

APPENDIX 6

PART B

Pricing Schedules relating to the ECNs

The Pricing Schedules set out below relate to each series of ECNs. Each Pricing Schedule is subject to completion and amendment prior to the relevant Settlement Date provided such amendment is not, in the opinion of LBG Capital No.1 (in consultation with the Dealer Managers), materially prejudicial to Holders. The Pricing Schedules are qualified in their entirety by reference to the Pricing Schedules set out in Schedule 4 of the ECN Trust Deed, to be dated on or around 1 December 2009. In the event of any differences or inconsistencies between the Pricing Schedules set out in this Appendix 6 and those set out in Schedule 4 of the ECN Trust Deed, the latter shall prevail.

PRICING SCHEDULE

relating to

LBG Capital No.1 plc

GBP Denominated 7.5884 per cent. ECNs due 2020

guaranteed on a subordinated basis by

Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	1
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	12 May 2020
9	Interest Basis:	7.5884 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.5884 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	12 May and 12 November in each year commencing on 12 May 2010
	(iii) Fixed Coupon Amount(s):	To be calculated in accordance with Condition 6(f)
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA) for the regular semi annual Interest Period with Interest Payment Dates as above. For any other period including the Broken Amount Interest Period the Day Count Fraction is Actual/365 (Fixed)
	(vi) Determination Dates:	12 May and 12 November in each year (applicable to Actual/Actual (ICMA) calculations only)

(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION		
15	Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION		
16	Redemption due to Taxation Redemption Price:	Par
17	Redemption for Regulatory Purposes Redemption Price:	Par
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
18	Form of Notes:	Registered Notes
19	Financial Centre(s) or other special provisions relating to payment dates:	London
20	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21	ISIN:	XS0459086582
22	Common Code:	045908658

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 7.8673 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	2
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	17 December 2019
9	Interest Basis:	7.8673 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.8673 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	17 June in each year commencing on 17 June 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	17 June in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459086749

22 Common Code: 045908674

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
GBP Denominated 7.975 per cent. ECNs due 2024
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	3
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1
	(ii) Calculation Amount:	GBP1
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	15 September 2024
9	Interest Basis:	7.975 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.975 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	15 March and 15 September in each year commencing 15 March 2010
	(iii) Fixed Coupon Amount(s):	To be calculated according to Condition 6(f)
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA) for the regular semi annual Interest Period with Interest Payment Dates as above. For any other period including the Broken Amount Interest Period the Day Count Fraction is Actual/365 (Fixed)
	(vi) Determination Dates:	15 March and 15 September in each year (applicable to Actual/Actual (ICMA) calculations only)

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

13 **Floating Rate Note Provisions** Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459086822

22 Common Code: 045908682

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 10.75 per cent. ECNs due 2024
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the “Trust Deed”) to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	4
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling (“GBP”)
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1
	(ii) Calculation Amount:	GBP1
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	30 November 2024
9	Interest Basis:	10.75 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.75 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	31 May and 30 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459087044

22 Common Code: 045908704

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 11.25 per cent. ECNs due 2024
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the “Trust Deed”) to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	5
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling (“GBP”)
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1
	(ii) Calculation Amount:	GBP1
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	30 November 2024
9	Interest Basis:	11.25 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	11.25 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	31 May and 30 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459087127

22 Common Code: 045908712

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
EUR Denominated 9.375 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	6
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	6 December 2019
9	Interest Basis:	9.375 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.375 per cent. per annum payable, save as provided below, annually in arrear
	(ii) Interest Payment Date(s):	29 November in each year commencing on 29 November 2010 up to, and including, 29 November 2018 and then 6 December 2019
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	29 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special TARGET
provisions relating to payment dates:

20 Talons for future Coupons to be attached No
to Definitive Notes (and dates on which
such Talons mature):

21 ISIN: XS0459087390

22 Common Code: 045908739

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
USD Denominated 9.375 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	7
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	U.S. Dollars ("USD")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	USD1,000
	(ii) Calculation Amount:	USD1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	6 December 2019
9	Interest Basis:	9.375 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.375 per cent. per annum payable, save as provided below, semi-annually in arrear
	(ii) Interest Payment Date(s):	29 May and 29 November in each year commencing on 29 May 2010 up to, and including, 29 May 2019 and then 6 December 2019
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London and New York

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459087473

22 Common Code: 045908747

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 7.869 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	8
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP99,000. No notes in definitive form will be issued with a specified denomination above GBP99,000.
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	25 August 2020
9	Interest Basis:	7.869 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.869 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	25 February and 25 August in each year commencing on 25 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	25 February and 25 August in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13 Floating Rate Note Provisions	Not Applicable
14 Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION	
15 Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION	
16 Redemption due to Taxation Redemption Price:	Par
17 Redemption for Regulatory Purposes Redemption Price:	Par
GENERAL PROVISIONS APPLICABLE TO THE NOTES	
18 Form of Notes:	Registered Notes
19 Financial Centre(s) or other special provisions relating to payment dates:	London
20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21 ISIN:	XS0459093364
22 Common Code:	045909336

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**USD Denominated 9.40 per cent. ECNs due 2021
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	9
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	U.S. Dollars ("USD")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	USD1,000
	(ii) Calculation Amount:	USD1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	22 November 2021
9	Interest Basis:	9.40 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.40 per cent. per annum payable quarterly in arrear
	(ii) Interest Payment Date(s):	22 February, 22 May, 22 August and 22 November in each year commencing on 22 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: New York and London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): Yes
Definitive Notes (and additional Coupon sheets) issued on a date falling more than 27 Interest Payment Dates prior to (and including) the Maturity Date will bear a Talon. Each Talon shall be deemed to mature on the Interest Payment Date on which the final Coupon comprised in the relevant Coupon sheet matures

21 ISIN: XS0459087556

22 Common Code: 045908755

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 10.617 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	10
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	31 May 2020
9	Interest Basis:	10.617 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.617 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	31 May and 30 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459087630

22 Common Code: 045908763

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**EUR Denominated 10.127 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	11
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR50,000 and integral multiples of EUR1,000 in excess thereof up to and including GBP99,000. No notes in definitive form will be issued with a specified denomination above GBP99,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	9 December 2019
9	Interest Basis:	10.127 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.127 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	9 December in each year commencing on 9 December 2009
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	9 December in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13 Floating Rate Note Provisions	Not Applicable
14 Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION	
15 Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION	
16 Redemption due to Taxation Redemption Price:	Par
17 Redemption for Regulatory Purposes Redemption Price:	Par
GENERAL PROVISIONS APPLICABLE TO THE NOTES	
18 Form of Notes:	Registered Notes
19 Financial Centre(s) or other special provisions relating to payment dates:	TARGET
20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21 ISIN:	XS0459087804
22 Common Code:	045908780

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**EUR Denominated 8.875 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	12
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	7 February 2020
9	Interest Basis:	8.875 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.875 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	7 February in each year commencing on 7 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	7 February in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special TARGET
provisions relating to payment dates:

20 Talons for future Coupons to be attached No
to Definitive Notes (and dates on which
such Talons mature):

21 ISIN: XS0459087986

22 Common Code: 045908798

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**EUR Denominated 8.85 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	13
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	25 February 2020
9	Interest Basis:	8.85 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.85 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	25 February in each year commencing on 25 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	25 February in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: TARGET

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459088018

22 Common Code: 045908801

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 9.334 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	14
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	7 February 2020
9	Interest Basis:	9.334 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.334 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	7 February in each year commencing on 7 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459088109

22 Common Code: 045908810

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**EUR Denominated 6.439 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	15
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR50,000 and integral multiples of EUR1,000 in excess thereof up to and including GBP99,000. No notes in definitive form will be issued with a specified denomination above GBP99,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	23 May 2020
9	Interest Basis:	6.439 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	6.439 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	23 May in each year commencing on 23 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	23 May in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

13 **Floating Rate Note Provisions** Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: TARGET

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459088281

22 Common Code: 045908828

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 9.786 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	16
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	31 May 2020
9	Interest Basis:	9.786 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.786 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459088364

22 Common Code: 045908836

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 9.781 per cent. ECNs due 2026
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	17
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	31 May 2026
9	Interest Basis:	9.781 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.781 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): Yes
Definitive Notes (and additional Coupon sheets) issued on a date falling more than 27 Interest Payment Dates prior to (and including) the Maturity Date will bear a Talon. Each Talon shall be deemed to mature on the Interest Payment Date on which the final Coupon comprised in the relevant Coupon sheet matures

21 ISIN: XS0459088448

22 Common Code: 045908844

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
EUR Denominated 6.385 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	18
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000, EUR10,000 and EUR100,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	12 May 2020
9	Interest Basis:	6.385 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of Principal Amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	6.385 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	12 May in each year commencing on 12 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	12 May in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: TARGET
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459088794
- 22 Common Code: 045908879

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 11.04 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	19
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP99,000. No notes in definitive form will be issued with a specified denomination above GBP99,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	19 March 2020
9	Interest Basis:	11.04 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	11.04 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	19 March and 19 September in each year commencing on 19 March 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	19 March and 19 September in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

13 **Floating Rate Note Provisions** Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459088877

22 Common Code: 045908887

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
GBP Denominated 8.961 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	20
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	4 December 2019
9	Interest Basis:	8.961 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.961 per cent. per annum payable, save as provided below, semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010 up to, and including 31 May 2019 and then 4 December 2019
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	31 May and 30 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459089099

22 Common Code: 045908909

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 15.00 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	21
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP100,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP199,000. No notes in definitive form will be issued with a Specified Denomination above GBP199,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	21 December 2019
9	Interest Basis:	15.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	15.00 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	21 January and 21 July in each year commencing on 21 January 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	21 January and 21 July in each year

(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION		
15	Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION		
16	Redemption due to Taxation Redemption Price	Par
17	Redemption for Regulatory Purposes Redemption Price:	Make Whole Redemption Price as described in the Annex hereto
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
18	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
19	Financial Centre(s) or other special provisions relating to payment dates:	London
20	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21	ISIN:	XS0459089255
22	Common Code:	045908925

Annex

“Make Whole Redemption Price” means, in respect of each ECN, (a) the principal amount of such ECN or, if this is higher, (b) the price, expressed as a percentage (rounded to four decimal places, 0.00005 being rounded upwards), at which the Gross Redemption Yield on the ECN on the Reference Date is equal to the Gross Redemption Yield (determined by reference to the middle market price) at 11.00 a.m. (London time) on the Reference Date of the Reference Bond plus five per cent., all as determined by the Calculation Agent and for the purposes of the definition of Make Whole Redemption Amount:

“Reference Bond” means the 4.75 per cent. Treasury Stock due 7 March 2020, or if such stock is no longer in issue such other United Kingdom government stock with a maturity date as near as possible to the Maturity Date, as the Calculation Agent may, with the advice of the Reference Market Makers, determine to be appropriate by way of substitution for the 4.75 per cent. Treasury Stock due 7 March 2020;

“Reference Date” means the date which is three Business Days prior to the date fixed for redemption pursuant to Condition 8(e) by the Issuer;

“Reference Market Makers” means three brokers or market makers of gilts selected by the Calculation Agent and approved for this purpose by the Trustee or such other three persons operating in the gilt-edged market as are selected by the Calculation Agent in consultation with the Issuer and approved for this purpose by the Trustee; and

“Gross Redemption Yield” means, with respect to a security, the gross redemption yield on such security (as calculated by the Calculation Agent on the basis set out in the United Kingdom Debt Management Office in the paper “Formulae for Calculating Gilt Prices from Yields” page 4, Section One: Price/Yield Formulae “Conventional Gilts; Double-dated and Undated Gilts with Assumed (or Actual) Redemption on a Quasi-Coupon Date” (published on 8 June 1998 and updated on 15 January 2002 and as further updated or amended) on a semi-annual compounding basis (converted to an annualised yield and rounded up (if necessary) to four decimal places)).

PRICING SCHEDULE

**relating to
LBG Capital No.2 plc**

**EUR Denominated 15.00 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	22
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR50,000 and integral multiples of EUR1,000 in excess thereof up to and including GBP99,000. No notes in definitive form will be issued with a specified denomination above GBP99,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	21 December 2019
9	Interest Basis:	15.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	15.00 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	21 January and 21 July in each year commencing on 21 January 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	21 January and 21 July in each year

(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION		
15	Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION		
16	Redemption due to Taxation Redemption Price	Par
17	Redemption for Regulatory Purposes Redemption Price:	Make Whole Redemption Price as described in the Annex hereto
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
18	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
19	Financial Centre(s) or other special provisions relating to payment dates:	TARGET
20	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21	ISIN:	XS0459089412
22	Common Code:	045908941

Annex

“Make Whole Redemption Price” means, in respect of each ECN, (a) the principal amount of such ECN or, if this is higher, (b) the price, expressed as a percentage (rounded to four decimal places, 0.00005 being rounded upwards), at which the annual yield to redemption on the ECNs on the Reference Date is equal to the Reference Bond Yield (determined by reference to the middle market price) at 11.00 a.m. (Brussels time) on the Reference Date of the Reference Bond plus five per cent., all as determined by the Calculation Agent. For the purposes of the definition of Make Whole Redemption Price:

“Primary Bond Dealer” means any credit institution or financial services institution that regularly deals in bonds and other debt securities;

“Reference Bond” means the 3.75% German Government bond due 4 January 2019 or if such security is no longer in issue such other German Bundesobligationen with a maturity date as near as possible to the Maturity Date as the Calculation Agent may, with the advice of the Reference Bond Dealers and in consultation with the Issuer, determine to be appropriate by way of substitution for the 3.75% German Government bond due 4 January 2019;

“Reference Bond Dealer” means either the Calculation Agent or any other Primary Bond Dealer selected by the Calculation Agent after consultation with the Issuer and approved for this purpose by the Trustee;

“Reference Bond Dealer Quotations” means the average, as determined by the Calculation Agent, of the bid and ask prices for the Reference Bond (expressed in each case as a percentage of its principal amount) quoted in writing to the Calculation Agent by such Reference Bond Dealer at 11.00 a.m. (Brussels time) on the Reference Date;

“Reference Bond Price” means (i) the average of five Reference Bond Dealer Quotations, after excluding the highest and lowest such Reference Bond Dealer Quotations, or (ii) if the Calculation Agent obtains fewer than five such Reference Bond Dealer Quotations, the average of all such Reference Bond Dealer Quotations;

“Reference Bond Yield” means the rate per annum equal to the annual yield to maturity of the Reference Bond, assuming a price equal to the Reference Bond Price for the Reference Date; and

“Reference Date” means the date which is three TARGET Business Days prior to the date fixed for redemption pursuant to Condition 8(e) by the Issuer.

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 15.00 per cent. ECNs due 2029
guaranteed on a subordinated basis by
Lloyds TSB Bank Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	23
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP100,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP199,000. No notes in definitive form will be issued with a Specified Denomination above GBP199,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	22 January 2029
9	Interest Basis:	15.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	15.00 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	21 January and 21 July in each year commencing on 21 January 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	21 January and 21 July in each year

(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION		
15	Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION		
16	Redemption due to Taxation Redemption Price	Par
17	Redemption for Regulatory Purposes Redemption Price:	Make Whole Redemption Price as described in the Annex hereto
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
18	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
19	Financial Centre(s) or other special provisions relating to payment dates:	London
20	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Yes Definitive Notes (and additional Coupon sheets) issued on a date falling more than 27 Interest Payment Dates prior to (and including) the Maturity Date will bear a Talon. Each Talon shall be deemed to mature on the Interest Payment Date on which the final Coupon comprised in the relevant Coupon sheet matures
21	ISIN:	XS0459089685
22	Common Code:	045908968

Annex

“Make Whole Redemption Price” means, in respect of each ECN, (a) the principal amount of such ECN or, if this is higher, (b) the price, expressed as a percentage (rounded to four decimal places, 0.00005 being rounded upwards), at which the Gross Redemption Yield on the ECN on the Reference Date is equal to the Gross Redemption Yield (determined by reference to the middle market price) at 11.00 a.m. (London time) on the Reference Date of the Reference Bond plus five per cent., all as determined by the Calculation Agent and for the purposes of the definition of Make Whole Redemption Amount:

“Reference Bond” means the 6 per cent. Treasury Stock due 7 December 2028, or if such stock is no longer in issue such other United Kingdom government stock with a maturity date as near as possible to the Maturity Date, as the Calculation Agent may, with the advice of the Reference Market Makers, determine to be appropriate by way of substitution for the 6 per cent. Treasury Stock due 7 December 2028;

“Reference Date” means the date which is three Business Days prior to the date fixed for redemption pursuant to Condition 8(e) by the Issuer;

“Reference Market Makers” means three brokers or market makers of gilts selected by the Calculation Agent and approved for this purpose by the Trustee or such other three persons operating in the gilt-edged market as are selected by the Calculation Agent in consultation with the Issuer and approved for this purpose by the Trustee; and

“Gross Redemption Yield” means, with respect to a security, the gross redemption yield on such security (as calculated by the Calculation Agent on the basis set out in the United Kingdom Debt Management Office in the paper “Formulae for Calculating Gilt Prices from Yields” page 4, Section One: Price/Yield Formulae “Conventional Gilts; Double-dated and Undated Gilts with Assumed (or Actual) Redemption on a Quasi-Coupon Date” (published on 8 June 1998 and updated on 15 January 2002 and as further updated or amended) on a semi-annual compounding basis (converted to an annualised yield and rounded up (if necessary) to four decimal places)).

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 10.254 per cent. ECNs due 2021
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	24
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	31 May 2021
9	Interest Basis:	10.254 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.254 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	31 May and 30 November in each year commencing on 31 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	31 May and 30 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459089768

22 Common Code: 045908976

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 10.381 per cent. ECNs due 2031
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	25
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP99,000. No notes in definitive form will be issued with a specified denomination above GBP99,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	9 December 2031
9	Interest Basis:	10.381 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.381 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	9 December in each year commencing on 9 December 2009
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

13 **Floating Rate Note Provisions** Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459089925

22 Common Code: 045908992

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
USD Denominated 9.35 per cent. ECNs due 2021
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	26
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	U.S. Dollars ("USD")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	USD1,000
	(ii) Calculation Amount:	USD1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	23 December 2021
9	Interest Basis:	9.35 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.35 per cent. per annum payable quarterly in arrear
	(ii) Interest Payment Date(s):	23 March, 23 June, 23 September and 23 December in each year commencing on 23 December 2009
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London and New York

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459090006

22 Common Code: 045909000

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
GBP Denominated 9.125 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	27
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	15 July 2020
9	Interest Basis:	9.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 July in each year commencing 15 July 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: London
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459090188
- 22 Common Code: 045909018

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
EUR Denominated Floating Rate ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	28
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000, EUR10,000 and EUR100,00
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	26 August 2020
9	Interest Basis:	3 month EURIBOR +3.70 per cent. per annum Floating Rate. There will be a short first Interest Period from (and including) the Issue Date to (but excluding) 26 February 2010 for which the Rate of Interest will be set by reference to 3 month EURIBOR determined as at 24 November 2009 +3.70 per cent. per annum.
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Not Applicable
13	Floating Rate Note Provisions	Applicable
	(i) Interest Period(s):	For the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date, in each case subject to adjustment in accordance with the Business Day Convention specified below save for the first Interest Period

which shall be the period from (and including) the Issue Date to (but excluding) the First Interest Payment Date subject to adjustment in accordance with the Business Day Convention specified below

- (ii) Interest Payment Dates: 26 February, 26 May, 26 August and 26 November in each year commencing on 26 February 2010, subject to adjustment in accordance with the Business Day Convention specified below
- (iii) First Interest Payment Date: 26 February 2010
- (iv) Interest Period Date: Not Applicable
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Business Centre: TARGET
- (vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Agent): ECN Principal Paying and Conversion Agent
- (viii) Screen Rate Determination:
- Reference Rate: 3 month EURIBOR
 - Interest Determination Date(s): Two TARGET Business Days prior to the start of the relevant Interest Accrual Period
 - Relevant Screen Page: EURIBOR01
- (ix) Margin(s): + 3.70 per cent. per annum
- (x) Minimum Rate of Interest: Not Applicable
- (xi) Maximum Rate of Interest: Not Applicable
- (xii) Day Count Fraction: Actual/360
- (xiii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

- | | | |
|----|---|--------------|
| 19 | Financial Centre(s) or other special provisions relating to payment dates: | TARGET |
| 20 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | Yes |
| 21 | ISIN: | XS0459090261 |
| 22 | Common Code: | 045909026 |

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**JPY Denominated 6.00 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	29
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Japanese Yen ("JPY")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	JPY100,000,000
	(ii) Calculation Amount:	JPY100,000,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	28 February 2020
9	Interest Basis:	6.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	6.00 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	28 February and 28 August in each year commencing on 28 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: Tokyo and London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459090345

22 Common Code: 045909034

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
EUR Denominated 8.55 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	30
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000, EUR10,000 and EUR100,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	23 December 2019
9	Interest Basis:	8.55 per cent. Fixed Rate
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.55 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	23 November in each year commencing on 23 November 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	23 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: TARGET
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459090428
- 22 Common Code: 045909042

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 11.125 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	31
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	4 November 2020
9	Interest Basis:	11.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	11.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	4 November in each year commencing on 4 November 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459090691

22 Common Code: 045909069

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**EUR Denominated 7.375 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the “Trust Deed”) to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	32
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro (“EUR”)
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000, EUR10,000 and EUR100,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	12 March 2020
9	Interest Basis:	7.375 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.375 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	12 March in each year commencing on 12 March 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	12 March in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: TARGET

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459090774

22 Common Code: 045909077

PRICING SCHEDULE

relating to
LBG Capital No.1 plc
EUR Denominated Floating Rate ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	33
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000, EUR10,000 and EUR100,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	12 March 2020
9	Interest Basis:	3 month EURIBOR +3.1 per cent. per annum Floating Rate. There will be a short first Interest Period from (and including) the Issue Date to (but excluding) 12 December 2009 for which the Rate of Interest will be 3.878 per cent.
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Not Applicable
13	Floating Rate Note Provisions	Applicable
	(i) Interest Period(s):	For the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date, in each case subject to adjustment in accordance with the Business day Convention specified below save for the first Interest Period which shall be the period from (and including) the Issue Date to (but excluding) the First Interest

	Payment Date subject to adjustment in accordance with the Business Day Convention specified below
(ii) Interest Payment Dates:	12 March, 12 June, 12 September and 12 December in each year commencing on 12 December 2009, subject to adjustment in accordance with the Business Day Convention specified below
(iii) First Interest Payment Date:	12 December 2009
(iv) Interest Period Date:	Not Applicable
(v) Business Day Convention:	Modified Following Business Day Convention
(vi) Business Centre(s):	TARGET
(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Agent):	ECN Principal Paying and Conversion Agent
(viii) Screen Rate Determination:	
– Reference Rate:	3 Month EURIBOR
– Interest Determination Date(s):	Two TARGET Business Days prior to the start of the relevant Interest Accrual Period
– Relevant Screen Page:	EURIBOR01
(ix) Margin(s):	+ 3.1 per cent. per annum
(x) Minimum Rate of Interest:	Not Applicable
(xi) Maximum Rate of Interest:	Not Applicable
(xii) Day Count Fraction:	Actual/360
(xiii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
14 Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

15 Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
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PROVISIONS RELATING TO REDEMPTION

16 Redemption due to Taxation	
Redemption Price:	Par
17 Redemption for Regulatory Purposes	
Redemption Price:	Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
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| 19 | Financial Centre(s) or other special provisions relating to payment dates: | TARGET |
| 20 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | Yes |
| 21 | ISIN: | XS0459090931 |
| 22 | Common Code: | 045909093 |

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 12.75 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	34
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP10,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	10 August 2020
9	Interest Basis:	12.75 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	12.75 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	10 August in each year commencing on 10 August 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091079

22 Common Code: 045909107

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**JPY Denominated 8.07 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	35
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Japanese Yen ("JPY")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	JPY100,000,000
	(ii) Calculation Amount:	JPY100,000,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	29 September 2020
9	Interest Basis:	8.07 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.07 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	29 March and 29 September in each year commencing on 29 March 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: Tokyo and London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091152

22 Common Code: 045909115

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**EUR Denominated 7.625 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	36
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Euro ("EUR")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	EUR1,000, EUR10,000 and EUR100,000
	(ii) Calculation Amount:	EUR1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	14 October 2020
9	Interest Basis:	7.625 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable
PROVISIONS RELATING TO INTEREST PAYABLE		
12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.625 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	14 October in each year commencing on 14 October 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	14 October in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: TARGET

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091236

22 Common Code: 045909123

PRICING SCHEDULE

relating to

LBG Capital No.2 plc

JPY Denominated 6.75 per cent. ECNs due 2020

guaranteed on a subordinated basis by

Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	37
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Japanese Yen ("JPY")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	JPY100,000,000
	(ii) Calculation Amount:	JPY100,000,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	9 February 2020
9	Interest Basis:	6.75 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	6.75 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	9 February and 9 August in each year commencing on 9 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: New York, London and Tokyo

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091319

22 Common Code: 045909131

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 10.00 per cent. ECNs due 2020
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	38
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, 10,000 and 100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	26 May 2020
9	Interest Basis:	10.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.00 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	26 May in each year commencing on 26 May 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: London
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459091400
- 22 Common Code: 045909140

PRICING SCHEDULE

relating to

LBG Capital No.2 plc

GBP Denominated 7.625 per cent. ECNs due 2019

guaranteed on a subordinated basis by

Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	39
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	9 December 2019
9	Interest Basis:	7.625 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	7.625 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	9 December in each year commencing on 9 December 2009
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	9 December in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091582

22 Common Code: 045909158

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
GBP Denominated 9.00 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	40
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	15 December 2019
9	Interest Basis:	9.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.00 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 July in each year commencing on 15 July 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: London
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459091665
- 22 Common Code: 045909166

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 8.125 per cent. ECNs due 2019
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or about the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	41
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	15 December 2019
9	Interest Basis:	8.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 November in each year commencing on 15 November 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	15 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091749

22 Common Code: 045909174

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 14.50 per cent. ECNs due 2022
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	42
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000
	(ii) Calculation Amount:	GBP50,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	30 January 2022
9	Interest Basis:	14.50 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	14.50 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	1 March and 1 September in each year commencing on 1 March 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	1 March and 1 September in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459091822

22 Common Code: 045909182

PRICING SCHEDULE

relating to

LBG Capital No.1 plc

GBP Denominated 8.25 per cent. ECNs due 2022

guaranteed on a subordinated basis by

Lloyds Banking Group plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	43
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	14 April 2022
9	Interest Basis:	8.25 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate(s) of Interest:	8.25 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	14 April in each year commencing on 14 April 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	14 April in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: London
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459092044
- 22 Common Code: 045909204

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 9.875 per cent. ECNs due 2023
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	44
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Price</i>
	(ii) Tranche:	<i>The relevant New Issue Price</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	10 February 2023
9	Interest Basis:	9.875 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	9.875 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	10 February in each year commencing on 10 February 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459092127

22 Common Code: 045909212

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 11.25 per cent. ECNs due 2023
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	45
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000
	(ii) Calculation Amount:	GBP50,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	14 September 2023
9	Interest Basis:	11.25 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate(s) of Interest:	11.25 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	1 March and 1 September in each year commencing on 1 March 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	1 March and 1 September in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459092390

22 Common Code: 045909239

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 10.50 per cent. ECNs due 2023
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	46
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Price</i>
	(ii) Tranche:	<i>The relevant New Issue Price</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	29 September 2023
9	Interest Basis:	10.50 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	10.50 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	29 September in each year commencing on 29 September 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459092473

22 Common Code: 045909247

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
GBP Denominated 11.875 per cent. ECNs due 2024
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	47
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Price</i>
	(ii) Tranche:	<i>The relevant New Issue Price</i>
6	(i) Specified Denomination:	GBP1,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	1 September 2024
9	Interest Basis:	11.875 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	11.875 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	1 March and 1 September in each year commencing on 1 March 2010
	(iii) Fixed Coupon Amount(s):	To be calculated according to Condition 6(f)
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA) for the regular semi annual Interest Period with Interest Payment Dates as above. For any other period including the Broken Amount Interest Period the Day Count Fraction is Actual/365 (Fixed)
	(vi) Determination Dates:	1 March and 1 September in each year (applicable to Actual/Actual (ICMA) calculations only)

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13 Floating Rate Note Provisions	Not Applicable
14 Fixed/Floating Rate ECNs	Not Applicable
PROVISIONS RELATING TO CONVERSION	
15 Conversion Price (subject to adjustment as provided in the Deed Poll)	<i>As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009</i>
PROVISIONS RELATING TO REDEMPTION	
16 Redemption due to Taxation Redemption Price:	Par
17 Redemption for Regulatory Purposes Redemption Price:	Par
GENERAL PROVISIONS APPLICABLE TO THE NOTES	
18 Form of Notes:	Registered Notes
19 Financial Centre(s) or other special provisions relating to payment dates:	London
20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21 ISIN:	XS0459092556
22 Common Code:	045909255

PRICING SCHEDULE

relating to
LBG Capital No.1 plc

**GBP Denominated 8.25 per cent. ECNs due 2025
guaranteed on a subordinated basis by
Lloyds Banking Group plc**

The ECNs will be constituted by a Trust Deed (the “Trust Deed”) to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.1 plc
2	Guarantor:	Lloyds Banking Group plc
3	(i) Series Number:	48
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling (“GBP”)
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and, GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	28 November 2025
9	Interest Basis:	8.25 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.25 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	28 November in each year commencing on 28 November 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	28 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459092630

22 Common Code: 045909263

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
GBP Denominated 9.00 per cent. ECNs due 2029
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	49
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	15 July 2029
9	Interest Basis:	9.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate(s) of Interest:	9.00 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 July in each year commencing on 15 July 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: London
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459092804
- 22 Common Code: 045909280

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
GBP Denominated 8.50 per cent. ECNs due 2032
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the "Trust Deed") to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	50
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling ("GBP")
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP1,000, GBP10,000 and GBP100,000
	(ii) Calculation Amount:	GBP1,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	7 June 2032
9	Interest Basis:	8.50 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	8.50 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	7 June in each year commencing on 7 June 2010
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	7 June in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable
14	Fixed/Floating Rate ECNs	Not Applicable

PROVISIONS RELATING TO CONVERSION

- 15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

- 16 **Redemption due to Taxation**
Redemption Price: Par
- 17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 18 **Form of Notes:** **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Note in the limited circumstances specified in the Permanent Global Note
- 19 Financial Centre(s) or other special provisions relating to payment dates: London
- 20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 21 ISIN: XS0459092986
- 22 Common Code: 045909298

PRICING SCHEDULE

relating to
LBG Capital No.2 plc
GBP Denominated 14.25 per cent. ECNs due 2024
guaranteed on a subordinated basis by
Lloyds TSB Bank plc

The ECNs will be constituted by a Trust Deed (the “Trust Deed”) to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	51
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling (“GBP”)
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000
	(ii) Calculation Amount:	GBP50,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	28 October 2024
9	Interest Basis:	14.25 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate of Interest:	14.25 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	28 April and 28 October in each year commencing on 28 April 2010
	(iii) Fixed Coupon Amount(s):	To be calculated according to Condition 6(f)
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA) for the regular semi annual Interest Period with Interest Payment Dates as above. For any other period including the Broken Amount Interest Period the Day Count Fraction is Actual/365 (Fixed)
	(vi) Determination Dates:	28 April and 28 October in each year (applicable to Actual/Actual (ICMA) calculations only)

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

13 **Floating Rate Note Provisions** Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459093109

22 Common Code: 045909310

PRICING SCHEDULE

relating to
LBG Capital No.2 plc

**GBP Denominated 16.125 per cent. ECNs due 2024
guaranteed on a subordinated basis by
Lloyds TSB Bank plc**

The ECNs will be constituted by a Trust Deed (the “Trust Deed”) to be dated on or around the Early Settlement Date between, among others, the Issuer, Lloyds TSB Bank plc, Lloyds Banking Group plc and BNY Corporate Trustee Services Limited. The terms and conditions of the ECNs are as set out in Schedule 4 to the Trust Deed as supplemented by this Pricing Schedule.

In relation to the ECNs, this Pricing Schedule is the Pricing Schedule referred to in Schedule 5 to the Trust Deed.

1	Issuer:	LBG Capital No.2 plc
2	Guarantor:	Lloyds TSB Bank plc
3	(i) Series Number:	52
	(ii) Tranche Number:	1
4	Specified Currency or Currencies:	Pounds Sterling (“GBP”)
5	Aggregate Nominal Amount:	
	(i) Series:	<i>The relevant New Issue Amount</i>
	(ii) Tranche:	<i>The relevant New Issue Amount</i>
6	(i) Specified Denomination:	GBP50,000
	(ii) Calculation Amount:	GBP50,000
7	(i) Issue Date:	Early Settlement Date
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	10 December 2024
9	Interest Basis:	16.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	At Maturity Date: 100 per cent. of principal amount
11	Change of Interest or Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate(s) of Interest:	16.125 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	10 June and 10 December in each year commencing on 10 December 2009
	(iii) Fixed Coupon Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(iv) Broken Amount(s):	<i>To be calculated according to Condition 6(f)</i>
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	10 June and 10 December in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
13	Floating Rate Note Provisions	Not Applicable

14 **Fixed/Floating Rate ECNs** Not Applicable

PROVISIONS RELATING TO CONVERSION

15 **Conversion Price** *As defined in the Exchange Offer Memorandum and to be announced by Lloyds Banking Group plc on 27 November 2009*
(subject to adjustment as provided in the Deed Poll)

PROVISIONS RELATING TO REDEMPTION

16 **Redemption due to Taxation**
Redemption Price: Par

17 **Redemption for Regulatory Purposes**
Redemption Price: Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18 **Form of Notes:** Registered Notes

19 Financial Centre(s) or other special provisions relating to payment dates: London

20 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

21 ISIN: XS0459093281

22 Common Code: 045909328