

SUPPLEMENTARY PROSPECTUS DATED 1 AUGUST 2018



LLOYDS BANK

LLOYDS BANK plc

(incorporated in England with limited liability with registered number 2065)

Global Medium Term Note Programme

This Supplement (the “**Supplement**”) to the prospectus dated 17 April 2018, as supplemented by the supplementary prospectus dated 26 April 2018 (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 Global Medium Term Note Programme (the “**Programme**”) established by Lloyds Bank plc (the “**Bank**”).

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 Bank accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Bank (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) update the ratings assigned by Standard & Poor’s to the long-term senior obligations of the Bank;
- (b) incorporate by reference into the Prospectus the 2018 Half-Year Results (as defined in this Supplement), which were published via the RNS on 1 August 2018;
- (c) insert a new risk factor;
- (d) amend the Base General Conditions;
- (e) amend Base General Condition 5 (*Interest and other Calculations*);
- (f) amend the Form of Final Terms;
- (g) update the no significant change statement of the Bank and its subsidiary and associated undertakings (the “**Lloyds Bank Group**”); and
- (h) update the no governmental, legal or arbitration proceedings statement of the Lloyds Bank Group and the Bank.

(a) Ratings of the Bank

On 8 May 2018, Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”) upgraded its rating of the long-term senior obligations of the Bank. The S&P rating relating to long-term senior obligations of the Bank, as appearing on page 2 and page 578 of the Prospectus shall each be replaced with the rating “A+”. The S&P expected rating relating to Notes issued by the Bank under the Programme with a maturity of one

year or more, as appearing on page 578 and page 614 of the Prospectus shall each be replaced with the rating “A+”.

(b) Documents Incorporated by Reference

By virtue of this Supplement, the Bank’s 2018 Half-Year Results for the half-year to 30 June 2018, including the unaudited condensed consolidated financial statements prepared on a statutory basis for the half-year to 30 June 2018, together with the independent review report thereon, as set out on pages 6 to 54 and 56 to 57 thereof, respectively (the “**2018 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 20 of the Prospectus.

Any documents themselves incorporated by reference in the 2018 Half-Year Results shall not form part of the Prospectus. Only certain sections of the Bank’s 2018 Half-Year Results are incorporated by reference in the Prospectus, the parts of the document which are not incorporated by reference are either not relevant to prospective investors in the Notes or are covered elsewhere in the Prospectus.

(c) Risk Factors

The Risk Factors section commencing on page 30 of the Prospectus is supplemented by inserting a new risk factor at the end of 9 (Risks related to the structure of a particular issue of Notes) as set out below:

“9.7 The market continues to develop in relation to SONIA as a reference rate for Floating Rate Notes

Investors should be aware that the market continues to develop in relation to the Sterling Overnight Index Average (“**SONIA**”) as a reference rate in the capital markets and its adoption as an alternative to Sterling LIBOR. In particular, market participants and relevant working groups are exploring alternative reference rates based on SONIA, including term SONIA reference rates (which seek to measure the market’s forward expectation of an average SONIA rate over a designated term). The market or a significant part thereof may adopt an application of SONIA that differs significantly from that set out in the Base General Conditions and used in relation to Floating Rate Notes that reference a SONIA rate issued under this Prospectus. Interest on Floating Rate Notes which reference a SONIA rate is only capable of being determined at the end of the relevant Observation Period and immediately prior to the relevant Interest Payment Date. It may be difficult for investors in Floating Rate Notes that reference a SONIA rate to reliably estimate the amount of interest which will be payable on such Floating Rate Notes. Further, if the Floating Rate Notes become due and payable under Base General Condition 11 (*Events of Default and Enforcement*), the Rate of Interest payable shall be determined on the date the Floating Rate Notes became due and payable and shall not be reset thereafter. Investors should consider these matters when making their investment decision with respect to any such Floating Rate Notes.”

(d) Base General Conditions

The first sentence of the second paragraph of the Base General Conditions section on page 99 of the Prospectus shall be deleted and replaced with the following:

“The Notes (referred to herein as the “**Notes**”) are issued by Lloyds Bank plc (the “**Bank**”) pursuant to an Agency Agreement originally dated 14 June 2011, as amended and restated on 17 April 2018 (as modified and/or supplemented and/or restated as at the Issue Date, the “**Agency Agreement**”), in relation to the Notes between the Bank, Citibank, N.A., London Branch, as fiscal agent and, in respect of CMU Notes (as defined below), Citicorp International Limited, as CMU fiscal agent and the other agents named in it.”

(e) Amendments to Base General Condition 5 (Interest and other Calculations)

- (i) *The following subsection shall be inserted at the end of Base General Condition 5(b)(ii)(B) (Screen Rate Determination for Floating Rate Notes):*

“(aa) SONIA

Where Screen Rate Determination is specified in the relevant Issue Terms as the manner in which the Rate of Interest is to be determined and the Reference Rate in respect of the relevant Series of Floating Rate Notes is specified in the relevant Issue Terms as being SONIA, the Rate of Interest for each Interest Accrual Period will, subject to Base General Condition 5(l) (*Benchmark discontinuation*) and as provided below, be Compounded Daily SONIA plus or minus (as indicated in the relevant Issue Terms) the Margin.

“**Compounded Daily SONIA**” means the rate of return of a daily compound interest investment (with the daily Sterling overnight reference rate as reference rate for the calculation of interest) and will be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the relevant Issue Terms) on the Interest Determination Date, as follows, and the resulting percentage will be rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{\text{SONIA}_{i-5\text{LBD}} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Interest Accrual Period;

“**d_o**” is the number of London Banking Days in the relevant Interest Accrual Period;

“**i**” is a series of whole numbers from one to **d_o**, each representing the relevant London Banking Day in chronological order from, and including, the first London Banking Day in the relevant Interest Accrual Period;

“**London Banking Day**” or “**LBD**” means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“**n_i**”, for any day “**i**”, means the number of calendar days from and including such day “**i**” up to but excluding the following London Banking Day;

“**Observation Period**” means the period from and including the date falling five London Banking Days prior to the first day of the relevant Interest Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and ending on, but excluding, the date falling five London Banking Days prior to the Interest Payment Date for such Interest Accrual Period (or the date falling five London Banking Days prior to such earlier date, if any, on which the Notes become due and payable);

the “**SONIA reference rate**”, in respect of any London Banking Day, is a reference rate equal to the daily Sterling Overnight Index Average (“**SONIA**”) rate for such London Banking Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors, in each case on the London Banking Day immediately following such London Banking Day; and

“SONIA_{i-5LBD}” means, in respect of any London Banking Day falling in the relevant Observation Period, the SONIA reference rate for the London Banking Day falling five London Banking Days prior to the relevant London Banking Day “i”.

If, subject to Base General Condition 5(l) (*Benchmark discontinuation*), in respect of any London Banking Day in the relevant Observation Period, the SONIA reference rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, such SONIA reference rate shall be: (i) the Bank of England’s Bank Rate (the “**Bank Rate**”) prevailing at close of business on the relevant London Banking Day; plus (ii) the mean of the spread of the SONIA reference rate to the Bank Rate over the previous five days on which a SONIA reference rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate.

In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions but without prejudice to Base General Condition 5(l) (*Benchmark discontinuation*), 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 Base General Condition 11 (*Events of Default and Enforcement*), the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the relevant Issue 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 sentence of Base General Condition 5(h) (Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts) shall be deleted and replaced with the following:*

“If the Notes become due and repayable under Base General Condition 11 (*Events of Default and Enforcement*), the accrued interest and the Rate of Interest payable in respect of the Notes shall, save in the case of Compounded Daily SONIA for the purposes of Base General Condition 5(b)(ii)(B)(aa), nevertheless continue to be calculated as previously in accordance with this Base General Condition 5 (*Interest and other Calculations*) but no publication of the Rate of Interest or the Interest Amount so calculated need be made.”

- (iii) *Base General Condition 5(l)(vi) (Survival of Original Reference Rate) shall be deleted and replaced with the following:*

“Without prejudice to the obligations of the Bank under Base General Conditions 5(1)(i) (*Independent Adviser*), 5(1)(ii) (*Successor Rate or Alternative Rate*), 5(1)(iii) (*Adjustment Spread*) and 5(1)(iv) (*Benchmark Amendments*), the Original Reference Rate and the fallback provisions provided for in Base General Conditions 5(b)(ii)(A), 5(b)(ii)(B)(z), 5(b)(ii)(B)(aa), 5(b)(ii)(C)(z) and the relevant Asset Conditions (as applicable) will continue to apply unless and until the Calculation Agent has been notified of the Successor Rate or the Alternative Rate (as the case may be), and any Adjustment Spread and Benchmark Amendments, in accordance with Base General Condition 5(1)(v) (*Notices etc.*).”

(f) Form of Final Terms

In the Form of Final Terms, item 15(vi) (Screen Rate Determination) on page 378 of the Prospectus shall be deleted and replaced with the following:

- (vi) Screen Rate Determination: [Applicable]/[Not Applicable]
- Reference Rate: [●] [month] [GBP LIBOR]/[EURIBOR]/[HIBOR]/
[STIBOR]/[SIBOR]/[TIBOR]/[CDOR]/[BBSW]/
[USD LIBOR]/[CHF LIBOR]/[JPY LIBOR]/[EONIA]/
[SONIA]/[NIBOR]
- Interest Determination Date(s): [[●] [TARGET/[●]] Business Days prior to] the [●] day
in each Interest Accrual Period [●] London Banking
Day prior to the end of each Interest Accrual Period [●]
- Relevant Screen Page: [●]

General Information

(g) No significant change of the Lloyds Bank Group and no material adverse change of the Bank

The no significant change of the Lloyds Bank Group and no material adverse change of the Bank statement at paragraph 3 on page 613 of the Prospectus is updated as stated below:

There has been no significant change in the financial position of the Lloyds Bank Group since 30 June 2018, the date to which the Lloyds Bank Group’s last published unaudited interim financial information (as set out in the Bank’s 2018 Half-Year Results) was prepared. There has been no material adverse change in the prospects of the Bank since 31 December 2017, the date to which the Bank’s last published audited financial information (as set out in the Bank’s 2017 Annual Report) was prepared.

(h) No governmental, legal or arbitration proceedings statement of the Lloyds Bank Group and the Bank

The no governmental, legal or arbitration proceedings statement of the Lloyds Bank Group and the Bank at paragraph 4 on page 613 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 13 to the 2018 Half-Year Results (on page 35); and (ii) the sub-sections entitled “*Interchange fees*”, “*Payment Protection Insurance (excluding MBNA)*”, “*Payment Protection Insurance (MBNA)*”, “*Sensitivities*”, “*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*”, “*Financial Services Compensation Scheme*”, “*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 Bank Group – Legal Actions and Regulatory Matters*” on pages 584 to 588 of the Prospectus, there are no governmental, legal or arbitration

proceedings (including any such proceedings pending or threatened of which the Bank 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 Bank or the Lloyds Bank Group.

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