

**SUPPLEMENTARY PROSPECTUS DATED 15 MARCH 2019
TO THE PROSPECTUSES SET OUT IN THE SCHEDULE HERETO**



LLOYDS BANK

LLOYDS BANK plc

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

This Supplement (the “**Supplement**”) to the prospectuses, each dated 17 April 2018 and listed in the Schedule hereto, each of which, as supplemented by the supplementary prospectuses dated 26 April 2018, 1 August 2018 and 25 October 2018, comprises a base prospectus (the “**Prospectuses**”, and each a “**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 Programmes (as defined herein) established by Lloyds Bank plc (the “**Bank**”).

This Supplement is supplemental to, and should be read in conjunction with, the Prospectuses 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 Prospectuses.

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) incorporate by reference into each of the Prospectuses (i) certain information contained in the Bank’s 2018 Annual Report (as defined in this Supplement), which was published via the RNS on 15 March 2018 and (ii) the Chief Financial Officer Succession Announcement (as defined in this Supplement), which was published via the RNS on 15 February 2019;
- (b) update the no significant change statement of the Bank and its subsidiary and associated undertakings (the “**Group**”) and the no material adverse change statement of the Bank; and
- (c) update the no governmental, legal or arbitration proceedings statement of the Group and the Bank.

(a) Documents Incorporated by Reference

By virtue of this Supplement:

- (i) the audited consolidated financial statements of the Bank for the financial year ended 31 December 2018, together with the audit report thereon, as set out on pages 20 to 146 and 13 to 19 thereof, respectively of the Bank’s Annual Report and Accounts 2018 (the “**2018 Annual Report**”), which has previously been filed with the Financial Conduct Authority; and
- (ii) the announcement entitled “Lloyds Banking Group Recruits William Chalmers as Chief Financial Officer” (RNS Number 2140Q) (the “**Chief Financial Officer Succession Announcement**”), which was published by Lloyds Banking Group plc via the RNS on 15 February 2019,

shall be deemed to be incorporated in, and form part of, the Prospectuses and supplement the section entitled “*Documents Incorporated by Reference*” in each of the Prospectuses.

General Information

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

The no significant change of the Group statement and no material adverse change of the Bank statement at paragraph 3 on page 177 of the EMTN Prospectus is updated as set out below:

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

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

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

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

The no governmental, legal or arbitration proceedings statement of the Group and the Bank at paragraph 4 on page 177 of the Prospectus relating to the EMTN Programme is updated as set out below:

Save as disclosed in (i) the sub-section entitled “*Payment protection insurance (excluding MBNA)*” in note 32 to the 2018 Annual Report (on page 81); (ii) 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 (iii) 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*”, “*Tax authorities*”, “*Residential mortgage repossessions*”, “*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 129 to 133 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 no governmental, legal or arbitration proceedings statement of the Group and the Bank at paragraph 4 on page 613 of the Prospectus relating to the GMTN Programme is updated as set out below:

Save as disclosed in (i) the sub-section entitled “*Payment protection insurance (excluding MBNA)*” in note 32 to the 2018 Annual Report (on page 81); (ii) 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 (iii) 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*”, “*Tax authorities*”, “*Residential mortgage repossessions*”, “*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.

Any documents themselves incorporated by reference in the 2018 Annual Report or the Chief Financial Officer Succession Announcement shall not form part of the Prospectuses.

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 each of the Prospectuses. 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: <http://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 relevant Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the relevant 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 each of the Prospectuses has arisen or been noted, as the case may be, since the publication of each of the Prospectuses.

Schedule

List of Prospectuses

EMTN Programme Prospectus

- Prospectus dated 17 April 2018 relating to the Lloyds Bank plc £35,000,000,000 Euro Medium Term Note Programme (the “**EMTN Programme**”) and the supplements to it dated 26 April 2018, 1 August 2018 and 25 October 2018.

GMTN Programme Prospectus

- Prospectus dated 17 April 2018 relating to the Lloyds Bank plc Global Medium Term Note Programme (the “**GMTN Programme**”, together with the EMTN Programme, the “**Programmes**”) and the supplements to it dated 26 April 2018, 1 August 2018 and 25 October 2018.