

(Company No. 2737868)

IMPERIAL PENSIONS NOMINEES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

30 SEPTEMBER 1997



IMPERIAL PENSIONS NOMINEES LIMITED

DIRECTORS:

Simon Christopher Dare
Kevin James Davies
Alan Roy Hawkins
Simon Nicholas Hughes
Pamela Jane Layzell
John Albert Lea
Elizabeth Jayne Marshall
Jane McCabe
Antoinette Una Moriarty
John Storey

SECRETARY:

John Albert Lea

REGISTERED OFFICE:

Waterhouse Square
138-142 Holborn
London EC1N 2TH

TELEPHONE NUMBER:

0171 427 8000

IMPERIAL PENSIONS NOMINEES LIMITED

1. REPORT OF THE DIRECTORS

The Directors present their annual report and the financial statements for the year ended 30 September 1997.

2. BUSINESS REVIEW

The Company's business is that of a nominee company only. As the Company has not traded during the accounting period, received no income and incurred no expenditure, a profit and loss account is not presented.

3. DIRECTORS

The names of the present Directors are as listed on page 1. As at 30 September 1997, the members of the Board of Directors were:-

Mr Kevin James Davies
Mr Alan Roy Hawkins
Mr Simon Nicholas Hughes
Ms Pamela Jane Layzell
Mr John Albert Lea
Ms Elizabeth Jayne Marshall
Mrs Jane McCabe
Mrs Antoinette Una Moriarty
Mr John Storey

The following were appointed as Directors of the Company on the dates specified.

<u>Name of Director</u>	<u>Date of Appointment</u>
Kevin James Davies	11 June 1997
Alan Roy Hawkins	11 June 1997
Pamela Jane Layzell	11 June 1997
Jane McCabe	11 June 1997
Elizabeth Jayne Marshall	24 June 1997
Antoinette Una Moriarty	1 August 1997

The following were resigned as Directors of the Company on the dates specified.

<u>Name of Director</u>	<u>Date of Resignation</u>
Anthony Francis Geach	5 June 1997
Philip Arthur Goulds	5 June 1997
Stephen Anthony Lowe	5 June 1997
Paulene McGarry	5 June 1997
Amanda Mary O'Brien	5 June 1997
Andrew Edward Charles Scott	5 June 1997
Brian James Willmott	5 June 1997
Penelope Ann Strugnell	1 August 1997
Johnny Stephens	7 August 1997

IMPERIAL PENSIONS NOMINEES LIMITED

4. DIRECTORS' INTERESTS

The following Directors were beneficially interested in the 25p ordinary shares of The Royal Bank of Scotland Group plc.

	At 1 October 1996 [or date of appointment if later]	At 30 September 1997
	<u>Shares</u>	<u>Shares</u>
S N Hughes	141	146
J A Lea	4,028	4,322

Options to subscribe for 25p ordinary shares of The Royal Bank of Scotland Group plc granted to and exercised by Directors during the year to 30 September 1997 are included in the table below:-

	At 1 October 1996 [or date of appointment if later]	<u>Options Granted</u>		<u>Options Exercised</u>		At 30 September 1997
		<u>Number</u>	<u>Price £</u>	<u>Number</u>	<u>Price £</u>	
S N Hughes	2,807	694	4.97	-	-	3,501
J A Lea	8,808	1,388	4.97	2,032	1.55	8,164
J McCabe	754	156	4.97	-	-	910
J Storey	1,467	208	4.97	677	1.55	998

No other Director had an interest in the ordinary shares of The Royal Bank of Scotland Group plc and no Director had an interest in any of the preference shares of The Royal Bank of Scotland Group plc during the year to 30 September 1997.

In addition, during that period none of the Directors held a beneficial interest in the loan capital of The Royal Bank of Scotland Group plc or in the share or loan capital of any of the other subsidiaries of The Royal Bank of Scotland Group plc, including the company.

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5. AUDITORS

At the Extraordinary General Meeting of the Company held on 16 November 1992 a resolution was passed making the Company exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Companies Act 1985.

By Order of the Board

A handwritten signature in black ink, appearing to read 'J A Lea', written over a horizontal line.

J A Lea
Secretary

21 November 1997

IMPERIAL PENSIONS NOMINEES LIMITED
BALANCE SHEET AT 30 SEPTEMBER 1997

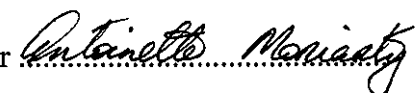
	<u>Note</u>	<u>1997</u> £	<u>1996</u> £
CURRENT ASSETS			
Debtors:			
Amounts owed by Group Company - [The Royal Bank of Scotland plc]		<u>100</u>	<u>100</u>
NET ASSETS		<u>100</u>	<u>100</u>
CAPITAL			
Called up share capital	3	<u>100</u>	<u>100</u>
		<u>100</u>	<u>100</u>

DIRECTORS DECLARATION

The Company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the accounting period ending at the date of this balance sheet.

Director 

Date: 21 November 1997

Director 

NOTES

1. Accounting Policy

The financial statements have been prepared under the historical cost convention and in compliance with the Companies Act 1985.

2. Ultimate Holding Company

The company's ultimate holding company is The Royal Bank of Scotland Group plc which is incorporated in Great Britain.

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NOTES (Continued)

3. Called up Share Capital

	<u>Authorised</u>	<u>Share capital allotted, called up and fully paid</u>
At 30 September 1997 and 1996 Ordinary Shares of £1 each	<u>£1,000</u>	<u>£100</u>

4. Profit and Loss Account

The Company has not traded during the accounting period, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss. A profit and loss account is therefore not provided. None of the Directors received any remuneration.

5. Contingent Liabilities

There is a contingent liability to subscribe for uncalled capital in respect of securities registered in the company but the company has recourse to the beneficial owners of these securities should any liability arise.

6. Approval of Accounts

The financial statements were approved at a meeting of the Board of Directors on 21 November 1997.