

SUPPLEMENTARY PROSPECTUS DATED 6 SEPTEMBER 2010



Lloyds Banking Group plc

as Issuer and Guarantor

(incorporated in Scotland with limited liability under the Companies Act 1985 with registered number 95000)

Lloyds TSB Bank plc

as Issuer

(incorporated in England with limited liability under the Companies Act 1862 and the Companies Act 1985 with registered number 2065)

U.S.\$35,000,000,000 Senior and Subordinated Medium-Term Notes Due Nine Months or More from Date of Issue

This Supplement (the “**Supplement**”) to the Base Prospectus dated 14 May 2010 (the “**Base Prospectus**”), which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the U.S.\$35,000,000,000 Medium-Term Note Programme (the “**Programme**”) established by Lloyds Banking Group plc (the “**Company**” or the “**Guarantor**”) and Lloyds TSB Bank plc (the “**Bank**”) (each, an “**Issuer**” and together, the “**Issuers**”).

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the documents incorporated by reference therein. This Supplement should also be read and construed in conjunction with the supplement to the Base Prospectus dated 23 August 2010 which was previously published and approved by the Financial Services Authority (the “**FSA**”) and filed with it and forms part of the Base Prospectus.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

AMENDMENTS TO THE BASE PROSPECTUS

Incorporation of Information by Reference

The following document, which has been previously published and approved by the United Kingdom FSA or filed with it, shall be deemed to be incorporated in, and form part of, the Base Prospectus:

The interim report on Form 6-K filed with the United States Securities Exchange Commission on 3 September 2010, which includes the unaudited consolidated interim results for the half year ended 30 June 2010 of the Company except for:

- a. the information set out below the heading “Combined businesses basis” included in the table entitled “Summary of Results (Unaudited)”, as set out on page 1 therein;
- b. the table set out on page 8; and
- c. the information set out on pages 4 to 7 and 39 to 49.

Any documents themselves incorporated by reference in the documents incorporated by reference in the Base Prospectus shall not form part of the Base Prospectus.

The Issuers and Guarantor will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Base Prospectus. Written or oral requests for such documents should be directed to the Company at its registered office at The Mound, Edinburgh, EH1 1YZ or to the Bank at its registered office at 25 Gresham Street, London, EC2V 7HN.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.