



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 prospectuses dated 2 May 2019, 31 July 2019 and 10 September 2019, which together comprise a base prospectus (the “**Prospectus**”) for the purposes of Article 5.4 of Directive 2003/71/EC (the “**Prospectus Directive**”), constitutes a supplementary prospectus for the purposes of the Prospectus Directive and Section 87G of the Financial Services and Markets Act 2000, as that provision stood immediately prior to 21 July 2019, 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 Q3 2019 Interim Management Statement (as defined in this Supplement), which was published via the RNS on 31 October 2019;
 - (ii) the Non-Executive Board Changes Announcement (as defined in this Supplement), which was published via the RNS on 31 October 2019; and
 - (iii) the Retirement of Chief Operating Officer Announcement (as defined in this Supplement), which was published via the RNS on 31 October 2019; and
- (b) update the no governmental, legal or arbitration proceedings statement of the Company and its subsidiary and associated undertakings (the “**Group**”).

(a) Documents Incorporated by Reference

By virtue of this Supplement:

- (i) the unaudited Q3 2019 Interim Management Statement of the Company for the nine months ended 30 September 2019 (RNS Number 7077R) (the “**Q3 2019 Interim Management Statement**”), which has previously been filed with the Financial Conduct Authority;
- (ii) the announcement entitled “Non-executive Board Changes Announcement” (RNS Number 7572R) (the “**Non-Executive Board Changes Announcement**”), which was published by the Company via the RNS on 31 October 2019; and
- (iii) the announcement entitled “Juan Colombás to retire during 2020” (RNS Number 7573R) (the “**Retirement of Chief Operating Officer Announcement**”), which was published by the Company via the RNS on 31 October 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.

Any documents themselves incorporated by reference in the Q3 2019 Interim Management Statement, the Non-Executive Board Changes Announcement or the Retirement of Chief Operating Officer Announcement shall not form part of the Prospectus.

(b) 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 section entitled “*Review of Performance*” on pages 5 to 7 of the Company’s Q3 2019 Interim Management Statement for the nine months ended 30 September 2019 in respect of the additional charge of £1,800 million taken for Payment Protection Insurance during the three months ended 30 September 2019; (ii) 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); (iii) 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 (iv) 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 reposessions*”, “*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 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.