

Kate Cheetham
Company Secretary



Lloyds Banking Group plc
25 Gresham Street
London EC2V 7HN

29 March 2021

Dear Shareholder

**Resignation of PricewaterhouseCoopers LLP ('PwC') as auditor of Lloyds Banking Group plc
(the 'Company')**

As publicised in 2018, the Board has approved the proposed appointment of Deloitte LLP as the auditor of the Company for the financial year beginning on 1 January 2021. PwC has resigned as auditor of the Company with effect from 29 March 2021.

PwC has provided a Statement of Reasons for their resignation and, as required by law, a copy is included overleaf.

Yours faithfully

A handwritten signature in black ink that reads "Kate Cheetham".

Kate Cheetham
Company Secretary



The Directors
Lloyds Banking Group plc
The Mound
Midlothian
Edinburgh
EH1 1YZ

29 March 2021

Dear Ladies and Gentlemen,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the “Act”), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number C001004062, ceasing to hold office as auditors of Lloyds Banking Group plc, registered no: SC095000 (the “Company”) effective from 29 March 2021.

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit Committee not to participate due to the time of our tenure.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company’s members or creditors.

Yours faithfully,

A handwritten signature in blue ink that reads 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP

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PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.