

**FINAL TERMS**

**MiFID II product governance / Professional investors and ECPs only target market:** Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market:** Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the "**EUWA**") ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Final Terms dated 4 January 2024

**Lloyds Banking Group plc**  
(the "Company")

Legal Entity Identifier (LEI): 549300PPXHEU2JF0AM85

Issue of EUR 500,000,000 4.375 per cent. Fixed Rate Reset Dated Subordinated Notes due 2034 (the  
"Notes")

under the £25,000,000,000

Euro Medium Term Note Programme

**PART A — CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Conditions") contained in the Trust Deed dated 30 June 2023 and set forth in the prospectus dated 30 June 2023 and the supplemental prospectuses dated 26 July 2023 and 25 October 2023 which together constitute a base prospectus (the "Prospectus") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented in order to obtain all the relevant information. The Prospectus and the supplemental prospectuses are published on the Company's website <https://www.lloydsbankinggroup.com/investors/investor-news/regulatory-news.html>.

1	Issuer:	Lloyds Banking Group plc
2	(i) Series Number:	LBG0023S
	(ii) Tranche Number:	1
	(iii) Date on which Notes will be consolidated and form a single Series:	Not Applicable
3	Specified Currency:	EUR
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
5	Issue Price:	99.490 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000
	(ii) Calculation Amount:	EUR 1,000
7	(i) Issue Date:	5 January 2024
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	5 April 2034

9	Interest Basis:	4.375 per cent. to be reset on 5 April 2029 Fixed Rate Reset
10	Redemption Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Alternative Currency Equivalent:	Not Applicable
13	Put/Call Options:	Call Option (further particulars specified below)
14	Status of the Notes:	Dated Subordinated
15	Senior Notes Waiver of Set-off:	Not Applicable
16	Senior Notes Restricted Events of Default:	Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

17	<b>Fixed Rate Note Provisions</b>	Not Applicable
18	<b>Fixed Rate Reset Note Provisions</b>	Applicable
	(i) Initial Rate of Interest:	4.375 per cent. per annum payable annually in arrear (with a short first coupon)
	(ii) Interest Payment Date(s):	5 April in each year from, and including, 5 April 2024 (" <b>First Interest Payment Date</b> ") until, and including, the Maturity Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified at paragraph 18(xx) below.
	(iii) First Reset Date:	5 April 2029
	(iv) Second Reset Date:	Not Applicable
	(v) Anniversary Date(s):	Not Applicable
	(vi) Reset Determination Dates:	The second Business Day prior to the First Reset Date
	(vii) Reset Rate:	Annualised Mid-Swap Rate
	(viii) Swap Rate Period:	5 years
	(ix) CMT Designated Maturity:	Not Applicable
	(x) Screen Page:	ICESWAP 2
	(xi) Fixed Leg	Not Applicable
	(xii) Floating Leg	Not Applicable
	(xiii) Margin:	+ 2.05 per cent. per annum
	(xiv) Fixed Coupon Amount(s) to (but excluding) the First Reset Date:	EUR 43.75 per Calculation Amount payable on each Interest Payment Date other than the First Interest Payment Date

	(xv) Broken Amount(s):	Short first coupon: EUR 10.88 per Calculation Amount payable on the First Interest Payment Date
	(xvi) Day Count Fraction:	Actual/Actual ICMA
	(xvii) Determination Dates:	5 April in each year
	(xviii) Calculation Agent:	Citibank, N.A., London Branch
	(xix) Benchmark Determination Agent:	Not Applicable
	(xx) Business Day Convention:	Following Business Day Convention (Unadjusted). See Condition 6(h)
	(xxi) First Reset Period Fallback:	2.325 per cent. per annum
19	<b>Floating Rate Note Provisions</b>	Not Applicable
20	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

21	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	Any date in the period from, and including, 5 January 2029 to, and including, 5 April 2029
	(ii) Optional Redemption Amount(s):	Early Redemption Amount
	(iii) Make Whole Redemption Price:	Not Applicable
	(iv) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(v) Notice period:	Not less than fifteen nor more than thirty days
22	<b>Company Residual Call:</b>	Not Applicable
23	<b>Put Option</b>	Not Applicable
24	<b>Capital Disqualification Event Call</b>	Applicable
25	<b>Loss Absorption Disqualification Event Call</b>	Not Applicable
26	<b>Final Redemption Amount</b>	EUR 1,000 per Calculation Amount
27	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) payable on redemption for taxation reasons, following a Capital	EUR 1,000 per Calculation Amount

Disqualification Event or on event of default or other early redemption:

28      **Substitution or Variation**                      Applicable


**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

29	<b>Form of Notes:</b>	<b>Bearer Notes:</b>
		Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
30	New Global Note:	Yes
31	Additional Financial Centre(s) or other special provisions relating to payment dates:	London
32	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

**THIRD PARTY INFORMATION**

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of S&P Global Ratings, Moody's and Fitch, as defined below. The Company confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P Global Ratings, Moody's and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading

Signed on behalf of the Company:

By:  \_\_\_\_\_  
Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING

- (i) Listing: London
- (ii) Admission to trading: Application is expected to be made for the Notes to be admitted to trading on the London Stock Exchange's Main Market with effect from on or about the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: GBP 6,050 + VAT

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- S&P Global Ratings UK Limited ("S&P"): BBB-**  
As defined by S&P, a BBB rating means that the Notes exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The addition of a minus (-) sign shows relative standing within the rating category.  
(Source: S&P Global Ratings, <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>)
- Moody's Investors Service Ltd. ("Moody's"): Baa1**  
As defined by Moody's, obligations rated Baa are considered medium-grade intrinsic, or standalone, financial strength, and thus subject to moderate credit risk and, as such, may possess certain speculative credit elements absent any possibility of extraordinary support from an affiliate or a government. The modifier 1 indicates a ranking in the higher end of that generic assessment category.  
(Source: Moody's, <https://www.moody's.com/researchandratings/research-type/regulatory/rating-symbols-and-definitions/003011001003/003011001003/-/0/0/-/0/-/1/-/1/-/en/global/pdf/-/rra>)
- Fitch Ratings Ltd ("Fitch"): BBB+**  
As defined by Fitch, a BBB rating denotes expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity than is the case for higher ratings. The addition of a plus (+) shows relative probability of default or recovery for issues within the rating category.  
(Source, Fitch Ratings, <https://www.fitchratings.com/products/rating-definitions>)

Each of S&P, Moody's and Fitch is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA. Ratings issued by S&P, Moody's and Fitch are endorsed by S&P Global Ratings Europe Limited, Moody's Deutschland GmbH and Fitch Ratings Ireland Limited, respectively, each of which is established in the EEA and registered under Regulation (EU) No 1060/2009, on credit rating agencies.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Company is aware, no person involved in the issue of the Notes has an interest material to the issue.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

(i) Reasons for the offer: See "Use of Proceeds" in Prospectus  
(ii) Estimated net proceeds: EUR 495,700,000

### 5 YIELD

Indication of yield to the First Reset Date: 4.490 per cent. (on an annual basis)  
This indication of yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6 OPERATIONAL INFORMATION

ISIN: XS2743047156

Common Code: 274304715

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Name and address of Calculation Agent: Citibank, N.A., London Branch  
Canada Square  
Canary Wharf  
London E14 5LB

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Relevant Benchmark: ICESWAP 2 is provided by ICE Benchmark Administration Limited. As at the date hereof, ICE Benchmark Administration Limited appears in the register of administrators and benchmarks established and maintained

by the FCA pursuant to Article 36 (Register of administrators and benchmarks) of the UK Benchmarks Regulation.

7 **DISTRIBUTION**

U.S. Selling Restrictions:

Reg S Category 2; TEFRA D