(2,012)	(1,742)
Impairment losses on investment securities	12(b)	(2,193)	(60)	(71)
Operating (loss)/profit		(9,126)	5,149	5,330
Share of (loss)/profit of jointly controlled entities	21	(669)	234	112
Share of (loss)/profit of associates	21	(287)		14
(Loss)/profit on sale of businesses	4	(743)	91	250
(Loss)/profit before taxation	11	(10,825)	5,474	5,706
Tax on (loss)/profit	13	3,409	(1,365)	(1,772)
(Loss)/profit after taxation		(7,416)	4,109	3,934
Profit of subsidiary acquired with a view to resale			4	5
(Loss)/profit for the year		(7,416)	4,113	3,939
Attributable to:				
Parent company shareholders		(7,499)	4,045	3,879
Minority interests		83	68	60
		(7,416)	4,113	3,939

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Earnings per ordinary share	14		reclassified	reclassified
- Basic		(167.8)p	103.4p	98.0p
- Diluted		(167.8)p	102.8p	97.0p

The notes to the accounts on pages F-7 to F-115 form an integral part of these financial statements.

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Consolidated Balance Sheets
As at 31 December

	Notes	2008 £m	2007 £m
Assets			
Cash and balances at central banks	53	2,502	2,945
Items in course of collection		445	945
Financial assets held for trading	16	22,571	54,681
Derivative assets	17	51,810	14,141
Loans and advances to banks		17,645	7,683
Loans and advances to customers	18	435,223	430,007
Investment securities	20	133,372	127,659
Interests in jointly controlled entities	21	938	1,351
Interests in associates	21	223	373
Goodwill and other intangible assets	23	2,375	2,790
Property and equipment	24	1,433	1,494
Investment properties	25	3,045	4,731
Operating lease assets	26	3,967	4,643
Deferred costs	27	1,181	1,101
Retirement benefit asset	33	629	
Value of in-force long term assurance business	28	2,992	3,184
Other assets	29	4,851	7,468
Current tax assets		983	
Deferred tax assets	34	2,556	70
Prepayments and accrued income		1,176	1,751
Total Assets		689,917	667,017
Liabilities			
Deposits by banks		97,150	41,513
Customer accounts		222,251	243,221
Financial liabilities held for trading	16	18,851	22,705
Derivative liabilities	17	38,905	12,311
Notes in circulation		957	881
Insurance contract liabilities	30	30,712	26,864
Investment contract liabilities	31	39,482	52,828
Unallocated surplus	32	551	1,493
Retirement benefit liabilities	33	152	347
Current tax liabilities		58	370
Deferred tax liabilities	34	227	2,600
Other liabilities	35	5,109	5,072
Accruals and deferred income		3,099	3,630
Provisions	36	347	175
Debt securities in issue	37	188,448	206,520
Other borrowed funds	38	30,119	24,253
Total Liabilities		676,418	644,783

The notes to the accounts on pages F-7 to F-115 form an integral part of these financial statements.

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Consolidated Balance Sheets
As at 31 December 2008

	Notes	2008 £m	2007 £m
Shareholders' Equity			
Issued share capital	39	1,550	1,131
Share premium	41	6,709	2,997
Other reserves	41	(5,616)	154
Retained earnings	41	9,556	17,567
Shareholders' Equity (excluding minority interests)		12,199	21,849
Minority interests	41	1,300	385
Total Shareholders' Equity	41	13,499	22,234
Total Liabilities and Shareholders' Equity		689,917	667,017

The notes to the accounts on pages F-7 to F-115 form an integral part of these financial statements.

Consolidated Statements of Recognised Income and Expense
For the years ended 31 December

	2008	2007	2006
	£m	£m	£m
Net actuarial gain from defined benefit plans (net of tax)	568	312	163
Foreign exchange translation	187	2	(23)
Available for sale investments:			
Net change in fair value (net of tax)	(5,897)	(333)	190
Net gains transferred to the income statement (net of tax)	(17)	(201)	(171)
Impairment recognised in income statement (net of tax)	915	17	
Cash flow hedges:			
Effective portion of changes in fair value taken to equity (net of tax)	(2,802)	(216)	209
Net losses/(gains) transferred to the income statement (net of tax)	1,844	(292)	86
Revaluation of existing net assets upon acquisition of jointly controlled entity			(15)
Net (expense)/income recognised directly in equity	(5,202)	(711)	439
(Loss)/profit for the year	(7,416)	4,113	3,939
Total recognised income and expense	(12,618)	3,402	4,378
Attributable to:			
Parent company shareholders	(12,701)	3,334	4,318
Minority interests	83	68	60
	(12,618)	3,402	4,378

Consolidated Cash Flow Statements
For the years ended 31 December

	Notes	2008	2007	2006
		£m	£m	£m
(Loss)/profit before taxation		(10,825)	5,474	5,706
Adjustments for:				
Impairment losses on loans and advances		9,857	2,012	1,742
Impairment losses on investment securities		2,193	60	
Impairment losses on property under construction		10		
Depreciation and amortisation		1,608	1,402	1,192
Goodwill impairment		158	5	55
Interest on other borrowed funds		1,579	1,229	1,157
Pension charge for defined benefit schemes		171	146	164
Cash contribution to defined benefit schemes		(225)	(295)	(860)
Exchange differences ¹		1,311	(769)	3,157
Movement in derivatives held for trading		1,193	(1,487)	4,081
Other non-cash items		4,276	45	(902)
Net change in operating assets		(14,265)	(78,714)	(59,966)
Net change in operating liabilities		7,468	68,470	44,743
Net cash flows from operating activities before tax		4,509	(2,422)	269
Income taxes paid		(797)	(895)	(991)
Cash flows from operating activities		3,712	(3,317)	(722)

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Cash flows from investing activities	863	(289)	(1,643)	
Cash flows from financing activities	1,343	298	(2,106)	
Net increase/(decrease) in cash and cash equivalents	5,918	(3,308)	(4,471)	
Opening cash and cash equivalents	6,185	9,493	13,964	
Closing cash and cash equivalents	53	12,103	6,185	9,493

1 Adjustment to bring changes between opening and closing balance sheet amounts to average rates. This is not done on a line-by-line basis, as details cannot be determined without unreasonable expense.

The notes to the accounts on pages F-7 to F-115 form an integral part of these financial statements.

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Consolidated Cash Flow Statements
For the years ended 31 December

Investing Activities

	2008	2007	2006
	£m	£m	£m
Sale of other intangible assets	409	31	27
Purchase of other intangible assets	(306)	(249)	(194)
Sale of property and equipment	185	182	60
Purchase of property and equipment	(410)	(307)	(280)
Purchase of investment properties	(129)		
Sale of investment properties	398	58	2
Investment in subsidiaries		(41)	(1,241)
Disposal of subsidiaries	1,110	115	87
Investment in jointly controlled entities and associates	(489)	(396)	(202)
Disposal of jointly controlled entities and associates	75	176	29
Dividends received from jointly controlled entities	12	132	57
Dividends received from associates	8	10	12
Cash flows from investing activities	863	(289)	(1,643)

Financing Activities

	2008	2007	2006
	£m	£m	£m
Issue of ordinary shares	4,131	146	548
Issue of equity preference shares to minority shareholders	750		
Share capital buyback		(500)	(982)
Purchase of own shares	(189)	(212)	(99)
Disposal of own shares	101	35	52
Issue of other borrowed funds	2,285	4,742	1,571
Repayments of other borrowed funds	(3,021)	(928)	(777)
Interest on other borrowed funds relating to the servicing of finance	(1,505)	(1,199)	(1,153)
Minority interest acquired	242		287
Minority interest disposed			(30)
Repayment of capital to minority interests	(110)		
Equity dividends paid	(1,286)	(1,747)	(1,501)
Dividends paid to minority shareholders in subsidiaries	(55)	(39)	(22)
Cash flows from financing activities	1,343	298	(2,106)

The notes to the accounts on pages F-7 to F-115 form an integral part of these financial statements.

Notes to the Financial Statements

Accounting Policies Financial Statements

The financial statements of HBOS plc comprise the Consolidated Income Statement and the Consolidated Balance Sheets, Cash Flow Statements and Statements of Recognised Income and Expense together with the related Notes to the Financial Statements. These disclosures are required under IAS 1 'Presentation of Financial Statements' relating to the management of capital and IFRS 7 'Financial Instruments: Disclosures' relating to the nature of risks and their management. These disclosures form an integral part of the financial statements and are prefaced as such on the respective pages.

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB, and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC).

Basis of Preparation

a) Principles Underlying Going Concern Assumption

During 2008, global financial markets experienced difficult conditions which have been characterised by a marked reduction in liquidity. As a consequence of this, governments and central banks carried out a series of actions to address the lack of liquidity within their respective banking systems. In the UK these actions have included the introduction by the Bank of England of liquidity support, through schemes (collectively "Bank of England facilities") such as the extended Long-Term Repo open market operations and the Special Liquidity Scheme (SLS) whereby banks and building societies can exchange eligible securities for UK treasury bills; and the creation of a credit guarantee scheme by HM Treasury, providing a government guarantee for certain short and medium term senior debt securities issued by eligible banks. During 2008 the Group has made use of these measures in order to maintain and improve a stable funding position. The Group's management of liquidity and funding risks is described in Note 57 Risk Management.

In the context of this continued turbulence and uncertainty in the financial markets, combined with a deteriorating global economic outlook, the Group has also taken steps to strengthen its capital position in order to provide a buffer against further shocks arising from the financial systems and to ensure that it remains competitive. On 15 January 2009, in conjunction with the takeover of the Group by Lloyds TSB Group plc (Note 58), the Group raised £11,345m (net after costs) in preference and ordinary share capital (Note 39).

On 16 January 2009, following completion of the acquisition of the Group by Lloyds Banking Group plc, the Group became a wholly owned subsidiary and became dependent upon the ultimate parent and its banking subsidiaries for its capital, liquidity and funding needs.

There is a risk despite the substantial measures taken so far by governments, that further deterioration in the markets could occur. In addition the economic conditions in the UK are deteriorating more quickly than previously anticipated placing further strain on the Lloyds Banking Group's capital resources. The key dependencies on successfully funding the Lloyds Banking Group's balance sheet include the continued functioning of the money and capital markets at their current levels; the continued access of the Lloyds Banking Group to central bank and Government sponsored liquidity facilities including access to HM Treasury's credit guarantee scheme and access to the Bank of England's various facilities; limited further deterioration in the Lloyds Banking Group's credit ratings; and no significant or sudden withdrawal of deposits resulting in increased reliance on money markets or Government support schemes.

Based upon projections prepared by Lloyds Banking Group plc management which take into account the completion of the acquisition on 16 January 2009 of the Group (Note 59) and together with the Lloyds Banking Group's current ability to fund in the market and assumption that announced Government sponsored schemes will continue to be available, the Directors are satisfied that the Group has adequate resources to continue in business for the foreseeable future. The Group has received confirmation that it is the current intention of Lloyds Banking Group plc to ensure that the Group's subsidiaries should have at all times for the foreseeable future access to adequate resources to continue to trade and meet their liabilities as they fall due. Accordingly, the financial statements of the Group have been prepared on a going concern basis.

b) Basis of Measurement

The financial statements have been prepared under the historical cost basis, except that the following assets and liabilities are stated at their fair values: derivatives, financial instruments held for trading, financial instruments designated at fair value through the income statement, financial instruments classified as available for sale and investment properties. In addition insurance contracts, investment contracts with discretionary participation features and value of in-force long term assurance business included in the insurance and investment business are prepared on the basis set out in the applicable accounting policy.

IFRS Applied in 2008

The following IFRS amendments have been applied in 2008:

Amendments to IAS 39 'Financial Instruments: Recognition and Measurement' and IFRS 7 'Financial Instruments: Disclosures'

In view of the ongoing market dislocation and the deterioration of the world's financial markets, the Group transferred certain asset backed securities (ABS) and floating rate notes (FRNs) from the 'held for trading' classification to the 'available for sale' classification with effect from 1 July 2008 at their fair values at that date. Subsequently, in light of increasing illiquidity in the markets for ABS, the Group changed the classification of ABS from 'available for sale' to 'loans and receivables' with effect from 1 November 2008. There have been no other reclassifications in the year. Thereafter the recognition and measurement principles of IAS 39 are followed. Disclosure of these reclassifications is given in Note 45.

The following IFRIC interpretations have been applied in 2008:

IFRIC 11 IFRS2 'Group and Treasury Share Transactions'

IFRIC 11 provides guidance on accounting in the separate financial statements of subsidiaries for transactions where a parent grants rights to its equity instruments directly to the employees of subsidiaries and where the subsidiary grants to its employees rights to the equity instruments of the parent. The application of this interpretation has not affected the consolidated financial statements as costs are recharged to the subsidiaries on the basis prescribed in the interpretation.

IFRIC 14 'The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction'

This interpretation has been applied in full within these financial statements. However, due to the financial rules of the Group's defined benefit schemes, its application has not impacted upon the Group's recognition or measurement of pension assets and liabilities under IAS 19 'Employee Benefits', nor is it expected to at future reporting dates.

Notes to the Financial Statements
continued

The accounting policies below have been consistently applied to all periods presented in these financial statements. Certain comparative amounts have been reclassified to conform to the current year's presentation.

Basis of Consolidation

The consolidated financial statements include the results of the Company and its subsidiary undertakings, (and, where appropriate, special purpose vehicles), together with the Group's interests in associates and jointly controlled entities.

The financial statements of entities controlled by the Group are consolidated in the Group financial statements commencing on the date control is obtained until the date control ceases. Control is defined as being where the Group has power, directly or indirectly, to govern the financial and operating policies of such entities so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. When assessing whether or not a special purpose entity (SPE) that has been sponsored by the Group should be consolidated or not, the Group considers the indicators of control that are included in the Standing Interpretations Committee (SIC) Interpretation 12 'Consolidation – Special Purpose Entities' and if these are met the SPE is included in the consolidation.

Open Ended Investment Companies (OEICs) where the Group, through the Group's life funds, has a controlling interest are consolidated. The unit holders' interest is reported in investment contract liabilities.

All intra-group balances, transactions, income and expenses are eliminated on consolidation.

Recognition and Derecognition of Financial Assets and Liabilities

The Group recognises loans and advances to customers and banks, deposits by banks, customer accounts, debt securities in issue, other borrowed funds and other financial assets and liabilities upon origination.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire or it transfers the right to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in the transferred financial asset that is created or retained by the Group is recognised as a separate asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Derivatives

Derivatives are measured at fair value and initially recognised on the date the contract is entered into. Where the fair value of a derivative is positive, it is carried as a derivative asset and where negative, as a derivative liability. The gain or loss from changes in fair value is taken to net trading income, except for interest from derivatives used for economic hedging purposes that do not qualify for hedge accounting treatment which is taken to net interest income, insurance and investment related derivatives which are taken to net investment income related to insurance and investment business or when cash flow hedge accounting is employed.

Hedge accounting allows one financial instrument, generally a derivative such as a swap, to be designated as a hedge of another financial instrument such as a loan or deposit or a portfolio of the same. At inception of the hedge relationship formal documentation is drawn up specifying the hedging strategy, the component transactions and the

methodology that will be used to measure effectiveness.

Monitoring of hedge effectiveness is undertaken continually. A hedge is regarded as effective if the change in fair value or cash flows of the hedge instrument and the hedged item are negatively correlated within a range of 80% to 125%, either for the period since effectiveness was last tested or cumulatively since inception.

The Group uses three hedge accounting methods:

Firstly, fair value hedge accounting offsets the change in the fair value of the hedging instrument against the change in the fair value of the hedged item in respect of the risk being hedged. The hedged item is adjusted for the fair value of the risk being hedged irrespective of its financial instrument classification. These changes in fair value are recognised in the income statement through net trading income. Adjustments made to the carrying amount of the hedged item for fair value hedges will be amortised on an effective interest rate basis over the remaining expected life in line with the presentation of the underlying hedged item. If the hedge is highly effective the net impact on the income statement is minimised.

Secondly, cash flow hedge accounting matches the cash flows of hedged items against the corresponding cash flow of the hedging derivative. The effective part of any gain or loss on a hedging instrument is recognised directly in equity in the cash flow hedge reserve and the hedged item is accounted for in accordance with the policy for that financial instrument. Any ineffective portion of the hedging instrument's fair value is recognised immediately in the income statement through net trading income. The amount deferred in reserves remains until the designated transaction occurs at which time it is released and accounted for in the income statement in line with the treatment of the hedged item. Where the hedge relationship subsequently proves ineffective, or where the hedged item is settled early or is terminated, the associated gains and losses that were recognised directly in reserves are reclassified to the income statement through net trading income. Where the hedging instrument expires or is terminated before the forecast transaction occurs, the associated gains and losses recognised in reserves remain deferred until the forecast transaction occurs.

Thirdly, hedging of net investments in foreign operations is discussed within the foreign currencies accounting policy.

A derivative may be embedded in another financial instrument, known as the host contract. Where the economic characteristics and risks of an embedded derivative are not closely related to those of the host contract, the embedded derivative is separated from the host and held separately on the balance sheet at fair value, except for those instruments that have been designated at fair value through the income statement, where the derivative is not separated from the host instrument. Changes in fair value are taken to the income statement through net trading income, and the host contract is accounted for in accordance with the policy for that class of financial instrument.

If quoted or market values are not available then derivative fair values are determined using valuation techniques that are consistent with techniques commonly used by market participants to price these instruments. These techniques include discounted cash flow analysis and other pricing models. The fair values calculated from these models are regularly compared with prices obtained in actual market transactions to ensure reliability. In all material instances

Notes to the Financial Statements
continued

these techniques use only observable market data.

Loans and Advances

Loans and advances held for trading principally consist of reverse repurchase agreements, are carried at fair value and are classified as financial assets held for trading. Gains, losses and related income are taken to net trading income as they arise.

All other loans and advances are classified as loans and receivables. They are initially recognised at the draw down date at the fair value on the commitment date plus directly attributable incremental transaction costs. They are subsequently carried at amortised cost using the effective interest method less provision for impairment.

The fair value of loans and advances to customers is measured at the commitment date and calculated by discounting anticipated cash flows, including interest, at a current market rate of interest. The fair value of floating rate loans and advances and overnight deposits is considered by the Group to be equal to the carrying value as these loans and advances are accounted for at current interest rates and credit risk is assessed in the impairment review. The fair value of fixed interest bearing accounts is based on cash flows discounted using current money market interest rates for debts with similar maturity and credit risk characteristics.

Loans and advances that are performing in accordance with the underlying contract are classified as neither past due nor impaired. If a customer fails to make a payment that is contractually due, or if the loan is in excess of facility limit, the loan is classified as past due.

If subsequently all contractually due payments are made or if the loan continues to operate within limit, the loan reverts to its neither past due nor impaired status.

The Group assesses whether objective evidence of impairment exists individually for financial assets that are individually significant and individually or collectively for assets that are not significant. The estimation involved in these impairment assessments is considered a critical accounting estimate.

Objective evidence that a financial asset is impaired includes significant difficulty of the customer, breach of contract such as interest or principal payments being missed, the loan being in excess of facility limit for a sustained period or the likelihood that the borrower will enter bankruptcy. Objective evidence may also arise from wider economic and financial market indicators including factors that pertain to a particular industry sector or local economy.

The amount of any impairment is calculated by comparing the net present value of estimated future cash flows, discounted at the loan's original effective interest rate, with the carrying value of the loan. If impaired, the carrying value is adjusted via the provision and the additional provision is charged to the income statement.

The written down value of the impaired loan is compounded back to the net realisable balance over time using the original effective interest rate. This is reported through interest income in the income statement and represents the unwinding of the discount.

A write-off is made when it is not possible or economically viable to collect all or part of a claim. Write-offs are offset against the release of a previously established impairment provision or directly through the income statement.

Loans with no identified evidence of individual impairment are subject to collective impairment assessment. This is to quantify impairment losses which exist at the balance sheet date, but which have not yet been individually identified. Collective assessment is carried out for groups of assets that share similar risk characteristics. Collective impairment is assessed using a methodology based on existing risk conditions or events that have a strong correlation with a tendency to default.

Terms and conditions for past due or impaired loans and advances may be renegotiated. When the renegotiated contract becomes effective, the loan is subsequently classified as past due, impaired or neither past due nor impaired according to its performance under the renegotiated terms.

Loans and advances to customers include advances that are subject to non-returnable finance arrangements following securitisation of portfolios of mortgages and other advances. The principal benefits of these advances are acquired by special purpose securitisation entities that fund their purchase primarily through the issue of debt securities in issue.

Syndications

Syndication activity is undertaken as part of the Group's risk management strategy specifically with the intention of transferring credit risk and obtaining financing as distinct from trading.

The Group considers that loan commitments and subsequent draw down form one contract and the loan is therefore recognised at the date of the draw down at the fair value as measured at the commitment date plus directly attributable and incremental transaction costs. Loans pending syndication are classified as loans and receivables and derecognised upon sell down when the risks and rewards are transferred to a third party.

Finance Leases and Operating Leases

Assets leased to customers that transfer substantially all the risks and rewards incidental to ownership to the customer are classified as finance leases. They are recorded at an amount equal to the net investment in the lease, less any provisions for impairment, within loans and advances to customers.

The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the pre-tax net investment method, which reflects a constant periodic rate of return on the net investment.

All other assets leased to customers that do not transfer substantially all the risks and rewards of ownership are classified as operating leases. These assets, less any provision for impairment, are separately disclosed in the balance sheet and are recorded at cost less accumulated depreciation, which is calculated on a straight-line basis over their estimated useful lives. Operating lease rentals are recognised in operating income on a straight-line basis over the lease term. Finance and operating lease assets are regularly reviewed for impairment.

Leases entered into by the Group as lessee are primarily operating leases. Operating lease rentals payable are recognised as an expense in the income statement on a straight-line basis over the term unless a more systematic basis is more appropriate.

Investment Securities

Investment securities held for trading are classified as financial assets held for trading and are carried at fair value. Gains, losses and related income are taken to net trading income as they arise. Investment securities designated at fair value through

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the income statement are carried at fair value. Gains, losses and related income are taken to other operating income as they arise, except for those related to insurance and investment business which are taken to net investment income related to insurance and investment business.

Debt securities other than those held for trading or designated at fair value and for which there is no active market at inception are classified as loans and receivables. They are initially recognised at fair value plus directly related incremental transaction costs and are subsequently carried on the balance sheet at amortised cost using the effective interest rate method less provision for impairment.

All other investment securities are classified as available for sale. They are initially recognised at fair value plus directly related incremental transaction costs and are subsequently carried on the balance sheet at fair value. Unrealised gains or losses arise from changes in the fair values and are recognised directly in equity in the available for sale reserve, except for impairment losses or foreign exchange gains or losses related to debt securities, which are recognised immediately in the income statement in impairment on investment securities or other operating income respectively. Income on debt securities is recognised on an effective interest rate basis and taken to interest income through the income statement. Income from equity shares is credited to other operating income, with income on listed equity shares being credited on the ex-dividend date and income on unlisted equity shares being credited on an equivalent basis. On sale or maturity, previously unrealised gains and losses are recognised in other operating income.

Investment securities classified as available for sale are continually reviewed at the specific investment level for impairment. Impairment is recognised when there is objective evidence that a specific financial asset is impaired. Objective evidence of impairment might include a significant or prolonged decline in market value below the original cost of a financial asset and, in the case of debt securities, including those reclassified as loans and receivables, non-receipt of due interest or principal repayment, a breach of covenant within the security's terms and conditions or a measurable decrease in the estimated future cash flows since their initial recognition.

Impairment losses on available for sale equity instruments are not reversed through the income statement. Any increase in the fair value of an available for sale equity instrument after an impairment loss has been recognised is treated as a revaluation and recognised directly in equity. An impairment loss on an available for sale debt instrument is reversed through the income statement, if there is evidence that the increase in fair value is due to an event that occurred after the impairment loss was recognised.

The fair values of investment securities trading in active markets are based on market prices or broker/dealer valuations. Where quoted prices on instruments are not readily and regularly available from a recognised broker, dealer or pricing service, or available prices do not represent regular transactions in the market, the fair values are estimated using quoted market prices for securities with similar credit, maturity and yield characteristics or similar valuation models. Investment securities, principally asset backed securities (ABS) not traded in an active market are valued using valuation models that include non-market observable inputs. These models use observed issuance prices in related asset classes, market correlations, prepayment assumptions and external credit ratings. Additional assessments are then made on possible deterioration in credit risk for each individual security and on additional liquidity considerations for particular asset classes.

The Group uses trade date accounting when recording the purchase and sale of investment securities.

Jointly Controlled Entities and Associates

Jointly controlled entities are entities over which the Group has joint control under a contractual arrangement with other parties.

Associates are entities over which the Group has significant influence, but not control over the financial and operating policies. Significant influence is the power to participate in the financial and operating policy decisions of the entity but is not control over those policies.

The venture capital exemption is taken for investments where significant or joint control is present and the investing area operates as a venture capital business. These investments are designated at fair value through the income statement. Otherwise, the Group's share of results of associates and jointly controlled entities, generally based on audited accounts, are included in the consolidated financial statements using the equity method of accounting. The share of any losses is restricted to a level that reflects an obligation to fund such losses.

Goodwill

The excess of the cost of a business combination over the interest in the net fair value of the identifiable assets, liabilities and contingent liabilities at the date of acquisition of a business is capitalised as goodwill. The goodwill is allocated to the cash-generating units or groups of cash-generating units that are expected to benefit from the acquisitions concerned.

In most cases, the cash-generating units represent the business acquired.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Cash-generating units to which goodwill is allocated are subject to a semi-annual impairment review at 31 March and 30 September and whenever there is an indication that the unit may be impaired. This compares the recoverable amount, being the higher of a cash generating units' fair value less costs to sell and its value in use, with the carrying value. When this indicates that the carrying value of goodwill is not recoverable, it is irrevocably written down through the income statement by the amount of any impaired loss identified. Further details of the calculation are given in the critical accounting estimates and in Note 23.

IFRS 3 'Business Combinations' has not been applied retrospectively to business combinations that occurred before 1 January 2004.

Software

Costs associated with the development of software for internal use, subject to de minimis limits, are capitalised if the software is technically feasible and the Group has both the intent and sufficient resources to complete the development. Costs are only capitalised if the asset can be reliably measured and will generate future economic benefits to the Group either through sale or use.

Only costs that are directly attributable to bringing the asset into working condition for its intended use are capitalised. These costs include all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in a manner intended by management. Other development expenditure is recognised in the income statement as an

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expense as incurred.

Capitalised development expenditure and purchased software is stated at cost less accumulated amortisation and impairment losses. Once the software is ready for use, the capitalised costs are amortised over their expected lives, generally four years. Capitalised software is assessed for impairment where there is an indication of impairment. Where impairment exists, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss recognised in the income statement. The amortisation charge for the asset is then adjusted to reflect the asset's revised carrying amount.

Subsequent expenditure is only capitalised when it increases the future economic benefits embodied in the specific asset to which it relates.

Purchased Value of In-Force Investment Contracts

The Group's contractual rights to benefits from providing investment management services in relation to investment contracts acquired in business combinations and portfolio transfers are measured at fair value at the time of acquisition. The resulting asset is referred to as purchased value of in-force investment contracts (PVIF) and is amortised over the estimated lives of the contracts on a systematic basis. At each reporting date an assessment is made to determine if there is any indication of impairment. Where impairment exists, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss recognised in the income statement. The amortisation charge is then adjusted to reflect the revised carrying amount.

Property, Plant and Equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses.

Freehold land is not depreciated. Freehold and leasehold property, other than freehold investment properties, is stated at cost and depreciated over fifty years or the length of the lease term if shorter. Improvements to leasehold properties are stated at cost and are depreciated in equal instalments over the lesser of the remaining life of the lease or eight years. Premiums are amortised over the period of the lease.

The cost of equipment, which includes fixtures and fittings, vehicles and computer hardware, less estimated residual value, is written off in equal instalments over the expected lives of the assets, generally between three and eight years.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Property and equipment is assessed for impairment where there is an indication of impairment. Where impairment exists, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss recognised in the income statement. The depreciation charge for the asset is then adjusted to reflect the asset's revised carrying amount.

Investment Properties

Investment properties comprise freehold and leasehold property that are held, either to earn rental income or for capital appreciation or both. They are initially recognised at cost and are fair valued annually. Rental income from investment properties is recognised on a straight-line basis over the term of the lease and any gains or losses arising

from a change in the fair value are recognised in the income statement in the period that they occur through other operating income, except for those relating to insurance and investment business, which are taken through net investment income related to insurance and investment business.

Disposal Group

Assets and liabilities of a disposal group are classified as held for sale where the carrying amount will be recovered principally through a sale transaction as opposed to continuing use. This applies where the assets and liabilities are available for sale in their present condition, subject only to the terms that are usual and customary for the sale of such assets and liabilities, and when a sale is highly probable and expected to complete within one year of being classified as a disposal group. Disposal groups are measured at the lower of carrying amount and fair value less costs to sell.

Deposits by Banks and Customer Accounts

Deposits by banks and customer accounts held for trading are classified as financial liabilities held for trading and are carried at fair value. Gains, losses and related income are taken to net trading income as they arise. All other customer accounts and deposits by banks are held at amortised cost using the effective interest method.

The fair value of customer deposits with no stated maturity date is the amount repayable on demand. The estimated fair value of fixed interest bearing deposits and other borrowings with no quoted market price is calculated using a cash flow model discounted using interest rates for debts with similar maturities.

Repurchase Agreements

Securities sold subject to repurchase agreements are retained within the balance sheet where the Group retains substantially all of the risks and rewards of ownership. Funds received under these arrangements are included within deposits by banks, customer accounts or financial liabilities held for trading. Conversely, securities acquired under commitments to resell are not recognised in the balance sheet as debt securities where substantially all the risks and rewards do not pass to the Group. In this case, the purchase price is included within loans and advances to banks, loans and advances to customers, or financial assets held for trading. The difference between sale and repurchase prices for such transactions is reflected in the income statement over the lives of the transactions, within interest payable or interest receivable as appropriate.

General Insurance Business

The Group underwrites general insurance products. For each general insurance policy underwritten, premiums (net of refunds) are credited to net earned premiums on insurance contracts over the period of risk coverage of the insurance policy.

The cost of claims notified but not settled and claims incurred but not reported at the balance sheet date are estimated and provided for. Claims incurred comprise the settlement and handling costs of paid and outstanding claims arising from events occurring during the financial year together with adjustments to prior year claims provisions. Estimates are based upon an assessment of the likely costs taking account of all known facts. Where the outcome of outstanding cases is unclear, statistical techniques are used which take into account the cost of recent similar claim settlements.

Costs related to the acquisition of new insurance contracts (including commissions paid to intermediaries and other related administration costs) are capitalised as deferred acquisition costs (DAC) and amortised on the same basis that premiums are recognised.

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Where the expected value of claims and expenses attributable to unexpired risk periods exceed the value of unearned premiums less DAC, at the balance sheet date, additional provisions are made for the anticipated losses.

The accounting policies set out above in respect of the measurement of the insurance contract liabilities include liability adequacy testing that meets the requirements of IFRS 4 'Insurance Contracts'.

Insurance and Investment Product Classification

The Group has classified its long term insurance and investment business in accordance with IFRS 4 'Insurance Contracts' as follows:

Insurance contracts are contracts containing significant insurance risk. Such contracts remain insurance contracts until all rights and obligations are extinguished or expired;

Investment contracts with a discretionary participation feature (DPF) are contracts that do not contain significant insurance risk but that contain discretionary participation features, which for the Group are its with-profit contracts; and

Investment contracts are contracts that have neither significant insurance risk nor a DPF.

General insurance business only issues insurance contracts.

Value of In-force Long Term Assurance Business (VIF)

The Group places a value on the long term insurance contracts and investment contracts with DPF, which represents the present value of future cash flows attributable to the Group with respect to these contracts. The change in VIF is accounted for as revenue.

In-force business is defined as all policies where the first premium has been paid. For traditional with-profit business, the surplus attributable to the Group equates to one ninth of the cost of the bonuses declared in any year. The level of assumed future bonuses is calculated by projecting the portfolio of with-profit business forward and applying reversionary and terminal bonus rates so as to exhaust the projected surplus of assets attributable to with-profit policyholders.

Insurance Contracts and Investment Contracts with DPF

As permitted by IFRS 4 'Insurance Contracts', the Group applies accounting policies that are usual and customary in the insurance industry. In particular the Group applies the UK guidance set out in FRS 27 'Life Assurance'.

Insurance contracts and investment contracts with DPF liabilities written within the with-profit fund, including both traditional and unitised with-profit contracts, are calculated with reference to the expected payout using realistic and, where applicable, market consistent assumptions. Insurance contract liabilities within the non-profit funds are calculated in accordance with the Prudential Sourcebook for insurers (INSPRU) issued by the UK Financial Services Authority. For insurance contracts, premiums are recognised as revenue when due from the policyholder and claims payable are recorded when notified or due. For unitised with-profit contracts, where the policyholder has the choice to invest in a unit-linked investment fund, deposits and withdrawals are accounted for directly on the balance sheet. Similarly, for investment contracts with DPF, deposits and withdrawals are accounted for directly in the balance sheet.

At each reporting date an assessment is made of whether liabilities are adequate using current estimates of future cash flows and taking into account the value of any related VIF asset.

Any deficiency is immediately charged to the income statement by establishing a provision on the balance sheet.

Costs related to the acquisition of new long-term insurance and investment with DPF contracts are expensed as incurred.

Investment Contracts

The Group's investment contracts, which include collective investment schemes, are primarily unit-linked. These contracts are managed and evaluated on a fair value basis in accordance with the terms of the contracts as benefits are linked to the fair value of the assets supporting the contracts. Accordingly, the investment contract liabilities have been designated at fair value through the income statement with fair value changes recognised through change in investment contract liabilities. The fair value of the liabilities is estimated using a valuation technique. In accordance with this technique the liability is established as the bid value of the assets held to match the liability, less an allowance in relation to deductions made to the liability for capital gains tax on the gains relating to the matching assets. Deposits and withdrawals are accounted for directly in the balance sheet as adjustments to the liability with other changes recognised in the income statement.

Revenue in relation to investment management services is recognised as the services are provided. Incremental costs directly attributable to securing the Group's contractual right to benefit from providing investment management services in relation to investment contracts, other than through a business combination or portfolio transfer (refer to the accounting policy for intangible assets), are recognised as an asset if it is probable that they will be recovered. Incremental costs include commissions paid to intermediaries and other similar costs. This asset, referred to as deferred origination costs, is amortised as the related investment management revenue is recognised, and its recoverability assessed at each balance sheet date on a portfolio basis.

Unallocated Surplus

The unallocated surplus is accounted for as a liability as permitted by IFRS 4. The carrying value of the unallocated surplus is determined as the residual assets of the with-profit fund after providing for the with-profit liabilities in accordance with the policies described above.

Reinsurance

Contracts entered into with reinsurers under which the Group is compensated for losses on insurance contracts issued by the Group, and that meet the classification requirements for insurance contracts, are classified as reinsurance contracts held. The benefits to which the Group is entitled under these contracts are recognised as reinsurance assets. These assets consist of short term balances due from reinsurers as well as longer term receivables that are dependent on the expected claims and benefits arising under the related insurance contracts. Amounts recoverable from or due to reinsurers are measured consistently with the amounts associated with the reinsured insurance contracts, in accordance with the terms of each reinsurance contract, and are regularly reviewed for impairment.

Post Retirement Schemes

The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan. The net obligation represents the present value of the future benefits owed to employees in return for their service in the current and prior periods, after the deduction of the fair value of any plan assets.

The discount rate used is the market yield on high quality

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corporate bonds at the balance sheet date that have maturity dates approximating to the terms of the Group's obligation. The calculation is performed by a qualified actuary using the projected unit credit method. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately through the statement of recognised income and expense. The charge to the income statement for defined benefit schemes includes current service cost, past service cost, the interest cost of the scheme liabilities and the expected return on scheme assets.

The cost of contributions to defined contribution pension schemes are recognised as an expense in the income statement as incurred.

Taxation

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

The tax charge is analysed between tax that is payable in respect of policyholder returns and tax that is payable on shareholders' equity returns. This allocation is based on an assessment of the effective rate of tax that is applicable to shareholders' equity for the year.

Deferred tax is provided in full using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following differences are not provided: goodwill not deductible for tax purposes, the initial recognition of assets and liabilities that affects neither accounting nor taxable profit, and overseas earnings where both remittance is controlled by the Group and it is probable that the difference will not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, based on tax rates that are enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognised where it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The tax effects of losses available for carry forward are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised.

Deferred and current tax assets and liabilities are offset when they arise in the same tax reporting group and where there is both a legal right of offset and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Provisions

The Group recognises a provision if there is a present obligation as a consequence of either a legal or a constructive obligation resulting from a past event. To recognise this it should be probable that an outflow of economic resources, that can be reliably measured, will be required to settle the obligation. Provisions are measured as the discounted expected future cash flows taking account of the risks and uncertainties associated with the specific liability where appropriate.

A constructive obligation is only deemed to exist in respect of restructuring provisions once a detailed restructuring plan has been formally approved and the plan has been announced publicly or work on the restructure has commenced.

Provision is made for undrawn loan commitments which have become onerous.

As explained under critical accounting judgements, if the Group assesses that a constructive obligation for a regulatory provision exists then a provision is established. Where the provisioning criteria are met, the Group makes provision for the estimated cost of making redress payments to customers in respect of past product sales where the sales processes have been deficient. To calculate the provision the Group estimates the number of cases requiring redress and the average cost per case. These are dependent upon, inter alia, the volume of claims, the actions of regulators and, as appropriate, the performance of investments. As progress is made in settling claims, if necessary, the Group revises its judgements and estimates based on the emerging trends.

Debt Securities in Issue

Debt securities in issue held for trading are classified as financial liabilities held for trading and are carried at fair value. Gains, losses and related expense are taken to net trading income as they arise. Debt securities in issue designated at fair value through the income statement are carried at fair value. Gains, losses and related expense are taken to other operating income as they arise, except for those related to insurance and investment business which are taken to net investment income related to insurance and investment business. All other debt securities in issue are held at amortised cost. They are initially recognised at fair value plus directly related incremental transaction costs and are subsequently carried on the balance sheet at amortised cost using the effective interest method.

Fair values are calculated based on quoted market prices. Where quoted market prices are not available, a cash flow model is used, discounted using an appropriate current yield curve for the remaining term to maturity.

Other Borrowed Funds

Other borrowed funds comprises preference shares that are classified as debt, preferred securities and subordinated liabilities, all of which are held at amortised cost, using the effective interest method.

Preference shares are classified as debt where they are redeemable on a specific date, or at the option of the shareholders, or if dividend payments are not discretionary. Dividends on preference shares classified as debt are recognised in the income statement through interest expense.

Preferred securities are issued at or close to market values. These are classified as debt where they are redeemable on a specific date, or at the option of the holders, or if interest payments are not discretionary. The interest payable on such securities is recognised in the income statement through interest expense.

Subordinated liabilities consist of dated and undated loan capital. The interest payable is recognised in the income statement through interest expense.

Share Capital

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Netting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right of offset and there is an intention and ability to settle on a net or simultaneous basis.

Where master netting agreements allow for offset only on

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default by one of the parties, the Group presents the disclosures on a gross basis.

Foreign Currencies

The consolidated financial statements are presented in sterling which is the Group's functional and presentation currency.

Foreign currency transactions are translated into sterling at the exchange rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at balance sheet date exchange rates. Exchange differences arising, including those from changes in the amortised cost of foreign currency monetary available for sale assets, are recognised in the income statement except for differences arising from hedges of net investments in foreign operations and derivatives related to cash flow hedges which are recognised directly in equity.

Non-monetary assets and liabilities carried at historical cost are translated using the historical exchange rate.

Non-monetary assets and liabilities carried at fair value are translated at exchange rates on the date the fair value is determined. Exchange differences arising are recognised in the income statement except those relating to available for sale financial assets (equity investments), which are recognised directly in reserves.

The results and financial position of all Group entities that have a functional currency different from sterling are translated into sterling as follows:

assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;

goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign entity and translated at the closing rate; and

income and expenses are translated at the average exchange rates for the period (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).

All resulting exchange differences are recognised as a separate component of other reserves within equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to equity where the hedge is deemed to be effective. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale. The ineffective portion of any net investment hedge is recognised in the income statement immediately.

Cumulative translation differences for all foreign operations are deemed to be zero at 1 January 2004. Any gain or loss on the subsequent disposal of a foreign operation will exclude translation differences that arose before 1 January 2004, but include later translation differences.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and balances at central banks that are freely available, and loans and advances to banks with an original maturity of three months or less excluding financial assets that are held for trading purposes.

Share-based Payments

The Group predominantly operates equity-settled share-based compensation schemes in exchange for employee services received. The fair values of options or shares granted are determined at the date of grant and expensed over the vesting period. The fair values of the options or shares granted are measured using various models, taking into account the terms and conditions upon which the options and shares were granted. Market conditions are taken into account to set the fair value at grant and are not updated. Non-market vesting conditions, including non-market performance conditions, are not reflected in the grant date fair value but are reflected within estimates of the number of options or shares expected to vest. Any adjustments required as a result of updating these estimates are taken to the income statement over the remaining vesting period. Modifications are assessed at the date of modification and any incremental charges required are charged to the income statement over any remaining vesting period. For share-based compensation schemes settled by the Group a recharge equal to the cost during the period is made to subsidiary companies.

Effective Interest Rate

Revenue on financial instruments classified as loans and receivables, available for sale and expense on financial liabilities at amortised cost, are recognised on an effective interest rate basis. This calculation takes into account interest received or paid and fees and commissions paid or received that are integral to the yield as well as incremental transaction costs and all other premiums and discounts. The effective interest rate is the rate that discounts the expected future cash flows over the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial instrument at initial recognition. These calculations are undertaken on a portfolio basis other than in respect of significant balances, relating principally to larger corporate customers, which are assessed individually. In applying the portfolio basis, the Group makes use of various statistical modelling techniques which are specific to different portfolios to estimate redemption profiles and derive the expected cash flows. A number of relevant considerations are taken into account to estimate the cash flows of individually significant corporate balances, including previous experience of customer behaviour, credit scoring of the customer and anticipated future market conditions at the date of acquisition. The impact of the assumption related to the expected life of the instruments is considered under critical accounting estimates.

Fees and Commission

Fees and commission income and expense is recognised in the income statement as the related service is provided except those that are integral to the effective interest rate calculations or to investment contract deferred origination costs.

Fees and commission recognised in the income statement include service fees, agency and management fees, transaction fees, guarantee fees, letter of credit fees, asset management fees and non-utilisation fees.

Syndication and underwriting fees are spread over the expected term of the sell down. In the event of the loan not being sold down then no fees are recognised.

Fees and commission included in the effective interest calculation are those that are incremental and directly attributable to the origination of the product and which are integral to the yield of the product. These include arrangement fees, incentives such as cash backs, intermediary fees and commissions, high loan to value fees and procurement fees.

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Guarantees

Financial guarantees are contracts that require the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are initially recognised at fair value on the date the guarantee was given. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of the amount determined under the Group's accounting policy on provisions and the amount initially recognised less cumulative amortisation recognised to record any fee income earned in the period.

Critical Accounting Judgements and Estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based on amounts which differ from those estimates. Judgements, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

a) Critical Accounting Judgements

The preparation of the financial statements necessarily requires the exercise of judgement in the application of accounting policies which are set out above. These judgements are continually reviewed and evaluated based on historical experience and other factors. The principal critical accounting judgements made by the Group that have a material financial impact on the financial statements are as follows:

Designation of Financial Instruments

The Group has classified its financial instruments in accordance with IAS 39 'Financial Instruments: Recognition and Measurement'. In some instances the classification is prescribed whilst in others the Group is able to exercise judgement in determining the classification as follows:

Non-derivative financial assets, other than those held for trading, where there is no active market and which have fixed or determinable payments are classified as 'loans and receivables';

The Group's 'trading' portfolio is classified as 'held for trading'. The Group exercises judgement in determining which financial instruments form part of its trading book. This is determined at acquisition by the purpose for which the instrument is acquired;

The Group exercised judgement when determining that the ongoing market dislocation and deterioration of the world's financial markets that occurred during the third quarter of 2008 was a sufficiently rare circumstance to warrant a reclassification of certain financial assets from 'held for trading' to 'available for sale' for which the Group has the intention and ability to hold these assets for the foreseeable future. The Group also subsequently reclassified certain financial assets from 'available for sale' to 'loans and receivables'. In both cases, the Group had the intention and ability to hold the financial assets for the foreseeable future and the financial assets transferred met the classification criteria of loans and receivables;

Derivative instruments are automatically classified as 'at fair value through the income statement' unless they form part of an effective hedging relationship. The Group's accounting policy for hedge accounting is described under the policy for derivatives;

Instruments that are deemed by the Group on initial recognition to eliminate a measurement mismatch or where they contain an embedded derivative which is not separated from the host contract are designated on initial recognition as 'at fair value through the income statement'. In addition portfolios of assets, liabilities or both that are managed and the performance evaluated on a fair value basis in accordance with a documented risk or investment management strategy are designated on initial recognition 'at fair value through the income statement';

In addition the venture capital exemption is taken for investments where significant influence or joint control is present and the investing area operates as a venture capital business. These investments are designated 'at fair value through the income statement'. This policy is applied consistently across the Group's portfolios. Judgement is applied when determining whether or not a business area operates as a venture capital business. The judgement is based on consideration of whether, in particular, the primary business activity is investing for current income, capital appreciation or both; whether the investment activities are clearly and objectively distinct from any other activities of the Group; and whether the investee operates as a separate business autonomous from the Group;

Assets in support of the general insurance and long term assurance businesses are designated by the Group, as 'at fair value through the income statement';

Investment contracts within the long term assurance business are designated by the Group as 'at fair value through the income statement';

The Group has chosen not to designate any financial assets as 'held to maturity';

All other financial assets are classified as 'available for sale'; and

All other financial liabilities are classified as 'at amortised cost'.

The accounting treatment of these financial instruments is set out in the relevant accounting policy.

Active markets

Asset backed securities not traded in an active market are valued using models. An active market is one where prices are readily and regularly available from an exchange, broker, pricing service, industry group or regulator and these prices represent actual and regularly occurring transactions on an arm's length basis. Where there are no regular transactions occurring (significant liquid markets) the market is not described as active. A significant increase in the spread between the amount sellers are 'asking' and buyers are 'bidding' or the presence of a relatively small number of 'bidding' parties, are indicators that a market may be inactive. The determination of whether a market is inactive requires judgement.

More details of the models used to value the securities not traded in an active market is given in the section in 'fair values' in critical accounting estimates below.

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Impairment of Investment Securities

As explained in the accounting policy, investment securities are reviewed at the specific investment level for impairment. Impairment is recognised when there is objective evidence that a specific financial asset is impaired. Objective evidence of impairment might include a significant or prolonged decline in market value below the original cost of a financial asset and, in the case of debt securities, including those reclassified as loans and receivables, non-receipt of due interest or principal repayment, a breach of covenant within the security's terms and conditions or a measurable decrease in the estimated future cash flows since their initial recognition.

The disappearance of active markets, declines in market value and ratings downgrades do not in themselves constitute objective evidence of impairment and, unless a default has occurred on a debt security, the determination of whether or not objective evidence of impairment is present at the balance sheet date requires the exercise of management judgement.

Unarranged Overdraft Charges

The Group's accounting policy in respect of regulatory provisions is given in the section on provisions. In the absence of a legal obligation, judgement is necessary in determining the existence of a constructive obligation. In respect of the claims made for refunds of unarranged overdraft charges, the judgement of the Group is that there is no constructive obligation pending the outcome of the legal case.

Syndications

As explained in the accounting policy on syndications, the Group has elected to treat loans and advances pending syndication as loans and receivables rather than account for them as trading assets. Accordingly these are initially recognised at the draw down date at the fair value as at the commitment date plus directly attributable incremental transaction costs.

Deferred Tax

Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing, nature and level of future taxable income. The recognition of deferred tax assets relating to tax losses carried forward relies on profit projections and taxable profit forecasts prepared by management, where a number of assumptions are required based on the levels of growth in profits and the reversal of deferred tax balances.

b) Critical Accounting Estimates

The preparation of the financial statements requires the Group to make estimations where uncertainty exists. The principal critical accounting estimates made by the Group are considered below. Disclosures about estimates and the related assumptions are also included in the appropriate Note to the Financial Statements.

Fair Values

The designation of financial instruments for measurement purposes is set out under the critical accounting judgements above and the valuation methodologies for financial instruments remain as disclosed in this accounting policy section.

Derivatives and other financial instruments classified as at fair value through the income statement or available for sale are recognised at fair value.

Debt securities measured at fair value and not traded in an active market, principally comprising asset backed securities (ABS) in the Treasury division, are valued using valuation models that include non-market observable inputs. These models use observed issuance prices in related asset classes, market correlations, prepayment assumptions and external credit ratings. For each asset class within the ABS portfolio, the implied spread arrived at by using this methodology is applied to the securities within that asset class. Additional assessments are then made on possible deterioration in credit risk for each individual security and on additional liquidity considerations for particular asset classes.

Of the total debt securities carried at fair value on the balance sheet, the fair values of those calculated using models with inputs that are not observable in the market is £3,054m (2007 £17,790m).

For debt securities valuations using non-market observable inputs, the effect of a one hundred basis point move in credit spreads (which based upon experience is the only key sensitivity) would result in a pre-tax movement of £163m (2007 £185m) for assets classified at fair value through the income statement and a post-tax movement of £nil (2007 £351m), recognised in equity reserves, on assets classified as available for sale.

On ABS that were valued using models with non-observable market inputs, a £1,056m (2007 £78m) pre-tax negative fair value adjustment was recognised in the income statement within net trading income and a post-tax negative fair value adjustment of £3,572m (2007 £158m) on ABS classified as available for sale was recognised in equity reserves.

Retirement Benefit Obligations

The expected cash flows used in the calculation of the defined benefit schemes' liabilities include a number of assumptions around mortality, inflation rates applicable to defined benefits and the average expected service lives of the employees. The selection of these assumptions and the selection of the discount rate have a material impact on the estimation of the pension liabilities. The discount rate used by the Group to calculate the defined benefit scheme liabilities is based upon a blended market yield at the balance sheet date of high quality bonds with a similar duration to that of the schemes' liabilities and is derived on a basis consistent with prior years. The sensitivity of the scheme liabilities to changes in the principal assumptions used are set out in Note 33.

Long Term Assurance Business

The estimation of the Group's insurance and investment contracts with discretionary participating features (DPF) liabilities and related value of in-force (VIF) assets relies on a number of assumptions in forecasting future experience. The selection of appropriate assumptions requires the application of material judgement and is made with reference to historic trends, taking into account the analysis of actual versus expected experience as well as industry data.

The accounting policy for insurance contracts and investment contracts with DPF and the description of long term assurance business in Note 30 describe the assumptions that are made when calculating the value of these contracts, which also impact on the value of the VIF and the unallocated surplus. The Group applies significant judgement when selecting the rates of persistency to be used in these calculations. The considerations given to lapse and surrender rate assumptions are detailed in Note 30. The sensitivity of the Group's results to changes in certain key variables on long term insurance and investment

Notes to the Financial Statements
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contracts with DPF are disclosed in Note 28.

Effective Interest Rate

As described in the accounting policy for effective interest rate, the Group uses statistical and mathematical models to calculate the effective yield for loans and advances. The Group applies judgement when determining the expected life of these loans. The underlying products usually allow the customer to make early repayment before the contractual maturity date. In estimating the expected life of the loan, the Group takes into account a number of relevant considerations when the asset is initially recognised to estimate the cash flows from early redemptions including the type of product, previous experience of customer behaviour, credit scoring of the customer and anticipated future market conditions. The cash flows are adjusted in the light of actual experience, however the effective interest rate is not reassessed. As a consequence of the reduced levels of principal repaid in 2008 and the resulting adjustments to estimated future cash flows a £200m credit (2007 £nil) has been taken to the income statement. If the estimated life of the Retail portfolio were to increase or decrease by one month then the carrying value of the Retail portfolio would increase or decrease by £6m (2007 £18m) respectively.

Impairment Losses on Loans and Advances

The Group regularly reviews its loan portfolios carried at amortised cost to assess for impairment. This review is conducted across all asset types and impairment provisions are established to recognise incurred impairment losses within the loan portfolios. As explained in the Group's accounting policy on loans and advances, impairment loss calculations involve the estimation of future cash flows of loans and advances based on observable data at the balance sheet date, historical loss experience for assets with similar credit risk characteristics and other factors including, inter alia, future prospects of the customers, value of collateral held and reliability of information. These calculations may be undertaken on either a portfolio basis or individually for individually significant exposures. In applying the portfolio basis the Group makes use of various statistical modelling techniques which are specific to different portfolio types.

The actual amount of the future cash flows and their timing may differ significantly from the assumptions made for the purposes of determining the impairment provisions given the range of asset types, number of customers and current economic conditions. This uncertainty is exacerbated in the current economic climate, where the timing of and value realisable from the collateral held in the form of property is particularly uncertain. Consequently these allowances can be subject to variation.

Goodwill

Goodwill arises on the acquisition of a business. As explained in the accounting policy for goodwill it is subject to a six monthly impairment review. This compares the recoverable amount, being the higher of a cash-generating units' fair value less costs to sell and its value in use, with the carrying value. When this indicates that the carrying value is not recoverable it is written down through the income statement as goodwill impairment.

The recoverable amount of goodwill carried at 31 December 2008 has been based upon value in use. This calculation uses cash flow projections based upon the five year business plan where the main assumptions used for planning purposes relate to the current economic outlook and opinions in respect of economic growth, unemployment, property markets, interest rates and credit quality. Cash flows thereafter are extrapolated using a growth rate of 2.2% p.a., reflecting management's view of the expected future long term trend in growth rate of the respective economies concerned, predominantly being in the UK, and the long term performance of the businesses concerned. The pre-tax

discount rate used in discounting the projected cash flows has, in view of current credit conditions, been increased to within a range of 14.4% - 15.3% p.a. (2007: 10.0% - 12.2% p.a.) reflecting, inter alia, the perceived risks within those businesses.

As at 31 December 2008 the carrying value of goodwill held on the balance sheet is £1,556m (2007 £1,940m) as shown in Note 23. Goodwill has been impaired by £158m during the year. The unprecedented levels of market turmoil and current economic conditions have adversely impacted the short-term profitability of the cash generating units. The Group has considered the impact upon the assumptions used and has conducted sensitivity analysis on the impairment tests. For example, an increase in the discount rate to 17% would result in an additional impairment to goodwill of £31m; alternatively if projected cash flows reduced by 20% an additional impairment of £118m would arise.

Notes to the Financial Statements
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IFRS and IFRIC Not Yet Applied

The following standards and interpretations are not effective for the year ended 31 December 2008 and have not been applied in preparing the financial statements:

IFRS 8 'Operating Segments' which is effective for periods commencing on or after 1 January 2009. This standard replaces IAS 14 'Segmental Reporting' and aligns the disclosure of operating segments in the financial statements with the internal reporting of segments to senior management. Following the acquisition of the Group by Lloyds TSB plc the Group will adopt the segmental structure and measurement basis for segments of the Lloyds Banking Group. These are currently being determined by the new organisation.

Amendments to IAS 1 'Presentation of Financial Statements: A Revised Presentation' which is effective for periods commencing on or after 1 January 2009. The revised standard will affect the presentation of owner changes in equity and of comprehensive income. Adoption will not change the recognition, measurement or disclosure of specific transactions or events as required by other standards.

Amendment to IAS 23 'Borrowing Costs' which is applicable to borrowing costs related to qualifying assets for which the commencement date for capitalisation is on or after 1 January 2009. The application of this revised standard in 2008 would not have had a material impact on the financial statements.

Amendment to IFRS 2 'Share-based Payment: Vesting Conditions and Cancellations' which is effective for periods commencing on or after 1 January 2009. This defines 'non-vesting' conditions and clarifies the accounting. The application of this amendment would not have an impact upon the financial statements as the Group accounting policy accords with the treatment prescribed by the amendment.

Amendments to IAS 32 and IAS 1 'Puttable Financial Instruments and Obligations Arising on Liquidation' which is effective for periods commencing on or after 1 January 2009. This amendment addresses the balance sheet classification of puttable financial instruments and obligations arising only on liquidation. Where these instruments represent a residual interest in the net assets of an entity and meet certain other conditions they should be classified as equity rather than liabilities. The Group has no items currently classified as liabilities that would need to be presented as equity as a result of this amendment because these instruments fail to meet the criteria for such a reclassification.

IFRIC 13 'Customer Loyalty Programmes' which is effective for periods commencing on or after 1 July 2008. The application of this interpretation in 2008 would not have had a material impact on the financial statements.

The following interpretations have not yet been adopted by the European Union but is effective for the year ended 31 December 2008. The Group has implemented the principles of these interpretations in preparing the financial statements:

IFRIC 12 'Service Concession Arrangements' which is effective for periods commencing on or after 1 January 2008. The application of this interpretation would not have affected the financial statements as the Group accounting policy accords with the requirements.

IFRS 1 'First-time adoption of IFRS' which is effective for periods commencing on or after 1 January 2009. As the Group reports under IFRS, the application of this amendment in 2008 would not have any effect upon the financial statements.

Amendments to IAS 27 'Consolidated and Separate Financial Statements' which is effective for periods commencing on or after 1 January 2009. This amendment removes the definition of the cost method which requires dividends from pre-acquisition profits to be set off against the cost of an investment in a subsidiary. Application in 2008 would not have had an effect upon the financial statements.

IFRIC 15 'Agreements for the Construction of Real Estate' which is effective for periods commencing on or after 1 January 2009. The application of this interpretation would not have affected the financial statements as the Group accounting policy accords with the requirements.

IFRIC 16 'Hedges of a Net Investment in a Foreign Operation' which is effective for periods commencing on or after 1 October 2008. The application of this interpretation in 2008 would not have affected the financial statements as the Group accounting policy accords with the requirements.

IFRIC 17 'Distributions of Non Cash Assets to Owners' which is effective for periods commencing on or after 1 July 2009. The application of this interpretation would not have affected the financial statements as the Group accounting policy accords with the requirements.

IFRIC 18 'Transfers of Assets from Customers' which applies to transfers of assets from customers received on or after 1 July 2009. The application of this interpretation in 2008 would not have had a material impact on the financial statements.

Improvements to IFRS 2008 The majority of these improvements are effective for periods commencing on or after 1 January 2009 and their application would not have had a material effect upon the financial statements.

Amendments to IAS 39 'Financial Instruments: Recognition and Measurement: Eligible Hedged Items' which is effective for periods commencing on or after 1 July 2009. This amendment clarifies what can be designated as a hedged item in a hedge accounting relationship and application in 2008 would not have had a material impact upon the financial statements.

Amendments to IAS 39 'Reclassification of Financial Assets': Effective Date and Transition which is effective on or after 1 July 2008. This amendment clarifies the effective date and transition requirements for the change to the standard issued in October 2008 permitting entities to reclassify non derivative financial assets out of the fair value through the income statement category in particular circumstances. The application of this amendment would not have affected the financial statements as the Group accounting policy accords with the requirements.

Revised IFRS 3 'Business Combinations' and amended IAS 27 'Consolidated and Separate Financial Statements' These changes are effective for periods beginning on or after 1 July 2009 with the main effects being that the cost of investment will comprise the consideration paid to the vendors for equity with acquisition costs being expensed immediately; goodwill will be accounted for only upon the acquisition of a subsidiary as subsequent changes in interest will be recognised in equity and only upon the loss of control will any profit or loss be recognised in income. Further, any pre-existing stake held will, where control is subsequently gained, be revalued with any profit or loss arising being booked to income. These changes will affect the manner in which acquisitions and disposals made by the Group are accounted for after the implementation of the revised Business Combinations standard and related revisions to IAS 27.

Notes to the Financial Statements
continued

1 Net Interest Income

	2008	2007	2006
	£m	£m	£m
Interest receivable:			
Loans and advances to customers	29,892	26,354	22,620
Loans and advances to banks	740	2,295	2,062
Investment securities	652	115	64
Lease and hire purchase receivables	299	321	280
Interest receivables on loans and receivables	31,583	29,085	25,026
Available for sale financial assets	2,108	2,278	1,924
Interest receivable on derivatives	3,515	3,374	2,437
Other	205	275	355
Total interest receivable	37,411	35,012	29,742
Interest payable:			
Deposits by banks	3,959	2,568	2,490
Customer accounts	9,538	9,837	8,575
Debt securities in issue	10,191	10,482	7,410
Other borrowed funds	1,450	1,169	1,201
Interest payable on liabilities held at amortised cost	25,138	24,056	19,676
Interest payable on derivatives	3,473	3,399	2,551
Other	629	253	115
Total interest payable	29,240	27,708	22,342
Net interest income	8,171	7,304	7,400

2 Net Trading (Expense)/Income

	2008	2007	2006
	£m	£m	£m
Equity and commodity instruments and related non hedging derivatives	952	92	20
Interest bearing securities and related non hedging derivatives	(4,174)	58	164
Foreign exchange and related non hedging derivatives	(16)	72	95
Net gains and losses from trading financial instruments and non hedging derivatives	(3,238)	222	279
Gains/(losses) on fair value hedges:			
On hedging instruments	3,467	1,184	(2,674)
On the hedged items attributable to the hedged risk	(3,110)	(1,227)	2,688
	357	(43)	14
Cash flow hedge ineffectiveness recognised	3	(1)	(1)

Total net trading (expense)/income	(2,878)	178	292
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3 Net Operating Income

	2008 £m	2007 £m	2006 £m
Included within net operating income are the following:			
Cash flow hedges:			
Net (losses)/gains released from equity into income (Note 41)	(2,561)	417	(123)
Financial instruments at fair value through the income statement:			
Net (losses)/gains from trading financial instruments and non hedging derivatives (Note 2)	(3,238)	222	324
Net (losses)/gains from designated financial instruments	(9,669)	4,884	5,401
Available for sale financial instruments:			
Dividend income	108	291	25
Net realised gains on sale (Note 41)	24	281	244
Financial instruments designated as loans and receivables:			
Net realised gains on sale	22	3	1

Notes to the Financial Statements
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4 (Loss)/Profit on Sale of Businesses

Non-operating income consists of the following:

	2008	2007	2006
	£m	£m	£m
Loss on the sale of Bank of Western Australia Ltd and St. Andrews Australia Pty Ltd	(845)		
Profit on the sale and leaseback of certain branch premises	20	28	22
Profit on the part disposal of Rightmove plc (Note 21)	56	59	17
Distribution from Visa Inc shares listing	26		
Profit on the sale of Insight Investment Management (C.I.) Limited		4	
Profit on the dilution of shareholding in Invista Real Estate Investment Management Holdings plc			22
Profit on the sale of Retail Financial Services Limited			9
Profit on the sale of Drive Financial Services LP			180
	(743)	91	250

On 8 October 2008, the HBOS Group agreed the sale of part of its Australian operations, principally Bank of Western Australia Ltd and St. Andrews Australia Pty Ltd, to Commonwealth Bank of Australia Limited. The sale completed on 19 December 2008 and results in a pre-tax loss on disposal of £845m (including goodwill written-off of £240m) which is included as non-operating income within the (loss)/profit on sale of businesses for the year.

Under the share sale agreement HBOS plc has provided certain warranties to Commonwealth Bank of Australia, that all relevant, material circumstances and facts in relation to the sale have been disclosed and described in agreement. The share sale agreement provided for adjustments to the initial purchase price based on the risk weighted assets of Bank of Western Australia Limited and the net assets of St. Andrews Australia Pty Limited. As a result, the loss on sale of these businesses may be subject to adjustment for the contingent element of the commitment receivable.

Following the sale, HBOS retains a presence in Australia through Bank of Scotland International (Australia) Limited and Capital Finance Australia Limited which are engaged in corporate banking and asset finance activities respectively, together with the Bank of Scotland plc Sydney branch and therefore this sale does not constitute a discontinued activity. As such, the performance of the businesses sold and the loss on disposal remains within the profit arising from continuing operations of the Group. These businesses are reported in International division for segmental reporting purposes.

5 Insurance Premiums and Claims

	2008	2007	2006
	£m	£m	£m
Gross written premiums			
Long term insurance	4,542	4,739	4,775

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General insurance	887	889	1,046
	5,429	5,628	5,821
Premiums ceded to reinsurers	(178)	(168)	(181)
Net change in provision for unearned premiums	93	156	8
Net earned premiums on insurance contracts	5,344	5,616	5,648

	2008	2007	2006
	£m	£m	£m
Claims incurred			
Long term insurance	(3,450)	(2,599)	(2,012)
General insurance	(334)	(420)	(333)
	(3,784)	(3,019)	(2,345)
Claim recoveries from reinsurers	81	67	17
Net claims incurred on insurance contracts	(3,703)	(2,952)	(2,328)

6 Change in Investment Contract Liabilities

	2008	2007	2006
	£m	£m	£m
Net change in investment contracts designated at fair value through the income statement	12,863	(2,451)	(3,034)
Net change in investment contracts with a discretionary participating feature	(47)	(87)	124
	12,816	(2,538)	(2,910)

Notes to the Financial Statements
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7 Administrative Expenses

	2008	2007	2006
	£m	£m	£m
Administrative expenses include:			
Mortgage endowment compensation			95
Regulatory provisions charge (Note 36):			
Financial Services Compensation Scheme (FSCS) management expenses levy	200		
Unauthorised overdraft charges		122	
Colleague costs (Note 8)	2,983	2,911	2,674
Accommodation, repairs and maintenance	493	450	421
Technology	261	273	238
Marketing and communication	432	380	367

8 Colleagues

The Group refers to its employees as colleagues. Most UK based colleagues are contractually employed by the Group.

	2008	2007	2006
	Number	Number	Number
The average number of colleagues employed during the year was:			
Full time	58,101	57,129	55,234
Part time	16,575	16,958	16,616
	74,676	74,087	71,850

	2008	2007	2006
	£m	£m	£m
The aggregate remuneration payable in respect of Group colleagues is included within administrative expenses and comprises:			
Wages and salaries	2,348	2,340	2,137
Social security costs	207	226	228
Pension costs (Note 33)	268	201	205
Other post retirement benefits (Note 33)	4	5	3
Expense arising from share-based payments (Note 40)	156	139	101
	2,983	2,911	2,674

9 Directors' Remuneration

	2008	2007	2006
	£'000	£'000	£'000

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Emoluments	8,891	11,834	9,577
Compensation for loss of office(a)		1,475	
	8,891	13,309	9,577
Total potential pre-tax gains on share options exercised	1	715	402
Total potential pre-tax gains on share schemes vested	1,306	4,989	6,681
	10,198	19,013	16,660

(a) This includes non monetary benefits of £nil (2007 £nil, 2006 £nil).

Highest Paid Director

	2008	2007	2006
	£'000	£'000	£'000
Emoluments(b)	1,452	2,606	1,570
Total potential pre-tax gains on share options exercised		3	
Total potential pre-tax gains on share schemes vested	603(c)	412	1,650
	2,055	3,021	3,220

(b) This includes the 2007 element of the 2007/2008 biennial cash incentive of £121,000 (2007 £172,000).

(c) As reported previously, a retention reward originally granted in January 2002 matured in 2005. At this time, this was converted into shares and was subsequently placed in the sharekicker scheme maturing in March 2008. The value at maturity was £466,000 and this is included in gains on share schemes vested.

Notes to the Financial Statements
continued

9 Directors' Remuneration continued

The total emoluments including taxable benefits and allowances of Directors in the year are set out in the tables below:

	Salary and fees £'000	Taxable benefits and allowances £'000	Total year ended 2008 £'000	Total year ended 2007 £'000	Total 2008 excluding pension allowance £'000	Total 2007 excluding pension allowance £'000
Chairman						
Dennis Stevenson	795	20	815	821	815	821
Executive Directors						
Peter Cummings	675	193	868	2,434	699	2,276
Jo Dawson	615	164	779	943	625	837
Mike Ellis	650	173	823	292(2)	660	250
Philip Gore-Randall	552	174	726	275(2)	588	235
Andy Hornby	1,025	306	1,331	1,672	1,075	1,437
Colin Matthew	630	179	809	1,055	652	905
Dan Watkins	520	162	682	287(2)	552	247
Non-executive Directors						
Richard Cousins	99		99	70	99	70
Sir Ron Garrick	258		258	235	258	235
Anthony Hobson	230		230	221	230	221
Karen Jones	135		135	100	135	100
John E Mack	117		117	66	117	66
Coline McConville	192		192	151	192	151
Kate Nealon	138		138	151	138	151
Former Directors	244	58	302	3,441	248	3,184
	6,875	1,429	8,304	12,214	7,083	11,186
Biennial cash incentive for 2007/2008 (1)			587	1,095	587	1,095
Total			8,891	13,309	7,670	12,281

(1)The biennial cash incentive 2007/2008 comprises only the element earned in 2007 but deferred and includes Peter Cummings £79,000 (2007 £172,000), Jo Dawson £72,000 (2007 £156,000), Mike Ellis £20,000 (2007 £nil), Philip Gore-Randall £19,000 (2007 £nil), Andy Hornby £121,000 (2007 £254,000), Colin Matthew £73,000 (2007 £160,000), Dan Watkins £54,000 (2007 £42,000), Former Directors £149,000 (2007 £311,000). The Directors waived

their rights to any payment in respect of the 2008 element of the scheme.

(2)Part year only.

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9 Directors' Remuneration continued

	Salary and fees £'000	Taxable benefits and allowances £'000	Total year ended 2006 £'000	Total 2006 excluding pension allowance £'000
Chairman				
Dennis Stevenson	628		628	628
Executive Directors				
Peter Cummings	547	119	666	561
Jo Dawson	303		303	303
Andy Hornby	787	177	964	811
Colin Matthew	567	126	693	586
Non-executive Directors				
Sir Ron Garrick	213		213	213
Anthony Hobson	250		250	250
Karen Jones	62		62	62
Coline McConville	111		111	111
Kate Nealon	138		138	138
Former Directors	1,955	335	2,290	1,999
	5,561	757	6,318	5,662
Annual cash incentive for 2006 (1)			3,259	3,259
Total			9,577	8,921

(1) The annual cash incentive 2006 includes Peter Cummings £825,000, Jo Dawson £211,000, Andy Hornby £606,000, Colin Matthew £400,000, Former Directors £1,217,000.

Emoluments

No bonuses were paid to any Directors with respect to 2008 following waiver by the Directors of their respective rights to receive these bonus payments. Remuneration in respect of Non-executive Directors consists solely of fees. No short or long term bonuses or benefits were paid to any of the Non-executive Directors in the year.

The Group did not make any payments to Directors' pensions during the year. The table above includes in "taxable benefits and allowances" the non-pensionable cash allowances payable to Executive Directors in lieu of any further service-related pension accrual. The cash allowance was equivalent to 25% of salary, payable monthly. The allowances paid in 2008 were: Peter Cummings £168,833; Jo Dawson £153,833; Mike Ellis £162,500; Philip Gore-Randall £138,000; Andy Hornby £256,000; Colin Matthew £157,416; Dan Watkins £130,000; Phil Hodgkinson £53,750.

During the year the non-pensionable cash allowance for Andy Hornby was increased by the Remuneration Committee of the Group to 50% of salary with effect from April 2006. Andy Hornby waived his entitlement to receive this incremental backdated increase of £645,000. His allowance of £256,000 is equivalent to 25% of salary in 2008 as paid to all other Executive Directors.

Comparative year end totals of emoluments excluding the non-pensionable cash allowances are also shown in the table above.

Pension contributions paid, or treated as paid in the year, was nil (2007 £5,000, 2006 £34,000) to defined benefit schemes and nil (2007 nil, 2006 nil) to money purchase schemes and were attributed to nil Directors (2007 one, 2006 four). Nil contributions related to the highest paid Director (2007 nil, 2006 £7,000) resulting an accrued pension of £240,000 at the year end (2007 £344,000, 2006 £184,000). Nil (2007 nil, 2006 nil) was paid to past Directors in respect of retirement benefits in excess of their normal entitlements.

The fees paid to Dennis Stevenson comprise a payment made to him personally in respect of his service as Chairman of the Group of £795,000 (2007 £707,500, 2006 £628,000).

From 1 May 2007 the basic Board membership fee payable to Non-executive Directors was at a rate of £66,000 p.a. and from 1 May 2008 this basic Board membership fee was increased to a rate of £70,000 p.a. The basic Board membership fee covers the full range of duties and responsibilities associated with Non-Executive Directorship, including attending Board meetings and the Group's Annual General Meeting.

Notes to the Financial Statements
continued

9 Directors' Remuneration continued

The figures shown in the table above also include, in respect of Non-executive Directors, fees for service on Committees of the Board and, where relevant, fees for services as Directors of Subsidiaries and Joint Ventures and for service on other Committees.

The taxable benefits and allowances payment to Dennis Stevenson comprises a Distant Accommodation Allowance of £20,000 p.a.

Taxable benefits and allowances for the Executive Directors comprise, where relevant, the benefit in kind values of company cars, healthcare, life assurance, concessionary rate mortgages and, a contribution towards the cost of providing distant accommodation away from the Executive Director's primary residential area, as well as the non-pensionable cash allowance mentioned earlier.

Resignations and terminations

Phil Hodgkinson retired as main board Director on 30 April 2008. He received no termination payment, and his pension benefits, based on service to 5 April 2006 (when further service based accrual ceased) and final pensionable salary at retirement, were reduced for early retirement based on the period between his retirement date and his 55th birthday in line with his contractual entitlements having served 5 years as an Executive Director.

Charles Dunstone stood down as Non-executive Director from the Board immediately following the Group's Annual General Meeting on 29 April 2008. Termination payments are not made to Non-executive Directors and no such payment was made to Charles Dunstone.

On 16 January 2009, on the acquisition of the Group by Lloyds TSB Group plc (now Lloyds Banking Group plc (LBG)) becoming effective, the Chairman and all other Directors of the Group (other than Jo Dawson, Philip Gore-Randall and Dan Watkins) were required to resign from the Board of the Group. Jo Dawson, Philip Gore-Randall and Dan Watkins will resign from the Board of the Group during 2009. For departing Executive Directors, the total payments and pension arrangements put in place at the termination of their respective employments do not, or will not, (as the case may be) go beyond their legal entitlements. No severance payments will be made to Jo Dawson or Dan Watkins on their resignation from the Board of the Group, as they continue to be employed by LBG.

On termination of their contracts by the Group, Messrs Hornby and Stevenson waived their respective entitlements to receive their contractual severance payments under their service agreements. Andy Hornby received a statutory redundancy payment of £2,970.

It was agreed that, on termination of their contracts, the following Executive Directors would receive payments in lieu of notice (equivalent to 12 months' salary) in accordance with their contractual entitlements; for entering into certain post-termination restrictive covenants (approximately £10,000); and, in the case of Peter Cummings and Colin Matthew, statutory redundancy. In total, these payments are as follows: Peter Cummings £702,080; Mike Ellis £670,500; Philip Gore-Randall £568,000; Colin Matthew £656,405. No payments were made with respect to further service based pension accrual, or in lieu of pension. On termination of his contract, Peter Cummings waived his right to receive a contractual bonus entitlement of £1,320,000 which had been earned in 2007 but deferred pursuant to its terms.

Pensions

The pension entitlements of the Executive Directors who were active members of the HBOS Final Salary Pension Scheme (the Scheme) as at 31 December 2008 are set out in the table below:

Executive Directors' pension entitlements

Name	Age at 31/12/08	Accrued pension at 31/12/08 £'000 pa	Increase in accrued pension over year (net of inflation) £'000 pa	Increase in accrued pension over year (net of inflation) £'000 pa	Transfer value at 31/12/08 £'000	Increase in transfer value £'000	Transfer value of net increase
							to accrued pension (less Director's contributions at 31/12/08) £'000
P Cummings	53	369	25	7	7,090	1,120	141
J Dawson	46	100	11	6	1,394	210	85
A Hornby	41	240	20	9	2,813	406	103
C Matthew	58	416	18	(1)	9,089	1,290	(32)
D Watkins	46	218	56	47	2,845	873	619

The accrued pension at 31 December 2008 is the pension which the Director would have been entitled to receive based on his/her completed pensionable service, had he/she left on 31 December 2008 payable from normal retirement age (age 60) and subject to revaluation increases between leaving and retirement.

The transfer values are based on the accrued pensions at 31 December 2008. The transfer value basis was reviewed during 2008 to take account of changes in legislation for the calculation of such values and the change in financial markets. The resulting increase in the transfer values is predominantly as a result of applying the new basis to the accrued pensions at 31 December 2008. The transfer values are the notional lump sums which would have been paid to another pension scheme for the benefit of the Director had he or she left service at the respective dates. It is not possible for a transfer value to be paid directly to the Director personally.

Notes to the Financial Statements
continued

9 Directors' Remuneration continued

The Director's contribution is the personal contribution required, if any, under the terms of the Scheme. Members of the Scheme have the option to pay additional voluntary contributions: neither the additional voluntary contributions nor the resulting benefits are included in the table.

For those Directors whose benefits were above the "Lifetime Allowance" at "A-day", there will be no further service accrual of benefits and no further Directors' contributions*. Those Directors receive the non-pensionable cash allowance referred to previously.

Philip Gore-Randall is not included in the Scheme and simply receives the cash allowance referred to previously. Mike Ellis is in receipt of a pension from his earlier employment with the Group which is unaffected by, and independent of, his current employment. In respect of his current employment he receives the cash allowance referred to previously.

Pension is generally based on retirement from service at normal retirement age (age 60) and is based on final salary. Pension and lump sum life assurance is provided from the Scheme and otherwise from separate arrangements with the Group. On death after retirement or after leaving service, a spouse's or dependant's pension may be payable. Children's benefits may also be payable. Executive Directors who have five years' service as an Executive Director have a contractual right to retire at age 55 or above with a non-reduced pension and at age 50 or above (but below age 55) with a reduced pension.

Pension increases after retirement are a mixture of guaranteed and discretionary. Scheme provisions vary by individual; the maximum extent of the Scheme guarantees is to increase pensions in line with the RPI, subject to a maximum of 5% p.a. and a minimum of 3% p.a. (no minimum for pensionable service after 31st March 2004). There is an established policy of reviewing pensions on a discretionary basis taking account of increases in the RPI. Allowance is made in transfer values on leaving in respect of the guaranteed and discretionary increases outlined above.

Peter Cummings and Colin Matthew retired on termination of their respective employments with the Group on 16 January 2009, as referred to in Resignations and Terminations above. Pension benefits for Colin Matthew were provided without reduction for early payment, based on his service to 5 April 2006 (when further service based accrual ceased) and his final pensionable salary at retirement in line with his contractual right as set out above.

Pension benefits for Peter Cummings were provided in accordance with the Group's standard policy for Directors and senior managers retiring at age 50 and above. In such a case where a Director or senior manager retires by way of redundancy the Group does not reduce the pension payment to reflect retirement after the Director's or senior manager's 55th birthday. The notional additional capital cost of providing benefits for Peter Cummings in accordance with this policy was £0.7m. An actuarial reduction of 4.75% for early retirement based on the period between his retirement date and his 55th birthday was applied to his pension benefits based on service to 5 April 2006 (when further service based accrual ceased) and his final pensionable salary at retirement. As a result, and in waiving his entitlement to receive his contractual bonus of £1,320,000 referred to in 'Resignations and Terminations' above, Peter Cummings received in total less than his legal entitlements.

Potential pre-tax gains on share options exercised

During the year, two Directors exercised 2,045 options (2007 four Directors and 146,814 options, 2006 3 Directors and 52,514 options) under share option schemes. The highest paid Director did not exercise any share options (2007 600 share options, 2006 none).

Shares vested under long term incentive schemes

During the year, one Director (Peter Cummings) had a share grant of 43,350 released (2007 eight Directors had share grants of 530,101 released, 2006 five Directors had share grants of 598,416 released) under long term incentive schemes, in accordance with his contractual entitlement under the rules of the schemes. This relates to the 2003-2006 Long Term Incentive Plan which was granted in January 2003. As explained in previous annual reports, all participants could choose to take any shares released after three years based on a three year performance outcome or could continue to participate in the plan for a further two years and take shares at that point based on the better of the three year and five year performance outcomes. Peter Cummings elected to continue to participate in the plan for the further two years to the end of 2007. HBOS's Total Shareholder Return over the five year performance period exceeded the weighted average of the comparator group by 1.57% consequently 183% of the original share grant was released under the terms of the long term incentive scheme on 27 February 2008. No share grant was released (2007 a share grant of 36,223, 2006 a share grant of 148,641) under long term incentive plans in respect of the highest paid Director.

* Dan Watkins has an element of pre April 2006 pension accrual being released over the period to April 2011.

Notes to the Financial Statements
continued

9 Directors' Remuneration continued

Shares vested under short term incentive schemes

During the year, seven Directors had share grants of 428,938 released (2007 seven Directors had share grants of 121,744 released, 2006 five Directors had share grants of 101,045 released) under short term incentive schemes. As explained in previous annual reports, Executive Directors could elect to take their annual and biennial incentives in HBOS shares. If they elected to do so, and held the shares in trust for three years, additional shares were awarded. The release of these 428,938 shares relates to the shares placed in trust using short term incentive plan awards in 2004 together with the additional shares awarded following the three year holding period. In respect of the highest paid Director, a share grant of 49,191 was released (2007 a share grant of 5,710, 2006 a share grant of 32,908) under short term incentive plans. In addition a special award originally granted in 2002 of 212,739 shares was also released. None of these releases related to performance in 2008.

The value of additional shares is shown net of income tax and National Insurance liability although the value of the additional shares was grossed up to take account of the associated income tax and National Insurance payable by the participant.

Value of shares vested under free shares plan

During the year, 2,674 (2007 nil, 2006 nil) free shares relating to six Directors (2007 no Directors, 2006 no Directors) vested. In the year, seven (2007 six, 2006 none) directors were awarded shares under the free shares plan (see Note 40 for further detail). In respect of the highest paid Director, 333 (2007 nil, 2006 nil) free shares vested in the year.

The net value of assets other than money, shares and options received by the all the Directors was nil.

Change of control

All of the HBOS share plans contained a provision relating to change of control. The acquisition of HBOS by LBG resulted in awards and options vesting and becoming exercisable, in accordance with contractual entitlements under plan rules. Certain awards were exchanged for awards over LBG ordinary shares, but otherwise subject to the same terms as the original award. Certain options will also be exchanged to the extent they have not been exercised within the 6 month exercise period following the change of control.

Where the vesting of awards and options were subject to the satisfaction of performance conditions, in accordance with the plan rules and the terms of such conditions, the Remuneration Committee of the Group determined the extent to which such awards and options vested by taking into account the level of performance. In relation to the Directors, the Remuneration Committee exercised this discretion by reducing vesting to exclude any payments in relation to the 2008 financial year.

The total payments made to Directors of the Group on change of control were Peter Cummings, £129,000 and 2,051 share options; Jo Dawson £139,000 and 3,330 share options; Mike Ellis £83,000; Philip Gore-Randall £73,000; Andy Hornby £251,000 and 7,599 share options; Colin Matthew £151,000; and Dan Watkins £88,000 and 3,330 share options.

10 Auditors' Remuneration

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During the year the Group (including its overseas subsidiaries) obtained the following services from the Group's auditor and its associates:

	2008	2007	2006
	£m	£m	£m
Statutory audit of the Group and consolidated accounts	0.3	0.3	0.3
Fees payable for other services:			
Audit of the Group's subsidiaries pursuant to legislation	6.7	7.7	6.5
Other services pursuant to legislation	7.1	1.0	1.4
Total audit fees and audit related services	14.1	9.0	8.2
Tax services	0.5	0.8	0.9
Services relating to information technology		0.1	0.3
Services relating to corporate finance transactions	0.1	0.3	0.7
Other services	1.0	1.2	1.1
Total other services	1.6	2.4	3.0
Total 1	15.7	11.4	11.2

1 Excludes value added taxes

Other services pursuant to legislation includes reporting accountant services in support of the listing rules and includes the review of the half yearly results.

Notes to the Financial Statements
continued

11 Segmental Analysis

Principal activities of the HBOS Group are the provision of banking and other financial services in the UK and overseas.

The Group's activities are organised on a divisional basis which reflect the business sector segments below. Group Items principally comprises the expenses of managing the Group, including technology so far as it is not devolved to divisions, accommodation and other shared services such as cheque clearing and mailing.

Business sector

	2008						
			Insurance & Investment	International	Treasury & Asset Management	Group Items	Total
	Retail £m	Corporate £m	£m	£m	£m	£m	£m
Net interest income – internal	(2,393)	300	(66)	(3,723)	5,882		
Net Interest income – external	6,630	1,980	(31)	5,197	(5,605)		8,171
Net fee and commission income – internal	144	62	(490)	38	246		
Net fee and commission income – external	1,002	377	(292)	101	(61)		1,127
Net trading income – external	56	(643)		21	(2,312)		(2,878)
Other operating income – internal	66	3		37	(106)		
Other operating income – external	16	1,594	(4,728)	234	76		(2,808)
Net operating income/(expense)	5,521	3,673	(5,607)	1,905	(1,880)		3,612
Administrative expenses – internal	(635)	(246)	(118)		(233)	1,232	
Administrative expenses – external	(1,339)	(649)	(726)	(786)	(65)	(1,549)	(5,114)
Depreciation and amortisation	(55)	(1,215)	(51)	(67)	(7)	(213)	(1,608)
Goodwill impairment	(69)		(4)	(85)			(158)
Other operating expenses			6,167	25			6,192
Operating expenses	(2,098)	(2,110)	5,268	(913)	(305)	(530)	(688)
	(2,230)	(6,669)		(958)			(9,857)

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Impairment losses on loans and advances							
Impairment losses on investment securities		(737)		(35)	(1,421)		(2,193)
Operating (loss)/profit	1,193	(5,843)	(339)	(1)	(3,606)	(530)	(9,126)
Share of (loss)/profit of jointly controlled entities and associates	3	(950)	2	10	(21)		(956)
(Loss)/profit on sale of businesses	102			(845)			(743)
(Loss)/profit before taxation	1,298	(6,793)	(337)	(836)	(3,627)	(530)	(10,825)
Total assets	266,197	127,705	77,588	67,865	147,148	3,414	689,917
Included in total assets:							
Interests in jointly controlled entities and associates	70	952	(38)	166	11		1,161
Loans and advances to customers	255,284	116,388		60,997	2,554		435,223
Total liabilities	192,233	54,470	68,580	24,212	336,244	679	676,418
Included in total liabilities:							
Customer accounts	143,703	38,500	87	6,507	33,454		222,251
Capital expenditure on property and equipment and software	91	1	144	111	12	357	716

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Notes to the Financial Statements
continued

11 Segmental Analysis continued

Business sector

In July 2008 the Group announced a divisional reorganisation under which the Group's Business Banking became part of Corporate division, moving from Retail division. In addition, there was a transfer of Trading Cash Management from Treasury to Corporate division. Accordingly the 2007 comparatives have been reclassified to reflect this new structure and certain other minor reorganisations. There is no impact on the 2007 Consolidated Balance Sheet and Income Statement as previously published.

	2007						
	Retail	Corporate	Insurance & Investment	International	Asset Management	Treasury & Group Items	Total
	£m	£m	£m	£m	£m	£m	£m
Net interest income – internal	(1,024)	393	(70)	(1,269)	1,970		
Net interest income – external	5,020	1,769	(28)	2,357	(1,814)		7,304
Net fee and commission income – internal	184	13	(168)	21	(50)		
Net fee and commission income – external	1,042	448	(521)	45	246		1,260
Net trading income – external	(7)	65	(7)	(3)	130		178
Other operating income – internal	19	15		45	(79)		
Other operating income – external	58	2,043	9,611	652	185		12,549
Net operating income	5,292	4,746	8,817	1,848	588		21,291
Administrative expenses – internal	(641)	(182)	(113)	(6)	(42)	984	
Administrative expenses – external	(1,452)	(773)	(680)	(665)	(283)	(1,126)	(4,979)
Depreciation and amortisation	(70)	(1,018)	(57)	(54)	(4)	(199)	(1,402)
Goodwill impairment			(5)				(5)
Other operating expenses			(7,406)	(278)			(7,684)
Operating expenses	(2,163)	(1,973)	(8,261)	(1,003)	(329)	(341)	(14,070)
Impairment losses on loans and advances	(1,277)	(619)		(116)			(2,012)

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Impairment losses on investment securities	(22)	(37)		(1)			(60)
Operating profit/(loss)	1,830	2,117	556	728	259	(341)	5,149
Share of (loss)/profit of jointly controlled entities and associates	(9)	232	(2)	17	(4)		234
Profit on sale of businesses	87				4		91
Profit/(loss) before taxation	1,908	2,349	554	745	259	(341)	5,474
Total assets	259,255	122,642	88,454	76,087	119,806	773	667,017
Included in total assets:							
Interests in jointly controlled entities and associates	83	1,525	(41)	133	24		1,724
Loans and advances to customers	252,595	110,087		67,094	231		430,007
Total liabilities	218,614	59,624	81,905	35,580	245,758	3,302	644,783
Included in total liabilities:							
Customer accounts	154,034	48,334	101	23,585	17,167		243,221
Capital expenditure on property and equipment and software	6	43	11	83	16	397	556

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Notes to the Financial Statements
continued

11 Segmental Analysis continued

Business sector

In March 2007 the Group announced a divisional reorganisation under which the Group's European Corporate business became part of Corporate division moving from International division. Accordingly the 2006 comparatives have been reclassified to reflect the new structure.

							2006
			Insurance &	International	Treasury & Asset	Group	
	Retail £m	Corporate £m	Investment £m	(b) £m	Management £m	Items £m	Total £m
Net interest income – internal	(393)	(549)	(70)	(1,149)	2,161		
Net interest income – external	4,503	2,591	(23)	2,285	(1,956)		7,400
Net fee and commission income – internal	185	12	(185)	4	(16)		
Net fee and commission income – external	1,082	377	(480)	25	159		1,163
Net trading income – external	9	30		4	249		292
Other operating income – internal	(1)				1		
Other operating income – external	44	1,374	11,561	859	21		13,859
Net operating income	5,429	3,835	10,803	2,028	619		22,714
Administrative expenses – internal	(658)	(165)	(98)	(2)	(22)	945	
Administrative expenses – external	(1,403)	(704)	(671)	(581)	(270)	(994)	(4,623)
Depreciation and amortisation	(69)	(827)	(51)	(49)	(4)	(192)	(1,192)
Goodwill impairment		(41)	(14)				(55)
Other operating expenses			(9,242)	(459)			(9,701)
Operating expenses	(2,130)	(1,737)	(10,076)	(1,091)	(296)	(241)	(15,571)
Impairment losses on loans and advances	(1,088)	(438)		(216)			(1,742)
Impairment losses on investment securities		(69)		(2)			(71)
Operating profit	2,211	1,591	727	719	323	(241)	5,330
	2	156	(37)	4	1		126

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Share of profit of jointly controlled entities and associates

Non-operating income	48			180	22		250
Profit before taxation	2,261	1,747	690	903	346	(241)	5,706
Total assets (a)	242,326	101,494	82,656	57,900	106,658	779	591,813
Included in total assets:							
Interests in jointly controlled entities and associates	57	536	(43)	51			601
Loans and advances to customers	237,080	90,187		48,684	857		376,808
Total liabilities (a)	235,405	94,415	77,421	57,794	104,828	779	570,642
Included in total liabilities:							
Customer accounts	140,627	43,469		17,509	10,252		211,857
Capital expenditure on property and equipment and software	7	39	18	72	10	351	497

(a) The total assets and total liabilities of Corporate include £1,388m and £909m respectively, being the assets and liabilities of the disposal group.

(b) International division includes the income and expenses of Drive which was disposed of during 2006.

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Notes to the Financial Statements
continued

11 Segmental Analysis continued

Geographical

The table below analyses the Group results and assets by geographical area based on the location of the customer.

	2008			2007		
	UK £m	Rest of world £m	Total £m	UK £m	Rest of world £m	Total £m
Net interest income	6,455	1,716	8,171	6,044	1,260	7,304
Net fees and commission income	950	177	1,127	1,110	150	1,260
Net trading income	(3,104)	226	(2,878)	144	34	178
Other operating income	28	(2,836)	(2,808)	11,135	1,414	12,549
Net operating income	4,329	(717)	3,612	18,433	2,858	21,291
Administrative expenses	(4,290)	(824)	(5,114)	(4,289)	(690)	(4,979)
Depreciation and amortisation	(1,535)	(73)	(1,608)	(1,341)	(61)	(1,402)
Goodwill impairment	(143)	(15)	(158)	(5)		(5)
Other operating expenses	6,690	(498)	6,192	(6,743)	(941)	(7,684)
Operating expenses	722	(1,410)	(688)	(12,378)	(1,692)	(14,070)
Impairment losses on loans and advances	(8,899)	(958)	(9,857)	(1,893)	(119)	(2,012)
Impairment on investment securities	(2,158)	(35)	(2,193)	(59)	(1)	(60)
Operating profit	(6,006)	(3,120)	(9,126)	4,103	1,046	5,149
Share of (loss)/profit of jointly controlled entities and associates	(920)	(36)	(956)	51	183	234
(Loss)/profit on sale of businesses	102	(845)	(743)	91		91
Profit before taxation	(6,824)	(4,001)	(10,825)	4,245	1,229	5,474
Total assets	550,500	139,417	689,917	532,572	134,445	667,017
Included in total assets:						
Interests in jointly controlled entities and associates	756	405	1,161	1,442	282	1,724
Total liabilities	524,991	151,427	676,418	498,417	146,366	644,783
Included in total liabilities:						
Capital expenditure on property and equipment and software	575	141	716	473	83	556

Notes to the Financial Statements
continued

11 Segmental Analysis continued

Geographical

The table below analyses the Group results and assets by geographical area based on the location of the customer.

	UK	Rest of world	2006 Total
	£m	£m	£m
Net interest income	6,393	1,007	7,400
Net fees and commission income	937	226	1,163
Net trading income	284	8	292
Other operating income	12,652	1,207	13,859
Net operating income	20,266	2,448	22,714
Administrative expenses	(4,044)	(579)	(4,623)
Depreciation and amortisation	(1,121)	(71)	(1,192)
Goodwill impairment	(55)		(55)
Other operating expenses	(8,857)	(844)	(9,701)
Operating expenses	(14,077)	(1,494)	(15,571)
Impairment losses on loans and advances	(1,521)	(221)	(1,742)
Impairment on investment securities	(69)	(2)	(71)
Operating profit	4,599	731	5,330
Share of profit of jointly controlled entities and associated undertakings	65	61	126
Non operating income	70	180	250
Profit before taxation	4,734	972	5,706
Total assets	499,767	92,046	591,813
Included in total assets			
Interests in jointly controlled entities and associated undertakings	536	65	601
Total liabilities	484,284	86,358	570,642
Included in total liabilities:			
Capital expenditure on property and equipment and software	425	72	497

12 Impairment Provisions and Losses on Loans and Advances

a) Impairment provisions and losses on loans and advances to customers designated as loans and receivables

	2008	2007	2006
	£m	£m	£m
Impairment provisions			
At 1 January	3,373	3,089	2,938
New impairment provisions less releases	9,964	2,111	1,819
Amounts written off	(2,515)	(1,726)	(1,485)
Disposal of subsidiary undertakings	(115)		(65)
Discount unwind/interest income on impaired loans and advances to customers	(149)	(129)	(99)

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Foreign exchange translation	135	28	(19)
At 31 December	10,693	3,373	3,089
Impairment provisions are held in respect of:			
Retail secured lending	1,219	330	408
Retail unsecured lending	1,819	1,889	1,700
Corporate	6,563	832	981
International	1,092	322	
	10,693	3,373	3,089
	2008	2007	2006
Impairment losses	£m	£m	£m
New impairment provisions less releases	9,964	2,111	1,819
Recoveries of amounts previously written off	(107)	(99)	(77)
Net charge to income statement	9,857	2,012	1,742

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Notes to the Financial Statements
continued

12 Impairment Provisions and Losses on Loans and Advances continued

b) Impairment provisions and losses on investment securities

Total impairment losses on investment securities of £2,193m (2007 £60m, 2006 £71m) have been charged to the income statement, of which £1,270m (2007 £23m, 2006 £nil) relates to available for sale financial assets (Note 41) and £923m (2007 £37m, 2006 £nil) relates to loans and receivables, as shown below.

	2008	2007	2006
	£m	£m	£m
Impairment provisions			
At 1 January			
New impairment provisions less releases	923	37	
Amounts written off		(37))
At 31 December	923		
Impairment provisions are held in respect of:			
Treasury	773		
Corporate	150		
	923		
	2008	2007	2006
	£m	£m	£m
Impairment losses			
New impairment provisions less releases	923	37	
Net charge to income statement	923	37	

13 Taxation

The tax credit for the year of £3,409m (2007 tax charge of £1,365m, 2006 tax charge of £1,772m) includes a £893m tax credit (2007 £18m tax charge, 2006 £220m tax charge) in respect of the tax attributable to the policyholder earnings in the Group's UK life companies. The 2007 tax charge of £1,365m includes a credit of £178m in respect of the change in the rate of UK corporation tax. An overseas tax charge of £233m (2007 £293m) is within the tax credit of £3,409m.

	2008	2007	2006
	£m	£m	£m
Current tax			
Corporation tax on profit for the year	(286)) 1,156	978
Adjustments in respect of prior years	(343)) (32))
Overseas taxation on profit for the year	219	285	206
Adjustments in respect of prior years	14	8	
Relief for overseas taxation	(49)) (73)) (73)
	(445)) 1,344	1,111
Deferred tax			
Origination and reversal of temporary differences	(2,939)) 189	661
Adjustments in respect of prior years	(25)) 10	
Deferred tax changes in rates of corporation tax (Note 34)		(178))

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	(2,964)	21	661
Total income tax on (loss)/profit	(3,409)	1,365	1,772

The above tax expense is made up as follows:

Tax on policyholder returns	(893)	18	220
Tax on shareholder returns	(2,516)	1,347	1,552

The main UK corporation tax rate reduced from 30% to 28% in April 2008. The average rate of UK corporation tax for the year to December 2008 is 28.5%.

The effective tax rate for the year is 31.5% (2007 24.9%, 2006 31%) which is higher (2007 lower, 2006 higher) than the average rate of 28.5%. The difference are explained below:

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Notes to the Financial Statements
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13 Taxation continued

	2008	2007	2006
	£m	£m	£m
(Loss)/profit before taxation	(10,825)	5,474	5,706
Expected tax (credit)/charge at 28.5% (2007 30%, 2006 30%)	(3,085)	1,642	1,712
Effects of:			
Changes in rates of corporation tax on deferred tax assets and liabilities	11	(178)	
(Income)/expenses not deductible/(chargeable) for tax purposes	358	(48)	9
Net effect of differing tax rates overseas	20	29	16
Gains exempted or covered by losses	(135)	(90)	(109)
Policyholder tax for life assurance business	(639)	13	154
Impairment on investment securities	56	16	23
Adjustments in respect of previous periods	(341)	(14)	(7)
Tax losses where no deferred tax provided	310		
Other	36	(5)	(26)
Total income tax on (loss)/profit	(3,409)	1,365	1,772
Current tax credit recognised directly in equity			
Relating to share plans		(21)	(24)
Relating to available for sale investments	(11)	(117)	(10)
	(11)	(138)	(34)
Deferred tax (credit)/charge recognised directly in equity (Note 34)			
Relating to share plans	(2)	64	(62)
Relating to available for sale investments	(1,917)	(65)	20
Relating to cash flow hedges	(376)	(219)	125
Relating to employee benefits	202	130	56
Relating to long term assurance		5	
Relating to other		(1)	
	(2,089)	(86)	139

In addition there is £nil (2007 £1m, 2006 £nil) recognised in equity relating to changes in the rates of corporation tax (Note 34).

14 Earnings Per Share

Basic and diluted earnings per ordinary share are based upon Group (loss)/profit attributable to ordinary shareholders of £(7,580)m (2007 profit £3,965m, 2006 profit £3,820m) which is calculated as follows:

	2008	2007	2006
	£m	£m	£m
(Loss)/profit attributable to parent company shareholders	(7,499)	4,045	3,879
Profit attributable to preference shareholders	(81)	(80)	(59)
Profit of disposal group held for sale attributable to ordinary shareholders			(3)
(Loss)/profit attributable to ordinary shareholders for continuing operations	(7,580)	3,965	3,817

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The average number of ordinary shares in issue in the prior years has been adjusted by the adjustment factor of 1.001 arising from the Rights Issue and by a factor of 1.026 arising from the Capitalisation Issue. The impact on previously published comparatives is as follows:

	as published		reclassified	
	2007		2007	
Average number of ordinary shares in issue for basic EPS (millions)	3,735		3,835	
- Earnings (basic)	106.2	p	103.4	p
- Earnings (diluted)	105.5	p	102.8	p
	as published		reclassified	
	2006		2006	
Average number of ordinary shares in issue for basic EPS (millions)	3,796		3,898	
Basic earnings per ordinary share:				
- Continuing operations	100.5	p	97.9	p
- Disposal group	0.1	p	0.1	p
- Total	100.6	p	98.0	p
Diluted earnings per ordinary share:				
- Continuing operations	99.4	p	96.9	p
- Disposal group	0.1	p	0.1	p
- Total	99.5	p	97.0	p

Notes to the Financial Statements
continued

14 Earnings Per Share continued

To calculate basic earnings per ordinary share the weighted average number of 25p ordinary shares is used and for diluted earnings per ordinary share the weighted average number of actual and potential 25p ordinary shares is used. Details of these are given below:

	2008 Number million	2007 Number million (reclassified)	2006 Number million (reclassified)
Actual weighted average number of shares in issue	4,518	3,835	3,898
Effect of dilutive share options and shares potentially to be issued or allotted	17	23	42
Potential weighted average number of shares in issue	4,535	3,858	3,940

The basic and diluted earnings per ordinary share are given below:

	2008 pence	2007 pence (reclassified)	2006 pence (reclassified)
Earnings per ordinary share (continuing operations)			
Basic	(167.8)	103.4	
Diluted(1)	(167.8)	102.8	
Earnings per ordinary share			
Basic - continuing operations			97.9
Basic - disposal group			0.1
Basic - total			98.0
Diluted1- continuing operations			96.9
Diluted1- disposal group			0.1
Diluted1- total			97.0

(1) The effect of dilutive share options and shares potentially to be issued or allotted has not been included in the calculation of diluted earnings per share for 2008 because doing so would have an anti-dilutive effect.

15 (Loss)/Profit Attributable To Equity Shareholders

Of the loss attributable to equity shareholders a loss of £1,902m (2007 profit £1,731m) is dealt with in the financial statements of the Parent Company.

16 Financial Instruments Held for Trading

Financial assets and liabilities held for trading (other than derivatives) are as follows:

	2008 £m	2007 £m
Financial assets held for trading		
Debt securities	13,538	36,723
Loans and advances to banks	3,344	11,601
Loans and advances to customers	5,689	6,357
Total	22,571	54,681
Financial liabilities held for trading		
Debt securities in issue		469
Deposits by banks	7,631	8,989
Customer accounts	11,220	13,247
Total	18,851	22,705

Financial assets held for trading include £4,369m (2007 £4,711m) subject to repurchase (Note 54).

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Notes to the Financial Statements
continued

16 Financial Instruments Held for Trading continued

Following the International Accounting Standards Board's (IASB) decision in October 2008 to permit the reclassification of Financial Assets, the Group's Treasury division reclassified certain securities from assets held for trading into the available for sale (AFS) portfolio, and subsequently, in light of increasing illiquidity in the markets for asset backed securities (ABS), changed the classification of ABS from AFS to loans and receivables. Further details of these reclassifications are shown in Note 45.

17 Derivatives

The Group's derivative transactions are either customer driven and generally matched, held within policyholder funds as permitted by the investment strategies or are carried out for proprietary purposes within limits approved by the Board. Where a derivative held for economic hedging purposes does not qualify for hedge accounting, it is classified below as held for trading.

The Group uses interest rate swaps, cross currency swaps and other derivative instruments to hedge and reduce the interest rate and currency exposures that are inherent in any banking business. The hedge accounting strategy adopted by the Group is to utilise a combination of the macro cash flow, micro fair value and net investment hedge approaches.

	Asset £m	2008 Fair value Liability £m	Asset £m	2007 Fair value Liability £m
Total derivatives assets/liabilities:				
Held for trading	29,728	29,608	9,381	8,068
Held as qualifying hedges	22,082	9,297	4,760	4,243
Total recognised derivative assets/liabilities	51,810	38,905	14,141	12,311

	Asset £m	2008 Fair value Liability £m	Asset £m	2007 Fair value Liability £m
Derivatives held for trading				
Exchange rate related contracts:				
Forward foreign exchange	2,209	3,690	1,035	856
Cross currency swaps	3,144	1,207	667	297
Options			1	1
	5,353	4,897	1,703	1,154
Interest rate related contracts:				
Interest rate swaps	19,417	21,267	5,716	5,598
Forward rate agreements	1,474	1,461	119	111
Options	1,031	760	225	287
Futures	99	199	20	40

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	22,021	23,687	6,080	6,036
Equity/index and commodity related contracts:				
Options and swaps	1,606	991	1,412	870
Credit related contracts:				
Credit default swaps	748	33	186	8
Total derivative assets/liabilities held for trading	29,728	29,608	9,381	8,068

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Notes to the Financial Statements
continued

17 Derivatives continued

The Group has entered into derivative contracts for qualifying hedges as noted below:

	Asset £m	2008 Fair value Liability £m	Asset £m	2007 Fair value Liability £m
Derivatives held as qualifying hedges				
Derivatives designated as fair value hedges:				
Interest rate swaps	4,738	574	732	575
Forward foreign exchange				27
Cross currency swaps	8,863	183	1,679	1,682
Options		55		
	13,601	812	2,411	2,284
Derivatives designated as cash flow hedges:				
Interest rate swaps	7,218	8,337	1,558	1,801
Forward rate agreements	46	21	10	4
Cross currency swaps	1,037	123	756	139
Option	180			
Futures		4	25	15
	8,481	8,485	2,349	1,959
Total derivative assets/liabilities held as qualifying hedges	22,082	9,297	4,760	4,243

18 Loans and Advances to Customers

	2008 £m	2007 £m
Retail secured lending	239,758	235,858
Retail unsecured lending	18,592	18,908
Corporate, International and Treasury	187,566	178,614
Gross loans and advances to customers	445,916	433,380
Impairment losses on loans and advances (Note 12)	(10,693)	(3,373)
Net loans and advances to customers	435,223	430,007

Included in loans and advances to customers is £56,858m (2007 £nil) subject to repurchase (Note 54).

Loans and advances to customers include advances securitised under the Group's securitisation and covered bonds programmes. Further details are given on Note 19.

Notes to the Financial Statements
continued

18 Loans and Advances to Customers continued

The Group's lending exposure before impairment provisions and before taking account of collateral is analysed below:

	2008	2007
	£m	£m
Agriculture, forestry and fishing	574	647
Energy	1,318	2,269
Manufacturing industry	3,887	4,332
Construction and property	46,634	41,099
Hotels, restaurants and wholesale and retail trade	12,368	12,620
Transport, storage and communication	7,693	6,834
Financial	8,729	6,312
Other services	12,688	14,749
Individuals		
Residential mortgages	238,696	235,771
Other personal lending	22,604	19,229
Non-UK residents	90,725	89,518
	445,916	433,380
	2008	2007
	£m	£m
Loans and advances that are neither past due nor impaired (Note 48)	403,484	411,389
Loans and advances that are past due but not impaired (Note 48)	16,401	11,629
Impaired loans (Note 48)	26,031	10,362
	445,916	433,380

Included in loans and advances that are neither past due nor impaired are £478m (2007 £229m) of troubled debt restructured loans that would have been past due or impaired had their terms not been renegotiated.

Loans and advances to customers include finance leases analysed as follows:

	2008	2007
	£m	£m
Gross investment in finance receivables:		
Within one year	2,994	3,206
Between one and five years	4,904	5,805
More than five years	3,986	4,221
	11,884	13,232
Less: unearned finance income	(1,849)	(3,234)
Present value of minimum lease payments	10,035	9,998
Analysed as:		
Within one year	2,407	2,669
Between one and five years	3,796	4,646

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More than five years	3,832	2,683
Finance lease receivables	10,035	9,998

At 31 December 2008 total unguaranteed residual values accrued to the benefit of the Group amounted to £nil (2007 £20m) and total accumulated allowance for uncollectable minimum lease payments receivable amounted to £105m (2007 £67m).

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Notes to the Financial Statements
continued

19 Securitisation and Covered Bonds

a) Securitisation

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

b) Covered bonds

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

The Group's principal securitisation and covered bonds programmes, together with the balances of the advances subject to notes in issue at 31 December, are listed below. The notes in issue are reported in Note 37.

	Type of loan	2008		2007	
		Gross assets securitised £m	Notes in issue £m	Gross assets securitised £m	Notes in issue £m
Securitisation					
Permanent	UK residential mortgages	32,613	38,490	31,577	31,540
Mound	UK residential mortgages	8,063	8,238	4,545	4,454
Swan	Australian residential mortgages			2,726	2,689
Candide	Dutch residential mortgages	5,569	5,704	2,705	2,759
Prominent	Commercial loans	1,053	1,149	1,107	1,108
Pendeford	UK residential mortgages	9,888	9,870	2,508	2,551
Melrose	Commercial loans			750	1,134
Balliol	UK residential mortgages	12,701	12,549		
Brae	UK residential mortgages	9,213	9,955		
Dakota	UK residential mortgages	3,988	3,885		
Deva	UK residential mortgages	6,747	6,703		
Penarth	Credit card receivables	4,189	2,633		
Tioba	UK residential mortgages	2,647	2,568		
Trinity	UK residential mortgages	12,975	12,638		
Wolfhound	Irish residential mortgages	4,083	4,107		
Other	UK residential mortgages	68	179	68	182
		113,797	118,668	45,986	46,417
Covered Bonds					
Covered Bonds	UK residential mortgages	51,756	49,408	34,711	38,315
Social Housing Covered Bonds	UK residential mortgages	3,475	2,919	2,354	1,519

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	55,231	52,327	37,065	39,834
Total securitisations and covered bonds	169,028	170,995	83,051	86,251
Less loan notes held by the Group	(97,363)	(94,265)	(1,258)	(1,258)
Total	71,665	76,730	81,793	84,993

The balances reported for the Prominent securitisation above include £456m (2007 £459m) advances and £456m (2007 £459m) notes in issue that arise from a funded synthetic securitisation.

Cash deposits of £12,423m (2007 £5,144m) held by the Group are restricted in use to repayment of the debt securities issued by the SPEs and other legal obligations.

In addition to the programmes noted above, the Group entered into synthetic securitisations, referencing an asset pool of £nil (2007 £14,089), using credit default swaps of of £nil (2007 £40m).

In total the Group has securitised £97,363m of mortgage assets under certain securitisation and covered bond programmes and purchased all of the loan notes in issue relating to those issuances for £94,265m. These transactions did not lead to any derecognition of the mortgage assets as the Group has retained all of the risks and rewards associated with the loan notes. See Note 54 for further details about the Group's repurchase transactions.

Notes to the Financial Statements
continued

19 Securitisation and Covered Bonds continued

c) Other Special Purpose Entities

In addition to the SPEs described above, the Group sponsors two conduit programmes, Grampian and Landale, which invest in asset-backed securities funded by commercial paper or through banking facilities. Details of the assets secured under these conduit programmes are given in Note 20.

The SPEs within these conduit programmes are consolidated fully, except for two of the five SPE's within Landale. One is the central funding company for the conduit that obtains external funding and lends it to the purchasing companies. The second is a purchasing company that has acquired floating rate notes issued under the Group's mortgage securitisation programmes and which is supported by liquidity lines that are provided by third party banks. These entities are not consolidated as there are insufficient indicators of control, in particular as the credit risk relating to the assets held by the entities and the liquidity risks are not borne by the Group. If these two entities were consolidated by the Group the financial impact would be minimal with the principal effects increasing deposits by banks by £1,126m (2007 £1,756m) and customer accounts by £51m (2007 £100m) and increasing debt securities in issue by £50m (2007 decrease by £1,856m). Group profit before tax would be increased by £2m (2007 £0.5m).

20 Investment Securities

	Policyholder				2008
	assets at fair value through the income statement	At fair value through the income statement	Available for sale	Loans and receivables	Total
	£m	£m	£m	£m	£m
Listed					
Debt securities	20,880	6,145	22,071	25,325	74,421
Equity shares	37,806	293	112		38,211
Total listed	58,686	6,438	22,183	25,325	112,632
Unlisted					
Debt securities	350	410	3,716	13,728	18,204
Equity shares		387	2,149		2,536
Total unlisted	350	797	5,865	13,728	20,740
Total	59,036	7,235	28,048	39,053	133,372
Comprising:					
Debt securities	21,230	6,555	25,787	39,053	92,625
Equity shares	37,806	680	2,261		40,747

Policyholder

2007

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	assets at fair value through the income statement £m	At fair value through the income statement £m	Available for sale £m	Loans and receivables £m	Total £m
Listed					
Debt securities	20,712	7,774	31,944		60,430
Equity shares	46,875	393	261		47,529
Total listed	67,587	8,167	32,205		107,959
Unlisted					
Debt securities	2	847	14,833	702	16,384
Equity shares	94	274	2,948		3,316
Total unlisted	96	1,121	17,781	702	19,700
Total	67,683	9,288	49,986	702	127,659
Comprising:					
Debt securities	20,714	8,621	46,777	702	76,814
Equity shares	46,969	667	3,209		50,845

1 Reclassified by £739m, as explained in Note 21.

Notes to the Financial Statements
continued

20 Investment Securities continued

Included in investment securities is £37,263m (2007 £8,996m) subject to repurchase (Note 54).

Following the International Accounting Standards Board's (IASB) decision in October 2008 to permit the reclassification of financial assets, Treasury reclassified certain securities from the Trading Book into the available for sale (AFS) portfolio, and subsequently in light of increasing illiquidity in the markets for asset backed securities (ABS), changed the classification of ABS from AFS to loans and receivables. Further details of these reclassifications are shown in Note 45.

The fair value movement during the year on investment securities held at fair value through the income statement is a loss of £13,415m (2007 gain of £1,014m, 2006 a gain of £3,679m) and the fair value movement during the year on investment securities classified as available for sale is a loss of £8,173m (2007 a loss of £429m, 2006 a gain of £135m).

Loans and receivables debt securities include ABS of £17,703m (end 2007 available for sale debt securities £18,563m, 2006 £19,017m) which are held in the Group's Grampian conduit. This is a series of bankruptcy remote special purpose entities (SPEs) that are funded by the issue of commercial paper and banking facilities. The commercial paper is included within debt securities in issue. As some of the rewards and risks of the portfolio are retained by the Group, including the provision of liquidity facilities by Bank of Scotland plc to the conduit, the assets and liabilities of the conduit are consolidated as part of the Group. The Group also has a smaller conduit, Landale, of which three of the five SPEs are consolidated. These hold available for sale debt securities of £681m (2007 £604m). Details of the Landale SPEs that are not consolidated by the Group are given in Note 19.

21 Interests in Jointly Controlled Entities and Associates

	Acquired book value	Equity adjustments	Share of net assets	Goodwill	Carrying value
	£m	£m	£m	£m	£m
Interests in jointly controlled entities					
At 1 January 2008 (as reclassified)	1,334	12	1,346	5	1,351
Exchange translation	1		1		1
Acquisitions and subscriptions of capital	329		329		329
Disposals	(59)	(3)	(62)		(62)
Loss after tax		(669)	(669)		(669)
Dividends paid		(12)	(12)		(12)
At 31 December 2008	1,605	(672)	933	5	938
	Acquired book value	Equity adjustments	Share of net assets	Goodwill	Carrying value
	£m	£m	£m	£m	£m
Interests in jointly controlled entities					
At 1 January 2007	520	(105)	415	5	420
Exchange translation	12		12		12
Acquisitions and subscriptions of capital	287		287		287

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Transfer to associates	(3)	4	1	1
Transfer from associates	63	15	78	78
Disposals	(60)	(4)	(64)	(64)
Profit after tax		234	234	234
Dividends paid		(132)	(132)	(132)
At 31 December 2007	819	12	831	5 836

The transfer from associates to jointly controlled entities is in respect of the Group's interest in Sainsbury's Bank plc, following the acquisition on 8 February 2007 of an additional 5% interest taking the Group's shareholding to 50%.

	Acquired book value	Equity adjustments	Share of net assets	Goodwill	Book value
	£m	£m	£m	£m	£m
Interests in jointly controlled entities					
At 1 January 2006	337	(150)	187	98	285
Acquisitions and subscriptions of capital	178		178	3	181
Transfer from investment securities	113		113		113
Disposals	(21)	1	(20)		(20)
Reclassification of Lex on acquisition as a subsidiary	(87)	(11)	(98)	(96)	(194)
Equity accounting adjustments		55	55		55
At 31 December 2006	520	(105)	415	5	420

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Notes to the Financial Statements
continued

21 Interests in Jointly Controlled Entities and Associates continued

The Group's share of jointly controlled entities include the following:

	Income	Expenses	Tax	Profit after tax	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Equity
	£m	£m	£m	£m	£m	£m	£m	£m	£m
2008	(440)	(245)	16	(669)	2,388	5,470	(1,562)	(5,358)	938
2007	529	(282)	(13)	234	5,802	5,768	(5,126)	(5,093)	1,351
2006	601	(407)	(82)	112	3,604	5,290	(4,462)	(4,012)	420

The Group's unrecognised share of losses for the year is £164m (2007 £22m, 2006 £36m). For entities making losses, subsequent profits earned are not recognised until previously unrecognised losses are extinguished. The Group's unrecognised share of losses net of unrecognised profits on a cumulative basis is £211m (2007 £68m, 2006 £82m).

	Acquired book value £m	Equity adjustments £m	Share of net assets £m	Goodwill £m	Carrying value £m
Interests in associates					
At 1 January 2008 (as reclassified)	367	6	373		373
Exchange translation	(1)		(1)		(1)
Acquisitions and subscriptions of capital	160		160		160
Disposals	(14)		(14)		(14)
Loss after tax		(287)	(287)		(287)
Dividends paid		(8)	(8)		(8)
At 31 December 2008	512	(289)	223		223

	Acquired book value £m	Equity adjustments £m	Share of net assets £m	Goodwill £m	Carrying value £m
Interests in associates					
At 1 January 2007	133	48	181		181
Exchange translation	1		1		1
Acquisitions and subscriptions of capital	109		109		109
Transfer to jointly controlled entities	(63)	(15)	(78)		(78)
Transfer from jointly controlled entities	3	(4)	(1)		(1)
Disposals	(40)	(13)	(53)		(53)
Dividends paid		(10)	(10)		(10)
At 31 December 2007	143	6	149		149

	Acquired book value £m	Equity adjustments £m	Share of net assets £m	Goodwill £m	Carrying value £m
Interests in associates					

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At 1 January 2006	128	46	174	174
Acquisitions and subscriptions of capital	21		21	21
Disposals	(9)		(9)	(9)
Amounts written off	(7)		(7)	(7)
Equity accounting adjustments		2	2	2
At 31 December 2006	133	48	181	181

The Group's share of associates include the following:

	Revenue £m	(Loss) /profit after tax £m	Assets £m	Liabilities £m	Equity £m
2008	(277)	(287)	2,688	(2,465)	223
2007	26		1,876	(1,503)	373
2006	67	14	3,284	(3,103)	181

The Group's unrecognised share of losses for the year is £126m (2007 £5m, 2006 £nil). For entities making losses, subsequent profits earned are not recognised until previously unrecognised losses are extinguished. The Group's unrecognised share of losses net of unrecognised profits on a cumulative basis is £131m (2007 £4m, 2006 £nil).

Notes to the Financial Statements
continued

21 Interests in Jointly Controlled Entities and Associates continued

The Group's main jointly controlled entities at 31 December 2008 are as follows:

	Nature of business		Issued share capital	Group's interest	Statutory accounts made up to	Principal area of operations
Jointly controlled entities						
AA Personal Finance Limited	Finance	ordinary	£3,000,002	50%	December 2008	UK
esure Holdings Ltd	Insurance	ordinary	£3,330,000	70%	December 2008	UK
		preference	£175,170,000	100%		
Green Property Investment						
Fund 1 plc	Investment	ordinary	€41,198,100	50%	June 2008	Ireland
Sainsbury's Bank plc	Banking	ordinary	£170,000,000	50%	December 2008	UK

During the year, the Group reviewed the classification of its investments in jointly controlled entities and associates together with its long term investment loans to joint ventures (collectively the Group's longer term interests in jointly controlled entities and associates), in light of the deteriorating economic environment. As a result of this review, certain longer term investment securities that in substance form part of the Group's overall net investment in jointly controlled entities and associates have been transferred from investment securities - debt securities classified as loans and receivables to interests in jointly controlled entities and associates. These longer term interests include loans for which settlement is neither planned nor likely to occur in the foreseeable future. Accordingly, the Group's interests in jointly controlled entities and associates have been reclassified on the 2007 consolidated balance sheet as shown below. There is no overall impact on the net assets at 31 December 2007 as a result of this restatement. Certain 2007 disclosures have been amended accordingly.

The Group's main jointly controlled entities and associates in operation at 31 December 2007 were as follows:

	Nature of business		Issued share capital	Group's interest	Statutory accounts made up to	Principal area of operations
Jointly controlled entities						
AA Personal Finance Limited	Finance	ordinary	£3,000,002	50%	December 2007	UK
esure Holdings Ltd	Insurance	ordinary	£3,330,000	70%	December 2007	UK
		preference	£175,170,000	100%		
Green Property Investment						
Fund 1 plc	Investment	ordinary	€48,768,400	50%	June 2007	Ireland
Sainsbury's Bank plc	Banking	ordinary	£170,000,000	50%	December 2007	UK
Associates						
Rightmove plc	Property website	ordinary	£129,399,978	13%	December 2007	UK

Except for the Green Property Investment Fund 1 plc which is incorporated in Ireland, all of the interests in jointly controlled entities above are incorporated in the UK. All interests in jointly controlled entities are held by subsidiaries. Where entities have accounts that are drawn up to a date other than 31 December management accounts are used when accounting for them by the Group. The Group's remaining holding of 13% in Rightmove plc was disposed during the

year (Note 4).

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Notes to the Financial Statements
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21 Interests in Jointly Controlled Entities and Associates continued

	Acquired book value	Equity adjustments	Share of net assets	Goodwill	Carrying value
	£m	£m	£m	£m	£m
Interests in jointly controlled entities					
At 1 January 2007 (as published)	520	(105)	415	5	420
Transfer from investment securities	515		515		515
At 1 January 2007 (as reclassified)	1,035	(105)	930	5	935
At 31 December 2007 (as published)	819	12	831	5	836
At 31 December 2007 (as reclassified)	1,334	12	1,346	5	1,351
	Acquired book value	Equity adjustments	Share of net assets	Goodwill	Carrying value
	£m	£m	£m	£m	£m
Interests in associates					
At 1 January 2007 (as published)	133	48	181		181
Transfer from investment securities	224		224		224
At 1 January 2007 (as reclassified)	357	48	405		405
At 31 December 2007 (as published)	143	6	149		149
At 31 December 2007 (as reclassified)	367	6	373		373

22 Investments in Subsidiaries

The main subsidiaries at 31 December 2008 and 31 December 2007 are as follows:

	Group's interest in ordinary share capital and voting rights	Principal business	Country of incorporation
Bank of Scotland plc and subsidiaries, including	100%	Banking, financial and related services	UK
Bank of Scotland (Ireland) Ltd	100%	Banking	Ireland
HBOS Australia Pty Ltd and subsidiaries	100%	Banking Residential mortgage	Australia
HBOS Covered Bonds LLP	100%(a)	funding Execution only	UK
Halifax Share Dealing Ltd	100%	stockbroking	UK
HBOS Insurance & Investment Group Ltd and subsidiaries, including	100%	Investment holding	UK
Halifax General Insurance Services Ltd	100%	General insurance brokerage	UK
St. Andrew's Insurance plc	100%	General insurance	UK

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Clerical Medical Investment Group Ltd	100% Life assurance	UK
Clerical Medical Managed Funds Ltd	100% Life assurance	UK
Halifax Life Ltd	100% Life assurance	UK
Halifax Investment Fund Managers Ltd	100% OEIC management Investment	UK
Insight Investment Management Ltd	100% management Property investment	UK
Invista Real Estate Investment Management Holdings plc	55% management	UK
St Andrews Life Assurance plc	100% Pensions	UK
St. James's Place plc	60% Financial services	UK

(a) HBOS Covered Bonds LLP does not have ordinary share capital. The Group consolidates a 100% interest in this entity.

The above information is provided in relation to the principal related undertakings and, in accordance with Section 231(5) of the Companies Act 1985, a full list of related undertakings, as at 31 December 2008, will be annexed to the Company's next Annual Return to be delivered to the Registrar of Companies for Scotland.

On 17 September 2007 in accordance with the provisions of the HBOS Group Reorganisation Act 2006 (the Act), the Governor and Company of the Bank of Scotland registered as a public limited company under the Companies Act and changed its name to Bank of Scotland plc. On the same day, under the Act, the business activities, assets (including investments in subsidiaries) and liabilities of CAPITAL BANK plc, Halifax plc and HBOS Treasury Services plc transferred to Bank of Scotland plc.

All regulated banking and insurance subsidiaries are required to maintain capital at levels agreed with the relevant regulators; this may impact those subsidiaries' ability to make distributions.

Notes to the Financial Statements
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23 Goodwill and Other Intangible Assets

	2008	2007
	£m	£m
Goodwill	1,556	1,940
Other intangibles	819	850
	2,375	2,790
	2008	2007
	£m	£m
Goodwill	1,940	1,889
At 1 January	30	38
Exchange translation		33
Additions	(256)	(15)
Disposals	(158)	(5)
Impairment losses charged to the income statement	1,556	1,940
At 31 December		

Goodwill is analysed on a divisional basis as follows:

	2008	2007
	£m	£m
Retail	376	455
Corporate	268	277
Insurance & Investment	850	832
International	23	337
Treasury & Asset Management	39	39
Total	1,556	1,940

The primary component of goodwill disposed of comprises £240m in respect of the sale of Bank of Western Australia Ltd and St Andrews Australia Pty Ltd to Commonwealth Bank of Australia (Note 4).

The Group carries out semi-annual and, if necessary, other impairment reviews of cash-generating units to which goodwill is allocated as described in the accounting policy on goodwill. The critical accounting estimate in respect of goodwill explains the assumptions used and sensitivity of the impairment testing.

The goodwill impairment of £158m principally comprises £72m being the full write-down of goodwill held in respect of the acquisition of the ICC business banking division in Ireland and £50m being the write-down of goodwill relating to a specialist area of the UK credit card business to a recoverable amount, based on a value in use, of £20m. The write-downs have been triggered principally by deteriorating economic conditions.

In 2007, the impairment loss of £5m related to a partial write-down of the goodwill held in respect of fund management business in Insurance & Investment division.

Cumulative impairment losses charged to the income statement total £218m (2007 £60m, 2006 £55m and 2005 £nil).

The impairment loss of £55m in 2006 principally relates to the full write down of the goodwill held in the respect of a Corporate specialist leasing company following an impairment review.

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Notes to the Financial Statements
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23 Goodwill and Other Intangible Assets continued

	2008			2007			2006		
	Purchased value of in-force investment contracts	Software and other intangible assets	Total	Purchased value of in-force investment contracts	Software and other intangible assets	Total	Purchased value of in-force investment contracts	Software and other intangible assets	Total
	£m	£m	£m	£m	£m	£m	£m	£m	£m
Other intangible assets									
Cost									
At 1 January	396	1,333	1,729	396	1,069	1,465	396	902	1,298
Exchange translation		39	39		24	24		(2)	(2)
Acquired through business combination					7	7		6	6
Additions		306	306		249	249		197	197
Disposals		(113)	(113)		(16)	(16)		(34)	(34)
Disposal of subsidiary undertakings	(3)	(94)	(97)						
At 31 December	393	1,471	1,864	396	1,333	1,729	396	1,069	1,465
Amortisation									
At 1 January	75	804	879	45	620	665	21	495	516
Exchange translation		12	12		23	23		(1)	(1)
Amortisation charge for the year	27	182	209	30	163	193	24	137	161
Disposals		(2)	(2)		(2)	(2)		(11)	(11)
Disposals of subsidiary undertakings	(1)	(52)	(52)						
At 31 December	101	944	1,045	75	804	879	45	620	665
Carrying value									
At 1 January	321	529	850	351	449	800	375	407	782
At 31 December	292	527	819	321	529	850	351	449	800

24 Property and Equipment

	2008			2007			2006		
	Property £m	Equipment £m	Total £m	Property £m	Equipment £m	Total £m	Property £m	Equipment £m	Total £m
Cost									
At 1 January	1,733	1,622	3,355	1,662	1,613	3,275	1,533	1,567	3,100

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Exchange translation	17	45	62	5	11	16	(3)	(6)	(9)
Acquired through business combination					1	1	15	5	20
Additions	180	230	410	123	184	307	134	146	280
Disposals	(118)	(165)	(283)	(38)	(187)	(225)	(38)	(90)	(128)
Disposal of subsidiary undertakings	(53)	(108)	(161)				(2)	(9)	(11)
Transfer (to)/from investment property (Note 25)	(84)		(84)	(19)		(19)	23		23
At 31 December	1,675	1,624	3,299	1,733	1,622	3,355	1,662	1,613	3,275
Depreciation									
At 1 January	628	1,233	1,861	590	1,112	1,702	550	1,017	1,567
Exchange translation	8	31	39	5	7	12		(5)	(5)
Depreciation charge for the year	63	158	221	59	165	224	53	166	219
Impairment charges on property under construction	10		10						
Disposals	(29)	(135)	(164)	(26)	(51)	(77)	(12)	(60)	(72)
Disposal of subsidiary undertakings	(16)	(85)	(101)				(1)	(6)	(7)
At 31 December	664	1,202	1,866	628	1,233	1,861	590	1,112	1,702
Carrying value									
At 1 January	1,105	389	1,494	1,072	501	1,573	983	550	1,533
At 31 December	1,011	422	1,433	1,105	389	1,494	1,072	501	1,573

Included within Group property and equipment are assets that are in the course of construction amounting to £89m (2007 £306m, 2006 £353m) which are not depreciated until the assets are brought into use. These are primarily properties that will be classified as investment properties upon completion.

Notes to the Financial Statements
continued

25 Investment Properties

	2008	2007	2006
	£m	£m	£m
At 1 January	4,731	5,010	3,942
Additions	128		
Disposals	(398)	(58)	(2)
Exchange translation	1		
Net movement in properties held by policyholder funds	(143)	351	655
Fair value movement	(1,358)	(591)	438
Transfer from/(to) property and equipment (Note 24)	84	19	(23)
At 31 December	3,045	4,731	5,010

The Directors determine fair value of investment properties after consultation with external valuation experts, who have recent experience in the location and category of the property being valued. Fair values were determined having regard to recent market transactions for similar properties and in accordance with guidance published by the Royal Institution of Chartered Surveyors. Valuations are performed at least annually.

Rental income and expenses in respect of the above properties amounted to £241m and £15m respectively (2007 £221m and £11m respectively, 2006 £249m and £25m respectively). At 31 December 2008 investment properties of £3,001m (2007 £4,697m, 2006 £4,917m) are held in the Insurance & Investment business.

26 Operating Lease Assets

Assets leased to customers include the following amounts in respect of operating lease assets:

	2008			2007			2006		
	Cost	Depreciation	Carrying value	Cost	Depreciation	Carrying value	Cost	Depreciation	Carrying value
	£m	£m	£m	£m	£m	£m	£m	£m	£m
At 1 January	6,483	(1,840)	4,643	6,164	(1,483)	4,681	4,370	(1,255)	3,115
Exchange translation	96	(34)	62	(28)	30	2	(88)	34	(54)
Acquired through business combination							1,428		1,428
Additions	1,488		1,488	1,785		1,785	1,804		1,804
Disposals	(1,733)	685	(1,048)	(1,438)	598	(840)	(1,350)	550	(800)
Depreciation charge for the year		(1,178)	(1,178)		(985)	(985)		(812)	(812)
At 31 December	6,334	(2,367)	3,967	6,483	(1,840)	4,643	6,164	(1,483)	4,681

Future minimum lease payments under non-cancellable operating leases are due to be received in the following periods:

	2008	2007
	£m	£m
Not later than one year	849	864
Later than one year and not later than five years	2,245	1,920
Later than five years	52	689
	3,146	3,473

Included in the depreciation charge for the year is £144m (2007 £1m, 2006 £nil) in relation to changes in the estimated residual values of certain operating lease assets.

Total future minimum sub-lease income of £18m at 31 December 2008 (£25m at 31 December 2007, £19m at 31 December 2006) is expected to be received under non-cancellable sub-leases of the Group's premises.

Notes to the Financial Statements
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27 Deferred Costs

	2008	2007
	£m	£m
Deferred acquisition costs	423	352
Deferred origination costs	758	749
	1,181	1,101

The change in deferred costs is analysed as follows:

	2008	2007
	£m	£m
At 1 January	1,101	853
Acquisition costs deferred during the year	418	586
Amortisation	(312)	(340)
Transfers (Note 28)	(27)	
Disposals of subsidiary undertakings	(3)	
Exchange translation	4	2
At 31 December	1,181	1,101

28 Value of In-Force Long Term Assurance Business

	2008	2007	2006
	£m	£m	£m
At 1 January	3,184	3,104	2,847
Disposals			(16)
Unwind of discount rate	255	245	227
Expected return in the year	(527)	(415)	(479)
Effect of experience in the year	(736)	(201)	8
New business	523	567	558
Changes in assumptions	(96)	(180)	(32)
Transfers	164		
Exchange translation	225	64	(9)
At 31 December	2,992	3,184	3,104

Transfer from investment contracts to long term insurance contracts

During the year to 31 December 2008 changes have been made to certain investment bonds with additional life cover being added. In accordance with IFRS 4 'Insurance Contracts' this results in these products transferring from being accounted for as investment contracts to insurance contracts. This has resulted in a £281m increase in the value of in-force long term assurance business. This is partly offset by a net £96m, principally arising from a reduction in deferred origination costs, which are charged to fees and commission expense. The overall impact of this change is an increase in profit before tax of £185m.

Also included within transfers is £117m that relates to a transfer from value of in-force long term assurance business to deferred costs.

Assumptions

The key assumptions used in the measurement of the value of in-force long term assurance business relating to insurance contracts and investment contracts with a discretionary participating feature (DPF) are determined by the Board of Directors.

The economic assumptions that have the greatest effect on the calculation of the value in-force long term assurance business are set out below.

The experience assumptions set out in Note 30 also have a significant effect on the cash flow projections. The selection of these assumptions also requires the application of material judgement and is made with reference to historic trends, taking into account the analysis of actual versus expected experience as well as industry data.

Additional information on the long term assurance business risk is set out in the Risk Management Note 57.

Discount rate

The discount rate is used to calculate the present value of the future projected cash flows.

In 2008 each cash flow is valued using the discount rate consistent with that applied to such a cash flow in the capital markets. In practice, to achieve the same result, where the cash flows are either independent of or move linearly with market movements, a method has been applied known as the 'certainty equivalent' approach whereby it is assumed that all assets earn the risk free rate and all cash flows are discounted at the risk free rate. The risk free rate assumed in valuing in-force business is equal to the 15 year gilt yield. This applies to all business with the exception of immediate annuity business.

Notes to the Financial Statements
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28 Value of In-Force Long Term Assurance Business continued

The discount rate for annuity business is assumed to be higher than the risk free rate. Assets backing immediate annuity business are invested in a mix of government stocks and corporate bonds, which are generally held to maturity. The yield on corporate bonds typically exceeds the risk free rate, partly reflecting the risk of default, but also reflecting a premium required by investors as compensation for lower liquidity when compared with government stocks. The discount rate for annuity business is based on the risk free rate with an allowance for this 'liquidity premium'. It is assumed that the premium over the risk free rate is equal to 75% of the spread between the yield on HBOS's portfolio of corporate bonds and the yield on government stocks.

In 2007 the risk discount rate was increased to reflect the uncertainty associated with the projected cash flows. This increase can be broken down into two principal components, being the market risk component and the non-market risk component.

The market risk component represented an allowance for uncertainty as to the level of future margins that would actually be achieved by the Group's investments. The level of the market risk component was chosen so as to avoid capitalising any investment risk premiums over the long term view of the risk free rate of return. Following the move to the certainty equivalent approach in 2008, this adjustment is no longer required as it is assumed that all assets earn the risk free rate.

The non-market risk component represented an additional allowance in the risk discount rate to reflect the potential volatility of, and uncertainty around, the future level of non-market risk inherent in the contracts. In 2008 this has been replaced by an explicit allowance for non-market risk, as described below.

The breakdown of the discount rate is shown in the table below:

	2008	2007	2006
	%	%	%
Long term view of risk free rate of return	3.74	5.0	5.0
Market risk component	n/a	1.0	1.0
Non-market risk component	n/a	2.0	2.0
Total	3.74	8.0	8.0

Investment return

In 2008 it is assumed that all assets earn the risk free rate, in line with the certainty equivalent approach described above, with the exception of immediate annuity business. For annuity business the assumed return is equal to the risk free rate plus the allowance for the liquidity premium, calculated as described for the discount rate above.

In 2007 assumptions were set for each individual asset class based on the long term view of expected returns, and weighted to produce an investment return assumption for each particular class of business. The weighting was based on the long term asset allocation strategy for each class of business. In 2007 the long term view of expected returns was 5.0-5.5% for fixed interest securities and 7.5% for equities.

Expenses

Operating expense assumptions reflect the projected costs of maintaining and servicing in-force insurance contracts and investment contracts with DPF and associated overhead expenses. The current level of expenses is taken as an appropriate expense base. The current expenses are analysed having regard to the volume and type of business in force to derive per contract expense assumptions. These per policy expense assumptions are assumed to increase over the course of the projections in line with expected expenses over the plan period reverting to an assumed expense inflation rate of 3% (2007 3%, 2006 3%) thereafter.

Non-market risk

An allowance for non-market risk is made through the choice of best estimate assumptions based upon experience, which generally will give the mean expected financial outcome for shareholders and hence no further allowance for non-market risk is required. However, in the case of operational risk and the with-profits fund there are asymmetries in the range of potential outcomes for which an explicit allowance is made.

Changes in assumptions

During the year, the certainty equivalent approach described above was adopted, whereby it is assumed that all assets earn the risk free rate and all cash flows are discounted at the risk free rate. This applies to all business with the exception of immediate annuity business, for which the discount rate is based on the risk free rate plus an allowance for the liquidity premium. The certainty equivalent approach has the effect of increasing the value of in-force business assets by £143m in 2008, but has no effect on the valuation of the related insurance contract liabilities.

In addition to this, there were a number of changes to the underlying experience assumptions used to estimate the cashflows from the long term assurance business. The selection of these assumptions also requires the application of material judgement and is made with reference to historic trends, taking into account the analysis of actual versus expected experience as well as industry data.

Sensitivities

The tables below indicate the stand alone impact of changes to certain key variables on long term assurance business, this includes the impact on long term insurance contracts, investment contracts with DPF, value of in-force long term assurance business and related financial assets in support of the long term business but excluding those relating to investment contract liabilities.

Notes to the Financial Statements
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28 Value of In-Force Long Term Assurance Business continued

	Change in variable	2008 Increase/ (decrease) in profit after tax £m
Interest rates increase into perpetuity	25bps	(24)
Equity/property market values fall and thereafter increase based on the long term view of the risk free rate	-10%	(97)
Maintenance expenses fall and thereafter increase by the estimated expense inflation rate	-10%	46
Mortality/morbidity rates decrease across all non annuity policy types and age groups	-5%	33
Mortality rates decrease across all annuity policy types and age groups	-5%	(25)
Lapse and surrender rates decrease across all policy types and cohorts over the duration of their lives (excluding paid-up policies)	-10%	114
		2007
		Increase/ (decrease) in profit after tax £m
Interest rates increase into perpetuity	25bps	(23)
Equity/property market values fall and thereafter increase based on the long term view of the risk free rate	-10%	(106)
Maintenance expenses fall and thereafter increase by the estimated expense inflation rate	-10%	43
Mortality/morbidity rates decrease across all non annuity policy types and age groups	-5%	30
Mortality rates decrease across all annuity policy types and age groups	-5%	(20)
Lapse and surrender rates decrease across all policy types and cohorts over the duration of their lives (excluding paid-up policies)	-10%	77
		2006
		Increase/ (decrease) in profit after tax £m
Interest rates increase into perpetuity	25bps	(24)
	-10%	(77)
		101

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Equity/property market values fall and thereafter increase based on the long term view of the risk free rate

Maintenance expenses fall and thereafter increase by the estimated expense inflation rate	-10%	44
Mortality/morbidity rates decrease across all non annuity policy types and age groups	-5%	27
Mortality rates decrease across all annuity policy types and age groups	-5%	(18)
Lapse and surrender rates decrease across all policy types and cohorts over the duration of their lives (excluding paid-up policies)	-10%	64

Although the tables above demonstrate the impact of individual variable changes, in practice due to the correlation between certain variables change in one variable would normally be expected to have an impact on other assumptions. It should also be noted that in some instances these sensitivities are non-linear.

29 Other Assets

	2008	2007
	£m	£m
Reinsurance assets (Note 30)	1,396	963
Other assets	3,455	6,505
	4,851	7,468

Notes to the Financial Statements
continued

30 Insurance Contract Liabilities

	2008			2007		
	Gross liabilities £m	Reinsurance assets (Note 29) £m	Net of reinsurance £m	Gross liabilities £m	Reinsurance assets (Note 29) £m	Net of reinsurance £m
Long term insurance contract liabilities						
Insurance contracts within the with-profit funds	5,394		5,394	5,640		5,640
Insurance contracts within the non-profit funds	24,610	(1,387)	23,223	20,274	(956)	19,318
	30,004	(1,387)	28,617	25,914	(956)	24,958
General insurance contract liabilities						
Provision for unearned premiums	488	(5)	483	652	(7)	645
Claims provisions including claims incurred but not reported (IBNR)	220	(4)	216	298		298
	708	(9)	699	950	(7)	943
Total insurance contract liabilities	30,712	(1,396)	29,316	26,864	(963)	25,901

The change in insurance contract liabilities (net of reinsurance) is analysed as follows:

	2008 £m	2007 £m	2006 £m
At 1 January	25,901	24,103	21,082
Disposal of subsidiary undertakings	(27)		
Transfer from investment contracts to long term insurance contracts (Note 28)	6,203		
Changes in assumptions	61	(279)	(116)
(Reduction in)/additions to insurance liabilities arising	(3,279)	1,895	3,178
Exchange translation	457	182	(41)
At 31 December	29,316	25,901	24,103

Long term insurance contract liabilities

The Group principally writes the following long term contracts which contain insurance risk. The contracts also contain financial risk. The principal risks associated with each type of contract are described below.

Life assurance – The policyholder is insured against death or permanent disability usually for predetermined amounts (principally mortality and disability risk).

Annuity products – The policyholder is entitled to payments for the duration of their life and is therefore insured for living longer than expected (principally longevity and market risk).

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With-profit business – The primary purpose of these products is to provide a long term smoothed investment vehicle to the policyholder, protecting them against short term market fluctuations. The policyholder is also usually insured against death and the policy may carry an annuity option at maturity (principally market risk).

Unit-linked business – The primary purpose of these products is to provide an investment vehicle but where the policyholder is also insured against death (principally market risk).

Additional information on the risk associated with the long term assurance business is set out in note 57.

The table below sets out the extent of the above exposures based on the carrying value of the liabilities:

			2008			2007
	Insurance	Reinsurers'	Net	Insurance	Reinsurers'	Net
	contract	share of	insurance	contract	share of	insurance
	liabilities	contract	contract	liabilities	contract	contract
	£m	liabilities	liabilities	liabilities	liabilities	liabilities
		£m	£m	£m	£m	£m
Life assurance	636	(65)	571	327	(28)	299
Annuity products	2,198		2,198	2,041		2,041
With-profit	5,394		5,394	5,640		5,640
Unit-linked	21,759	(1,314)	20,445	17,893	(921)	16,972
Other	17	(8)	9	13	(7)	6
Total	30,004	(1,387)	28,617	25,914	(956)	24,958

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30 Insurance Contract Liabilities continued

Guarantees and options

The products with the most significant guarantees and options are certain with-profit bonds which allow surrenders at specified dates without market value adjustments being applied and withdrawals to be taken without penalty; certain contracts which provide guaranteed minimum levels of return on policyholder contributions made to the contract; and certain pension contracts containing an option that allows the policyholder to take an annuity benefit at any time between their 60th and 75th birthday on annuity rates that were guaranteed at the outset of the contract. There are no other material guarantees and options within the long term assurance business other than those discussed above.

For contracts where there are guarantees and options the most significant factor in determining the cost of the guarantees and options (other than economic conditions in which the option or guarantee has value) is the actual take up rate of options. The most significant factor in determining take up rates is customer behaviour which is influenced by a number of factors including the value of the contract, and the financial circumstances of the individuals. The financial impact is dependent on the value of corresponding investments, interest rates and longevity at the time of the claim.

In order to measure the risk of these guarantees, the Group makes use of statistical modelling techniques where appropriate to determine the possible and most likely range of outcomes. To help mitigate the risks, the Group makes use of matching techniques in order to hedge part of the expected cash flows arising under the guarantees in these contracts with financial instruments.

Experience and valuation rates of interest assumptions

The assumptions used in the measurement of insurance liabilities are determined by the board of directors. Material judgement is required in the choice of assumptions relating to insurance contracts.

The assumptions that have the greatest effect on the measurement of the insurance contract liabilities are set out by type of business below.

Mortality and longevity rates

The process used to determine the Group's mortality and longevity assumptions starts with an internal investigation of the Group's actual mortality experience over the last five years. This investigation is updated regularly.

The results of this investigation are considered in the context of a number of factors including the credibility of the results (which will be affected by the volume of data available), any exceptional events that have occurred during the period being considered, any known or expected trends in underlying data and relevant published market data.

The rates derived from the Group's experience are adjusted in the light of the factors mentioned above to derive a set of 'best estimate' rates. No deliberate margins for prudence are introduced as part of this process. These 'best estimate' assumptions will be used in the projection of 'best estimate' cash flows, such as the measurement of the value of in-force long term assurance business.

For insurance contracts within the non-profit funds, the liabilities are assessed on a prudent basis and hence the rates used need to include a margin for adverse deviation that will increase liabilities and provide some protection from the risk that actual experience is worse than the 'best estimate' assumptions.

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For insurance contracts within the with-profit fund, the liabilities are required to be determined using the realistic or 'best estimate' assumptions.

The mortality tables used to determine insurance contract liabilities are as follows:

	2008	2007
Non-profit policies		
Pension annuities		
Males	90% PMA92 mc (1.5% minimum improvement)	98% PMA92 mc (1.5% minimum improvement)
Females	87% PMA92 mc (1% minimum improvement)	80% PFA92 75%mc (1% minimum improvement)
Term assurances		
Males	33% - 138% TM92	24% - 79% TM92
Females	33% - 94% TF92	26% - 95% TF92
Unit-linked policies		
Life assurance and pensions	49.5% - 88% AM92/AF92	58% - 143% AM92/AF92
With-profit policies		
Life assurance and pensions	60.5% - 88% AM92/AF92	49% - 132% AM92/AF92

For life assurance policies, increased mortality rates would lead to a larger number of claims and claims occurring sooner than anticipated, increasing the expenditure and reducing profits. For annuity contracts, the opposite is true.

Notes to the Financial Statements
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30 Insurance Contract Liabilities continued

Lapse and surrender rates (persistency)

A lapse occurs when the termination of a contract results from the non-payment of premiums due under that contract. A surrender occurs when a policyholder decides to voluntarily terminate their contract. Paid-up and partial surrender are additional forms of lapse and surrender.

The process used to determine contract lapse and surrender rates is similar to that used to determine mortality and longevity rates. The previous experience of the Group from 2005 to 2007 is analysed using statistical techniques. As the experience can vary considerably between different product types and for contracts which have been in force for different periods, the internal analysis breaks the data down into broadly homogeneous groups for the purposes of this analysis. This analysis is updated regularly.

The most recent experience is considered along with the results of previous analyses in order to determine a 'best estimate' view of what persistency experience will be in the future. In determining this 'best estimate' view, a number of factors are considered including the credibility of the results (which will be affected by the volume of data available), any exceptional events that have occurred during the period being considered, any known or expected trends in underlying data and relevant published market data.

These 'best estimate' assumptions will be used in the projection of 'best estimate' cash flows, such as the measurement of the value of in-force long term assurance business. For insurance contracts within the non-profit funds, the liabilities are calculated assuming a prudent scenario. For insurance contracts within the with-profit fund, the liabilities are required to be determined using the realistic or 'best estimate' assumptions.

Lapse and surrender rates vary according to both contract type and the length of time a contract has been in force. No lapse and surrender rates have been presented because it is impractical to summarise the information in a meaningful manner.

The impact of an increase in lapse and surrender rates on contracts without guarantees and options would most likely result in a decrease in profits, as the contracts would no longer be in force to generate cash flows in the future. However, for certain policies with valuable guarantees and options (principally within the with-profit fund), increased lapse and surrender rates may be beneficial to the Group as the policyholder loses the ability to exercise the potentially valuable guarantee or option when their policy terminates.

Valuation rate of interest

The valuation rate of interest is the rate used to discount the projected cash flows on the contracts in order to determine the value of the liabilities as at the reporting date.

For insurance contracts within the non-profit funds, the liabilities are calculated using an estimate of the prudent valuation rate of interest determined according to specific rules set out by the Financial Services Authority.

For insurance contracts within the with-profit fund, the liabilities are calculated using a realistic or market consistent valuation rate of interest based on the prevailing economic conditions at the time of the liability assessment without further adjustment.

The valuation rates of interest used are as follows:

	2008	2007
Non-profit policies		
Pension annuities	2.2% - 4.9%	4.1% - 5.3%
Term assurances	2.5% - 3.7%	3.5% - 4.4%
Unit-linked policies		
Life assurance	3.1% - 3.4%	3.3% - 4.0%
Pensions	2.4% - 3.4%	4.1% - 4.9%

In isolation, an increase in the valuation rate of interest decreases liabilities leading to an increase in profits or vice versa.

Discretionary participating bonus rates

The distributions to policyholders with insurance and investment contracts with DPF are determined by the board of directors of subsidiaries based on local regulations and in line with arrangements in individual policy contracts. For insurance and investment contracts with DPF in the with-profit fund, the distributions to policyholders are governed by the fund's Principles and Practices of Financial Management. No material changes were made to the distribution policies for insurance and investment contracts with DPF during the year under review.

Changes in experience and valuation rate of interest assumptions

The only significant changes to the assumptions used to calculate the value of policyholder liabilities at the year ended 31 December 2008 from those used at the year end 31 December 2007 were due to the change in valuation rates of interest which were updated to reflect prevailing economic conditions at the balance sheet date. The valuation rate of interest assumptions were broadly matched by changes in the valuation of investment securities.

Notes to the Financial Statements
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30 Insurance Contract Liabilities continued

General insurance contract liabilities

The insurance business's general insurance claim provisions including IBNR by policy type are set out in the table below:

	2008			2007		
	Gross claims provisions £m	Reinsurers' share of claims provisions £m	Net claims provisions £m	Gross claims provisions £m	Reinsurers' share of claims provisions £m	Net claims provisions £m
Repayment insurance	113	(4)	109	94		94
Household insurance	104		104	192		192
Other insurance	3		3	12		12
Total	220	(4)	216	298		298

Assumptions

For general insurance contracts, claims provisions (comprising provisions for claims reported by policyholder and IBNR claims) are established to cover the ultimate costs of settling the liabilities in respect of claims that have occurred and are estimated based on known facts and anticipated experience at the balance sheet date. The provisions are refined as part of a regular ongoing process as claims experience develops, certain claims are settled and further claims are reported. Outstanding claims provisions are not discounted for the time value of money.

The measurement process primarily includes projection of future claims costs through a combination of actuarial and statistical projection techniques. In certain cases, where there is a lack of reliable historical data on which to estimate claims development, relevant benchmarks of similar business are used in developing claims estimates.

The principal assumption underlying the estimates is the general insurance business's past claims development experience. This includes assumptions in respect of average claims costs, claims handling costs, claims inflation factors, and claim numbers for each accident year. Judgement is used to assess the extent to which external factors such as judicial decisions and government legislation affect the estimates.

Additional information on the Group's general insurance risk is given on pages 28 to 30 of the Risk Management report.

General insurance claims development table

The development of general insurance liabilities provides a measure of the Group's ability to estimate the ultimate value of claims. The top half of the table below illustrates how the Group's estimate of total claims outstanding for each accident year has changed at successive year ends. The bottom half of the table reconciles the cumulative claims to the net liability appearing in the balance sheet. The accident year basis is considered the most appropriate for the business written by the Group.

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Accident year	2001	2002	2003	2004	2005	2006	2007	2008	Total
	£m	£m	£m	£m	£m	£m	£m	£m	£m
Estimate of ultimate claims costs:									
At end of accident year	62	77	85	177	328	363	482	324	
One year later	50	56	62	158	278	316	391		
Two years later	48	55	66	154	277	313			
Three years later	48	55	66	155	274				
Four years later	48	55	65	155					
Five years later	48	55	65						
Six years later	48	55							
Seven years later	48								
Current estimate of cumulative claims	48	55	65	155	274	313	391	324	1,625
Cumulative payments to date	(48)	(55)	(65)	(153)	(272)	(305)	(365)	(146)	(1,409)
Total net liability included in the balance sheet				2	2	8	26	178	216

31 Investment Contract Liabilities

	2008	2007
	£m	£m
Investment contract liabilities	29,057	40,387
Investment contract liabilities with a discretionary participating feature	6,161	7,192
	35,218	47,579
Investment contracts related to collective investment schemes	4,264	5,249
Total investment contract liabilities	39,482	52,828

Notes to the Financial Statements
continued

32 Unallocated Surplus

	2008	2007	2006
	£m	£m	£m
At 1 January	1,493	1,543	974
Change in the year	(942)	(50)	569
At 31 December	551	1,493	1,543

The nature of certain insurance and investment contracts with DPF within the with-profit fund is such that the allocation of the surplus assets between the policyholder and the Group has not been determined at the end of the accounting period. The unallocated surplus comprises these surplus assets and is deemed to be a liability until allocation to the appropriate party has been determined. In accordance with the requirements of FRS 27 'Life Assurance', as permitted by IFRS4, the 'best estimate' of the Group's share of future bonuses has been recognised as part of the unallocated surplus.

Sensitivities

The table below indicates the stand alone impact of changes to certain key variables that have the greatest impact on the Group's with-profit fund. These are shown with reference to the unallocated surplus and the underlying with-profit liabilities:

	Change in variable	Increase/ (decrease) in liabilities £m	2008 Impact on unallocated surplus £m
Interest rates increase into perpetuity	25bps	(117)	
Equity/property market values fall and thereafter increase based on the long term view of the risk free rate	-10%	(312)	(96)
Lapse and surrender rates decrease across all policy types and cohorts (excluding paid-up policies)	-10%	36	(36)
	Change in variable	Increase/ (decrease) in liabilities £m	2007 Impact on unallocated surplus £m
Interest rates increase into perpetuity	25bps	(94)	29
Equity/property market values fall and thereafter increase based on the long term view of the risk free rate	-10%	(652)	(257)

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	Change in variable	Increase/ (decrease) in liabilities £m	2006 Impact on unallocated surplus £m
Lapse and surrender rates decrease across all policy types and cohorts (excluding paid-up policies)	-10%	16	(16)
Interest rates increase into perpetuity	25bps	(142)	26
Equity/property market values fall and thereafter increase based on the long term view of the risk free rate	-10%	(757)	(201)
Lapse and surrender rates decrease across all policy types and cohorts (excluding paid-up policies)	-10%	16	(16)

Although the tables above demonstrate the impact of individual variable changes, in practice due to the correlation between certain variables a change in one variable would normally be expected to have an impact on other assumptions. It should also be noted that in some instances these sensitivities are non-linear.

Notes to the Financial Statements
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33 Retirement Benefit Obligations

The Group operates defined benefit and defined contribution pension schemes, as well as defined benefit post retirement medical and concessionary mortgage plans. The charge for the year in respect of the pension schemes is £272m (2007 £206m, 2006 £208m) comprising £167m (2007 £141m, 2006 £161m) for defined benefit schemes, £101m (2007 £60m, 2006 £44m) for defined contribution schemes and £4m (2007 £5m, 2006 £3m) for other post retirement benefits. The Group's IAS pension surplus across all defined benefit post employment plans as at 31 December 2008 comprises an asset of £629m and a deficit of £152m (gross of deferred tax) giving a net surplus of £477m. As at 31 December 2007, the IAS 19 position was a deficit of £347m (gross of deferred tax).

Defined contribution post employment benefit plans

The principal Group defined contribution plan is the HBOS Group Money Purchase Scheme. It is funded by contributions from colleagues and the Group. New colleagues are automatically enrolled in the scheme unless they opt out.

The level of Group contributions for the majority of members who contribute at the core rate of 4% is 6%. In addition, if members wish to pay more, then the Group will also make further contributions in respect of the members first 4% of additional contributions. For the majority of members, stepping their contribution rate to 8% will result in the Group stepping up its rate to 12%. Higher levels of Group contributions are available to more senior colleagues. Alternatively, members may elect to pay a lower contribution of 2% and receive Group contributions at 3%. These were the levels of contributions for colleagues and Group for the majority of the existing members at April 2006 and other colleagues who were automatically enrolled into the plan. The respective default rates for colleague and Group contributions have been increased to 3% and 4.5% in 2007 and were increased to 4% and 6% in 2008. The expense of all the Group defined contribution plans for the year ended 31 December 2008 was £101m (2007 £60m, 2006 £44m).

Defined benefit post employment benefit plans

The Group provides several defined benefit plans. The main scheme is the HBOS Final Salary Pension Scheme (HBOS FSPS) which is a closed funded scheme. It was formed in July 2006 through the merger of the Group's four main UK defined benefit schemes. Accordingly disclosures prior to the date of the merger have been re-analysed to show pro forma comparatives for the HBOS FSPS based on the comparative disclosures of the four legacy schemes.

Separate disclosures for all other defined benefit pension plans within the Group are made under the heading 'Other Schemes'. These contain a mixture of funded and unfunded schemes and arrangements.

Separate disclosures are also made on a combined basis for the unfunded post retirement medical plans and concessionary mortgage plans under the heading 'Other Post Retirement Benefits'.

The Group sponsors the HBOS FSPS Equitable Life Assurance Scheme (closed funded scheme), the unfunded scheme as included within the Other Schemes and the post retirement medical and mortgage schemes as included within Other Post Retirement Benefits. The net assets of these schemes are £576m, £53m, £(49)m and £(55)m respectively totalling £525m (2007 £(263)m, £(44)m and £(53)m respectively totalling £(360)m, 2006 £778m, £44m and £55m respectively totalling £877m). Accordingly the disclosures relating to the HBOS FSPS and Other Post Retirement Benefits are also those of the Group.

The unfunded scheme in the Group had a liability of £44m at the start of the year (2007 £44m, 2006 £42m) and £49m at the year end (2007 £44m, 2006 £44m). The pension expense relating to the unfunded scheme in the Group is £3m (2007 £2m, 2006 £3m) and is comprised of an interest cost and current service cost of £3m and £nil respectively (2007 £2m and £nil, 2006 £2m and £1m). In addition benefits paid by the Group in respect of the unfunded scheme during the year amounted to £2m (2007 £2m, 2006 £1m). The unfunded pension liabilities have been secured by assets held by the Group. These assets, comprising listed investment securities held at a value of £51m at 31 December 2008 (2007 £56m, 2006 £36m), are included in the Group's investment securities and would only be available to members in the event of certain contingencies, such as the failure to pay benefits.

The assets of the Group's funded schemes are held in separate trustee-administered funds, which are independent of the Group's own assets, to meet the long term pension liabilities of past and present employees. The trustees of the schemes are required to act with regard to the best interests of the schemes' beneficiaries and a number of trustees are nominated or elected by the members of the schemes. The trustees, in consultation with the Group, set the schemes' investment strategies and, with the agreement of the Group, set the level of contributions to be made to the schemes.

The liabilities of the defined benefit schemes are measured by discounting the estimated future cash flows to be paid out by the schemes using the projected unit method. This method is an accrued benefit valuation technique that makes allowances for projected earnings. The Group estimates the average duration of the liabilities of the defined benefit scheme to be 23 years.

Following its formation in 2006, the first funding valuation and the most recent published valuation of the HBOS FSPS was carried out as at 31 December 2006 by an independent actuary. The financial assumptions adopted within this valuation were based upon the economic conditions prevailing at the date of valuation. This resulted in the Group adjusting the rate of regular contributions to around 23% of pensionable salaries with effect from July 2007. From 1 June 2008 a salary sacrifice was introduced. Under this arrangement all member contributions are instead paid by the Group, with a corresponding adjustment made to members' net salaries. (This similarly applies to the defined contribution schemes noted above). In the light of the deficit of £95m under the assumptions agreed for the valuation, the Group also agreed to make annual deficit contributions of £50m per annum for each of the years 2007 to 2010 inclusive. The Group has paid £100m in respect of the first two years contribution during 2007. As such no deficit contributions were paid in 2008. The level of contributions payable to the scheme is expected to be reviewed again following completion of the next scheduled funding valuation, due as at 31 December 2009.

The Group operates a post retirement medical plan for certain former employees and provides post retirement mortgage benefits to both current and retired employees.

Notes to the Financial Statements
continued

33 Retirement Benefit Obligations continued

On 1 January 2008, the Clerical Medical International Pension Scheme, which is a funded defined benefit plan, included within Other Schemes was merged with the HBOS FSPS. In anticipation of this, the Group paid a deficit reduction contribution of £5m during 2007 as part of the merger agreement.

The Group's net post retirement benefit liabilities in respect of its defined benefit plans are analysed as follows:

	2008				2007			
	HBOS FSPS £m	Other Schemes £m	Other Post Retirement Benefits £m	Total £m	HBOS FSPS £m	Other Schemes £m	Other Post Retirement Benefits £m	Total £m
Defined benefit obligations	(6,195)	(514)	(55)	(6,764)	(7,072)	(551)	(53)	(7,676)
Fair value of assets	6,771	470		7,241	6,809	520		7,329
Net asset/(liabilities)	576	(44)	(55)	477	(263)	(31)	(53)	(347)
Movements in the net post retirement benefit liabilities were as follows:								
At 1 January	(263)	(31)	(53)	(347)	(778)	(79)	(55)	(912)
Pension expense	(157)	(10)	(4)	(171)	(131)	(10)	(5)	(146)
Group contributions	191	30		221	250	42		292
Benefits paid directly by the Group		2	2	4		1	2	3
Actuarial gains/(losses)	805	(35)		770	396	15	5	416
At 31 December	576	(44)	(55)	477	(263)	(31)	(53)	(347)
Movements in the defined benefit obligations were as follows:								
At 1 January	7,072	551	53	7,676	6,952	549	55	7,556
Effect of scheme merger	26	(26)						
Current service cost	198	13	1	212	210	12	2	224
Plan participant contributions	11	1		12	23	1		24
Interest cost	404	31	3	438	358	28	3	389
Benefits paid	(208)	(15)		(223)	(165)	(19)		(184)
Benefits paid directly by the Group		(2)	(2)	(4)		(1)	(2)	(3)
Net actuarial (gains)/losses	(1,320)	(67)		(1,387)	(311)	(24)	(5)	(340)
Past service cost	12	2		14	5	1		6
Settlement/curtailment		(9)		(9)		(4)		(4)
Foreign exchange translation		35		35		8		8
At 31 December	6,195	514	55	6,764	7,072	551	53	7,676
Movements in the fair value of								

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plan assets were as follows:

At 1 January	6,809	520	7,329	6,174	470	6,644
Effect of scheme merger	21	(21)				
Actual return on plan assets	(53)	(65)	(118)	527	24	551
Group contributions	191	30	221	250	42	292
Plan participant contributions	11	1	12	23	1	24
Benefits paid	(208)	(15)	(223)	(165)	(19)	(184)
Settlement/curtailment		(13)	(13)		(6)	(6)
Foreign exchange translation		33	33		8	8
At 31 December	6,771	470	7,241	6,809	520	7,329
The fair value of plan assets at 31 December comprise the following:						
Equity instruments	2,814	234	3,048	3,940	260	4,200
Bonds	3,779	137	3,916	2,478	129	2,607
With-profit investments		15	15		50	50
Property	178	7	185	298	8	306
Other assets		77	77	93	73	166
Total value of assets	6,771	470	7,241	6,809	520	7,329

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Notes to the Financial Statements
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33 Retirement Benefit Obligations continued

	HBOS FSPS	Other Schemes	Other Post Retirement Benefits	2006 Total
	£m	£m	£m	£m
Defined benefit obligations	(6,952)	(549)	(55)	(7,556)
Fair value of assets	6,174	470		6,644
Net post retirement benefit liabilities	(778)	(79)	(55)	(912)
Movements in the net post retirement benefit liabilities were as follows:				
At 1 January	(1,701)	(91)	(49)	(1,841)
Pension expense	(148)	(13)	(3)	(164)
Group contributions	826	31		857
Benefits paid directly by the Group		1	2	3
Actuarial gains/(losses)	245	(7)	(5)	233
At 31 December	(778)	(79)	(55)	(912)
Movements in the defined benefit obligations were as follows:				
At 1 January	6,635	500	49	7,184
Current service cost	210	9	1	220
Plan participant contributions	21	3		24
Interest cost	319	25	2	346
Benefits paid	(144)	(11)		(155)
Benefits paid directly by the Group		1	(2)	(1)
Net actuarial (gains)/losses	(96)	32	5	(59)
Past service cost	7	1		8
Settlement/curtailment		(7)		(7)
Foreign exchange translation		(4)		(4)
At 31 December	6,952	549	55	7,556
Movements in the fair value of plan assets were as follows:				
At 1 January	4,934	409		5,343
Actual return on plan assets	537	47		584
Group contributions	826	31		857
Plan participant contributions	21	3		24
Benefits paid	(144)	(11)		(155)
Settlement/curtailment		(7)		(7)
Foreign exchange translation		(2)		(2)
At 31 December	6,174	470		6,644
The fair value of plan assets at 31 December comprise the following:				
Equity instruments	4,190	277		4,467

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Bonds	1,636	58	1,694
With-profit investments		54	54
Property	270		270
Other assets	78	81	159
Total value of assets	6,174	470	6,644

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Notes to the Financial Statements
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33 Retirement Benefit Obligations continued

The expense recognised in the income statement for the year ending 31 December comprises:

	2008				2007			
	HBOS	Other	Other	Total	HBOS	Other	Other	Total
	FSPS	Schemes	Post Retirement Benefits		FSPS	Schemes	Post Retirement Benefits	
	£m	£m	£m	£m	£m	£m	£m	£m
Current service cost	198	13	1	212	210	12	2	224
Interest cost	404	31	3	438	358	28	3	389
Expected return on assets	(462)	(35)		(497)	(442)	(33)		(475)
Settlement/curtailment		4		4		2		2
Past service cost	12	2		14	5	1		6
Effect of scheme merger	5	(5)						
Total expense	157	10	4	171	131	10	5	146

	2006			
	HBOS	Other	Other	Total
	FSPS	Schemes	Post Retirement Benefits	
	£m	£m	£m	£m
Current service cost	210	9	1	220
Interest cost	319	25	2	346
Expected return on assets	(388)	(22)		(410)
Settlement/curtailment				
Past service cost	7	1		8
Total pension expense	148	13	3	164

The actuarial gains/(losses) recognised in the statement of recognised income and expense for the year ending 31 December comprises:

	2008				2007			
	HBOS	Other	Other	Total	HBOS	Other	Other	Total
	FSPS	Schemes	Post Retirement Benefits		FSPS	Schemes	Post Retirement Benefits	
	£m	£m	£m	£m	£m	£m	£m	£m
Actuarial gain/(loss) on plan assets	(515)	(100)		(615)	85	(9)		76
		(22)	(3)	(25)	(91)	(4)	1	(94)

Experience (loss)/gain on plan liabilities								
Gain/(loss) from change in assumptions	1,320	87	3	1,410	402	28	4	434
Total actuarial gains/(losses)	805	(35)		770	396	15	5	416

								2006
				HBOS	Other	Other		Total
				FSPS	Schemes	Post Retirement Benefits		
				£m	£m	£m		£m
Actuarial gain on plan assets				149	25			174
Experience gain on plan liabilities				136	7	1		144
Loss from change in assumptions				(40)	(39)	(6)		(85)
Total actuarial gains/(losses)				245	(7)	(5)		233

The Group's policy for recognising actuarial gains and losses is to take them directly to reserves in the period in which they arise.

A gain of £568m (2007 gain of £312m, 2006 gain of £163m) (net of tax) was recognised in the consolidated statement of recognised income and expense in the year. Cumulative actuarial gains and losses recognised in the consolidated statement of recognised income and expense at 31 December 2008 amounts to a gain of £744m (2007 a gain of £176m, 2006 loss of £136m) (net of tax).

Notes to the Financial Statements
continued

33 Retirement Benefit Obligations continued

The expected and actual returns on plan assets for the HBOS FSPS and other schemes is as follows:

	2008			2007		
	HBOS FSPS £m	Other Schemes £m	Total £m	HBOS FSPS £m	Other Schemes £m	Total £m
Expected return on plan assets	462	35	497	442	33	475
Actuarial gain/(loss) on plan assets	(515)	(100)	(615)	85	(9)	76
Actual return on plan assets	(53)	(65)	(118)	527	24	551
						2006
	HBOS FSPS £m	Other Schemes £m	Total £m	HBOS FSPS £m	Other Schemes £m	Total £m
Expected return on plan assets	388	22	410			
Actuarial gain/(loss) on plan assets	149	25	174			
Actual return on plan assets	537	47	584			
						2006
	HBOS FSPS £m	Other Schemes £m	Total £m	HBOS FSPS £m	Other Schemes £m	Total £m
Defined benefit obligations	(6,195)	(514)	(6,709)	(7,072)	(551)	(7,623)
Fair value of plan assets	6,771	470	7,241	6,809	520	7,329
Net assets/(liabilities)	576	(44)	532	(263)	(31)	(294)
Experience adjustments on plan liabilities:						
(Loss)/gain (£m)		(22)	(22)	(91)	(4)	(95)
Percentage of plan liabilities (%)		5	1	1	1	1
Experience adjustments on plan assets:						
Gain/(loss) (£m)	(515)	(100)	(615)	85	(9)	76
Percentage of plan assets (%)	8	21	8	1	(2)	1
						2006
	HBOS FSPS £m	Other Schemes £m	Total £m	HBOS FSPS £m	Other Schemes £m	Total £m
Defined benefit obligations	(6,952)	(549)	(7,501)			
Fair value of plan assets	6,174	470	6,644			

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Net liabilities	(778)	(79)	(857)
Experience adjustments on plan liabilities:			
(Loss)/gain (£m)	136	7	143
Percentage of plan liabilities (%)	(2)	(1)	(2)
Experience adjustments on plan assets:			
Gain/(loss) (£m)	149	25	174
Percentage of plan assets (%)	2	5	3

The mortality assumptions used in 2008 are unchanged from those adopted following the 31 December 2006 valuation of the FSPS. For current and deferred pensioners table PNA00 projected to 2006 using the base level of improvements from the '92' series, with subsequent future improvements in line with the '92' series 'medium cohort' projections have been used with a 10% loading to the female table reducing life expectancy. This is to align it with actual experience for the schemes' pensioners. For active members table A92ULT multiplied by 70% has been used.

Notes to the Financial Statements
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33 Retirement Benefit Obligations continued

Summary of assumptions and membership data

The following assumptions and data have been used in respect of the defined benefit pension schemes:

	2009	2008	2007	HBOS FSPS 2006	2009	2008	2007	Other Schemes 2006
Actuarial assumptions at beginning of the year								
Discount rate (%)	6.25	5.70	5.15	4.85	5.7	5.70	5.15	4.85
RPI inflation rate	3.0	3.4	3.0	2.8	3.4	3.4	3.0	2.8
Expected return on plan assets (a) (%)	5.53	6.78	7.18	7.15	6.66	6.66	6.86	6.29
Salary increases (b) (%)	3.5	3.9	3.5	3.3	3.9	3.9	3.5	3.3
Pension increases (c) (%)	3.0	3.3	3.0	2.8	3.3	3.3	3.0	2.8
Life expectancy at age 60 (years)								
Retired members								
Males	26	26	26	23	26	26	26	23
Females	27	27	27	26	27	27	27	26
Non-retired members								
Males	27	27	27	24	27	27	27	24
Females	29	29	29	27	29	29	29	27

- (a) The expected return on plan assets shown above is a weighted average based on the current investment strategy. Return seeking assets (eg equities) are assumed to return 7.55% pa, low risk matching assets (predominantly gilts) are assumed to return 3.85% pa, corporate bonds are assumed to return 6.25% pa, with profits funds are assumed to return 6.25% pa, and property is assumed to return 6.5% pa.
- (b) In addition to the general assumed rate of salary increases, there is a separate assumed salary scale of increases due to promotions and increasing seniority worth about 0.5% in overall terms.
- (c) The pension increase is on the excess over the Guaranteed Minimum Pension. Pensions which are guaranteed to increase at a rate of at least 3% per annum have been assumed to increase at 3.25% per annum for the end of year calculations (3.60% per annum for 2007 and 3.40% per annum for 2006).

The expected Group contributions for the year commencing 1 January 2009 total £274.5m (2008 £215.9m)

A summary of the membership data at the end of each year is as follows:

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	2008	2007	HBOS FSPS		2008	2007	Other Schemes	
			2006	2005			2006	2005
Active members								
Number	26,061	27,893	30,044	32,504	1,149	2,581	2,113	2,289
Covered annual payroll (£m)	729	745	747	764	67	106	82	78
Average age	41	42	41	41	45	43	44	43
Average length of service	15	15	14	13	12	11	11	12
Deferred members								
Number	37,037	35,869	35,167	32,844	1,996	2,557	2,019	1,969
Average age	45	42	42	44	45	44	47	44
Retired members								
Number	15,909	14,460	13,866	12,932	684	675	677	644
Total annual pensions (£m)	144	129	120	112	13	18	10	9
Average age	65	64	63	64	64	63	64	65

The membership data above reflects the transfer of Clerical Medical International Scheme into the HBOS FSPS.

The principal assumptions used in the calculation of the other post retirement benefits are the discount rate, which is the same as that used for the pension schemes and the medical cost trend rate which has been assumed to be the same as the discount rate.

Sensitivity analysis for each of the principal assumptions used to measure the scheme liabilities, showing the increase in defined benefit obligations at 31 December 2008, is set out below:

Factor	change in assumption	HBOS FSPS		Other Schemes	
		Increase 2008	Increase 2007	Increase 2006	Increase 2006
Discount rate	decrease 0.1%	2.3%	2.3%	2.3%	2.2%
Rate of inflation	increase 0.1%	2.3%	2.3%	2.2%	2.2%
Rate of salary growth	increase 0.1%	0.4%	0.5%	0.4%	0.5%
Life expectancy at age 60	increase by 1 year	2.7%	2.7%	2.7%	2.4%

Notes to the Financial Statements
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34 Deferred Tax

The statutory position reflects the deferred tax assets and liabilities as disclosed in the consolidated balance sheet and takes account of the inability to offset assets and liabilities where there is no legally enforceable right of offset. The tax disclosure of deferred tax assets and liabilities tie to the amount outlined in the table below which splits the deferred tax assets and liabilities by type.

	2008	2007	2006
	£m	£m	£m
Statutory position			
Deferred tax liabilities	227	2,600	3,349
Deferred tax asset	(2,556)	(70)	(758)
Net deferred tax (asset)/liability	(2,329)	2,530	2,591
	2008	2007	2006
	£m	£m	£m
Tax disclosure			
Deferred tax liabilities	1,608	2,945	3,349
Deferred tax asset	(3,937)	(415)	(758)
Net deferred tax (asset)/liability	(2,329)	2,530	2,591

At 31 December 2008 a deferred tax liability of £255m (2007 £251m, 2006 £214m) relating to investments in subsidiaries has not been recognised because the Group controls whether or not the liability will be incurred and it is satisfied that it will not be incurred in the foreseeable future.

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through taxable profits is probable. Deferred tax assets of £92m (2007 £nil) have not been recognised in respect of capital losses carried forward as there are no predicted future capital profits. Capital losses can be carried forward indefinitely. In addition, deferred tax assets of £69m (2007 £62m) have not been recognised in respect of Eligible Unrelieved Foreign tax (EUFT) and carried forward as there are no predicted future taxable profits against which the unrelieved foreign tax credits can be utilised. EUFT can be carried forward indefinitely.

As a result of the Finance Act 2007, the main UK corporation tax rate reduced from 30% to 28% in April 2008. UK deferred tax balances that are not expected to have been realised by April 2008 have been restated at the rate of 28%. In addition, the German corporation tax rate reduced from 25% to 15% in January 2008.

The movement in the net position is as follows:

	2008	2007	2006
	£m	£m	£m
At 1 January	2,530	2,591	1,751
(Credit)/charge to income for the year (Note 13)	(2,964)	199	661
(Credit)/charge to equity for the year (Note 13)	(2,089)	(86)	139
Disposals	41		
Changes in rates of corporation tax recognised in income (Note 13)		(178)	

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Changes in rates of corporation tax recognised in equity (Note 13)			1	
Transfer to current tax				37
Acquisitions				60
Other movements		153	3	(57)
At 31 December		(2,329)	2,530	2,591

Analysed as follows:

	Capital allowances	Available for sale investments	Employee benefits	Long term assurance business	Effective interest rate	Other	Total
	£m	£m	£m	£m	£m	£m	£m
Deferred tax liabilities							
At 1 January 2008	1,060	15		1,610	98	162	2,945
Credit to income for the year	(518)		(78)	(1,012)	(12)	(62)	(1,682)
(Credit)/charge to equity for the year		(15)	202			2	189
Disposals	(3)					(3)	(6)
Other movements	72		20	70			162
At 31 December 2008	611		144	668	86	99	1,608

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Notes to the Financial Statements
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34 Deferred Tax continued

Available for sale investments	Cash flow hedges	Employee benefits	Provisions	Other	Trading losses c/fwd	2008
						Total
£m	£m	£m	£m	£m	£m	£m
At 1 January 2008	(34)	(98)	(168)	(115)		(415)
Charge/(credit) to income for the year	975	98	(348)	(494)	(1,513)	(1,282)
Credit to equity for the year	(1,902)	(376)				(2,278)
Disposals			47			47
Other movements	3		(9)	(2)	(1)	(9)
At 31 December 2008	(924)	(410)	(478)	(611)	(1,514)	(3,937)

Deferred tax assets in respect of employee benefits primarily relate to retirement benefit plans. Deferred tax assets relating to share based compensation are included in other.

Deferred tax liabilities	Capital allowances	Available for sale investments	Cash flow hedges	Long term assurance business	Effective interest rate	Other	2007
							Total
£m	£m	£m	£m	£m	£m	£m	£m
At 1 January 2007	1,112	96	182	1,738	131	90	3,349
Charge/(credit) to income for the year	31	(9)		(44)	(29)	88	37
(Credit)/charge to equity for the year		(65)	(182)	5		(1)	(243)
Changes in rates of corporation tax recognised in income	(76)			(101)	(7)	(12)	(196)
Changes in rates of corporation tax recognised in equity		(7)					(7)
Other movements	(7)			12	3	(3)	5
At 31 December 2007	1,060	15		1,610	98	162	2,945

Deferred tax assets	Cash flow hedges	Employee benefits	Provisions	Other	2007
					Total
£m	£m	£m	£m	£m	£m

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At 1 January 2007		(284)	(213)	(261)	(758)
Charge to income for the year		46	36	80	162
(Credit)/charge to equity for the year	(37)	130		64	157
Changes in rates of corporation tax recognised in income		1	9	8	18
Changes in rates of corporation tax recognised in equity	3	5			8
Other movements		4		(6)	(2)
At 31 December 2007	(34)	(98)	(168)	(115)	(415)

	Capital allowances	Available for sale investments	Cash flow hedges	Long term assurance business	Effective interest rate	Other	2006 Total
	£m	£m	£m	£m	£m	£m	£m
At 1 January 2006	928	65	57	1,416	122	171	2,759
Charge to income for the year	112	7		294	9	(75)	347
Charge/(credit) to equity for the year		20	125				145
Transfers to current tax		4				33	37
Acquisitions	85						85
Other movements	(13)			28		(39)	(24)
At 31 December 2006	1,112	96	182	1,738	131	90	3,349

	Employee benefits	Provisions	Other	2006 Total
	£m	£m	£m	£m
At 1 January 2006	(541)	(294)	(173)	(1,008)
Charge to income for the year	189	84	41	314
Charge/(credit) to equity for the year	56		(62)	(6)
Acquisitions			(25)	(25)
Other movements	12	(3)	(42)	(33)
At 31 December 2006	(284)	(213)	(261)	(758)

Notes to the Financial Statements
continued

35 Other Liabilities

	2008	Group 2007
	£m	£m
Unclaimed shares	150	151
Other liabilities	4,959	4,921
	5,109	5,072

Unclaimed shares comprise the net sale proceeds of certain Halifax Group Limited (formerly Halifax Group plc) ordinary shares which, following the Halifax Group restructuring which took effect on 1 June 1999, represented Halifax plc ordinary shares. These shares were issued to meet claims for Halifax plc ordinary shares from qualifying members of Halifax Building Society and others following the transfer of business from Halifax Building Society to Halifax plc in 1997. This liability also includes the related unclaimed dividends up to the date of sale and the unclaimed capital payments arising from the Halifax Group restructuring in 1999. These amounts are being held on behalf of the persons who would have been entitled to claim the shares before they were sold. Amounts representing the sale proceeds, together with the unclaimed capital payments, can be claimed during a period of nine years from the date of sale (30 August 2001) after which time they will be forfeited. Amounts representing the related unclaimed dividends can be claimed during the period of twelve years from the date of the resolution for payment of each dividend, after which time they will be forfeited. Following an internal reorganisation on 1 July 2002, responsibility for these balances was assumed by the Group.

36 Provisions

	Regulatory provisions	Other provisions	Total
	£m	£m	£m
At 1 January 2008	106	69	175
Exchange translation		3	3
Charge to administrative expenses	200	31	231
Utilised in year	(10)	(52)	(62)
At 31 December 2008	296	51	347
	Regulatory provisions	Other provisions	Total
	£m	£m	£m
At 1 January 2007	131	70	201
Exchange translation		3	3
Charge to administrative expenses	122	17	139
Utilised in year	(147)	(21)	(168)
At 31 December 2007	106	69	175

	Mortgage endowment compensation	Other	Total
	£m	£m	£m
At 1 January 2006	188	90	278
Exchange translation		(2)	(2)
Additional provision in the year	95	14	109
Utilised in year	(152)	(32)	(184)
At 31 December 2006	131	70	201

The Group is an authorised institution and operates in the UK or overseas within the regulatory framework established in the UK by the Financial Services Authority or overseas by local regulatory bodies. As a result of this, regulatory provisions are established when a legal or constructive obligation exists as a result of a past event where it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Regulatory provisions include the following:

- i) the estimated cost of making redress payments to customers in respect of past product sales where sales processes have been deficient or where fees and premiums have been overcharged; and
- ii) the costs estimated by management for the Financial Services Compensation Scheme management expense levy against deposit taking firms to fund the UK compensation scheme for customers of authorised financial services firms that are unable to pay claims made against them. Further details are given below.

In addition, other provisions include property-related costs in respect of surplus leased space that amounted to £39m (2007 £27m, 2006 £27m) at the year end, provisions for long term and annual leave, provisions in respect of legal liabilities and for obligations under reward programmes.

The timing of cash outflows for regulatory and other provisions can be uncertain and depend on a number of variables outwith the control of the Group. It is estimated that £191m (2007 £35m, 2006 £95m) of the outstanding provisions will be settled within the next year.

Notes to the Financial Statements
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36 Provisions continued

Financial Services Compensation Scheme (FSCS)

The Financial Services Compensation Scheme (FSCS) is the UK's statutory compensation scheme for customers of authorised financial services firms that are unable to pay claims made against them. HBOS plc, as an authorised firm, is obliged to pay levies to the FSCS as part of its funding arrangements, as explained below.

The FSCS raises levies against firms authorised by the Financial Services Authority (FSA) in respect of its management expenses and compensation costs. Under a new funding system introduced on 1 April 2008, the levies are split into five broad classes, one of which is protected deposits. Each deposit-taking firm contributes an amount in respect of these costs, which is proportionate to their share of the protected deposits for the relevant year. The levies are subject to the maximum thresholds determined by the FSA.

Since October 2008, the FSCS has contributed to the costs of transferring, and/or paid compensation to, the customers of certain failed firms (including Bradford & Bingley plc, Kaupthing Singer & Friedlander Limited, Heritable Bank plc, Landsbanki's Icesave and London Scottish Bank plc). As a result, the FSCS is now a creditor of these firms.

To fund these activities, the FSCS has obtained interest-only finance from HM Treasury of £19.7 billion (as at 16 December 2008), which is due to be refinanced in 2011. The FSCS expects the amounts owed to it by failed firms to be reduced as assets are realised or other payments are made to creditors. In turn, this will enable the FSCS to reduce its borrowings from HM Treasury. In the meantime, the FSCS will need to meet its anticipated obligations in respect of interest payments on its borrowings through management expenses levies on authorised firms.

The FSA, on behalf of the FSCS, has issued guidance regarding the levies to be made by the FSCS in 2009. This guidance indicates that the FSCS is expected to raise the next levy before 31 March 2009 and that the annual limit on the FSCS management expenses levy for 2008/9 has been set at £1 billion. HBOS has accrued a charge of £200m in respect of forecast management expenses levies for the levy years 2008/09 and 2009/10 that are based upon its share of protected deposits as at 31st December 2007 and 2008 respectively.

When the existing borrowing with HM Treasury is refinanced in 2011, a repayment schedule for the outstanding principal will be agreed between HM Treasury and the FSCS, after which the FSCS will raise compensation costs levies against firms in respect of these amounts. These levies could be significant. However, no provision has been made for these costs to date as their amount is unknown and is not expected to be quantifiable until 2011 at the earliest.

37 Debt Securities in Issue

		2008		2007	
At fair value through the income statement	At amortised cost	Total	At fair value through the income statement	At amortised cost	Total

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	£m	£m	£m	£m	£m	£m
Certificates of deposits		50,956	50,956		63,680	63,680
MTNs issued		48,630	48,630		29,199	29,199
Covered bonds		34,022	34,022		39,184	39,184
Commercial paper		12,132	12,132		28,648	28,648
Securitisation		42,708	42,708	1,842	43,967	45,809
		188,448	188,448	1,842	204,678	206,520

Included within commercial paper above is £2,979m (2007 £11,954m) issued by the Grampian conduit and £nil (2007 £137m) by the Landale conduit.

The additional amount contractually payable on maturity of the debt securities held at fair value through the income statement at 31 December 2008 was £294m. During 2007 £0.1m movement in the fair value of these liabilities was attributable to changes in credit spread risk.

38 Other Borrowed Funds

	2008	2007
	£m	£m
Preferred securities	3,969	4,973
Preference shares	2,614	1,571
Subordinated liabilities:		
Dated	15,078	10,964
Undated	8,458	6,745
	30,119	24,253

Notes to the Financial Statements
continued

38 Other Borrowed Funds continued

	2008	2007
	£m	£m
Preferred securities		
US\$750m 6.071% Non-cumulative Perpetual Preferred Securities of US\$1,000 each	513	374
US\$1,000m 6.85% Non-cumulative Perpetual Preferred Securities of US\$1,000 each	684	499
£600m 6.461% Guaranteed Non-voting Non-cumulative Perpetual Preferred Securities Series A of £1,000 each	600	600
£250m 8.117% Non-cumulative Perpetual Preferred Securities Series 1 of £1,000 each (Class A)	250	250
£150m 7.754% Non-cumulative Perpetual Preferred Securities Series 2 of £1,000 each (Class B)	150	150
£245m 7.881% Guaranteed Non-voting Non-cumulative Preferred Securities	245	245
€415m Fixed to Floating Rate Guaranteed Non-voting Non-cumulative Preferred Securities	396	305
€750m 4.939% Non-voting Non-cumulative Perpetual Preferred Securities	716	551
£2bn 6.0064/6.0895% Fixed Rate Perpetual Securities		2,000
Other Preferred Securities		4
Unamortised issue costs	(22)	(24)
Accrued interest	32	36
Fair value hedge adjustments	405	(17)
	3,969	4,973

During 2007 Fortrose Investments Ltd, a subsidiary, issued £2,000m of Fixed Rate Perpetual Securities and other subsidiaries issued Preferred Securities totalling £4m, all of which were redeemed during 2008.

	2008	2007
	£m	£m
Preference shares		
£300m 9 1/4% Non-cumulative Irredeemable £1 preference shares	300	300
£100m 9 3/4% Non-cumulative Irredeemable £1 preference shares	100	100
US\$750m 6.413% Fixed to Floating Rate US\$1 Series A preference shares	513	374
US\$750m 5.92% Fixed to Floating Rate US\$1 Series B preference shares	513	374
US\$750m 6.657% Fixed to Floating rate US\$1 preference shares	513	374
Unamortised issue costs	(11)	(9)
Accrued interest	32	27
Fair value hedge adjustments	654	31
	2,614	1,571

The US\$750m 6.413% Fixed to Floating Rate series A preference shares, the US\$750m 5.92% Fixed to Floating Rate series B preference shares and the US\$750m 6.657% Fixed to Floating Rate preference shares have been issued in the form of American Depositary Receipts.

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On 21 May 2007 HBOS plc issued 7,500 American Depositary Receipts representing US\$750m 6.657% Fixed to Floating Rate US\$1 preference shares. These are Tier I non-innovative non-equity preference shares that were issued at \$1,000 per share. Dividends are payable semi-annually in arrears until 21 May 2037 at which date the Group has the option to redeem them. Thereafter, dividends are payable at a rate of three month LIBOR plus 1.27% per annum payable quarterly in arrears and can be redeemed by the Group on any dividend payment date.

There have been no new issues during 2008. On 15 January 2009 HBOS plc issued £3,000m HMT preference shares (Note 58).

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Notes to the Financial Statements
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38 Other Borrowed Funds continued

	2008	2007
	£m	£m
Dated subordinated liabilities		
€650m 4.75% Subordinated Bonds 2009	621	477
€500m 5.50% Instruments 2009	478	367
US\$500m Notes 2010	342	249
US\$150m Notes 2011	103	75
€750m Subordinated Fixed Rate Notes 2012	716	551
€12.8m 6.25% Instruments 2012	12	9
€1,000m Subordinated Callable Fixed/Floating Rate Instruments 2013		734
€325m 6.125% Notes 2013	310	239
US\$1,000m 4.25% Subordinated Guaranteed Notes 2013	684	499
JPY60bn 0.55% Subordinated Callable Notes 2013		267
US\$500m Subordinated Callable Notes 2014	342	249
£250m 11% Subordinated Bonds 2014	250	250
€1,000m 4.875% Subordinated Notes 2015	955	734
€500m Callable Floating Rate Subordinated Notes 2016	478	367
€500m Subordinated Notes 2016	478	367
US\$750m Notes 2016	513	374
€1,000m Subordinated Lower Tier II Notes 2017	955	734
US\$1,000m Subordinated Callable Notes 2017	684	499
Aus\$400m Subordinated Callable Floating Rate Instruments 2017	189	175
Aus\$200m Subordinated Callable Fixed/Floating Rate Instruments 2017	95	88
Can\$500m Callable Fixed to Floating Rate Notes 2017	279	254
£500m Lower Tier II Subordinated Notes 2017	500	500
£150m 10.5% Subordinated Bonds 2018	150	150
US\$2,000 6.75% Subordinated Fixed Rate Notes 2018	1,368	
£250m 6.375% Instruments 2019	250	250
€750m Callable Fixed to Floating Rate Subordinated Notes 2019	716	551
£500m 9.375% Subordinated Bonds 2021	500	500
€160m Subordinated Fixed Rate Notes 2021	153	117
€400m 6.45% Fixed/Floating Subordinated Guaranteed Bonds 2023	382	294
€175m 6.5% Subordinated Fixed Rate Notes 2023	167	
€750m Fixed Rate Step-up Subordinated Notes due 2030	716	551
US\$750m 6.00% Subordinated Notes 2033	513	374
Unamortised premiums, discounts and issue costs	(29)	(32)
Accrued interest	261	221
Fair value hedge adjustments	947	(70)
	15,078	10,964

During the year the following dated subordinated liabilities have been issued:

On 8 April 2008 HBOS plc issued €175m Subordinated Lower Tier 2 Notes at par. The notes pay interest at a rate of 6.5% plus Indexation (HICP excluding tobacco for Eurozone) annually in arrears until maturity on 8 April 2023.

On 21 May 2008 HBOS plc issued US\$2bn Subordinated Lower Tier 2 Notes at an issue price of 99.334% of the principal amount. The notes pay interest at a rate of 6.75% per annum, payable semi-annually in arrears until maturity on 21 May 2018.

During 2007 the following dated subordinated liabilities were issued:

On 20 March 2007 HBOS plc issued €1bn Subordinated Lower Tier 2 Notes at an issue price of 99.954% of the principal amount. The notes pay interest at a rate of three month Euribor plus 0.2% per annum payable quarterly in arrears until 21 March 2012 at which time the interest rate will become three month Euribor plus 0.7% per annum payable quarterly in arrears until maturity in March 2017. The Group has the option to redeem these notes on 21 March 2012 and quarterly thereafter.

On 27 April 2007 HBOS plc issued Aus\$400m Subordinated Callable Floating Rate and Aus\$200m Subordinated Callable Fixed/Floating Rate Australian Domestic Instruments at issue prices of 100% and 99.423% of the principal amount respectively. The fixed rate notes pay interest at a rate of 6.75% and the floating rate notes at three month AUD-BBR-BSW plus 0.26% per annum payable quarterly in arrears until 1 May 2012 at which time both interest rates will become three month AUD-BBR-BSW plus 0.76% per annum payable quarterly in arrears until maturity in May 2017. The Group has the option to redeem these notes on 1 May 2012 and quarterly thereafter.

Notes to the Financial Statements
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38 Other Borrowed Funds continued

On 6 June 2007 HBOS plc issued US\$1bn Subordinated Callable Notes at par. The notes pay interest at a rate of three month US\$ LIBOR plus 0.2% per annum payable quarterly in arrears until 6 September 2012 at which time the interest rate will become three month US\$ LIBOR plus 0.7% per annum payable quarterly in arrears until maturity in September 2017. The Group has the option to redeem these notes on 6 September 2012 and quarterly thereafter.

On 20 June 2007 HBOS plc issued Can\$500m Callable Fixed to Floating Rate Notes at par. The notes are subordinated and pay interest at a rate of 5.109% per annum payable quarterly in arrears until 20 June 2012 at which time the interest rate will become three month CAD-BA-CDOR plus 0.65% per annum payable quarterly in arrears until maturity in June 2017. The Group has the option to redeem these notes on 20 June 2012 and quarterly thereafter.

On 15 October 2007 HBOS plc issued €160m Subordinated Fixed Rate Notes at par. The notes pay interest at a rate of 5.374% per annum payable annually and mature on 30 June 2021.

On 17 October 2007 HBOS plc issued £500m Lower Tier 2 Subordinated Notes at an issue price of 99.9% of the principal amount. The notes pay interest at a rate of 6.305% per annum payable semi-annually until 18 October 2012 at which time the interest rate will become three month LIBOR plus 1.2% per annum payable quarterly in arrears until maturity in October 2017. The Group has the option to redeem these notes on 18 October 2012 and quarterly thereafter.

No repayment, for whatever reason, of dated subordinated liabilities prior to its stated maturity and no purchase by the relevant entity of its subordinated debt may be made without the consent of the Financial Services Authority. On a winding up of the Group or subsidiary, the claims of the holders of dated loan capital shall be subordinated in right of payment to the claims of all depositors and creditors of the Group or subsidiary undertaking, other than creditors whose claims are expressed to rank pari passu with, or junior to, the claims of the holders of the dated loan capital.

	2008	2007
	£m	£m
Undated subordinated liabilities		
£500m Cumulative Callable Fixed to Floating Rate Undated Subordinated Notes	500	500
€750m 4.875% Undated Fixed to Floating Rate Subordinated Notes	716	551
€500m Floating Rate Undated Subordinated Notes	478	367
US\$1,000m 5.375% Undated Fixed to Floating Rate Subordinated Notes	684	499
€750m Undated Subordinated Fixed to Floating Notes	716	551
£600m 5.75% Undated Subordinated Step-up Notes	600	600
€500m Fixed to Floating Rate Undated Subordinated Notes	478	367
£300m Perpetual Regulatory Tier One Securities	300	300
£300m 7.5% Undated Subordinated Step-up Notes	300	300
JPY42.5bn 3.50% Undated Subordinated Yen Step-up Notes	321	189
£200m Perpetual Notes	200	200
£200m 7.375% Undated Subordinated Guaranteed Bonds	200	200
€300m Floating Rate Undated Subordinated Step-up Notes	287	220
US\$250m Floating Rate Primary Capital Notes	171	125
£150m Instruments	150	150

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JPY17bn Instruments	128	76
£100m Instruments	100	100
£100m 12% Perpetual Subordinated Bonds	100	100
£100m 8.75% Perpetual Subordinated Bonds	100	100
£75m 13.625% Perpetual Subordinated Bonds	75	75
JPY9bn Instruments		40
£50m 9.375% Perpetual Subordinated Bonds	50	50
£500m 5.75% Undated Subordinated Step-up Notes	500	500
€750m 4.25% Perpetual Fixed/Floating Rate Reset Subordinated Guaranteed Notes	716	551
Unamortised premiums, discounts and issue costs	(46)	(71)
Accrued interest	145	146
Fair value hedge adjustments	489	(41)
	8,458	6,745

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Notes to the Financial Statements
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38 Other Borrowed Funds continued

On 19 March 2008 HBOS plc issued £750m Undated Fixed to Floating Rate Subordinated Notes at an issue price of 99.25% of the principal amount to HBOS Capital Funding No. 4 L.P., a subsidiary undertaking. The notes pay interest at a rate of 9.54% per annum, payable semi-annually in arrears until 19 March 2018 at which time the interest rate will become 3 month LIBOR plus 6.75% per annum payable quarterly in arrears. The Group has the option to redeem these notes on 19 March 2018 and quarterly thereafter. Upon consolidation this is eliminated and minority interest arises, as disclosed in Note 41.

No exercise of any redemption option or purchase by the relevant entity of any of the undated subordinated liabilities may be made without the consent of the Financial Services Authority. On a winding up of the Group or subsidiary, the claims of the holders of undated loan capital shall be subordinated in right of payment to the claims of all depositors and creditors of the Group or subsidiary other than creditors whose claims are expressed to rank pari passu with, or junior to the claims of the holders of the undated loan capital. The undated loan capital is junior in point of subordination to the dated loan capital referred to above.

39 Share Capital

	Ordinary shares	Preference shares	Total
	£m	£m	£m
Allotted, called up and fully paid			
At 1 January 2007	941	198	1,139
Issued under employee share schemes	5		5
Ordinary share buyback	(13)		(13)
At 31 December 2007 and 1 January 2008	933	198	1,131
Issued under employee share schemes	10		10
Rights Issue	375		375
Capitalisation issue	34		34
At 31 December 2008	1,352	198	1,550

Authorised share capital

On 29 April 2008 HBOS announced that it would make a rights issue of two new ordinary shares for every five ordinary shares held at a price of 275p per share. On 26 June 2008 a General Meeting increased the authorised share capital of HBOS plc by 2,900m ordinary shares to 7,640m ordinary shares and approved the rights issue. The rights issue was completed in July and raised £3,987m net of expenses of £137m. On 12 December 2008 an Extraordinary General Meeting increased the authorised share capital of HBOS plc by a further 7,500m to 15,140m.

At 31 December 2008 the authorised share capital comprised:

Ordinary shares

15,140 million ordinary shares of 25 pence each (2007 4,740 million).

Preference shares

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198,065,600 6.475% non-cumulative perpetual preference shares of £1 each (2007 198,065,600),
350,002 6.3673% fixed to floating preference shares class of £1 each (2007 350,000),
750,000 6.0884% non-cumulative preference shares of £1 each (2007 750,000),

The terms of the following preference shares when issued are such that these shares are classified as other borrowed funds rather than issued share capital.

2,597 million preference shares of £1 each (2007 2,597 million),
200 million 6 1/8% non-cumulative redeemable preference shares of £1 each (2007 200 million),
375 million 9 1/4% non-cumulative irredeemable preference shares of £1 each (2007 375 million),
125 million 9 3/4% non-cumulative irredeemable preference shares of £1 each (2007 125 million),
250,000 8.117% non-cumulative perpetual preference shares class 'A' of £10 each (2007 250,000),
150,000 7.754% non-cumulative perpetual preference shares class 'B' of £10 each (2007 150,000),
3,000 million preference shares of €1 each (2007 3,000 million),
4,998 million preference shares of US\$1 each (2007 4,998 million),
750,000 6.413% non-cumulative callable fixed to floating rate preference shares series 'A' of US\$1 each (2007 750,000),
750,000 5.92% non-cumulative callable fixed to floating rate preference shares series 'B' of US\$1 each (2007 750,000),
750,000 6.657% non-cumulative callable preference shares of US\$1 each (2007 750,000),
750,000 6.657% non-cumulative callable preference shares of US\$1 each (2007 750,000),
1,000 million preference shares of Aus\$1 each (2007 1,000 million),
1,000 million preference shares of Can\$1 each (2007 1,000 million),
400 million preference shares of JPY250 each (2007 nil),
3,000,000 12% fixed to floating callable non-cumulative preference shares of £1 each (2007 nil).

Note 38 details the preference shares that have been issued and classified as other borrowed funds.

Issued share capital

At 31 December 2008 the Group's issued ordinary share capital, excluding shares held in Treasury, amounted to 5,406,574,275 shares (2007 3,730,415,166). The Group's issued preference share capital amounted to 199,165,602 (2007 199,165,600).

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39 Share Capital continued

HBOS plc completed the rights issue in July 2008 issuing 1,500m ordinary shares of 25p each and raising £3,987m net of expenses of £137m.

During the year HBOS plc used 2,589,000 shares previously purchased under the 2007 share buyback programme to satisfy employee share scheme demands. During the year HBOS plc has bought no further ordinary shares (2007 50m) at a total consideration of nil (2007 £500m). At 31 December 2008 no shares (2007 2,589,000) bought back remained in Treasury.

The Group operates a number of share option plans and savings related option plans for colleagues. Details of these, including the impact of the rights issue, is given in Note 40.

On 15 January 2009 HBOS plc issued 7,482m ordinary shares under a placing with HM Treasury (see Note 58).

40 Share-based Payments

As a result of the acquisition of the Group by Lloyds TSB on 16th January 2009, some of the share schemes vested in the period between 12 January 2009, and 16 January 2009. For further details, see Note 58. This note therefore reflects the position of the share schemes as at 31 December 2008. Details of the accelerated vesting, together with the financial effects will be disclosed in the financial statements for 2009.

During the year ended 31 December 2008, the Group operated the following share-based payment arrangements, which were predominantly equity-settled:

Sharesave plan

Colleagues may enter into contracts through the sharesave schemes to save up to £250 per month for a fixed term of 3, 5 or 7 years. At the end of the savings period a tax-free bonus is added to the savings and colleagues have the option to acquire shares in the Group at a price equal to 80% of the share price agreed.

Share option plans

The final award under the HBOS plan was made in 2004. Under this plan options over shares at market value, with a face value equal to 20% of salary, were awarded to all colleagues with the exception of those of level 8 and above. A separate option plan exists for St. James's Place, which awards options in respect of HBOS shares, and which continues to operate.

Free shares

This was introduced in 2005 under the share incentive plan legislation as a replacement for the share option plan (not including the St. James's Place plan). In broad terms, it covers all colleagues, and free shares up to a limit of £3,000 annually are awarded to each colleague.

Sharekicker plan	This provides colleagues with the opportunity to purchase shares with a proportion of their annual net bonus. For every two shares purchased a matching share is awarded after three years.
Performance sharekicker plan	With effect from September 2008, the EPS sharekicker plan was renamed the Performance Sharekicker Plan. The plan is open to colleagues of level 7 and above (in relation to annual net bonuses) and colleagues of level 8 and above (in relation to net bonuses payable under the two-year incentive scheme). This provides colleagues with the opportunity to purchase shares with a proportion of their annual net bonus. For every two shares purchased a matching share is awarded after three years. For the 2006 and 2007 awards, matching shares awarded under this plan depends on EPS performance over the three year vesting period. For the 2008 award, matching shares awarded under this plan depends on EPS performance in excess of the RPI and on operating cost performance over the three year vesting period.
Long term incentive plan	For most senior colleagues, share grants of varying percentages of salaries are made and colleagues may receive up to 200% of the grant depending on the Group's annualised TSR compared to the annualised weighted average TSR of a basket of comparator companies, over a three year period. See below for further detail.
Executive stock option plan	The final award under this plan was in 2000. Under this plan, options were granted at market value to certain colleagues. The options vested upon satisfaction of a performance measure over a three year period. Options are exercisable from the date the measure is satisfied until the tenth anniversary of the date of grant.
St. James's Place plans	Various St. James's Place plc option and share plans are offered to some of its colleagues.
Insight Investment plan	In 2007 Insight Investment Management Ltd converted an existing incentive scheme into a share-based payment arrangement, offering options and/or shares to some of its colleagues.
Invista Real Estate plans	Various share-based plans are offered to certain colleagues in Invista Real Estate Investment Management Holdings plc.

Notes to the Financial Statements
continued

40 Share-based Payments continued

The table below summarises the share-based payment awards granted in 2008 and 2007:

	Sharesave interim	Sharesave plan	Share option plan(b)	Free shares	Sharekicker plan	Performance Sharekicker plan	Long term incentive plan	Long term Incentive Plan Insight (d)
Awards in 2008								
Date of grant	2 October	28 March	27 February	5 September	20 March	20 March	6 March	14 March
Number granted (pre rights issue)	78,625,974	27,762,345	1,220,709	21,048,159	8,572,591(c)	1,366,451(c)	3,360,653	18,152,934
Number granted (post rights issue) (e)	78,625,974	27,960,647	1,229,428	21,048,159	8,707,637	1,387,977	3,413,594	18,438,902
Awards in 2007								
Date of grant		30 March	1 March	7 August	23 March	23 March	15 March	18 December
Number granted		4,614,933	620,957	8,372,685	4,535,816(c)	722,340(c)	2,163,888	7,082,532
Awards in 2006								
Date of grant		21 September	2 March	8 August	23 March	16 March	30 March	
Number granted		9,669,771	495,585	7,370,115	4,707,159(c)		1,915,822	
Transfer on 16 March 2007(d)					(527,155)	527,155(c)		
Contractual life	3.5, 5.5 and 7.5 years	3.5, 5.5 and 7.5 years	7 years	3 years	3 years	3 years	3 years	5 years
Vesting conditions	3.25, 5.25 and 7.25 years vesting period(a)	3.17, 5.17 and 7.17 years vesting period(a)	3 years service	3 years service	3 years service	3 years service and achievement of target	3 years service and achievement of TSR target	3 years service

- (a) Although the savings periods are three, five and seven years the vesting periods are slightly longer since savings commence after the grant date.
- (b) The awards relate to the St. James's Place plan.
- (c) These are the number of deferred shares purchased.
- (d) Award of options include nil-priced options and options with an exercise price equal to the price of the Group's B ordinary shares based on the most recently approved annual valuation of the Insight business at the date of the grant. If all options and shares outstanding under the Insight Investment Plan at 31 December 2008 vested on that date, 46.6 million HBOS shares would be required to meet this.
- (e) The rights issue in July 2008 assumed a cashless take up of the rights at a nil-paid rights price of 11.274p.

Movements in options

Movements in options granted under the various equity participation plans mentioned above are as follows:

	2008		2007		2006	
	Number	Weighted average exercise price (£)	Number	Weighted average exercise price (£)	Number	Weighted average exercise price (£)
Sharesave plan						
Outstanding at 1 January	40,293,627	6.65	48,560,991	6.29	46,576,267	5.86
Granted during the year	106,388,319	2.95	4,614,933	8.44	9,669,771	7.93
Rights issue	264,059					
Exercised during the year	(5,903,580)	5.52	(9,626,924)	5.52	(4,877,672)	5.62
Forfeited during the year	(2,763,722)	5.38	(2,949,595)	7.11	(2,536,970)	6.13
Expired during the year	(2,536,600)	5.88	(305,778)	6.08	(270,405)	5.79
Cancelled during the year	(60,319,267)	5.12				
Outstanding at 31 December	75,422,836	2.80	40,293,627	6.65	48,560,991	6.29
Exercisable at 31 December	25,638	5.54	585,472	4.52	2,067,132	5.70

	2008		2007		2006	
	Number	Weighted average exercise price (£)	Number	Weighted average exercise price (£)	Number	Weighted average exercise price (£)
Share option plans						
Outstanding at 1 January	20,782,033	7.26	35,860,579	7.13	63,355,372	6.92
Granted during the year	1,220,709	6.57	620,957	10.71	495,885	9.99
Rights issue	128,630					
Exercised during the year	(55,211)	6.68	(15,123,252)	7.10	(25,667,956)	6.68
Forfeited during the year	(2,688,778)	7.28	(576,251)	7.20	(2,322,722)	7.05
Outstanding at 31 December	19,387,383	7.16	20,782,033	7.26	35,860,579	7.13
Exercisable at 31 December	17,079,383	7.01	19,211,979	7.05	6,888,530	6.85

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continued

40 Share-based Payments continued

		2008		2007		2006
	Number	Weighted	Number	Weighted	Number	Weighted
	of options	average	of options	average	of options	average
		exercise		exercise		exercise
		price (£)		price (£)		price (£)
Executive stock option plan						
Outstanding at 1 January	813,927	6.28	1,251,907	6.11	2,042,488	5.78
Rights issue	5,267					
Exercised during the year	(2,000)	5.91	(395,980)	5.79	(790,581)	5.24
Forfeited during the year	(202,731)	5.94	(42,000)	5.87		
Outstanding and exercisable at 31 December	614,463	6.34	813,927	6.28	1,251,907	6.11

For the sharesave plan, the weighted average share price at the date of exercise for share options exercised during the year was £6.77. The options outstanding at 31 December 2008 had exercise prices in the range of £2.20 to £8.38 and a weighted average remaining contractual life of 4.6 years.

For the share option plans, the weighted average share price at the date of exercise for share options exercised during the year was £6.66. The options outstanding at 31 December 2008 had exercise prices in the range of £6.49 to £10.64 and a weighted average remaining contractual life of 1.5 years.

For the executive stock option plan, the weighted average share price at the date of exercise for share options exercised in the year was £6.42. The options outstanding at 31 December 2008 had exercise prices in the range of £5.35 to £7.07 and a weighted average remaining contractual life of 1.5 years.

Financial assumptions underlying the calculation of fair value

The fair value expense has been based on the fair value of the instruments granted, as calculated using appropriate pricing models.

The table below shows the assumptions and models used to calculate the grant date fair value of awards in 2008, 2007 and 2006:

	Sharesave	Sharesave	Share	Free Sharekicker	Performance	Long
	interim	plan	option	shares	sharekicker	term
			plan(b)		plan	incentive
					plan	plan
Awards in 2008						
Fair value (pence)	84	76	152	282	163(d)	397
Share price (pence)	170	540	657	282	446	574
Exercise price (pence)	220	508	657			

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Expected volatility (% p. a.)(a)	40	40	40	N/A	N/A	N/A	N/A
Expected dividends (% p.a.)	5	9.1	6.8	N/A	11.0(e)	11.0(e)	N/A(f)
Risk-free interest rate (% p.a.)	4.1	4.2	4.5	N/A	N/A	N/A	N/A
Awards in 2007							
Fair value (pence)		260	182	945	474(d)	947	756
Share price (pence)		1,047	1,071	945	1,062	1,062	1,017
Exercise price (pence)		844	1,071				
Expected volatility (% p.a.)(a)		20	20	N/A	N/A	N/A	N/A
Expected dividends (% p.a.)		4.0	3.5	N/A	3.9(e)	3.9(e)	N/A(f)
Risk-free interest rate (% p.a.)		5.3	5.3	N/A	N/A	N/A	N/A
Awards in 2006							
Fair value (pence)		299	167	974	451(d)	947	554
Share price (pence)		1,057	999	974	1,001	1,024	959
Exercise price (pence)		793	999				
Expected volatility (% p.a.) (a)		20	15	N/A	N/A	N/A	15
Expected dividends (% p.a.)		3.6	3.4	N/A	3.6(e)	4.0(e)	N/A(f)
Risk-free interest rate		4.9	4.4	N/A	N/A	N/A	N/A
Pricing model	Black - Scholes	Black - Scholes	Binomial Lattice	(c)	Black - Scholes	Black - Scholes	Monte Carlo Simulation

(a) Expected volatility is based on an analysis of both the Group's historical volatility over the twelve months preceding the date of each award and the volatility implied by the price of traded options as at the date of each award.

(b) The awards relate to the St. James's Place plan.

(c) As no performance conditions attach to these awards and dividends are reinvested, the fair value is the same as the face value of the awards.

(d) The fair value of Sharekicker awards reflects that a share is automatically awarded for every two held after three years.

(e) Dividends payable on the matching shares during the vesting period are not awarded to the recipient.

(f) Dividends payable on the shares during the vesting period are reinvested and so no dividend yield assumption is required.

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40 Share-based Payments continued

	Long term incentive plan Insight (Nil - pricedoptions)	Long term incentive plan Insight (Market value options)
Awards in 2008		
Fair value (pence)	234	47
Share price (pence)	249	249
Exercise price (pence)	Nil	249
Expected volatility (% p. a.)(a)	25	25
Expected dividends (% p.a.)	2	2
Risk-free interest rate (% p.a.)	4.3	4.3
Awards in 2007		
Fair value (pence)	233	72
Share price (pence)	214	214
Exercise price (pence)	Nil	214
Expected volatility (% p.a.)	25	25
Expected dividends (% p.a.)	2	2
Risk-free interest rate (% p.a.)	4.4	4.4
Pricing model	Black - Scholes	Black - Scholes

(a) Expected volatility is based on an analysis of both the Group's historical volatility over the twelve months preceding the date of each award and the volatility implied by the price of traded options as at the date of each award.

(b) The awards relate to the St. James's Place plan.

(c) As no performance conditions attach to these awards and dividends are reinvested, the fair value is the same as the face value of the awards.

(d) The fair value of Sharekicker awards reflects that a share is automatically awarded for every two held after three years.

(e) Dividends payable on the matching shares during the vesting period are not awarded to the recipient.

(f) Dividends payable on the shares during the vesting period are reinvested and so no dividend yield assumption is required.

Early exercise assumptions

The following allowance has been made for the impact of early exercise once options have vested:

Sharesave plan

As the length of the exercise window is only six months all option holders are assumed to exercise halfway through the exercise

window.

St. James's Place plan

It is assumed that half of the option holders will exercise their options each year if the share price is at least 15% above the exercise price.

Allowance for performance conditions

The long term incentive plan includes a market based performance condition based on the Group's total shareholder return relative to an index of comparator companies. The impact of this performance condition has been modelled using Monte Carlo Simulation techniques, which involves running several thousands of simulations of future share price movements for both the Group and the comparator index. For the purpose of these simulations it is assumed that the share price of the Group and the comparator index are 80% correlated (2007 award 60%) and that the comparator index has volatility of 30% p.a. for the 2008 award (2007 award 20% p.a.).

The performance condition is based on the Group's performance relative to the comparator index over a three year period commencing on 1 January each year. The fair value calculations for the awards that were made in 2008 and 2007 therefore include an allowance for the actual performance of the Group's share price relative to the index over the period between 1 January and the award date.

In 2008 the weightings attached to certain comparators were amended with effect from 1 January 2008 and apply, from that date to 2005, 2006 and 2007 awards. To better match the business profile of the Group, the committee decided to amend the comparator companies and Northern Rock has dropped out of the comparator group due to government involvement. Alliance and Leicester and Bradford and Bingley remain within the comparator group at their delisted prices. This amendment also applies to all future awards. The modifications do not alter the fair values of any of the awards, nor make additional changes necessary.

Modifications

Changes to the Performance Sharekicker plan as described above had no material effect on the fair value costs of the plans.

The Rights Issue carried out by HBOS plc in July 2008 created a modification to all share plans. This resulted in an adjustment to the awards made to colleagues but had no material effect on the fair value of the awards.

A new sharesave award was made in October 2008 which commenced on 1 January 2009. The award was offered as a replacement to all other share plans. As such a modification approach was taken on all monthly savings cancelled to existing plans and invested in the new plan. The modification element resulted in a nil cost and charges were taken for new and increased savers.

The period allowable for colleagues to exercise their share options for the 2003 and 2004 share option plans was extended from 3 years to 7 years in October 2008. This resulted in an increase in fair value, chargeable directly to the income statement, of £0.6m.

Notes to the Financial Statements
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40 Share-based Payments continued

Charge to the income statement

	2008	2007	2006
	£m	£m	£m
Expense arising from share-based payment transactions (Note 8)			
Equity settled	155	138	95
Cash settled	1	1	6
	156	139	101

Included within the charge for the year is £16m (2007 £13m, 2006 £8m) in respect of share-based arrangements within St. James's Place, £15m in respect of the Insight Investment plan (2007 £4m, 2006 £nil) and £3m in respect of Invista Real Estate plans (2007 £3m, 2006 £nil). In relation to the Group's share schemes, National Insurance and income tax costs are accrued by the Group. The credit of £9m (2007 £14m debit) is not included in the above table.

The liability for cash settled share-based payment plans at 31 December 2008 is £2m (2007 £5m, 2006 £5m) and is included in accruals and deferred income.

The Group uses trusts to purchase and hold its own shares as part of the share-based payment arrangements. Details of these trusts and the shares held are given below.

No. 1 and No. 2 Employee Share Ownership Trusts

The No.1 Employee Share Ownership Trust (ESOT 1) administers shares conditionally granted to Executive Directors and other executives under the HBOS Long Term Executive Bonus Plan. The Trust also administers shares which have been conditionally granted to Executive Directors, other executives and employees under the HBOS plc Annual Bonus Plan and overseas operations of the HBOS plc Share Incentive Plan (Free Shares). The No.2 Employee Share Ownership Trust (ESOT 2) administers shares to be awarded to Executive Directors, other executives and employees under the Group's Sharesave and share option plans, where options are not satisfied by the new issue of shares or from shares held by the HBOS QUEST. Interest free loans have been provided by the Group to the Trusts to allow shares to be purchased in the market to satisfy these share grants.

At 31 December 2008 1.3 million HBOS plc ordinary shares (2007 0.5 million, 2006 0.7 million) with a market value of £1m (2007 £4m, 2006 £8m) were held in ESOT 1 and 4.3 million HBOS plc ordinary shares (2007 7.5 million, 2006 3.6 million) with a market value of £3m (2007 £55m, 2006 £41m) were held in ESOT 2. The shares in the Trusts are included in the balance sheet of the Group at a net book value of £nil (2007 £nil). Under the terms of the Trusts, dividends on these shares require to be waived.

HBOS plc Qualifying Employee Share Ownership Trust (the HBOS QUEST)

The HBOS QUEST operates in conjunction with the HBOS Sharesave scheme and the former savings-related share schemes operated by Bank of Scotland and Halifax Group plc.

At 31 December 2008, the HBOS QUEST held no HBOS plc ordinary shares (2007 0.1 million, 2006 1.7 million with a market value of 2007 £1m, 2006 £19m). In the prior year these shares are included in the balance sheet at nil value.

Under the terms of the Trust Deed, dividends on these shares are required to be waived.

Free shares plan

A number of trusts operate in conjunction with the Free Shares Plan which commenced in 2005.

- (a) The Share Incentive Plan trust operates in conjunction with free share awards made to employees throughout the Group, except to the extent noted below. At 31 December 2008 this trust held 58.2 million HBOS plc ordinary shares (2007 19.6 million, 2006 12.7 million), with a market value of £40m (2007 £144m, 2006 £144m). These shares are included in the balance sheet at nil value.
- (b) The Irish Profit Share Trust holds free shares awarded to colleagues employed in Ireland. At 31 December 2008 this trust held 1.2 million HBOS plc ordinary shares (2007 0.5 million, 2006 0.3 million), with a market value of £0.8m (2007 £3m, 2006 £3m). These shares are included in the balance sheet at nil value.
- (c) The HBOS Australia Employee Share Trust holds free shares awarded to colleagues employed in Australia. At 31 December 2008 this trust held 3.8 million shares (2007 1.7 million, 2006 1.0 million) with a market value of £3m (2007 £13m, 2006 £12m). These ordinary shares are included in the balance sheet at nil value.
- (d) ESOT 1 administers free shares awarded to colleagues based overseas.

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41 Shareholders' Equity

	Share capital £m	Share premium £m	Other reserves (3) Cash flow hedge reserve £m	Available for sale reserves (1)(2) £m	Other reserves (2) £m	Retained earnings £m	Minority interests £m	2008 Total £m	
At 31 December 2007 and 1 January 2008	1,131	2,997	(85)	(313)	552	17,567	385	22,234	
Foreign exchange translation				(23)	210			187	
Net actuarial gains from defined benefit plans						770		770	
Tax thereon						(202)		(202)	
Available for sale investments:									
Net change in fair value				(8,173)				(8,173)	
Tax thereon				2,276				2,276	
Realised gain on sale transferred to the income statement (Note 3)				(24)				(24)	
Tax thereon				7				7	
Impairment recognised in income statement (Note 12b)				1,270				1,270	
Tax thereon				(355)				(355)	
Cash flow hedges:									
Effective portion of changes in fair value taken to equity				(3,895)				(3,895)	
Tax thereon				1,093				1,093	
Losses transferred to income statement (Note 3)				2,561				2,561	
Tax thereon				(717)				(717)	
(Loss)/profit for the year						(7,499)	83	(7,416)	
Total recognised income and expense				(958)	(5,022)	210	(6,931)	83	(12,618)
Dividends paid (Note 42)						(1,286)	(55)	(1,341)	
Issue of new shares (Note 39)	419	3,712					750	4,881	
MI acquisitions							242	242	
MI disposals							(110)	(110)	
Movement in own shares						88		88	
Movements in share-based compensation reserve						118		118	
Other							5	5	
At 31 December 2008	1,550	6,709	(1,043)	(5,335)	762	9,556	1,300	13,499	

(1) The available for sale reserve is comprised of £(5,285)m (2007 £(450)m) in respect of treasury assets and £(50)m (2007 £137m) in respect of corporate and other investments.

- (2) Other reserves principally include the merger reserve of £494m arising from the combination of Halifax and Bank of Scotland in 2001.
- (3) The cumulative balance for exchange translation at 31 December 2008 is £159m (2007 £(28)m).

On 19 March 2008 HBOS Capital Funding No. 4 L.P. issued £750m Fixed-to-Floating Rate Perpetual Preferred Securities at par, as included in Minority Interest above. Discretionary distributions at a rate of 9.54% per annum payable semi-annually in arrears until 19 March 2018 at which time the interest rate will become three month LIBOR plus 6.75% per annum payable quarterly in arrears. The Group has the option to redeem these securities on 19 March 2018 and quarterly thereafter.

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41 Shareholders' Equity continued

	Other reserves							2007
	Share	Share	Cash	Other	Retained	Minority	Total	
	capital	premium	flow	reserves	earnings	interests	£m	
	£m	£m	hedge	for	(2)	£m	£m	
	£m	£m	reserve	sale	Other	earnings	£m	
	£m	£m	£m	reserve	(2)	£m	£m	
	£m	£m	£m	£m	£m	£m	£m	
At 31 December 2006 and 1 January 2007	1,139	2,856	423	203	535	15,529	486	21,171
Foreign exchange translation				1	1			2
Net actuarial gains from defined benefit plans						416		416
Tax thereon						(104)		(104)
Available for sale investments:								
Net change in fair value				(429)				(429)
Tax thereon				96				96
Realised gains on sale transferred to the income statement (Note 3)				(281)				(281)
Tax thereon				80				80
Impairment recognised in income statement (Note 12 b)				(23)				(23)
Tax thereon				6				6
Cash flow hedges:								
Effective portion of changes in fair value taken to equity				(313)				(313)
Tax thereon				97				97
Gains transferred to income statement				(417)				(417)
Tax thereon				125				125
Profit for the year						4,045	68	4,113
Total recognised income and expense				(508)	(516)	1	4,357	68
Dividends paid (Note 42)						(1,747)	(39)	(1,786)
Issue of new shares (Note 39)	5	141						146
Ordinary share buyback	(13)					13	(500)	(500)
Sale of disposal group							(130)	(130)
Other movements (net of tax £11m)						3	(15)	(12)
Movement in own shares							(177)	(177)
Movements in share-based compensation reserve							120	120
At 31 December 2007 and 1 January 2008	1,131	2,997	(85)	(313)	552	17,567	385	22,234

Notes to the Financial Statements
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41 Shareholders' Equity continued

	Other reserves						2006	
	Share	Share	Cash	Available	Other	Retained	Minority	Total
	capital	premium	flow	for	reserves	earnings	interests	
	£m	£m	reserve	sale	(1)	(2)		£m
	£m	£m	£m	£m	£m	£m	£m	£m
At 1 January 2006	1,157	2,316	128	184	532	13,948	191	18,456
Foreign exchange translation					(23)			(23)
Revaluation of existing net assets upon acquisition of a jointly controlled entity						(15)		(15)
Net actuarial gains from defined benefit plans						233		233
Tax thereon						(70)		(70)
Available for sale investments:								
Net change in fair value				272				272
Tax thereon				(82)				(82)
Gains transferred to income statement				(244)				(244)
Tax thereon				73				73
Cash flow hedges:								
Effective portion of changes in fair value taken to equity			298					298
Tax thereon			(89)					(89)
Net losses transferred to income statement			123					123
Tax thereon			(37)					(37)
Profit for the year						3,879	60	3,939
Total recognised income and expense			295	19	(23)	4,027	60	4,378
Dividends paid (Note 42)						(1,501)	(22)	(1,523)
Issue of new shares (Note 39)	8	540						548
Ordinary share buyback	(26)				26	(982)		(982)
Dilution of shareholdings in subsidiaries							162	162
Acquisition of disposal group							125	125
Sale of disposal group							(30)	(30)
Movement in own shares						(47)		(47)
Movements in share-based compensation reserve						84		84
At 31 December 2006 and 1 January 2007	1,139	2,856	423	203	535	15,529	486	21,171

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42 Dividends

A Capitalisation Issue took place on 6 October 2008 in lieu of an interim cash dividend to shareholders. The Capitalisation amount was £320m. Qualifying shareholders received new fully paid ordinary shares based on the capitalisation amount per ordinary share as at 3 October 2008 (6.07p), multiplied by the number of ordinary shares held at close of business on 3 October, divided by the Capitalisation Issue price of 232p, being the value per ordinary share agreed under the terms of the acquisition by Lloyds TSB Group plc (Note 58).

Ordinary dividends are charged direct to reserves only when the Group has a contractual obligation to pay.

The following dividends have been charged to retained earnings during the year:

	2008	2007	2006
	£m	£m	£m
Ordinary share dividends			
2005 final dividend of 24.35p per share			930
2006 interim dividend of 13.5p per share			512
2006 final dividend of 27.9p per share		1,048	
2007 interim dividend of 16.6p per share		619	
2007 final dividend of 32.3p per share	1,205		
	1,205	1,667	1,442
Preference share dividends			
Equity dividends paid	81	80	59
	1,286	1,747	1,501

43 Contingent Liabilities and Commitments

	2008	2007
	£m	£m
Contingent liabilities		
Acceptances and endorsements		43
Guarantees and irrevocable letters of credit	4,898	6,891
	4,898	6,934
Commitments		
Short term trade related transactions	137	115
Undrawn formal standby facilities, credit lines and other commitments to lend with a maturity:		
- Up to and including one year	50,211	68,253
- Over one year	33,109	31,416
	83,457	99,784

Of the amounts shown above in respect of undrawn formal standby facilities, credit lines and other commitments to lend, £56,319m (2007 £71,970m) was irrevocable.

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The contractual amounts above indicate the volume of business outstanding at the year end and do not reflect the underlying credit and other risks, which are significantly lower as some facilities will not be drawn down and some facilities that are drawn will be supported by collateral. It should be noted that the Group's liquidity lines to the Group's Grampian and Landale conduits do not appear in the table above as these are internal to the Group and are eliminated on consolidation.

Where the Group is a lessee the future minimum lease payments under non-cancellable operating leases are due to be paid in the following periods:

	2008	2007
	£m	£m
Not later than one year	177	185
Later than one year and not later than five years	645	674
Later than five years	1,230	1,320
	2,052	2,179

Where the Group is a lessee the future obligations payable under finance leases are as follows:

	2008	2007
	£m	£m
Not later than one year		1
Later than one year and not later than five years		1

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43 Contingent Liabilities and Commitments continued

Commitments in respect of capital expenditure on property and equipment that is authorised but not provided for in the accounts, for contracts which have been entered into amount to £18m (2007 £21m). Commitments for contracts which have been placed in relation to operating lease assets amount to £10m (2007 £11m).

Legal and regulatory matters:

a) Unarranged overdraft charges

On 27 July 2007 it was announced that members of the Group, along with seven other major UK current account providers, had reached agreement with the OFT to commence legal proceedings in the High Court of England and Wales for a declaration (or declarations) to resolve legal uncertainties concerning the fairness and lawfulness of unarranged overdraft charges (the Test Case). It was also announced that HBOS and those other providers will seek a stay of all current and potential future court proceedings which are brought against them in the UK concerning these charges and have obtained the consent of the Financial Ombudsman Service (FOS) not to proceed with consideration of the merits of any complaints concerning these charges that are referred to them prior to the resolution of the Test Case. By virtue of a waiver granted by the FSA of its complaints handling rules, HBOS (and other banks, including the banks party to the Test Case) will not be dealing with or resolving customer complaints about unarranged overdraft charges while the waiver is in force. On 22 January 2009, the FSA confirmed that it is extending its waiver regarding unarranged overdraft charges complaints until 26 July 2009.

The first step in the Test Case was a trial of certain preliminary issues concerning the legal status and enforceability of contractual terms relating to unarranged overdraft charges. This preliminary trial concluded on 8 February 2008 and the judgment was handed down on 24 April 2008. The judgment held that the contractual terms relating to unarranged overdraft charges currently used by the Group (i) are not capable of being penalties, but (ii) are not exempt from assessment for fairness under the Unfair Terms in Consumer Contract Regulations 1999 (UTCCRs).

At a court hearing on 22 and 23 May 2008, the Judge granted HBOS and the other Test Case banks permission to appeal his decision that current unarranged overdraft charges are assessable for fairness under the UTCCRs. This appeal concluded on 5 November 2009. On 26 February 2009 the Court of Appeal dismissed the banks' appeal and held that the charges are assessable for fairness. The banks will now be applying to the House of Lords for permission to appeal this judgement.

A further hearing took place in early July 2008, at which the Court was asked to consider whether terms and conditions previously used by the Test Case banks are capable of being penalties and whether the Judge's decision in April 2008 (that the banks' current contractual terms are capable of being assessed for fairness under the UTCCRs) can be applied to historic terms.

The Court handed down its judgment on 8 October 2008 on this second stage of the Test Case process. The Court ruled that charges applied under Halifax and Bank of Scotland's previously used terms and conditions cannot be penalties. However, the Court also ruled that the historic terms and conditions are not exempt from assessment for fairness under the UTCCRs. The banks intend to appeal this latter decision.

Further Court hearings will be required before the Test Case process is concluded.

A definitive outcome of the Test Case is unlikely to be known for at least twelve months.

Given the early stage of these proceedings and the uncertainty as to their outcome, it is not practicable at this time to estimate any potential financial effect.

b) Payments Protection Insurance (PPI)

The final report from the Competition Commission (CC) into Payment Protection Insurance (PPI) was received on 29th January 2009. The remedies published were broadly similar to those outlined in the CC's Provisional Decision with some changes to the sales process.

Whilst the Group believes many of the remedies could improve customer searching and enable switching, the inability to sell appropriate insurance products at a point when customers take on increased financial commitment, will result in lower levels of protection for UK consumers.

The Group is actively reviewing its customer propositions, in the light of the CC's Final Report, to ensure that the Group continue to offer a valuable protection product to the Group's customers.

The Group took the decision to launch a regular premium protection product. This was launched in early February 2009.

The FOS has been receiving a large number of complaints in relation to PPI sold by a number of providers and has written to the FSA suggesting an industry wide review of PPI sales standards. In response, the industry is working on a Statement of Principles to define a consistent way of handling sales complaints. The FSA is considering FOS's suggestions and a statement from the FSA in relation to its most recent thematic work in relation to PPI is expected in the first quarter of 2009.

d) Other legal and regulatory matters

HBOS is engaged in other litigation in the UK and overseas arising out of its normal business activities. HBOS considers that none of these actions are material and has not disclosed any contingent liability in respect of these actions because it is not practical to do so.

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44 Measurement Basis of Financial Assets and Liabilities

The accounting policies describe how different classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the carrying amounts of the financial assets and liabilities by category and by balance sheet heading. Investment contracts with DPF valued under IFRS 4 are excluded from this table.

	At fair value through the income statement					2008
	Derivatives designated as hedging instruments	Held for trading	Designated upon initial recognition ¹	Available for sale	Loans and receivables	Financial liabilities at amortised cost
	£m	£m	£m	£m	£m	£m
As at 31 December 2008						Total
						£m
Financial assets						
Cash and balances with central banks					2,502	2,502
Items in course of collection					445	445
Financial assets held for trading		22,571				