



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 8 April 2019, as supplemented by the supplementary prospectus dated 2 May 2019 (together, the “**Prospectus**”), which comprises a base 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 the 2019 Half-Year Results (as defined in this Supplement), which were published via the RNS on 31 July 2019;
- (b) amend Condition 4 (*Interest and other Calculations*) by (i) renumbering Condition 4(c)(ii)(B)(III) as Condition 4(c)(ii)(B)(II)(v) and (ii) correcting an incorrect cross reference in Condition 4(j)B(iii);
- (c) update the no significant change statement of the Company and its subsidiary and associated undertakings (the “**Group**”); and
- (d) 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, the Company’s 2019 Half-Year Results News Release for the half-year to 30 June 2019, including the unaudited condensed consolidated financial statements prepared on a statutory basis for the half-year to 30 June 2019, together with the independent review report thereon, as set out on pages 59 to 108 and 110 to 111 thereof, respectively (the “**2019 Half-Year Results**”), which have previously been filed with the Financial Conduct Authority, 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.

Any documents themselves incorporated by reference in the 2019 Half-Year Results shall not form part of the Prospectus.

(b) Amendments to Condition 4 (*Interest and other Calculations*)

(i) *The two paragraphs of Condition 4(c)(ii)(B)(III) (Screen Rate Determination for Floating Rate Notes) shall be renumbered as Condition 4(c)(ii)(B)(II)(v) as follows:*

“(v) In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions, but without prejudice to Condition 4(j), the Rate of Interest shall be (i) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period) or (ii) if there is no such preceding Interest Determination Date, the Initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).

If the relevant Series of Notes become due and payable in accordance with Condition 10, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Final Terms, be deemed to be the date on which such Notes became due and payable and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.”

(ii) *The penultimate paragraph of Condition 4(j)B(iii) (SOFR Benchmark Amendments) shall be deleted and replaced with the following:*

“In connection with any such variation in accordance with this Condition 4(j)B(iii), the Company shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.”

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

The no significant change of the Group and no material adverse change of the Company statement at paragraph 3 on page 188 of the Prospectus is updated as stated below:

There has been no significant change in the financial position of the Group since 30 June 2019, the date to which the Group’s last published unaudited interim financial information (as set out in the Company’s 2019 Half-Year Results) 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.

(d) 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 188 of the Prospectus is supplemented as set out below:

Save as disclosed in (i) the sub-sections entitled “*Payment protection insurance (excluding MBNA)*” and “*Payment protection insurance (MBNA)*” in note 17 to the 2019 Half-Year Results (on pages 87 to 88); (ii) the section entitled “*Review of Performance*” on page 5 of the Q1 2019 Interim Management Statement in respect of the additional charge of £100 million taken for Payment Protection Insurance during the three months ended

31 March 2019; and (iii) the sub-sections entitled “*Interchange fees*”, “*Payment Protection Insurance*”, “*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*”, “*HBOS Reading – FCA Investigation*” 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 138 to 142 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.

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: <https://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.