



LLOYDS BANKING GROUP plc
(incorporated in Scotland with limited liability with registered number 95000)

£25,000,000,000

Euro Medium Term Note Programme

This Supplement (the “**Supplement**”) to the prospectus dated 9 April 2018 as supplemented by the supplementary prospectuses dated 25 April 2018, 1 August 2018 and 25 October 2018, which together comprise 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 £25,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Lloyds Banking Group plc (the “**Company**”).

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.

The Company accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Company (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:

- (a) incorporate by reference into the Prospectus (i) the announcement published by the Company entitled “Lloyds Banking Group - 2018 Results”, which was published via the RNS on 20 February 2019, (ii) certain information contained in the Company’s 2018 Annual Report (as defined in this Supplement), which was published via the RNS on 20 February 2019 and (iii) the Chief Financial Officer Succession Announcement (as defined in this Supplement), which was published via the RNS on 15 February 2019;
- (b) update the no significant change statement of the Company and its subsidiary and associated undertakings (the “**Group**”) and the no material adverse change statement of the Company; and
- (c) update the no governmental, legal or arbitration proceedings statement of the Group and the Company.

(a) Documents Incorporated by Reference

By virtue of this Supplement:

- (i) the announcement published by the Company entitled “Lloyds Banking Group - 2018 Results” (with the exception of the sections entitled “Guidance demonstrates confidence in continued

strong performance” and “Outlook”, as set out on pages 4 and 7 thereof, respectively), which has previously been filed with the Financial Conduct Authority;

- (ii) the audited consolidated financial statements of the Company for the financial year ended 31 December 2018, together with the audit report thereon, as set out on pages 170 to 274 and 161 to 169 thereof, respectively of the Company’s Annual Report and Accounts 2018 (the “**2018 Annual Report**”), which has previously been filed with the Financial Conduct Authority; and
- (iii) the announcement entitled “Lloyds Banking Group Recruits William Chalmers as Chief Financial Officer” (RNS Number 2140Q) (the “**Chief Financial Officer Succession Announcement**”), which was published by the Company via the RNS on 15 February 2019,

shall be deemed to be incorporated in, and form part of, the Prospectus and supplement the section entitled “*Documents Incorporated by Reference*” on page 11 of the Prospectus.

General Information

(b) No significant change of the Group and no material adverse change of the Company

The no significant change of the Group statement and no material adverse change of the Company statement at paragraph 3 on page 179 of the Prospectus is updated as set out below:

There has been no significant change in the financial position of the Group since 31 December 2018, the date to which the Group’s last published audited financial information (as set out in the Company’s 2018 Annual Report) was prepared. There has been no material adverse change in the prospects of the Company since 31 December 2018, the date to which the Company’s last published audited financial information (as set out in the Company’s 2018 Annual Report) was prepared.

(c) No governmental, legal or arbitration proceedings statement of the Group and the Company

The no governmental, legal or arbitration proceedings statement of the Group and the Company at paragraph 4 on page 179 of the Prospectus is updated as set out below:

Save as disclosed in (i) the sub-section entitled “*Payment protection insurance (excluding MBNA)*” in note 37 to the 2018 Annual Report (on page 226); (ii) the sub-sections entitled “*Payment protection insurance (excluding MBNA)*” and “*Payment protection insurance (MBNA)*” in note 16 to the 2018 Half-Year Results (on pages 74 to 75); and (iii) the sub-sections entitled “*Interchange fees*”, “*Payment Protection Insurance (excluding MBNA)*”, “*Payment Protection Insurance (MBNA)*”, “*Sensitivities*”, “*Libor and other trading rates*”, “*Litigation in relation to insurance branch business in Germany*”, “*Packaged bank accounts*”, “*Arrears handling related activities*”, “*Provisions for other legal actions and regulatory matters*”, “*UK shareholder litigation*”, “*Tax authorities*”, “*Residential mortgage repossessions*”, “*Mortgage arrears handling activities*”, “*HBOS Reading – Customer Review*” and “*Contingent liabilities in respect of other legal actions and regulatory matters*” of the section “*Lloyds Banking Group – Legal Actions and Regulatory Matters*” on pages 132 to 136 of the Prospectus, 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 Supplement, which may have or have had in the recent past, significant effects on the financial position or profitability of the Company or the Group.

Any documents themselves incorporated by reference in the Company’s 2018 Annual Report or the Chief Financial Officer Succession Announcement shall not form part of the Prospectus.

The Company 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 principal office at The Mound, Edinburgh, EH1 1YZ. 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:
<http://www.londonstockexchange.com/exchange/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.