



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 7 June 2013, 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:

- (a) incorporate by reference into the Prospectus (i) the Bank’s 2013 Half-Year Management Report, (ii) the Company’s 2013 Half-Year Results, (iii) the Company’s HY 2013 Results 6-K, (iv) the HY 2013 Capitalisation Table 6-K and (v) the HY 2013 Earnings to Fixed Charges 6-K (each as defined in this Supplement);
- (b) update the no significant change statement of each of Lloyds Banking Group and Lloyds TSB Bank Group; and
- (c) update the no governmental, legal or arbitration proceedings statement of each of the Company, Lloyds Banking Group, the Bank and Lloyds TSB Bank Group.

Documents Incorporated by Reference

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

- (i) the Bank's 2013 Half-Year Management Report for the half-year to 30 June 2013, including the unaudited condensed consolidated financial statements prepared on a statutory basis for the half-year to 30 June 2013, together with the independent review report thereon, as set out on pages 10 to 54 and page 55 thereof, respectively, published via the RNS on 1 August 2013 (the "**Bank's 2013 Half-Year Management Report**");
- (ii) the Company's 2013 Half-Year Results News Release for the half-year to 30 June 2013, including the unaudited condensed consolidated financial statements prepared on a statutory basis for the half-year to 30 June 2013, together with the independent review report thereon, as set out on pages 105 to 154 and page 155 thereof, respectively, published via the RNS on 1 August 2013 (the "**Company's 2013 Half-Year Results**");
- (iii) the report on Form 6-K filed with the SEC on 2 August 2013, which includes the Company's 2013 Half-Year Results (the "**Company's HY 2013 Results 6-K**");
- (iv) the report on Form 6-K filed with the SEC on 2 August 2013, which includes the Company's Capitalisation Table as at 30 June 2013 (the "**HY 2013 Capitalisation Table 6-K**"); and
- (v) the report on Form 6-K filed with the SEC on 2 August 2013, which includes the Company's Statement of Computation of Earnings to Fixed Charges as at 30 June 2013 (the "**HY 2013 Earnings to Fixed Charges 6-K**").

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

General Information

There has been no significant change in the financial or trading position of Lloyds Banking Group since 30 June 2013, the date to which Lloyds Banking Group's last published interim financial information (as set out in the Company's 2013 Half-Year Results) was prepared.

Save as disclosed in (i) the sub-section entitled "Payment protection insurance" in note 22 (Provisions for liabilities and charges) to the unaudited condensed consolidated financial statements of the Company for the half-year to 30 June 2013 as set out on page 132 of the Company's 2013 Half-Year Results in relation to the further provisions totalling £500 million for anticipated additional redress and administrative costs and (ii) the sub-sections entitled "Interchange Fees", "Payment Protection Insurance", "Interbank Offered Rate Setting Investigations", "Litigation in relation to Insurance Branch Business in Germany", "Interest rate hedging products" and "Shareholder Complaints", of the section entitled "Lloyds Banking Group — Legal Actions and Regulatory Matters" on pages 82 to 84 of the Base 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 Lloyds Banking Group.

There has been no significant change in the financial or trading position of Lloyds TSB Bank Group since 30 June 2013, the date to which Lloyds TSB Bank Group's last published interim financial information (as set out in the Bank's 2013 Half-Year Management Report) was prepared.

Save as disclosed in (i) the sub-section entitled "Payment protection insurance" in note 17 (Provisions for liabilities and charges) to the unaudited condensed consolidated financial statements of the Bank for the half-year to 30 June 2013 as set out on page 34 of the Bank's 2013 Half-Year Management Report in relation to the further provisions totalling £500 million for anticipated additional redress and administrative costs and (ii) the sub-sections entitled "Interchange Fees", "Payment Protection Insurance", "Interbank Offered Rate Setting Investigations", "Litigation in relation to Insurance Branch Business in Germany", "Interest rate hedging products" and "Shareholder Complaints", of the section entitled "Lloyds Banking Group — Legal Actions and Regulatory Matters" on pages 82 to 84 of the Base Prospectus, 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 Supplement, 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: <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.