SCHEDULE

The Bradford & Bingley plc Compensation Scheme

# PART 2

## Determination of amount of compensation

### Transfer of Bradford & Bingley shares

**3.**—(1) The amount of any compensation payable by the Treasury to persons who held shares in Bradford & Bingley immediately before they were transferred by the Transfer Order shall be determined in accordance with this paragraph.

(2) The amount of compensation payable to a person shall be an amount equal to the value immediately before the transfer time of all shares in Bradford & Bingley held immediately before the transfer time by that person.

(3) For the purposes of this Scheme, the holders of shares in Bradford & Bingley, and the class and number of shares held by them, shall be identified by reference to—

(a) the Operator register of members of Bradford & Bingley; and

(b) the issuer register of members of Bradford & Bingley,

following the reconciliation required by article 4(4) of the Transfer Order.

(4) In sub-paragraph (3) "issuer register of members" and "Operator register of members" have the meanings given in the Uncertificated Securities Regulations 2001(**1**).

### Extinguishment of subscription rights

**4.**—(1) The amount of any compensation payable by the Treasury to persons whose subscription rights were extinguished by virtue of article 5 of the Transfer Order shall be determined in accordance with this paragraph.

(2) The amount of compensation payable to a person shall be an amount equal to the value immediately before the transfer time of that person's subscription rights.

(3) In this paragraph "subscription rights" means any right or other entitlement to receive shares in Bradford & Bingley (whether by subscription, conversion or otherwise) granted by—

(a) a relevant undertaking; or

(b) a person not within paragraph (a), where the right or entitlement is enjoyed by reason of or in connection with—

(i) any individual's office or employment with a relevant undertaking; or

(ii) the services provided by any individual to a relevant undertaking.

(4) In sub-paragraph (3) "relevant undertaking" means Bradford & Bingley or any of its UK subsidiary undertakings that is a body corporate incorporated, or a partnership established, under the law of any part of the United Kingdom.

### Modification of interests, rights and liabilities in relevant instruments

**5.**—(1) Subject to sub-paragraph (4), the amount of any compensation payable by the Treasury to persons whose rights were extinguished by virtue of the provision made in article 6 or 7 of

(**1**) S.I. 2001/3755; there are amending instruments but none is relevant.

the Transfer Order (referred to in this paragraph as "consequential rights") shall be determined in accordance with this paragraph.

(2) The amount of compensation payable to a person shall be such compensation as may be just in respect of that person's consequential rights.

(3) The determination of any compensation in respect of consequential rights shall take into account—

(a) any diminution in the value of property; or

(b) any increase in the burden of any liability,

which is attributable to the consequences specified in article 7(3) of the Transfer Order not arising.

(4) Compensation is payable in respect of a person's consequential rights only if such compensation is required to be paid to comply with the Convention rights (within the meaning given by section 1 of the Human Rights Act 1998(**2**)).

(**2**) 1998 c. 42.