

SUPPLEMENTARY PROSPECTUS DATED 19 MARCH 2013



## **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)*

**US\$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 prospectus dated 20 April 2012 (as supplemented by supplementary prospectuses dated 15 May, 28 August and 14 November 2012), which constitutes a base prospectus (the “**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 US\$35,000,000,000 Medium-Term Note Programme (the “**Programme**”) established by Lloyds Banking Group plc (the “**Company**”) and Lloyds TSB Bank plc (the “**Bank**”).

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Prospectus.

Each of the Company and the Bank accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Company and the Bank (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.

#### **Purpose of this Supplement**

The purpose of this Supplement is to:

- (i) incorporate by reference into the Prospectus the Company’s 2012 Preliminary Results and the Bank’s 2012 Preliminary Results (each as defined in this Supplement), which were each published via the RNS on 1 March 2013;
- (ii) incorporate by reference into the Prospectus three RNS announcements relating to Group directorate changes, which were published via the RNS on 22 November 2012, 11 January 2013 and 28 February 2013, respectively;
- (iii) incorporate by reference into the Prospectus an RNS announcement relating to the placing of shares in St

James's Place plc by the Group, which was published via the RNS on 12 March 2013; and

- (iv) amend (a) the governmental, legal or arbitration proceedings statements of the Company, Lloyds Banking Group, the Bank and Lloyds TSB Bank Group (following the recognition by Lloyds Banking Group of an increased provision with respect to payment protection insurance and a provision with respect to interest rate hedging products, as disclosed in the sub-sections entitled "Payment protection insurance" and "Interest rate hedging products" of the section entitled "Provisions for liabilities and charges" as set out in note 21 on pages 157 and 158 of the Company's 2012 Preliminary Results, and the recognition by Lloyds TSB Bank Group of an increased provision with respect to payment protection insurance and a provision with respect to interest rate hedging products, as disclosed in the sub-sections entitled "Payment protection insurance" and "Interest rate hedging products" of the section entitled "Provisions for liabilities and charges" as set out in note 15 on pages 31 and 32 of the Bank's 2012 Preliminary Results) and (b) the no significant change in the financial or trading position statement of Lloyds Banking Group and Lloyds TSB Bank Group (following the recognition by Lloyds Banking Group of an increased provision with respect to payment protection insurance as disclosed in the sub-section entitled "Payment protection insurance" of the section entitled "Provisions for liabilities and charges" as set out in note 21 on page 157 of the Company's 2012 Preliminary Results, and the recognition by Lloyds TSB Bank Group of an increased provision with respect to payment protection insurance as disclosed in the sub-section entitled "Payment protection insurance" of the section entitled "Provisions for liabilities and charges" as set out in note 15 on page 31 of the Bank's 2012 Preliminary Results), in each case contained within the section entitled "General Information", each as described in further detail below.

## **Documents Incorporated by Reference**

By virtue of this Supplement, the following documents, which have previously been filed with the Financial Services Authority, shall be deemed to be incorporated in, and form part of, the Prospectus:

- (i) the Company's preliminary results news release for the year ended 31 December 2012 (the "**Company's 2012 Preliminary Results**");
- (ii) the Bank's preliminary results announcement for the year ended 31 December 2012 (the "**Bank's 2012 Preliminary Results**"); and
- (iii) the announcements made by the Company via the RNS on 22 November 2012 entitled "*Lloyds Banking Group Announces Board Change*", on 11 January 2013 entitled "*Lloyds Banking Group Board Update*", on 28 February 2013 entitled "*Lloyds Banking Group: Changes to Board*" and on 12 March 2013 entitled "*Placing of Shares in St James's Place plc*".

The financial statements as at and for the year ended 31 December 2012 contained within the Company's 2012 Preliminary Results and the Bank's 2012 Preliminary Results have been prepared in accordance with the Listing Rules of the FSA relating to preliminary results. They have not been audited but are derived from the audited annual financial statements of the Company and the Bank, respectively. They do not, however, include all of the information that will be included in the audited annual financial statements of the Company and the Bank, respectively. Furthermore, the financial information included in the Company's 2012 Preliminary Results and in the Bank's 2012 Preliminary Results does not constitute audited statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2012 were approved by the Directors of the Company and the Bank, respectively, on 1 March 2013 and will be delivered to the Registrar of Companies following publication.

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

## **Directors**

On 31 March 2013, Martin Scicluna will retire as a non-executive director of the Company and of the Bank and as chairman of the Company's audit committee. From 5 March 2013, Nicholas Luff will serve as a non-executive director of the Company and of the Bank and, effective from 1 April 2013, as chairman of the Company's audit committee.

On 18 April 2013, T. Timothy Ryan Jr. will retire as a non-executive director of the Company and of the Bank.

## **General Information**

Save as disclosed in the sub-section entitled "Payment protection insurance" of the section entitled "Provisions for liabilities and charges" as set out in note 21 on page 157 of the Company's 2012 Preliminary Results, there has been no significant change in the financial or trading position of Lloyds Banking Group since 30 June 2012, the date to which Lloyds Banking Group's last published interim financial information (as set out in the Company's 2012 Half-Year Results) was prepared.

Save as disclosed in (i) the sub-section entitled "Payment protection insurance" of the section entitled "Provisions for liabilities and charges" as set out in note 21 on pages 175 to 176 of the Company's 2012 Half-Year Results and the sub-section entitled "Payment protection insurance" of the section entitled "Provisions for liabilities and

charges” as set out in note 21 on page 157 of the Company’s 2012 Preliminary Results; (ii) the sub-section entitled “Interest rate hedging products” of the section entitled “Provisions for liabilities and charges” as set out in note 21 on page 158 of the Company’s 2012 Preliminary Results; (iii) the sub-section entitled “Litigation in relation to the insurance branch business in Germany” of the section entitled “Recent Developments” as set out on pages 4 and 5 of the Supplementary Prospectus dated 28 August 2012 and the sub-section entitled “Provision in relation to German insurance business litigation” on page 12 of the Q3 2012 Interim Management Statement; and (iv) the sub-sections entitled “Interchange fees”, “Interbank offered rate setting investigations” and “Shareholder complaints” of the section entitled “Contingent liabilities and commitments” as set out in note 22 on pages 177 to 178 of the Company’s 2012 Half-Year Results, there are no governmental, legal or arbitration proceedings (including any such proceedings pending or threatened of which the Company is aware) during the 12 months preceding the date of this Base Prospectus, which may have or have had in the recent past, significant effects on the financial position or profitability of the Company or Lloyds Banking Group.

Save as disclosed in the sub-section entitled “Payment protection insurance” of the section entitled “Provisions for liabilities and charges” as set out in note 15 on page 31 of the Bank’s 2012 Preliminary Results, there has been no significant change in the financial or trading position of Lloyds TSB Bank Group since 30 June 2012, the date to which Lloyds TSB Bank Group’s last published interim financial information (as set out in the Bank’s 2012 Half-Year Management Report) was prepared.

Save as disclosed in (i) the sub-section entitled “Payment protection insurance” of the section entitled “Provisions for liabilities and charges” as set out in note 15 on pages 30 and 31 of the Bank’s 2012 Half-Year Management Report and the sub-section entitled “Payment protection insurance” of the section entitled “Provisions for liabilities and charges” as set out in note 15 on page 31 of the Bank’s 2012 Preliminary Results; (ii) the sub-section entitled “Interest rate hedging products” of the section entitled “Provisions for liabilities and charges” as set out in note 15 on page 32 of the Bank’s 2012 Preliminary Results; (iii) the sub-section entitled “Litigation in relation to the insurance branch business in Germany” of the section entitled “Recent Developments” as set out on page 3 of the Supplementary Prospectus dated 28 August 2012 and the sub-section entitled “Provision in relation to German insurance business litigation” on page 12 of the Q3 2012 Interim Management Statement; and (iv) the sub-sections entitled “Interchange fees”, “Interbank offered rate setting investigations” and “Shareholder complaints” of the section entitled “Contingent liabilities and commitments” as set out in note 16 on pages 32 and 33 of the Bank’s 2012 Half-Year Management Report, there are no governmental, legal or arbitration proceedings (including any such proceedings pending or threatened of which the Bank is aware) during the 12 months preceding the date of this Prospectus, which may have or have had in the recent past, significant effects on the financial position or profitability of the Bank or Lloyds TSB Bank Group.

The Company or the Bank 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 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 principal office at 25 Gresham Street, London, EC2V 7HN. Copies of all documents incorporated by reference in this Supplement can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the 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 Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.