

This Agreement is made on 26 July 2007

BETWEEN

- (1) **The Office of Fair Trading** of Fleetbank House, 2-6 Salisbury Square, London EC4Y 8JX (the **OFT**);

AND

- (2) **The Royal Bank of Scotland Group plc** of 36 St Andrew Square, Edinburgh EH2 2YB (the **RBS**);

AND

- (3) **The Financial Services Authority** of 25 The North Colonnade, Canary Wharf, London E14 5HS (the **FSA**).

WHEREAS

- A. The OFT and the FSA have entered into an Agreement dated 25 July 2007 with Abbey National plc, Barclays Bank plc, Clydesdale Bank plc, HBOS plc, HSBC Bank plc, Lloyds TSB Bank plc and Nationwide Building Society ("the Agreement of 25 July 2007").
- B. RBS wishes to enter into an agreement on the same terms and conditions and to become a party to the Proceedings defined in the Agreement of 25 July 2007.
- C. The OFT and the FSA are prepared to enter into an agreement with RBS on the same terms and conditions as apply to all parties which are banks in the Agreement of 25 July 2007.
- D. The Banks which are parties to the Agreement of 25 July 2007 have informally indicated their agreement to RBS becoming a party to the Agreement of 25 July 2007 and to the Proceedings, and it is anticipated that they will formally express their agreement in due course.

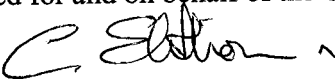
AGREEMENT

1. The OFT, RBS and the FSA agree that all the terms and conditions of Agreement of 25 July 2007 shall apply between them *mutatis mutandis*, as if RBS had been a signatory to the Agreement of 25 July 2007 in the first place. The OFT, RBS and FSA are bound by those terms and conditions as between themselves, and any reference therein to a "Party" or the "Banks" or "bank" shall include a reference to RBS.
2. It is intended that this agreement shall be a public document.

3. This agreement may be executed in any number of counterparts and by each of the parties hereto on separate counterparts, but is not effective until each of the parties hereto has executed at least one counterpart.
4. A copy of the signature page to this agreement that is sent by facsimile shall constitute adequate proof of the execution of this agreement by the relevant party.
5. Subject to paragraph 3 above, this agreement comes into effect at 7.00am on 27 July 2007 and not before.

Signed for and on behalf of the Office of Fair Trading

By:


C ELITHORN, Senior Director

26 July 2007.

Signed for and on behalf of The Royal Bank of Scotland Group plc

By:

Signed for and on behalf of the Financial Services Authority

By: