

## SUPPLEMENTARY PROSPECTUS DATED 29 OCTOBER 2021



# LLOYDS BANK

## LLOYDS BANK PLC

*(incorporated with limited liability in England and Wales registered number 2065)*

**€60 billion**

## Global Covered Bond Programme

### **unconditionally and irrevocably guaranteed as to payments of interest and principal by LLOYDS BANK COVERED BONDS LLP**

*(a limited liability partnership incorporated in England and Wales registered number OC340094)*

This Supplement (this **Supplement**) to the prospectus dated 2 July 2021 as supplemented by the supplementary prospectus dated 30 July 2021, which together comprise a base prospectus (the **Prospectus**) for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK Prospectus Regulation**), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation, and is prepared in connection with the €60 billion Global Covered Bond Programme (the **Programme**) established by Lloyds Bank plc (the **Issuer**).

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.

This Supplement has been approved by the Financial Conduct Authority (the **FCA**), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Approval by the FCA should not be considered as an endorsement of the Issuer and/or the LLP or of the quality of the Covered Bonds that are the subject of this Supplement.

The Issuer and Lloyds Bank Covered Bonds LLP (the **LLP**) each accept responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the LLP 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 the Issuer's Q3 2021 Interim Management Statement (as defined in this Supplement), which was published via the RNS on 28 October 2021;
  - (b) make certain amendments to the Terms and Conditions of the Covered Bonds in the Prospectus;
  - (c) make certain changes to the "Directors of the Issuer" section of the Prospectus; and
  - (d) update the no significant change statement of the Issuer and its subsidiary and associated undertakings (the **Lloyds Bank Group**).
- (a) **DOCUMENTS INCORPORATED BY REFERENCE**

By virtue of this Supplement the unaudited Issuer's Q3 2021 Interim Management Statement of the Issuer for the nine months ended 30 September 2021 (RNS Number 6107Q) (the **Issuer's Q3 2021 Interim Management Statement**), which has previously been filed with the Financial Conduct Authority shall be deemed to be incorporated in, and form part of, the Prospectus and to supplement the section entitled "*Documents Incorporated by Reference*" on pages 19 to 20 of the Prospectus.

Any documents themselves incorporated by reference in the Issuer's Q3 2021 Interim Management Statement shall not form part of the Prospectus, unless specified otherwise here.

**(b) Terms and Conditions of the Covered Bonds**

*The definition of "Relevant Number" in Condition 4.2(b)(ii)(II)(i) of the Terms and Conditions of the Covered Bonds on page 118 of the Prospectus shall be deleted and replaced with the following:*

**"Relevant Number** shall, unless otherwise specified in the applicable Final Terms, be five in the case of the SONIA Compounded Index and five in the case of the SOFR Compounded Index;"

*The definition of "SOFR" in Condition 4.2(b)(ii)(II)(iv) of the Terms and Conditions of the Covered Bonds on page 122 of the Prospectus shall be deleted and replaced with the following:*

**"SOFR**, unless the context otherwise requires, means, in respect of any Business Day, a reference rate equal to the daily Secured Overnight Financing Rate as provided by the Federal Reserve Bank of New York, as the administrator of such rate (or any successor administrator of such rate) on the New York Fed's Website, in each case on or about 3:00 p.m. (New York City Time) on the Business Day immediately following such Business Day."

*The definition of "Reference Time" in Condition 14.2(e)(IV) of the Terms and Conditions of the Covered Bonds on page 154 of the Prospectus shall be deleted and replaced with the following:*

**"Reference Time** with respect to any determination of the Benchmark means (1) if the Benchmark is SOFR, 3:00 p.m. (New York City time) on the day that is five London banking days preceding the date of such determination, and (3) if the Benchmark is not SOFR, the time determined by the Designated Transaction Representative in accordance with the Benchmark Replacement Conforming Changes."

**(c) Directors of the Issuer Changes**

The section entitled "*Directors of the Issuer*" on pages 172 to 173 of the Prospectus shall be updated as set out below:

Nick Prettejohn retired as a non-executive director of the Issuer on 30 September 2021 and Stuart Sinclair, has notified the Board that he will retire at the 2022 Annual General Meeting of the Issuer.

**(d) No significant change of the Lloyds Bank Group**

The following first sentence in the first paragraph under the section headed "*Significant or Material Change*" on page 276 of the Prospectus shall be deemed deleted and replaced with the following sentence:

"There has been no significant change in the financial position or financial performance of the Lloyds Bank Group since 30 September 2021, the date to which the Lloyds Bank Group's last published unaudited interim financial information (as set out in the Issuer's Q3 2021 Interim Management Statement) was prepared.

The Issuer 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 Issuer at its principal office at 25 Gresham Street, London, EC2V 7HN.

Copies of this Supplement and all documents incorporated by reference in this Supplement can be viewed on the website of the Issuer at <https://www.lloydsbankinggroup.com/investors/>.

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 material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.